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Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

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 7/01, 2012, and ending 6/30, 2013

LEVIN FAMILY FOUNDATION  
63 COLONY PARK CIRCLE  
GALVESTON, TX 77551

A Employer identification number

76-0572174

B Telephone number (see the instructions)

409-763-4626

C 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)  
\$ 1,119,464.  
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)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

39,792.

2 ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

29,907.

29,907.

29,907.

5a Gross rents

b Net rental income or (loss)

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

32,530.

b Gross sales price for all assets on line 6a 116,808.

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

RECEIVED

32,530.

8 Net short-term capital gain

32,530.

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

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11 Other income (attach schedule)

See Statement 1

-2,786.

12 Total. Add lines 1 through 11

99,443.

62,437.

62,437.

13 Compensation of officers, directors, trustees, etc

10,500.

4,200.

4,200.

6,300.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) See St 2

2,460.

984.

984.

1,476.

c Other prof fees (attach sch) See St 3

1,416.

566.

567.

849.

17 Interest

18 Taxes (attach schedule) (see instrs) See Stm 4

1,147.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

141.

56.

57.

84.

23 Other expenses (attach schedule)

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

15,664.

5,806.

5,808.

8,709.

25 Contributions, gifts, grants paid Part XV

22,500.

22,500.

22,500.

22,500.

26 Total expenses and disbursements. Add lines 24 and 25

38,164.

5,806.

5,808.

31,209.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

61,279.

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

56,631.

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

56,629.

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| Part II Balance Sheets |                                                                                                                                        | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)      |                |                       | Beginning of year | End of year |  |
|------------------------|----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|----------------|-----------------------|-------------------|-------------|--|
|                        |                                                                                                                                        | (a) Book Value                                                                                                          | (b) Book Value | (c) Fair Market Value |                   |             |  |
| ASSETS                 | 1                                                                                                                                      | Cash — non-interest-bearing                                                                                             |                | 33,373.               | 53,283.           | 53,283.     |  |
|                        | 2                                                                                                                                      | Savings and temporary cash investments                                                                                  |                | 47,125.               | 52,431.           | 52,431.     |  |
|                        | 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) Statement 5                                       |                | 31,538.               | 35,815.           | 37,223.     |  |
|                        | b                                                                                                                                      | Investments — corporate stock (attach schedule) Statement 6                                                             |                | 401,095.              | 389,840.          | 471,170.    |  |
|                        | c                                                                                                                                      | Investments — corporate bonds (attach schedule) Statement 7                                                             |                | 23,928.               | 27,530.           | 28,721.     |  |
|                        | 11                                                                                                                                     | Investments — land, buildings, and equipment: basis                                                                     |                |                       |                   |             |  |
|                        | Less: accumulated depreciation (attach schedule)                                                                                       |                                                                                                                         |                |                       |                   |             |  |
| 12                     | Investments — mortgage loans                                                                                                           |                                                                                                                         |                |                       |                   |             |  |
| 13                     | Investments — other (attach schedule)                                                                                                  |                                                                                                                         |                |                       |                   |             |  |
| 14                     | Land, buildings, and equipment: basis                                                                                                  |                                                                                                                         |                |                       |                   |             |  |
|                        | Less: accumulated depreciation (attach schedule)                                                                                       |                                                                                                                         |                |                       |                   |             |  |
| 15                     | Other assets (describe See Statement 8)                                                                                                |                                                                                                                         | 179,956.       | 219,748.              | 476,636.          |             |  |
| 16                     | <b>Total assets</b> (to be completed by all filers — see the instructions Also, see page 1, item I)                                    |                                                                                                                         | 717,015.       | 778,647.              | 1,119,464.        |             |  |
| LIABILITIES            | 17                                                                                                                                     | Accounts payable and accrued expenses                                                                                   |                | 2,126.                | 1,500.            |             |  |
|                        | 18                                                                                                                                     | Grants payable                                                                                                          |                |                       |                   |             |  |
|                        | 19                                                                                                                                     | Deferred revenue                                                                                                        |                |                       |                   |             |  |
|                        | 20                                                                                                                                     | Loans from officers, directors, trustees, & other disqualified persons                                                  |                |                       |                   |             |  |
|                        | 21                                                                                                                                     | Mortgages and other notes payable (attach schedule)                                                                     |                |                       |                   |             |  |
|                        | 22                                                                                                                                     | Other liabilities (describe See Statement 9)                                                                            |                |                       | 335.              |             |  |
|                        | 23                                                                                                                                     | <b>Total liabilities</b> (add lines 17 through 22)                                                                      |                | 2,126.                | 1,835.            |             |  |
| NET FUND ASSETS OR     | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/> |                                                                                                                         |                |                       |                   |             |  |
|                        | 24                                                                                                                                     | Unrestricted                                                                                                            |                | 714,889.              | 776,812.          |             |  |
|                        | 25                                                                                                                                     | Temporarily restricted                                                                                                  |                |                       |                   |             |  |
|                        | 26                                                                                                                                     | Permanently restricted                                                                                                  |                |                       |                   |             |  |
|                        | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input 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                                                        |                |                       |                   |             |  |
|                        | 30                                                                                                                                     | <b>Total net assets or fund balances</b> (see instructions)                                                             |                | 714,889.              | 776,812.          |             |  |
|                        | 31                                                                                                                                     | <b>Total liabilities and net assets/fund balances</b> (see instructions)                                                |                | 717,015.              | 778,647.          |             |  |

