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

2012

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

RICHARD AND EMILY LEVIN FOUNDATION
51 UNIVERSITY AVENUE M
LOS GATOS, CA 95030-6037A Employer identification number
77-0263490B Telephone number (see the instructions)
408-399-3182C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ... ☐2 Foreign organizations meeting the 85% test, check here and attach computation ... ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... ☐G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH 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, column (c), line 16)
\$ 5,103,751.
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 (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

10.

10.

10.

4 Dividends and interest from securities

246,010.

246,010.

246,010.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

59,568.

b Gross sales price for all assets on line 6a 485,735.

7 Capital gain net income (from Part IV, line 2)

3,193.

8 Net short-term capital gain

610.

9 Income modifications.....

10a Gross sales less returns and allowances

b Less Cost of goods sold.

c Gross profit/(loss) (att sch)

11 Other income (attach schedule).....

12 Total. Add lines 1 through 11

305,588.

249,213.

246,630.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) SEE ST 1

4,595.

4,595.

b Accounting fees (attach sch) SEE ST 2

4,330.

4,330.

c Other prof fees (attach sch)

17 Interest

2,000.

2,000.

18 Taxes (attach schedule)(see instrs) SEE ST 3

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

167.

167.

24 Total operating and administrative expenses. Add lines 13 through 23

11,092.

11,092.

25 Contributions, gifts, grants paid PART XV

232,500.

232,500.

26 Total expenses and disbursements. Add lines 24 and 25.

243,592.

0.

0.

243,592.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

61,996.

b Net investment income (if negative, enter -0-)

249,213.

c Adjusted net income (if negative, enter -0-)

246,630.

SCANNED MAY 16 2013

REVENUE

ADMINISTRATIVE AND EXPENSES

14

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	29,583.	127,571.	127,571.
	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 sch.)			
	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 (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)	644,099.	545,660.	525,787.
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans	11,684.	10,121.	10,872.
	13 Investments — other (attach schedule)	4,677,497.	4,741,507.	4,439,521.
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	5,362,863.	5,424,859.	5,103,751.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET FUND ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & 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.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	5,362,863.	5,424,859.	
	30 Total net assets or fund balances (see instructions)	5,362,863.	5,424,859.	
	31 Total liabilities and net assets/fund balances (see instructions)	5,362,863.	5,424,859.	

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	5,362,863.
2	Enter amount from Part I, line 27a	2	61,996.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	5,424,859.
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	5,424,859.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	SEE ATTACHED - RBC #43691	P	VARIOUS	VARIOUS
b	SEE ATTACHED - RBC #43691	P	VARIOUS	VARIOUS
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 19,875.		19,265.	610.
b 465,860.		463,277.	2,583.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			610.
b			2,583.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	3,193.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	610.

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 (column (b) divided by column (c))
2011	49,002.	4,599,677.	0.010653
2010	250,449.	4,847,358.	0.051667
2009	162,034.	4,481,500.	0.036156
2008	161,576.	3,566,970.	0.045298
2007	167,248.	4,224,372.	0.039591

2 Total of line 1, column (d)	2	0.183365
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	0.036673
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,939,013.
5 Multiply line 4 by line 3	5	181,128.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,492.
7 Add lines 5 and 6	7	183,620.
8 Enter qualifying distributions from Part XII, line 4	8	243,592.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,492.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,492.
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	2,492.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	2,984.	
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	2,984.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	492.	
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax 492. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		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.		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>MR. SYDNEY LEVIN</u> Telephone no <u>408-399-3182</u> Located at <u>51 UNIVERSITY AVE., #M LOS GATOS CA</u> ZIP + 4 <u>95030-6037</u>			
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 <u>N/A</u>	15		N/A
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 <u></u>				

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
1 a 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 <u></u>	1 b	N/A
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?	1 c	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 <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" 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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b N/A

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)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

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
SYDNEY LEVIN 51 UNIVERSITY AVENUE, SUITE M LOS GATOS, CA 95030-6037	TRUSTEE 3.00	0.	0.	0.
ELSIE GEORGE 51 UNIVERSITY AVENUE, SUITE M LOS GATOS, CA 95030-6037	TRUSTEE 3.00	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

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 (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		
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 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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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	1 a	4,886,037.
b Average of monthly cash balances	1 b	128,189.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	5,014,226.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	5,014,226.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	75,213.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,939,013.
6 Minimum investment return. Enter 5% of line 5	6	246,951.

