Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation Lebovitz Family Charitable Trust	**A Employer identification number** 62-6247365
Number and street (or P O box number if mail is not delivered to street address) 2030 Hamilton Place Blvd., Suite 500 — Room/suite	B Telephone number (423)756-7771
City or town, state, and ZIP code Chattanooga, TN 37421	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 11,461,415. — J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,772.	5,772.		Statement 1
	4 Dividends and interest from securities	417,411.	417,411.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	74,945.			
	b Gross sales price for all assets on line 6a 1,368,445.				
	7 Capital gain net income (from Part IV, line 2)		74,945.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	498,128.	498,128.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 3	11,305.	0.		11,305.
	c Other professional fees Stmt 4	67,289.	50,888.		16,401.
	17 Interest				
	18 Taxes Stmt 5	7,068.	7,068.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 6	3,063.	3,063.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	88,725.	61,019.		27,706.
	25 Contributions, gifts, grants paid	470,850.			470,850.
	26 **Total expenses and disbursements** Add lines 24 and 25	559,575.	61,019.		498,556.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-61,447.			
	b **Net investment income** (if negative, enter -0-)		437,109.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1 Cash - non-interest-bearing	122,664.	36,777.	36,777.
2 Savings and temporary cash investments	850,649.	127,542.	127,542.
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			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock Stmt 7	6,267,680.	6,807,706.	6,656,689.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other Stmt 8	4,179,199.	4,425,276.	4,640,407.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶ Statement 9)	11,783.	0.	0.
16 **Total assets** (to be completed by all filers)	11,431,975.	11,397,301.	11,461,415.
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			
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 ▶ ☐ 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			
27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	2,690,711.	2,690,711.	
29 Retained earnings, accumulated income, endowment, or other funds	8,741,264.	8,706,590.	
30 **Total net assets or fund balances**	11,431,975.	11,397,301.	
31 **Total liabilities and net assets/fund balances**	11,431,975.	11,397,301.	

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	11,431,975.
2 Enter amount from Part I, line 27a	2	-61,447.
3 Other increases not included in line 2 (itemize) ▶ NON-TAXABLE DISTRIBUTIONS	3	26,773.
4 Add lines 1, 2, and 3	4	11,397,301.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,397,301.

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				
b	See Attached Statement			
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	1,368,445.		1,293,500.	74,945.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				74,945.

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	74,945.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	490,941.	10,008,899.	.049050
2010	425,160.	8,705,321.	.048839
2009	299,681.	6,432,126.	.046591
2008	548,507.	11,076,093.	.049522
2007	618,647.	15,614,287.	.039621

2 Total of line 1, column (d)	2	.233623
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	.046725
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,443,941.
5 Multiply line 4 by line 3	5	487,993.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,371.
7 Add lines 5 and 6	7	492,364.
8 Enter qualifying distributions from Part XII, line 4	8	498,556.

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.

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 ▶ ☐ and enter "N/A" on line 1. 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 ▶ [X] and enter 1% of Part I, line 27b			1	4,371.
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	0.
3	Add lines 1 and 2			3	4,371.
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	4,371.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,000.		
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	6,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,629.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,629. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? *If "Yes," attach a conformed copy of the changes*	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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ None			
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? If "No," attach explanation*	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 ▶ CHARLES B. LEBOVITZ Telephone no. ▶ (423) 490-8223
Located at ▶ 2030 HAMILTON PLACE BLVD, CHATTANOOGA, TN ZIP+4 ▶ 37421

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 N/A

		Line	Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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.

			Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
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.)	N/A	2b		
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?	☐ Yes ☒ 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.)*	N/A	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

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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)?	☐ 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)?	N/A	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? N/A	☐ 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			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		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			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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.

(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
See Statement 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	10,238,123.
b	Average of monthly cash balances	1b	364,863.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,602,986.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,602,986.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	159,045.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,443,941.
6	**Minimum investment return.** Enter 5% of line 5	6	522,197.

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	522,197.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 4,371.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	4,371.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	517,826.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	517,826.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	517,826.

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	498,556.
b	Program-related investments - total from Part IX-B	1b	0.
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:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	498,556.
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	5	4,371.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	494,185.