## 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 | 714,889. |
| 2 | Enter amount from Part I, line 27a                                                                                                                         | 2 | 61,279.  |
| 3 | Other increases not included in line 2 (itemize) See Statement 10                                                                                          | 3 | 644.     |
| 4 | Add lines 1, 2, and 3                                                                                                                                      | 4 | 776,812. |
| 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 | 776,812. |

**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<br>P — Purchase<br>D — Donation | (c) Date acquired<br>(month, day, year) | (d) Date sold<br>(month, day, year) |
|------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|-----------------------------------------|-------------------------------------|
| 1 a LEVIN VENTURES LP                                                                                                                    |  | P                                                | Various                                 | Various                             |
| b LEVIN VENTURES LP                                                                                                                      |  | P                                                | Various                                 | Various                             |
| c SEE ATTACHED MERRILL LYNCH STMT                                                                                                        |  | P                                                | Various                                 | Various                             |
| d                                                                                                                                        |  |                                                  |                                         |                                     |
| e                                                                                                                                        |  |                                                  |                                         |                                     |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 337.                |                                            |                                                 | 337.                                         |
| b 23,555.             |                                            |                                                 | 23,555.                                      |
| c 92,916.             |                                            | 84,278.                                         | 8,638.                                       |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                     | (i) Gains (Column (h)<br>gain minus column (k), but not less<br>than -0-) or Losses (from column (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| (i) Fair Market Value<br>as of 12/31/69                                                     | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of column (i)<br>over column (j), if any |                                                                                                       |
| a                                                                                           |                                      |                                                     | 337.                                                                                                  |
| b                                                                                           |                                      |                                                     | 23,555.                                                                                               |
| c                                                                                           |                                      |                                                     | 8,638.                                                                                                |
| d                                                                                           |                                      |                                                     |                                                                                                       |
| e                                                                                           |                                      |                                                     |                                                                                                       |

|                                                                                                                                                                                                                                         |   |         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---------|
| 2 Capital gain net income or (net capital loss). <span style="float: right;">[ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 ]</span>                                                                | 2 | 32,530. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-<br>in Part I, line 8 <span style="float: right;">]</span> | 3 | 32,530. |

**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<br>Calendar year (or tax year<br>beginning in) | (b) Adjusted qualifying distributions | (c) Net value of<br>noncharitable-use assets | (d) Distribution ratio<br>(column (b) divided by column (c)) |
|----------------------------------------------------------------------|---------------------------------------|----------------------------------------------|--------------------------------------------------------------|
| 2011                                                                 | 25,329.                               | 644,419.                                     | 0.039305                                                     |
| 2010                                                                 | 27,047.                               | 573,543.                                     | 0.047158                                                     |
| 2009                                                                 | 42,583.                               | 583,410.                                     | 0.072990                                                     |
| 2008                                                                 | 47,853.                               | 862,370.                                     | 0.055490                                                     |
| 2007                                                                 | 43,067.                               | 1,018,454.                                   | 0.042287                                                     |

|                                                                                                                                                                                |   |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|----------|
| 2 Total of line 1, column (d)                                                                                                                                                  | 2 | 0.257230 |
| 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 | 0.051446 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5                                                                                                 | 4 | 955,379. |
| 5 Multiply line 4 by line 3                                                                                                                                                    | 5 | 49,150.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | 6 | 566.     |
| 7 Add lines 5 and 6                                                                                                                                                            | 7 | 49,716.  |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         | 8 | 31,209.  |

