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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

IRVING & DOROTHY LEVY FAMILY FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)

A Employer identification number

39-6045321

P.O. BOX 7725

City or town, state, and ZIP code

MADISON, WI 53707

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

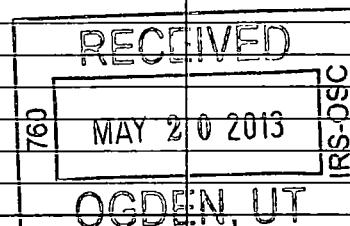
H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end
of year (from Part II, col. (c), line
16) ► \$ 10,143,004.J Accounting method. Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	4,733,489			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	364,442	364,442		ATCH 1
4 Dividends and interest from securities				
5 a Gross rents				
b Net rental income or (loss)	135	135		
6 a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	135			
7 Capital gain net income (from Part IV, line 2)		135		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	5,098,066	364,577		
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule) ATCH 2	2,008	2,008		
b Accounting fees (attach schedule) ATCH 3	7,318	7,318		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 4	5,224	5,224		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	10	10		
23 Other expenses (attach schedule) ATCH 5				
24 Total operating and administrative expenses.	14,560	14,560		
Add lines 13 through 23				
25 Contributions, gifts, grants paid	206,200			206,200
26 Total expenses and disbursements Add lines 24 and 25	220,760	14,560	0	206,200
27 Subtract line 26 from line 12.	4,877,306			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		350,017		
c Adjusted net income (if negative, enter -0-)				

SCANNED MAY 21 2013

Operating and Administrative Expenses



	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	25,629.	193,276.	193,276.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less, allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule) ATCH 6	2,548,400.	7,262,604.	9,949,728.	
	c Investments - corporate bonds (attach schedule)				
	11 Investments - land, buildings, and equipment basis ►				
Less accumulated depreciation ►					
12 Investments - mortgage loans					
13 Investments - other (attach schedule)					
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation ►					
15 Other assets (describe ►)					
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,574,029.	7,455,880.	10,143,004.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)	0	0		
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
		24 Unrestricted			
		25 Temporarily restricted			
		26 Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
		27 Capital stock, trust principal, or current funds	2,574,029.	7,455,880.	
		28 Paid-in or capital surplus, or land, bldg, and equipment fund			
		29 Retained earnings, accumulated income, endowment, or other funds			
		30 Total net assets or fund balances (see instructions)	2,574,029.	7,455,880.	
31 Total liabilities and net assets/fund balances (see instructions)		2,574,029.	7,455,880.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,574,029.
2 Enter amount from Part I, line 27a	2	4,877,306.
3 Other increases not included in line 2 (itemize) ► ATCH 7	3	4,545.
4 Add lines 1, 2, and 3	4	7,455,880.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,455,880.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(I) F.M.V. as of 12/31/69	(J) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	135.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011			
2010			
2009			
2008			
2007			
2 Total of line 1, column (d)			2
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	7,000.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	2	
3 Add lines 1 and 2 . . .	3	7,000.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	7,000.
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a	2,800.
b Exempt foreign organizations - tax withheld at source . . .	6b	
c Tax paid with application for extension of time to file (Form 8868) . . .	6c	
d Backup withholding erroneously withheld . . .	6d	
7 Total credits and payments Add lines 6a through 6d . . .	7	2,800.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . ►	9	4,200.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ►	10	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►	Refunded	► 11

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	Yes	No
1b		X
1c		X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . <i>If "Yes," attach a detailed description of the activities</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . .	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <i>WI,</i>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> . . .	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . .	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► N/A			
14	The books are in care of ► MR MARVIN LEVY Telephone no ► 608-222-9177 Located at ► P. O. BOX 7725 MADISON, WI ZIP+4 ► 53707		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►	16	Yes No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 2007	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b

Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No 6b X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No 7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ►

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3. Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1 NOT APPLICABLE

2

3

4

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2

All other program-related investments. See instructions

3 NONE

Total. Add lines 1 through 3

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	7,146,588.
b	Average of monthly cash balances	1b	109,453.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,256,041.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,256,041.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	108,841.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,147,200.
6	Minimum investment return. Enter 5% of line 5	6	357,360.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	357,360.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,000.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,000.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	350,360.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	350,360.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	350,360.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	206,200.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	206,200.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	6	206,200.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				350,360.
2 Undistributed income, if any, as of the end of 2012			196,160.	
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 206,200.			196,160.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				10,040.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				340,320.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►

b. Check box to indicate whether the foundation is a private operating foundation described in section

	Tax year	Prior 3 years				(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test - enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c	"Support" alternative test - enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

The name, address, and telephone number of a mail of the person to whom applications should be addressed.

b. The form in which applications should be submitted and information and materials they should include.

• Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				206,200.
Total			► 3a	206,200.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				364,577.	
13 Total Add line 12, columns (b), (d), and (e)				364,577.	

13 Total: Add line 12, columns (b), (d), and (e)
(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash	1a(1)	X
(2) Other assets	1a(2)	X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign
Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below
(see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name TERRY VON HADEN, CPA	Preparer's signature <i>Terry Von Haden, CPA</i>	Date 5-9-2013	Check <input type="checkbox"/> if self-employed	PTIN P00452868
	Firm's name ► SVA CERTIFIED PUBLIC ACCOUNTANTS	Firm's EIN ► 39-1203191			
	Firm's address ► 1221 JOHN Q. HAMMONS DRIVE MADISON, WI	53717	Phone no	608-831-8181	

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization

IRVING & DOROTHY LEVY FAMILY FOUNDATION, INC.

Employer identification number

39-6045321

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization IRVING & DOROTHY LEVY FAMILY FOUNDATION, INC.

Employer identification number

39-6045321

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	IRVING AND DOROTHY LEVY REV. TRUST 3053 WOODS EDGE WAY MADISON, WI 53711-5163	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	LEVY SURVIVOR TRUST 3010 NOB HILL RD MADISON, WI 53713-4051	\$ 4,708,489.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization IRVING & DOROTHY LEVY FAMILY FOUNDATION, INC.

Employer identification number

39-6045321

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ -----	-----

Name of organization IRVING & DOROTHY LEVY FAMILY FOUNDATION, INC.

Employer identification number

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.) ► \$
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
		Transferee's name, address, and ZIP + 4	
	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
		Transferee's name, address, and ZIP + 4	
	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
		Transferee's name, address, and ZIP + 4	
	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
		Transferee's name, address, and ZIP + 4	