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				517,826.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010 11,117.				
e From 2011 1,698.				
f **Total** of lines 3a through e	12,815.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 498,556.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				498,556.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	12,815.			12,815.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				6,455.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
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) N/A

1 a 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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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)(iii)					
(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).)

CHARLES B. LEBOVITZ

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.

None

2 **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.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

CHARLES B. LEBOVITZ, (423)855-0001
2030 HAMILTON PLACE BLVD., CHATTANOOGA, TN 37421

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

A LETTER SHOULD BE SUBMITTED OUTLINING THE NEED FOR FUNDS

c Any submission deadlines:

N/A

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

N/A

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				
ALZHEIMER'S ASSOCIATION 7625 HAMILTON PARK DRIVE CHATTANOOGA, TN 37421			TO SUPPORT PUBLIC CHARITY	35,000.
FACING HISTORY AND OURSELVES 16 HURD ROAD BROOKLINE, MA 02445			EDUCATIONAL & CULTURAL	35,000.
GIRLS, INC. 709 S. GREENWOOD AVENUE CHATTANOOGA, TN 37404			TO SUPPORT PUBLIC CHARITY	15,000.
THE JEWISH FUNDERS NETWORK 150 W. 30TH STREET, SUITE 900 NEW YORK, NY 10001			TO PROVIDE FINANCIAL & SOCIAL SERVICES	850.
JEWISH FEDERATION OF GREATER CHATTANOOGA P.O. BOX 8947 CHATTANOOGA, TN 37414			TO PROVIDE FINANCIAL & SOCIAL SERVICES	150,000.
Total See continuation sheet(s)			▶ 3a	470,850.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	5,772.	
4 Dividends and interest from securities			14	417,411.	
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			14	19,890.	55,055.
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)		0.		443,073.	55,055.

13 Total Add line 12, columns (b), (d), and (e) 13 498,128.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3	TO SUPPORT CHARITABLE ORGANIZATIONS
4	"
8	"

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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

Charles B. Lebovitz, Trustee 8/14/13 TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
George Wilmoth, CPA		06/25/13		P00191123
Firm's name ▶ Henderson Hutcherson & McCullough PLLC			Firm's EIN ▶ 62-1114363	
Firm's address ▶ 1200 Market Street Chattanooga, TN 37402			Phone no. (423)756-7771	

223622
12-05-12

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	FIDELITY INVESTMENTS #646-655740 (SEE ATTACHED)	P		
b	FIDELITY INVESTMENTS #646-655740 (SEE ATTACHED)	P		
c	fIDELITY INVESTMENTS #656-158259 (SEE ATTACHED)	P		
d	FIDELITY INVESTMENTS - ADJ TO BASIS	P		
e	POWERSHARES DB OIL FUND	P		
f	POWERSHARES DB AGRICULTURE FUND	P		
g	PSHRS DB AGRICULTURE FUND -1256 Gain	P		
h	PshrS DB AGRICULTURE FUND -1256 Gain	P		
i	Pshrs DB Oil Fund - 1256 Gain	P		
j	Pshrs DB Oil Fund - 1256 Gain	P		
k	Capital Gains Dividends			
l				
m				
n				
o				

	(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	30,144.		30,663.	-519.
b	1,216,862.		1,123,756.	93,106.
c	101,546.		98,814.	2,732.
d			8,827.	-8,827.
e	2.			2.
f	1.			1.
g			739.	-739.
h			1,109.	-1,109.
i			11,837.	-11,837.
j			17,755.	-17,755.
k	19,890.			19,890.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-519.
b				93,106.
c				2,732.
d				-8,827.
e				2.
f				1.
g				-739.
h				-1,109.
i				-11,837.
j				-17,755.
k				19,890.
l				
m				
n				
o				