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	246,951.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	2,492.
b Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	2,492.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	244,459.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	244,459.
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	244,459.

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	1 a	243,592.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	243,592.
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)	5	2,492.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	241,100.

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.

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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				244,459.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			13,244.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 243,592.				
a Applied to 2011, but not more than line 2a			13,244.	
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				230,348.
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))	0.			0.
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 instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				14,111.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	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				

BAA

Form 990-PF (2012)

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 STATEMENT ,	SEE ATTACHED		SEE ATTACHED STATEMENT	232,500.
Total			3 a	232,500.
b Approved for future payment				
Total			3 b	

RICHARD AND EMILY LEVIN FOUNDATION

77-0263490

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 4,595.			\$ 4,595.
TOTAL	<u>\$ 4,595.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 4,595.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 4,330.			\$ 4,330.
TOTAL	<u>\$ 4,330.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 4,330.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	\$ 2,000.			\$ 2,000.
TOTAL	<u>\$ 2,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 2,000.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL FEE	\$ 20.			\$ 20.
BANK CHARGES	18.			18.
INSURANCE PREMIUMS	54.			54.
REGISTRY OF CHARITABLE TRUST FEES	75.			75.
TOTAL	<u>\$ 167.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 167.</u>

RICHARD EMILY LEVIN FOUNDATION
RBC WEALTH MANAGEMENT
Fair Market Value of Securities as of 12/31/12

EIN 77-0263490

	VALUE METHOD	BOOK VALUE	FAIR MKT VALUE
INVESTMENTS - CORPORATE BONDS			
GENERAL ELEC CAP CORP 6 05% DUE 2/6/47 CALL 2/6/12@\$25 - GEG	MKT VALUE	121,558 41	127,497 23
WESTERN ASSET / CLAYMORE INFLATION LKD SECUR & INC FUND - WIA	MKT VALUE	220,150 21	205,204 95
WESTERN ASSET / CLAYMORE INFLATION LKD OPP & INC FUND - WIW	MKT VALUE	203,950 88	193,084 45
	✓	545,659.50	525,786 63 ✓
INVESTMENTS - OTHER			
ADVENT CLAYMORE ENHANCED GROWTH & INCOME FUND - LCM	MKT VALUE	135,702 64	76,737 05
ALPINE GLOBAL PREMIER PROPERTIES FUND - AWP	MKT VALUE	126,087 57	65,028 20
CORESITE REALTY CORP CORPRA	MKT VALUE	100,000 00	100,840 00
COUNTRYWIDE CAPITAL IV 6 75% CPN MAT 4/1/33 CALL 4/11/08 @25 - CFCPRA	MKT VALUE	100,000 00	99,280 00
DAVIS NEW YORK VENTURE - NYVTX	MKT VALUE	1,034,096 44	880,752 27
FIRST TR STRATEGIC HIGH INCOME FD II - FHY	MKT VALUE	126,369 29	46,298 34
FLAHERTY & CRUM / CLAY PREFERRED SECURITIES INC FUND INC FFC	MKT VALUE	369,299 86	355,545 59
FLAHERTY & CRUMRISE/CLAY TOTAL RETURN FD FLC	MKT VALUE	471,443 01	469,190 21
GABELLI DIV & INC TRUST 5 875% CUM PERP PFD A CALL 10/12/09 - GDVPRA	MKT VALUE	50,000 00	51,460 00
GMAC "PINES" 7 35% DUE 8/8/2032 @25 - GJM	MKT VALUE	75,000 00	75,090 00
CORESITE REALTY CORP CORPRA	MKT VALUE	100,000 00	99,880 00
ING GROUP NV 7 2% PERPET DEBT SEC N/C-12/15/07 @25 00 - INZ	MKT VALUE	111,390 72	113,020 59
JOHN HANCOCK BOND FUND CL A - JHNBX	MKT VALUE	659,490 71	731,203 32
JOHN HANCOCK STRATEGIC INC FND CL A - JHFIX	MKT VALUE	579,329 99	570,855 04
JP MORGAN DIV MID CAP GROWTH FD CL - OSGIX	MKT VALUE	348,748 15	355,979 98
NEXEN INC SUB NOTES 7 35% DUE 11/1/43 N/C/- 11/1/08@25 - NXYPRB	MKT VALUE	100,000 00	101,840 00
TEMPLETON GLOBAL BOND FUND CLA TPINX	MKT VALUE	254,548 99	246,520 55
	✓	4,741,507.37	4,439,521 14 ✓
INVESTMENTS - MORTGAGE LOANS			
FNMA REMIC SERIES 1992G59D 6 0 10/25/2022 - 31358QZE8	MKT VALUE	5,783 82	6,794 83
FIRST ALLIANCE MORTGAGE LOAN TRST due 4/25/2025 - 31846LAE6	MKT VALUE	4,337 30	4,076 81
	✓	10,121.12	10,871 64 ✓
Ties to F/S ✓			
		5,297,287.99	4,976,179 41 ✓