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)

|                                                                                                                                                                                                                                     |          |      |        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|------|--------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1.<br>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 type="checkbox"/> and enter 1% of Part I, line 27b                                                                                   |          | 1    | 1,133. |
| 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    | 1,133. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                       |          | 4    | 0.     |
| 5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                    |          | 5    | 1,133. |
| 6 Credits/Payments:                                                                                                                                                                                                                 |          |      |        |
| a 2012 estimated tax pmts and 2011 overpayment credited to 2012                                                                                                                                                                     | 6 a      | 800. |        |
| b Exempt foreign organizations — tax withheld at source                                                                                                                                                                             | 6 b      |      |        |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                               | 6 c      |      |        |
| d Backup withholding erroneously withheld.                                                                                                                                                                                          | 6 d      |      |        |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                               | 7        | 800. |        |
| 8 Enter any <b>penalty</b> 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        | 333. |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                        | 10       |      |        |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax                                                                                                                                                                | 11       |      |        |
|                                                                                                                                                                                                                                     | Refunded |      |        |

**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)?<br><i>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</i> |     | X   |
| c Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                       |     | X   |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.                                                                                                                              |     |     |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                                                                              |     |     |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br><i>If 'Yes,' attach a detailed description of the activities.</i>                                                                                                                                                                              |     | X   |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>                                                                                                                 |     | 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 <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                           |     | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If 'Yes,' attach the statement required by General Instruction T.</i>                                                                                                                                                                        |     | X   |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>                                                                                                                                                                                                        | X   |     |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions)<br>N/A                                                                                                                                                                                                                                       |     |     |
| b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>                                                                                                                                | X   |     |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>                                                                                       |     | X   |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>                                                                                                                                                                                                        |     | X   |

BAA

Form 990-PF (2012)

**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?<br>Website address <u>N/A</u>                                                                                                                                                                                       | 13 | X   |     |
| 14 | The books are in care of <u>GERRY L. HORNSTEIN</u> Telephone no. <u>409-463-4626</u><br>Located at <u>43 COLONY PARK CIRCLE GALVESTON TX</u> ZIP + 4 <u>77551</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?<br>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> | 16 | Yes | No  |
|    |                                                                                                                                                                                                                                                                                                                                         |    |     | X   |

**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                                     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------|
| <b>1 a</b> 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>b</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)?<br>Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                            | 1 b                          | N/A                                    |
| <b>c</b> 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                                      |
| <b>2</b> 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)).                                                                                                                                                                                                                                                                                                                 |                              |                                        |
| <b>a</b> 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?<br>If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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                                    |
| <b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br><u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>                                                                                                                                                                                                                                                                                                                              |                              |                                        |
| <b>3 a</b> 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>b</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                                    |
| <b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                              | 4 a                          | X                                      |
| <b>b</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                                      |

BAA

Form 990-PF (2012)

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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).

**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?

6 b

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

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 |
|---------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| WILLIAM C. LEVIN<br>63 COLONY PARK CIRCLE<br>GALVESTON, TX 77551    | PRESIDENT<br>1.00                                         | 1,000.                                    | 0.                                                                    | 0.                                    |
| SUSAN HORNSTEIN<br>63 COLONY PARK CIRCLE<br>GALVESTON, TX 77551     | Director<br>1.00                                          | 1,000.                                    | 0.                                                                    | 0.                                    |
| GERRY LEE HORNSTEIN<br>63 COLONY PARK CIRCLE<br>GALVESTON, TX 77551 | SECY/TREASUR<br>6.00                                      | 8,500.                                    | 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 X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

|                                                                                                                      |            |          |
|----------------------------------------------------------------------------------------------------------------------|------------|----------|
| <b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |            |          |
| <b>a</b> Average monthly fair market value of securities                                                             | <b>1 a</b> | 417,361. |
| <b>b</b> Average of monthly cash balances                                                                            | <b>1 b</b> | 83,491.  |
| <b>c</b> Fair market value of all other assets (see instructions)                                                    | <b>1 c</b> | 469,076. |
| <b>d</b> Total (add lines 1a, b, and c)                                                                              | <b>1 d</b> | 969,928. |
| <b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1 e</b> | 317,299. |
| <b>2</b> Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>   | 0.       |
| <b>3</b> Subtract line 2 from line 1d                                                                                | <b>3</b>   | 969,928. |
| <b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)    | <b>4</b>   | 14,549.  |
| <b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | <b>5</b>   | 955,379. |
| <b>6</b> Minimum investment return. Enter 5% of line 5.                                                              | <b>6</b>   | 47,769.  |