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	74,945.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AMERICAN RED CROSS 1955 MONROE DRIVE, NE ATLANTA, GA 30324			TO SUPPORT PUBLIC CHARITY	1,500.
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E, LOWERY BLVD NW ATLANTA, GA 30318			TO PROVIDE FINANCIAL & SOCIAL SERVICES	1,000.
ATLANTA HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS, GA 31709			TO SUPPORT PUBLIC CHARITY	500.
B'NAI ZION RABBINICAL FUND 114 MCBRIEN ROAD CHATTANOOGA, TN 37411			TO SUPPORT RELIGIOUS ORGANIZATION	50,000.
COMBINED JEWISH PHILANTHROPIES 126 HIGH STREET BOSTON, MA 02110			TO PROVIDE FINANCIAL & SOCIAL SERVICES	900.
COMMUNITY ACTION CENTERS 1130 HIGHTOWER TRAIL ATLANTA, GA 30350			TO PROVIDE FINANCIAL & SOCIAL SERVICES	500.
CONGREGATION OR ATID 97 CONCORD ROAD WAYLAND, MA 01778			TO SUPPORT RELIGIOUS ORGANIZATION	21,500.
DAVID ISRAEL MEMORIAL 610 LINDSAY ST. CHATTANOOGA, TN 37403			TO SUPPORT PUBLIC CHARITY	500.
JEWISH FAMILY & CAREER SERVICES 4549 CHAMBLEE DUNWOODY ROAD ATLANTA, GA 30338			TO PROVIDE FINANCIAL & SOCIAL SERVICES	2,000.
JEWISH FAMILY & CHILDREN'S SERVICE OF GREATER BOSTON 1430 MAIN STREET WALTHAM, MA 02451			TO PROVIDE FINANCIAL & SOCIAL SERVICES	7,500.
Total from continuation sheets				235,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JEWISH FEDERATION OF GREATER ATLANTA 1440 SPRING STREET NW ATLANTA, GA 30309			TO PROVIDE FINANCIAL & SOCIAL SERVICES	1,500.
MACABBI USA/SPORTS FOR ISRAEL 1926 ARCH STREET, 4R PHILADELPHIA, PA 19103			TO SUPPORT RELIGIOUS ORGANIZATION	2,500.
MUST MINISTRIES P.O. BOX 1717 MARIETTA, GA 30061			TO SUPPORT RELIGIOUS ORGANIZATION	250.
PMC JIMMY FUND 77 4TH AVENUE NEEDHAM, MA 02494			TO SUPPORT PUBLIC CHARITY	2,500.
RAMAH DAROM, INC. 6400 POWERS FERRY ROAD, SUITE 215 ATLANTA, GA 30339			EDUCATIONAL & CULTURAL	2,500.
SOLOMON SCHECTER DAY SCHOOL OF GREATER BOSTON 125 WELLS AVENUE NEWTON, MA 02459			EDUCATIONAL & CULTURAL	1,700.
TEMPLE SINAI, INC. 5645 DUPREE DRIVE SANDY SPRINGS, GA 30327			TO SUPPORT RELIGIOUS ORGANIZATION	1,250.
THE ANTI-DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158			EDUCATIONAL & CULTURAL	1,250.
UNITED WAY OF GREATER CHATTANOOGA 630 MARKET STREET CHATTANOOGA, TN 37402			TO SUPPORT PUBLIC CHARITY	5,000.
CAMP RAMAH DAROM 6400 POWERS FERRY ROAD, SUITE 215 ATLANTA, GA 30339			EDUCATIONAL & CULTURAL	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHABAD OF CHATTANOOGA 22 PISGAH AVENUE CHATTANOOGA, TN 37411			EDUCATIONAL & CULTURAL	5,000.
THE AGAHOZO-SHALOM YOUTH VILLAGE 1375 BROADWAY, 17TH FLOOR NEW YORK, NY 10018			EDUCATIONAL & CULTURAL	25,000.
VANDERBILT HILLEL 221 KIRKLAND HALL NASHVILLE, TN 37240			EDUCATIONAL & CULTURAL	25,000.
JEWISH FAMILY & CHILDREN'S SERVICE 1430 MAIN STREET WALTHAM, MA 02451			TO PROVIDE FINANCIAL & SOCIAL SERVICES	50,000.
CREATIVE DISCOVERY MUSEUM 321 CHESTNUT STREET CHATTANOOGA, TN 37402			EDUCATIONAL & CULTURAL	1,250.
MGH/TANZI LAB C/O MASS GENERAL DEVELOPMENT OFFICE, 165 CAMBRIDGE ST, STE 600 BOSTON, MA 02114			TO PROMOTE MEDICAL RESEARCH	5,000.
CENTER FOR LEADERSHIP & LEARNING			EDUCATIONAL & CULTURAL	2,500.
HUNTER MUSEUM OF AMERICAN ART 10 BLUFF VIEW AVENUE CHATTANOOGA, TN 37403			EDUCATIONAL & CULTURAL	1,000.
CHATTANOOGA ZOO 301 NORTH HOLTZCLAW AVENUE CHATTANOOGA, TN 37404			EDUCATIONAL & CULTURAL	1,000.
CHATTANOOGA HISTORY CENTER 2 WEST AQUARIUM WAY CHATTANOOGA, TN 37402			EDUCATIONAL & CULTURAL	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GIRLS PREPARATORY SCHOOL P.O. BOX 4736 CHATTANOOGA, TN 37405			EDUCATIONAL & CULTURAL	1,000.
BRIGHT SCHOOL 1950 HIXSON PIKE CHATTANOOGA, TN 37405			EDUCATIONAL & CULTURAL	1,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET STREET CHATTANOOGA, TN 37402			TO PROVIDE FINANCIAL & SOCIAL SERVICES	5,000.
JEWISH COMMUNITY HOUSING FOR THE ELDERLY 30 WALLINGFORD ROAD BRIGHTON , MA 02135			TO PROVIDE FINANICAL & SOCIAL SERVICES	900.
AMERICAN CANCER SOCIETY P.O. BOX 90938 NASHVILLE, TN 37209			TO SUPPORT PUBLIC CHARITY	500.
JAMAICA EDUCATION FUND/BAYLOR SCHOOL 171 BAYLOR SCHOOL ROAD CHATTANOOGA, TN 37405			EDUCATIONAL & CULTURAL	500.
Total from continuation sheets				