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RICHARD AND EMILY LEVIN FOUNDATION
2012 Donations

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FORM 990-PF, PART XV, LINE 3A

RECIPIENT PAID DURING THE YEAR NAME AND ADDRESS	DONEE/RECIPIENT RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT/ CONTRIBUTION	AMOUNT
ADDISON-PENZAK JEWISH COM CTR 14855 OKA ROAD LOS GATOS CA 95030	N/A	N/A	COMMUNITY SERVICE	\$ 2500
ALZHEIMER'S ASSOCIATION 2065 W. EL CAMINO, SUITE C MT. VIEW CA 94040	N/A	OPERATING	RESEARCH, HEALTH	2000
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET RM 600 NEW YORK, NY 10126-0103	N/A	N/A	COMMUNITY SERVICE	1000
AMERICAN RED CROSS PO BOX 4002018 DES MOINES, IA 50340	N/A	N/A	HUMAN SERVICES	5000
AMNESTY INTERNATIONAL USA 5 PENN PLAZA NEW YORK, NY 10001	N/A	N/A	HUMAN SERVICES	1000
ANTI-DEFAMATION LEAGUE 720 MARKET STREET, SUITE 800 SAN FRANCISCO CA 94102-8501	N/A	N/A	HUMAN SERVICES	5000
BALANCE 4 KIDS 4500 SOQUEL DRIVE SOQUEL CA 95073	N/A	N/A	COMMUNITY SERVICE	1000
BAY AREA RESCUE MISSION 2114 MACDONALD AVENUE RICHMOND, CA 94801	N/A	N/A	EDUCATIONAL	500
BETTY CHINN'S HOMELESS FUND POBOX 736 EUREKA, CA 95502	N/A	N/A	CHARITABLE	3000
BOULDER CREEK VOL FIRE DEPT P.O. BOX 826 BOULDER CREEK CA 95006	N/A	N/A	COMMUNITY SERVICE	2000
BOYS & GIRLS CLUB OF THE REDWOODS 3117 PROSPECT AVENUE EUREKA, CA 95503	N/A	N/A	COMMUNITY SERVICE	2000
BOYS & GIRLS CLUBS OF S.C. CO 518 VALLEY WAY MILPITAS CA 95035	N/A	N/A	COMMUNITY SERVICE	10000
BREAD OF LIFE EPA (EAST PALO ALTO) PO BOX 52070 EAST PALO ALTO, CA 94303	N/A	N/A	CHARITABLE	2500
CALIFORNIA HORSE SHOW ASSOCIATION LLC PO BOX 625 SAN MARTIN, CA 95046	N/A	PRIVATE	COMMUNITY SERVICE	2000
CALIFORNIA STATE PARKS FDN 800 COLLEGE AVENUE KENTFIELD CA 94914	N/A	OPERATING	PRESERVATION	2500
CARE PO BOX 1871 MERRIFIELD, VA 22116	N/A	OPERATING	COMMUNITY SERVICE	2500
CHAI HOUSE INCORPORATED 814 ST ELIZABETH DRIVE SAN JOSE CA 95126	N/A	N/A	ASSISTED LIVING FACILITY	2500