**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.)

|                                                                                                            |            |         |
|------------------------------------------------------------------------------------------------------------|------------|---------|
| <b>1</b> Minimum investment return from Part X, line 6.                                                    | <b>1</b>   | 47,769. |
| <b>2 a</b> Tax on investment income for 2012 from Part VI, line 5                                          | <b>2 a</b> | 1,133.  |
| <b>b</b> Income tax for 2012 (This does not include the tax from Part VI)                                  | <b>2 b</b> |         |
| <b>c</b> Add lines 2a and 2b                                                                               | <b>2 c</b> | 1,133.  |
| <b>3</b> Distributable amount before adjustments Subtract line 2c from line 1                              | <b>3</b>   | 46,636. |
| <b>4</b> Recoveries of amounts treated as qualifying distributions                                         | <b>4</b>   |         |
| <b>5</b> Add lines 3 and 4                                                                                 | <b>5</b>   | 46,636. |
| <b>6</b> Deduction from distributable amount (see instructions)                                            | <b>6</b>   |         |
| <b>7</b> Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>   | 46,636. |

**Part XII** Qualifying Distributions (see instructions)

|                                                                                                                                                               |            |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------|
| <b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                           |            |         |
| <b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26                                                                        | <b>1 a</b> | 31,209. |
| <b>b</b> Program-related investments — total from Part IX-B                                                                                                   | <b>1 b</b> |         |
| <b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>   |         |
| <b>3</b> Amounts set aside for specific charitable projects that satisfy the:                                                                                 |            |         |
| <b>a</b> Suitability test (prior IRS approval required)                                                                                                       | <b>3 a</b> |         |
| <b>b</b> Cash distribution test (attach the required schedule)                                                                                                | <b>3 b</b> |         |
| <b>4</b> Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                            | <b>4</b>   | 31,209. |
| <b>5</b> 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) | <b>5</b>   |         |
| <b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4.                                                                                      | <b>6</b>   | 31,209. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7                                                                                                                       |               |                            |             | 46,636.     |
| <b>2</b> Undistributed income, if any, as of the end of 2012.                                                                                                                     |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only                                                                                                                                               |               |                            | 22,384.     |             |
| <b>b</b> Total for prior years: 20____, 20____, 20____                                                                                                                            |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2007                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2009                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2010                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2011                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4: \$ 31,209.                                                                                                      |               |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a                                                                                                                               |               |                            | 22,384.     |             |
| <b>b</b> Applied to undistributed income of prior years (Election required — see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required — see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount                                                                                                                                     |               |                            |             | 8,825.      |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )                                        | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | 0.            |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions.                                                                                                        |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions.                                                                         |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013                                                              |               |                            |             | 37,811.     |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)                                                                              | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2008                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2009                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2010                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2011                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2012                                                                                                                                                         |               |                            |             |             |

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section
- ☐
- 4942(j)(3) or
- ☐
- 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

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

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to any<br>foundation manager or<br>substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|---------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| <i>a Paid during the year</i><br>See Statement 11 |                                                                                                                    |                                      |                                     |         |
| <b>Total</b>                                      |                                                                                                                    |                                      | <b>▶ 3a</b>                         | 22,500. |
| <i>b Approved for future payment</i>              |                                                                                                                    |                                      |                                     |         |
| <b>Total</b>                                      |                                                                                                                    |                                      | <b>▶ 3b</b>                         |         |





**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

Name of the organization

LEVIN FAMILY FOUNDATION

Employer identification number

76-0572174

**Organization type** (check one)

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 501(c)( ) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ \_\_\_\_\_