Form 990-PF	Interest on Savings and Temporary Cash Investments	Statement 1

Source	Amount
BANK OF AMERICA	10.
FIDELITY INVESTMENTS	81.
FIRST TENNESSEE BANK	5,681.
Total to Form 990-PF, Part I, line 3, Column A	5,772.

Form 990-PF	Dividends and Interest from Securities	Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
FIDELITY INVESTMENTS	437,028.	19,890.	417,138.
Powershares DB Agriculture Fund	159.	0.	159.
Powershares DB Oil Fund	114.	0.	114.
Total to Fm 990-PF, Part I, ln 4	437,301.	19,890.	417,411.

Form 990-PF	Accounting Fees	Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING	11,305.	0.		11,305.
To Form 990-PF, Pg 1, ln 16b	11,305.	0.		11,305.

Form 990-PF	Other Professional Fees	Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISORY SERVICES	50,888.	50,888.		0.
CONSULTING	16,401.	0.		16,401.
To Form 990-PF, Pg 1, ln 16c	67,289.	50,888.		16,401.

Form 990-PF	Taxes	Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAXES	7,068.	7,068.		0.
To Form 990-PF, Pg 1, ln 18	7,068.	7,068.		0.

Form 990-PF	Other Expenses	Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
POWERSHARES DB AGRICULTURE FUND	2,030.	2,030.		0.
POWERSHARES DB OIL FUND	1,033.	1,033.		0.
To Form 990-PF, Pg 1, ln 23	3,063.	3,063.		0.

Form 990-PF	Corporate Stock	Statement 7

Description	Book Value	Fair Market Value
CBL & ASSOCIATES	5,415,452.	5,261,883.
EATON VANCE TAX MGED	275,603.	278,125.
POWERSHARES DB MULTI SECTOR COMMODITY TR	185,238.	187,405.
SPDR GOLD TR GOLD SHS	0.	0.
SECTOR SPDR TR SHS	0.	0.
VANGUARD EMERGING MARKETS	120,053.	118,895.
AT & T, INC.	2,983.	3,135.
ABBOTT LABORATORIES	3,037.	3,210.
AIR PRODUCTS & CHEM	3,810.	3,529.
ALLETE, INC.	3,383.	3,319.
ALLIANT ENERGY CORP.	3,146.	3,162.
AMERICAN ELECTRIC POWER	2,807.	3,073.
AMERICAN NATL BANKSHARES, INC.	3,595.	3,109.
AMERICAN NATL INS CO.	3,314.	3,141.
AMERICAN STATES WATER CO.	2,748.	3,503.
AQUA AMERICA, INC.	2,690.	3,050.
ARTESIAN RES CORP	2,948.	3,409.
ATMOS ENERGY CORP.	2,685.	2,985.
AUTOMATIC DATA PROCESSING, INC.	3,085.	3,131.