IRVING & DOROTHY LEVY FAMILY FOUNDATION, INC.
 990 PF INFORMATION
 12/31/2012
 #39-6045321

	ADDRESS	AMOUNT	PURPOSE
RELIGIOUS			
BETH ISRAEL CENTER	1406 MOUND STREET, MADISON, WI 53711	\$ 2,600	TO SUPPORT OPERATIONS
JEWISH SOCIAL SERVICES	6434 ENTERPRISE LANE, MADISON WI 53719	\$ 5,000	TO SUPPORT OPERATIONS
CHABAD HOUSE	3109 NORTH LAKE DRIVE, MILWAUKEE, WI 53211	\$ 3,000	TO SUPPORT OPERATIONS
TEMPLE BETH EL	2702 ARBOR DRIVE, MADISON, WI 53711	\$ 5,000	TO SUPPORT OPERATIONS
HILLEL UNIVERSITY OF WISCONSIN	611 LANGDON STREET, MADISON WI 53703	\$ 15,000	TO SUPPORT OPERATIONS
UJA FEDERATION OF NEW YORK	130 EAST 59TH STREET, NEW YORK, NY 10022	\$ 2,000	TO SUPPORT OPERATIONS
MADISON JEWISH COMMUNITY COUNCIL	6434 ENTERPRISE LANE, MADISON WI 53719	\$ 25,000	TO SUPPORT OPERATIONS
		\$ 57,600	
EDUCATIONAL			
UNIVERSITY OF WISCONSIN FOUNDATION	1848 UNIVERSITY AVENUE, MADISON WI 53726	\$ 15,000	TO FUND SCHOLARSHIP
JIM BEAM DISTRIBUTOR SCHOLARSHIP	510 LAKE COOK RD., DEERFIELD, IL 60015-4964	\$ 6,000	TO FUND SCHOLARSHIP
		\$ 21,000	
HOSPITAL SCIENCE & RESEARCH			
ST MARY'S HOSPITAL FOUNDATION	700 SOUTH PARK STREET, MADISON WI 53715	\$ 5,000	TO FUND RESEARCH
AMERICAN FAMILY CHILDREN'S HOSPITAL	1675 HIGHLAND AVENUE, MADISON WI 53792	\$ 15,000	TO FUND RESEARCH
MAYO CLINIC DEVELOPMENT AND RESEARCH	200 FIRST ST SW, ROCHESTER, MN 55905	\$ 10,000	TO FUND RESEARCH
MERITER HOSPITAL FOUNDATION	202 S PARK ST, MADISON, WI 53715	\$ 5,000	TO FUND RESEARCH
		\$ 35,000	
CIVIC AND COMMUNITY SERVICE			
OLBRICH BONITANICAL SOCIETY	3330 ATWOOD AVE, MADISON WI 53704	\$ 5,000	TO SUPPORT OPERATIONS
OUTREACH	600 WILLIAMSON STREET, MADISON, WI 53703	\$ 1,000	TO SUPPORT OPERATIONS
DANE COUNTY HUMANE SOCIETY	5132 VOGES ROAD, MADISON, WI 53718	\$ 2,000	TO SUPPORT OPERATIONS
LINWOOD CEMETARY	2735 WINDSOR AVE, DUBUQUE, IA 52001	\$ 100	TO SUPPORT OPERATIONS
COUNCIL ON FOUNDATIONS	2121 CRYSTAL DRIVE, SUITE 700, ARLINGTON, VA 22202	\$ 1,000	TO SUPPORT OPERATIONS
MADISON ROTARY FOUNDATION	22 N CAROLL ST #202, MADISON WI 53703	\$ 15,000	TO SUPPORT OPERATIONS
AMERICAN RED CROSS BADGER CHAPTER - MADISON	4860 SHEBOYGAN AVE, MADISON WI 53705	\$ 5,000	TO SUPPORT OPERATIONS
ANTI-DEFAMATION LEAGUE (ADL)	605 THIRD AVENUE, NEW YORK NY 10158	\$ 2,500	TO SUPPORT OPERATIONS
MADISON OPERA	3414 MONROE STREET, MADISON, WI 53711	\$ 11,000	TO SUPPORT OPERATIONS
UNITED WAY	2059 ATWOOD AVE, MADISON, WI 53704	\$ 50,000	TO SUPPORT OPERATIONS
		\$ 92,600	
		<u>\$ 206,200</u>	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIESATTACHMENT 1

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST AND DIVIDENDS	364,442.	364,442.
TOTAL	<u><u>364,442.</u></u>	<u><u>364,442.</u></u>

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	2,008.	2,008.	2,008.	
TOTALS	<u><u>2,008.</u></u>	<u><u>2,008.</u></u>	<u><u>2,008.</u></u>	

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	7,318.	7,318.	7,318.	
TOTALS	<u>7,318.</u>	<u>7,318.</u>	<u>7,318.</u>	

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TAXES	5,224.	5,224.
TOTALS	<u>5,224.</u>	<u>5,224.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DUES & SUBSCRIPTIONS	10.	10.
TOTALS	<u><u>10.</u></u>	<u><u>10.</u></u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

SEE SCHEDULE ATTACHED

TOTALS

<u>BOOK VALUE</u>	<u>ENDING FMV</u>
<u>7,262,604.</u>	<u>9,949,728.</u>
<u><u>7,262,604.</u></u>	<u><u>9,949,728.</u></u>