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RICHARD AND EMILY LEVIN FOUNDATION
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RECIPIENT PAID DURING THE YEAR NAME AND ADDRESS	DONEE/RECIPIENT RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT/ CONTRIBUTION	AMOUNT
CITY TEAM HERITAGE HOME 2304 ZANKER ROAD SAN JOSE CA 95131-1115	N/A	N/A	COMMUNITY SERVICE	\$ 2000
CITY TEAM HOUSE OF GRACE 2304 ZANKER ROAD SAN JOSE CA 95131	N/A	N/A	CHARITABLE	2000
CITY TEAM MINISTRIES 2304 ZANKER ROAD SAN JOSE CA 95131-1115	N/A	N/A	COMMUNITY SERVICE	2500
CITY TEAM RESCUE MISSION 2304 ZANKER ROAD SAN JOSE CA 95131	N/A	N/A	COMMUNITY SERVICE	3000
COME REST AWHILE PO BOX 230267 TIGARD OR 97281-0483	N/A	N/A	COMMUNITY SERVICE	2500
DISABLED AMERICAN VETERANS 3725 ALEXANDRIA PIKE COLD SPRING, KY 41076	N/A	N/A	COMMUNITY SERVICE	2500
DOCTORS WITHOUT BORDERS PO BOX 5030 HAGERSTOWN, MD 21741	N/A	N/A	HEALTH	2000
EAST BAY CENTER FOR THE PERFORMING ARTS 339 - 11TH STREET RICHMOND, CA 94801-3189	N/A	N/A	ARTS	2500
EHC LIFEBUILDERS 507 VALLEY WAY MILPITAS, CA 95035	N/A	N/A	COMMUNITY SERVICE	2500
FAMILY SUPPORTIVE HOUSING, INC 1590 LAS PLUMAS AVENUE SAN JOSE CA 95133-1667	N/A	N/A	COMMUNITY SERVICE	2000
FLDDBROOK GRANGE #771 3525 FLDDBROOK ROAD McKINLEYVILLE CA 95519-8126	N/A	N/A	COMMUNITY SERVICE	6000
FOOD FOR PEOPLE 307 WEST 14TH STREET EUREKA, CA 95501	N/A	N/A	CHARITABLE	3000
GLIDE / DEVELOPMENT OFFICE 330 ELLIS STREET SAN FRANCISCO CA 94102	N/A	N/A	COMMUNITY SERVICE	1500
GOODWILL OF SANTA CLARA 1080 NORTH 7TH STREET SAN JOSE CA 95112	N/A	N/A	CHARITABLE	2500
HILLEL OF SILICON VALLEY 336 EAST WILLIAMS STREET SAN JOSE, CA 95112	N/A	N/A	CHARITABLE	2500
HOSPICE OF HUMBOLT 2010 MYRTLE AVENUE EUREKA, CA 95501	N/A	N/A	COMMUNITY SERVICE	5000

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RECIPIENT PAID DURING THE YEAR NAME AND ADDRESS	DONEE/RECIPIENT RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT/ CONTRIBUTION	AMOUNT
HOSPICE OF THE VALLEY 1150 SOUTH BASCOM AVE #7A SAN JOSE CA 95128	N/A	N/A	CHARITABLE	\$ 2500
HUMBOLT COMM BREAST HEALTH PROJECT 987 8TH STREET ARCATA CA 95521	N/A	N/A	HEALTH	4500
HUMBOLT SENIOR RESOURCE CENTER 1910 CALIFORNIA STREET EUREKA CA 95501	N/A	N/A	COMMUNITY SERVICE	10000
HUMBOLT SPONSORS PO BOX 444 EUREKA CA 95502	N/A	N/A	COMMUNITY SERVICE	3500
INN VISION 1900 THE ALAMEDA, SUITE 400 SAN JOSE, CA 95126	N/A	N/A	COMMUNITY SERVICE	2500
JEWISH FAMILY SERVICE 14855 OKA ROAD #3 LOS GATOS CA 95032	N/A	N/A	COMMUNITY SERVICE	5500
JEWISH FEDERATION OF SILICON VALLEY 14855 OKA ROAD, STE 200 LOS GATOS CA 95032	N/A	N/A	COMMUNITY SERVICE	5000
JEWISH HOME 302 SILVER AVENUE SAN FRANCISCO, CA 94112-9989	N/A	N/A	ASSISTED LIVING FACILITY	2000
KQED 2601 MARIPOSA STREET SAN FRANCISCO CA 94110-1400	N/A	N/A	COMMUNITY SERVICE	3000
LOAVES & FISHES 777 N. FIRST STREET, STE 420 SAN JOSE CA 95112	N/A	N/A	CHARITABLE	3000
MARTHA'S KITCHEN 311 WILLOW STREET SAN JOSE CA 95110	N/A	N/A	CHARITABLE	2000
MEALS ON WHEELS 333 WEST JULIAN STREET SAN JOSE, CA 95110	N/A	N/A	CHARITABLE	4000
MEDHARE INTERNATIONAL 3240 CLIFTON SPRINGS ROAD DECATUR GA 30034	N/A	N/A	MEDICAL EQUIPMENT	4000
MOUNTAIN PARKS FOUNDATION 525 N. BIG TREES PARK RD FELTON CA 95018	N/A	N/A	PRESERVATION	2500
NEW CENTURY CHAMBER ORCHESTRA 665 THIRD STREET, STE 200 SAN FRANCISCO CA 94107-1985	N/A	N/A	ARTS	10000
OXFAM AMERICA 226 CAUSEWAY ST, 5TH FLOOR BOSTON MA 02111-1206	N/A	N/A	CHARITABLE	1000
PLANNED PARENTHOOD FEDERATION 1691 THE ALAMEDA SAN JOSE CA 95126	N/A	N/A	COMMUNITY SERVICE	2500