AVISTA CORP.	3,444.	3,207.
BAXTER INTL, INC.	3,108.	3,466.
BECTON DICKINSON CO.	3,360.	3,362.
BEMIS COMPANY, INC.	3,330.	3,379.
BLACK HILLS CORP.	2,908.	3,089.
BRISTOL MYERS SQUIBB	3,160.	3,031.
BROADRIDGE FINANCIAL SOLUTIONS	2,977.	3,226.
CH ENERGY GROUP, INC.	3,361.	3,261.
CLECO CORP.	3,127.	3,121.
CMS ENERGY CORP.	2,884.	3,145.
CAL MAINE FOODS, INC.	2,941.	3,017.
CALIFORNIA WATER SV GRP HLDG CO.	3,051.	3,046.
CAMPBELL SOUP CO.	3,019.	3,105.
CARDINAL HEALTH, INC.	3,260.	3,171.
CENTERPOINT ENERGY, INC.	3,193.	3,080.
CENTURYLINK, INC.	3,268.	3,286.
CHESAPEAKE UTILS CORP.	2,914.	3,133.
CHEVRON CORP.	3,165.	3,136.
CHUBB CORP.	2,869.	3,088.
CINCINNATI FINL CORP	2,756.	3,094.
CONAGRA FOODS, INC.	3,081.	3,422.
CONOCOPHILLIPS	3,153.	3,131.
CONSOLIDATED EDISON HLDG CO.	3,124.	2,944.
DTE ENERGY HOLDING CO.	2,767.	3,003.
DOMINION RESOURCES, INC.	3,046.	3,056.
DUKE ENERGY CORP.	3,034.	2,999.
EDISON INTL	2,874.	3,028.
ENTERGY CORP.	3,360.	3,188.
ERIE INDTY CO. CL A	3,916.	3,599.
EXXON MOBIL CORP.	3,055.	3,029.
FIRSTENERGY CORP.	3,201.	2,923.
FLOWERS FOODS, INC.	3,395.	3,816.
GALLAGHER, ARTHUR J. & CO.	3,276.	3,153.
GENERAL DYNAMICS	3,454.	3,256.
GENUINE PARTS CO.	3,308.	3,306.
HEINZ HJ CO.	3,061.	3,288.
HERSHEY CO.	2,962.	3,394.
IDACORP.	3,066.	3,208.
INTEL CORP.	4,277.	3,320.
INTEGRYS ENERGY GROUP, INC.	3,224.	3,133.
JOHNSON & JOHNSON	2,917.	3,084.
KELLOGG COMPANY	3,156.	3,295.
KIMBERLY CLARK CORP.	2,960.	3,293.
LACLEDE GROUP, INC.	3,078.	2,973.
LILLY, ELI & CO.	2,598.	3,156.
LOCKHEED MARTIN CORP.	3,107.	3,138.
MDU RESOURCES GROUP	3,330.	3,144.
MGE ENERGY, INC.	2,764.	3,108.
MARSH & MCLENNAN COS.	3,030.	3,171.
MATTEL, INC.	3,080.	3,296.
MEDTRONIC, INC.	3,113.	3,200.
MERCK & CO, INC.	2,587.	2,743.
MERCURY GENERAL CORP	3,462.	3,175.
MICROSOFT CORP	3,612.	3,018.