ATTACHMENT 6

			Shares	Cost	Market Value
IRVING & DOROTHY LEVY FAMILY FOUNDATION, INC	EQUITIES				
990 PF INFORMATION	AGL RESOURCE INC	GAS	2,178	54,575	70,227 29
12/31/2012	ALCATELLUCENT	ALU	395	24,353 08	549 05
#39-6045321	ALLETE INC	ALE	1,500	57,322 50	61,470 00
	ALLIANCE RESOURCE PARTNERS L P	ARLP	1,000	71,148	58,058 00
	ALLIANT CORP	LNT	8,500	262,481 41	373,235 00
	ALTRIA GROUP, INC	MO	34,000	858,195 71	1,068,960 00
	AMEREN CORPORATION	AEE	4,000	128,109 48	122,880 00
	AMERICAN ELECTRIC POWER CO	AEP	4,500	116,725 57	192,060 00
	AMERICAN STATES WATER CO	AWR	1,000	34,695 00	47,980 00
	AQUA AMERICA INC	WTR	3,000	64,080 00	76,260 00
	AT & T INC	T	35,918	1,032,861	1,210,728 36
	ATMOS ENERGY CORP	ATO	500	16,480 00	17,560 00
	BANK OF AMERICA CORP	BAC	300	14,819 95	3,483 00
	BCE, INC	BCE	457	32,911 50	19,623 58
	BEAM, INC	BEAM	4,000	22,513 95	244,360 00
	BP PLC	BP	1,008	53,829 94	41,973 12
	BRITISH AMERICAN TOBACCO PLC	BTI	3,000	183,238 93	303,750 00
	BROWN FORMAN CORP - A	BF A	1,500	71,685 00	92,250 00
	BROWN FORMAN CORP - B	BF B	1,500	72,895 00	94,875 00
	CENTERPOINT ENERGY, INC	CNP	1,200	21,251 40	23,100 00
	CENTURYLINK INC	CTL	500	17,242 50	19,560 00
	CHEVRON CORP	CVX	1,424	49,026 77	153,991 36
	CISCO SYSTEMS, INC	CSCO	400	16,496 00	7,859 60
	CONAGRA FOODS	CAG	300	6,370 00	8,850 00
	CONOCO PHILLIPS	COP	1,000	44,467 02	57,990 00
	CONSOLIDATED EDISON INC	ED	500	28,900 00	27,770 00
	DOMINION RESOURCES INC VA	D	500	25,132 50	25,900 00
	DTE ENERGY CO	DTE	3,000	151,978 50	180,150 00
	DUKE ENERGY CORP - OLD	DUK	870	50,910 00	55,470 30
	DUKE ENERGY CORP - NEW	DUK	167	10,007 50	10,626 50
	E M C CORP MASS	EMC	3,600	56,212 00	91,080 00
	EDISON INTERNATIONAL	EIX	3,200	49,292 80	144,608 00
	EXXON MOBILE CORP	XOM	5,328	181,977 84	461,138 40
	FORTUNE BRANDS HOME & SECURITY INC	FBHS	4,000	5,126 45	116,880 00
	FRONTIER COMMUNICATIONS CORPORATION	FTR	4,100	24,571	17,548 00
	HOWARD HUGHES CORP	HHC	89	2,513 62	6,498 78
	IBERDROLA	IBDRY	278	6,074 43	6 105 95
	IMPERIAL TOBACCO GROUP PLC	ITY	2,100	185,219 48	162,006 60
	INTEGRYS ENERGY GROUP	TEG	3,412	129,693 48	178,174 64
	JOHNSON & JOHNSON	JNJ	700	42,275 00	49,070 00
	KELLOGG CO	K	500	27,385 00	27,925 00
	KIMBERLY-CLARK CORP	KMB	1,000	71,665 00	84,430 00
	KRAFT FOODS GROUP INC	KRFT	8,096	284,298 13	368,125 12
	M&T BANK CORP	MTB	51	3,797	5,021 97
	MARATHON OIL CORP	MRO	2,000	48,160 00	61,320 00
	MARATHON PETROLEUM CORPORATION	MPC	1,000	35,665	63,000 00
	MGE ENERGY INC	MGEE	4,500	127,125 54	229,275 00
	MONDELEZ INTERNATIONAL INCORPORATION	MDLZ	24,290	525,898 90	618,253 37
	NATIONAL PRESTO IND'S INC	NPK	2,000	138,844 57	138,200 00
	NEXTERA ENERGY INC	NEE	1,500	82,230 00	103,785 00
	NISOURCE INC	NI	1,000	22,072 50	24,890 00
	NRG ENERGY INC	NRG	115	6,678 78	2,843 85
	ORACLE CORPORATION	ORCL	1,200	14,910 00	39,984 00
	PEPCO HOLDINGS, INC	POM	659	10,499 85	12,922 99
	PHILIP MORRIS INT'L INC	PM	10,000	444,820 88	838,400 00
	PHILLIPS 66	PSX	500	13,214 93	26,550 00
	PIEDMONT NATURAL GAS CO INC	PNY	1,000	30,320 00	31,310 00
	PIPER JAFFRAY COMPANIES	PJC	223	8,581 04	7,164 99
	PPL CORPORATION	PPL	2,800	61,290 00	80,164 00
	PROCTOR & GAMBLE CO	PG	5,000	314,767 95	339,450 00
	RAYTHEON CO	RTN	63	2,663 33	3,626 28
	ROYAL DUTCH SHELL PLC	RDSA	306	12,821 52	21,098 70
	SCANA CORP	SCG	1,000	41,090 00	45,840 00
	SEMPRA CORP	SRE	1,000	52,290 00	70,940 00
	SOUTHERN CO	SO	500	21,376 25	21,405 00
	SYSCO CORP	SY	1,000	26,390 00	31,660 00
	TARGET CORP	TGT	2,000	105,820 00	118,340 00
	TEXAS INSTRUMENTS INC	TXN	400	19,562 80	12,358 00
	VERIZON COMMUNICATIONS INC	VZ	1,000	23,507 36	43,270 00
	VODAFONE GROUP PLC	VOD	218	7,885 75	5,491 42
	WELLS FARGO & COMPANY	WFC	400	9,690 00	13,672 00
	WESTAR ENERGY, INC	WR	700	19,690 30	20,034 00
	WGL HOLDINGS INC	WGL	500	20,477 50	19,595 00
	WINDSTREAM CORP	WIN	2,402	28,571 79	19,888 58
	WISCONSIN ENERGY CORP	WEC	5,800	132,750 10	213,730 00
	XCEL ENERGY, INC	XEL	3,200	73,153 53	85,472 00
	TOTAL EQUITIES		232,841	\$ 7,123,404	\$ 9,751,695
	REITs				
	CBL & ASSOCIATES PPTYS	CBL	1,064	20,639 19	22,587 44
	DUKE REALTY CORPORATION	DRE	500	10,592 25	6,935 00
	EQUITY RESIDENTIAL	EQR	1,000	27,324 00	56,670 00
	GENERAL GROWTH PROPERTIES	GGP	939	14,327 66	18,639 15
	HCP, INC	HCP	600	10,307 09	27,096 00
	MACK-CALI REALTY CORPORATION	CLI	500	14,770 23	13,055 00
	MPG OFFICE TRUST INC	MPG	500	9,239 49	1,540 00
	PROLOGIS	PLD	223	12,698 84	8,137 27
	ROUSE PPTYS INC	RSE	113	1,570 16	1,911 96
	VORNADO REALTY TRUST	VNO	518	17,730 54	41,481 44
	Other Adjustment				
	TOTAL REITs		5,957	\$ 139,199	\$ 198,033
	GRAND TOTAL		238,798	\$ 7,282,604	\$ 9,949,728