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RECIPIENT PAID DURING THE YEAR NAME AND ADDRESS	DONEE/RECIPIENT RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT/ CONTRIBUTION	AMOUNT
REGENERATION P O BOX 1614 AGOURA HILLS CA 951326	N/A	N/A	EDUCATIONAL \$	10000
RICHMOND ART CENTER 2540 BARRETT AVENUE RICHMOND, CA 94804	N/A	N/A	ARTS	2500
RICHMOND POLICE ACTIVITY LEAGUE 2200 MACDONALD AVE RICHMOND CA 94801	N/A	N/A	COMMUNITY SERVICE	4000
ROTARY CLUB OF RICHMOND CA FOR THE RICHMOND TALES PROJECT C/O 3260 BLUME DRIVE #410 RICHMOND, CA 94806	N/A	N/A	COMMUNITY SERVICE	1000
SACRED HEART COM SERVICE 1381 SOUTH 1ST STREET SAN JOSE CA 95110-3431	N/A	N/A	COMMUNITY SERVICE	2500
SALVATION ARMY 359 N. FOURTH STREET SAN JOSE CA 95112-5254	N/A	N/A	CHARITABLE	4500
SECOND HARVEST FOOD BANK 750 CURTNER AVE SAN JOSE CA 95125-2118	N/A	N/A	CHARITABLE	5000
SEMPERVIRENS FUND DRAWER BE LOS ALTOS CA 94023-4054	N/A	N/A	ENVIRONMENTAL	2000
SILICON VALLEY FACES 777 N FIRST STREET, #500 SAN JOSE CA 95112-6340	N/A	N/A	COMMUNITY SERVICE	4000
ST JOSEPH HOSPITAL FOUNDATION 2700 DOLBEER STREET EUREKA CA 95501	N/A	OPERATING	MEDICAL	3500
ST VINCENT DE PAUL SOCIETY PO BOX 5579 SAN JOSE CA 95150-5579	N/A	N/A	CHARITABLE	2000
TEMPLE EMANU-EL 1010 UNIVERSITY AVENUE SAN JOSE CA 95126	N/A	N/A	RELIGIOUS	10000
U.S. HOLOCAUST MEM MUSEUM P O. BOX 90988 WASHINGTON DC 20090-0988	N/A	N/A	MUSEUM	2000
UC SANTA CRUZ FOUNDATION/HUMANITIES DEV 1156 HIGH STREET SANTA CRUZ CA 95064	N/A	OPERATING	EDUCATIONAL	1500
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	N/A	N/A	CHARITABLE	2000
UNITED WAY OF SILICON VALLEY 1400 PARKMOOR AVE, STE 250 SAN JOSE CA 95126-3429	N/A	N/A	CHARITABLE	3000

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RECIPIENT PAID DURING THE YEAR NAME AND ADDRESS	DONEE/RECIPIENT RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT/ CONTRIBUTION	AMOUNT
USC SHOAH FOUNDATION 650 W. 35TH STREET, STE 114 LOS ANGELES CA 90089-2571	N/A	OPERATING	EDUCATIONAL	\$ 2000
VALLEY CHURCHES UNITED MISSIONS PO BOX 367 - 9400 HIGHWAY 9 BEN LOMOND CA 95005	N/A	N/A	CHARITABLE	2000
VIA SERVICES 2851 PARK AVENUE SANTA CLARA, CA 95050-6006	N/A	N/A	COMMUNITY SERVICE	6500
WILDERNESS SOCIETY 655 MONTGOMERY STREET #1000 SAN FRANCISCO, CA 94111-2629	N/A	N/A	PRESERVATION	1000
WORLD WILDLIFE FUND P O. BOX 96555 WASHINGTON DC 20037-1175	N/A	N/A	PRESERVATION	2000
YMCA OF THE REDWOODS 1922 THE ALAMEDA, 3RD FLOOR SAN JOSE, CA 95126	N/A	N/A	COMMUNITY SERVICE	1000
TOTAL \$				<u>232500</u>