MIDDLESEX WATER CO.	2,985.	3,090.
NEW JERSEY RES CORP	3,492.	3,090.
NEXTERA ENERGY, INC.	2,851.	3,183.
NISOURCE, INC.	3,120.	3,136.
NORTHEAST UTILITIES	2,871.	3,009.
NORTHROP GRUMMAN CORP. HOLDING CO.	2,851.	3,109.
NORTHWEST BANCSHARES, INC.	3,353.	3,156.
NORTHWEST NATURAL GAS CO.	3,176.	3,050.
NORTHWESTERN CORP	3,061.	2,952.
NV ENERGY, INC.	3,049.	3,084.
OGE ENERGY CORP HOLDINGS CO.	3,058.	3,210.
ONEOK, INC.	2,819.	2,907.
OTTER TAIL CORP.	2,920.	3,275.
PG&E CORP	3,313.	3,054.
PAYCHEX, INC.	3,172.	3,079.
PEPCO HLDGS, INC.	3,022.	3,138.
PEPSICO, INC.	3,165.	3,216.
PIEDMONT NATURAL GAS CO.	3,190.	3,162.
PINNACLE WEST CAP	3,198.	3,161.
PORTLAND GEN ELECTRIC CO.	2,823.	3,064.
PRAXAIR, INC.	3,024.	3,174.
PROCTER & GAMBLE CO.	2,960.	2,987.
PUBLIC SERVICE ENTERPRISE GROUP, INC.	3,113.	3,091.
QUESTAR CORP.	3,057.	3,063.
RLI CORP.	3,354.	3,104.
RAYTHEON CO.	3,037.	3,281.
REYNOLDS AMERICAN, INC.	3,213.	3,190.
ROCKVILLE FINL, INC.	3,097.	3,354.
SCANA CORP.	3,018.	3,012.
SEMPRA ENERGY	2,820.	3,263.
SONOCO	3,341.	2,973.
SOUTH JERSEY INDS, INC.	3,096.	3,070.
SOUTHERN CO.	3,294.	3,125.
SOUTHWEST GAS CORP.	3,216.	3,138.
SPECTRA ENERGY CORP.	3,528.	3,067.
SYSCO CORP.	3,031.	3,198.
TECO ENERGY	3,309.	3,151.
3M COMPANY	3,317.	3,435.
TIME WARNER, INC.	3,092.	3,539.
UGI CORP.	2,821.	3,336.
UNS ENERGY CORP.	2,771.	3,182.
UNITED PARCEL SERVICE	3,525.	3,244.
UNIVERSAL CORP VA	2,952.	3,244.
VECTREN CORP	3,055.	3,058.
VECTOR GROUP LTD	3,292.	2,885.
VERIZON COMMUNICATIONS	2,821.	3,115.
WGL HLDGS	3,281.	3,135.
WALMART STORES	2,512.	2,797.
WASTE MANAGEMENT, INC.	3,311.	3,172.
WEIS MARKETS, INC.	3,433.	3,055.
WESTAR ENERGY, INC.	3,090.	3,120.
WISCONSIN ENERGY CP	2,803.	2,911.
XCEL ENERGY, INC.	3,129.	3,125.
YORK WATER CO.	3,355.	3,268.

ISHARES GOLD TRUST ISHARES	200,139.	192,988.
ISHARES TR RUSSELL 2000 INDEX FD	35,597.	37,943.
POWERSHARES DB OIL FUND	198,268.	197,274.
ENBRIDGE ENERGY MANAGEMENT	3.	0.
KINDER MORGAN MGMT LLC	42.	0.
Total to Form 990-PF, Part II, line 10b	6,807,706.	6,656,689.