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CURRENT YEAR ADJUSTMENT TO COST BASIS	4,545.
TOTAL	<u><u>4,545.</u></u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PHILLIP A. LEVY P.O. BOX 7725 MADISON, WI 53707	VICE PRESIDENT 1.00	0	0	0
MARVIN J. LEVY P.O. BOX 7725 MADISON, WI 53707	TREASURER 1.00	0	0	0
JEFFREY C. LEVY P.O. BOX 7725 MADISON, WI 53707	SECRETARY 1.00	0	0	0
TERRY VON HADEN P.O. BOX 7725 MADISON, WI 53707	DIRECTOR 1.00	0	0	0
HOWARD A. SWEET P.O. BOX 7725 MADISON, WI 53707	DIRECTOR 1.00	0	0	0
GRAND TOTALS		0	0	0

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

IRVING & DOROTHY LEVY FAMILY FOUNDATION, INC.

Employer identification number

39-6045321

Note: Form 5227 filers need to complete **only** Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	135.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11 ()	
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	135.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year			135.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)			
c	28% rate gain			
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		135.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	
	a The loss on line 15, column (3) or b \$3,000	16 ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box.	25		
	<input type="checkbox"/> No. Enter the amount from line 23	26		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same?	27		
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	28		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	29		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

IRVING & DOROTHY LEVY FAMILY FOUNDATION, INC.

39-6045321

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 135 .

Schedule D-1 (Form 1041) 2012

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
135.		LT NON COVERED GAIN PROPERTY TYPE: SECURITIES				P	01/01/2010	12/31/2012
TOTAL GAIN(LOSS)							135.	<u>135.</u>