Form 990-PF Other Investments Statement 8

Description	Valuation Method	Book Value	Fair Market Value
GNMA POOL #105329	COST	0.	18.
GNMA POOL #0264701	COST	0.	432.
FIDELITY ADVISOR SMALL CAP CL I	COST	78,484.	78,998.
SPARTAN 500 INDEX FUND	COST	481,186.	602,457.
FIDELITY LOW PRICED STOCK	COST	0.	0.
DODGE & COX INTL STOCK FUND	COST	200,146.	205,651.
EV PARAMETRIC TAX MGD	COST	227,542.	224,219.
EATON VANCE FLOATING RATE	COST	262,409.	272,003.
IVA INTL FUND	COST	300,705.	297,204.
LOOMIS SAYLES INV GRADE BOND	COST	336,046.	342,491.
MATTHEWS PACIFIC TIGER FUND	COST	141,553.	148,075.
METROPOLITAN WEST HIGH YIELD	COST	212,009.	209,503.
NEUBERGER BERMAN	COST	377,125.	422,083.
PIMCO TOTAL RETURN INSTL	COST	456,333.	457,538.
PIMCO FOREIGN BOND FUND	COST	39,330.	39,966.
PIMCO DEVELOPING LOCAL MKTS	COST	0.	0.
PRINCIPAL PFD SECURITIES	COST	58,313.	61,118.
THE OSTERWEIS STRATEGIC INCOME	COST	175,000.	174,560.
T. ROWE PRICE INTL DISCOVERY	COST	53,947.	59,963.
VANGUARD INFLATION PROT SECS	COST	71,757.	79,002.
DOUBLELINE TOTAL RETURN BOND FD	COST	585,000.	588,376.
MFS EMERGING MARKETS DEBT FUND	COST	110,000.	116,365.
PIMCO EMERGIN MARKETS CY CL D	COST	114,105.	115,578.
AKRE FOCUS FUND INSTL	COST	113,500.	112,291.
EQUITY LIFESTYLE PPTYS, INC.	COST	3,173.	3,230.
ESSEX PPTY TR INC.	COST	3,377.	3,226.
FEDERAL REALTY INVST TR SH BEN	COST	2,819.	3,017.
LTC PPTYS INC.	COST	3,361.	3,449.
NATIONAL RETAIL PPTYS INC.	COST	2,857.	3,245.
PLUM CREEK TIMBER CO INC.	COST	3,070.	3,239.
PUBLIC STORAGE	COST	3,211.	3,334.
RAYONIER INC.	COST	2,841.	3,317.
REALTY INCOME CORP.	COST	3,207.	3,297.
SIMON PPTY GROUP	COST	2,870.	3,162.
Total to Form 990-PF, Part II, line 13		4,425,276.	4,640,407.

Form 990-PF	Other Assets	Statement 9

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
INTEREST DUE FROM FIRST TN BANK - CD	11,783.	0.	0.
To Form 990-PF, Part II, line 15	11,783.	0.	0.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
CHARLES B. LEBOVITZ 2030 HAMILTON PLACE BLVD CHATTANOOGA, TN 37421	TRUSTEE 0.00	0.	0.	0.
FAYE L. PETERKEN 260 POWERS FERRY ROAD MARIETTA, GA 30067	TRUSTEE 0.00	0.	0.	0.
ALAN CATES 736 GEORGIA AVENUE, SUITE 300 CHATTANOOGA, TN 37402	TRUSTEE 0.00	0.	0.	0.
STEPHEN LEBOVITZ 2030 HAMILTON PLACE BLVD CHATTANOOGA, TN 37421	TRUSTEE 0.00	0.	0.	0.
MICHAEL LEBOVITZ 2030 HAMILTON PLACE BLVD CHATTANOOGA, TN 37421	TRUSTEE 0.00	0.	0.	0.
ALAN LEBOVITZ 2030 HAMILTON PLACE BLVD CHATTANOOGA, TN 37421	TRUSTEE 0.00	0.	0.	0.
BETH LEBOVITZ BACKER 2030 HAMILTON PLACE BLVD CHATTANOOGA, TN 37421	TRUSTEE 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
Lebovitz Family Charitable Trust

Employer identification number (EIN) or
62-6247365

Number, street, and room or suite no. If a P.O. box, see instructions
2030 Hamilton Place Blvd., Suite 500

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions.
Chattanooga, TN 37421

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ CHARLES B. LEBOVITZ
2030 HAMILTON PLACE BLVD - CHATTANOOGA, TN 37421
Telephone No ▶ (423) 490-8223 FAX No ▶ (423) 265-8125
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______________ , and ending ______________

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 4,802.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3b**	$ 6,000.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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OMB No 1545-1709

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Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Lebovitz Family Charitable Trust	62-6247365
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 2030 Hamilton Place Blvd., Suite 500	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Chattanooga, TN 37421	

Enter the Return code for the return that this application is for (file a separate application for each return) [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ CHARLES B. LEBOVITZ
2030 HAMILTON PLACE BLVD - CHATTANOOGA, TN 37421
Telephone No.▶ (423) 490-8223 FAX No. ▶ (423) 265-8125
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2013, to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______________, and ending ______________.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
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3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 4,802.
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