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

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

LEVIN FAMILY FOUNDATION

76-0572174

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

| (a)<br>Number | (b)<br>Name, address, and ZIP + 4                                 | (c)<br>Total<br>contributions | (d)<br>Type of contribution                                                                                                                                                         |
|---------------|-------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1             | WILLIAM C. LEVIN<br>1301 HARBOR VIEW DRIVE<br>GALVESTON, TX 77550 | \$ 39,792.                    | Person <input checked="checked" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
|               |                                                                   | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                   | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                   | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                   | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                   | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                   | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |



Name of organization

Employer identification number

LEVIN FAMILY FOUNDATION

76-0572174

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

| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|---------------------------|----------------------------------------------|------------------------------------------------|----------------------|
|                           | N/A                                          |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

LEVIN FAMILY FOUNDATION

Employer identification number

76-0572174

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10)****organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.)

► \$ N/A

Use duplicate copies of Part III if additional space is needed

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

Client 4611

LEVIN FAMILY FOUNDATION

76-0572174

7/24/13

10 54AM

**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

|                         | (a)<br>Revenue<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| Other Investment Income |                             |                                 |                               |
| Total                   | \$ -2,786.                  | \$ 0.                           | \$ 0.                         |

**Statement 2**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

|                 | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| E J WALSH ASSOC |                              |                                 |                               |                               |
| Total           | \$ 2,460.                    | \$ 984.                         | \$ 984.                       | \$ 1,476.                     |

**Statement 3**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

|               | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|---------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| MERRILL LYNCH |                              |                                 |                               |                               |
| Total         | \$ 1,416.                    | \$ 566.                         | \$ 567.                       | \$ 849.                       |

**Statement 4**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

|                    | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|--------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| EXCISE TAXES       | \$ 1,133.                    |                                 |                               |                               |
| FOREIGN TAXES PAID | 14.                          |                                 |                               |                               |
| Total              | \$ 1,147.                    | \$ 0.                           | \$ 0.                         | \$ 0.                         |

Client 4611

LEVIN FAMILY FOUNDATION

76-0572174

7/24/13

10:54AM

**Statement 5**  
**Form 990-PF, Part II, Line 10a**  
**Investments - U.S. and State Government Obligations**

| <u>U.S. Government Obligations</u>      | <u>Valuation<br/>Method</u> | <u>Book<br/>Value</u> | <u>Fair Market<br/>Value</u> |
|-----------------------------------------|-----------------------------|-----------------------|------------------------------|
| MERRILL LYNCH A/C #518-04126 GOVT BONDS | Cost                        | \$ 35,815.            | \$ 37,223.                   |
|                                         |                             | \$ 35,815.            | \$ 37,223.                   |
|                                         | Total                       | <u>\$ 35,815.</u>     | <u>\$ 37,223.</u>            |

**Statement 6**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

| <u>Corporate Stocks</u>         | <u>Valuation<br/>Method</u> | <u>Book<br/>Value</u> | <u>Fair Market<br/>Value</u> |
|---------------------------------|-----------------------------|-----------------------|------------------------------|
| CISCO SYSTEMS, INC              | Cost                        | \$ 111,647.           | \$ 178,245.                  |
| MERRILL LYNCH A/C # 518-04126   | Cost                        | 82,173.               | 95,240.                      |
| I SHARES TRUST DOW JONES SELECT | Cost                        | 130,976.              | 153,624.                     |
| GENERAL ELECTRIC, INC           | Cost                        | 65,044.               | 44,061.                      |
|                                 | Total                       | <u>\$ 389,840.</u>    | <u>\$ 471,170.</u>           |

**Statement 7**  
**Form 990-PF, Part II, Line 10c**  
**Investments - Corporate Bonds**

| <u>Corporate Bonds</u>                  | <u>Valuation<br/>Method</u> | <u>Book<br/>Value</u> | <u>Fair Market<br/>Value</u> |
|-----------------------------------------|-----------------------------|-----------------------|------------------------------|
| MERRILL LYNCH A/C #518-04126 CORP BONDS | Cost                        | \$ 27,530.            | \$ 28,721.                   |
|                                         | Total                       | <u>\$ 27,530.</u>     | <u>\$ 28,721.</u>            |

**Statement 8**  
**Form 990-PF, Part II, Line 15**  
**Other Assets**

|                                          |       | <u>Book Value</u>  | <u>Fair Market<br/>Value</u> |
|------------------------------------------|-------|--------------------|------------------------------|
| LEVIN VENTURES LIMITED PARTNERSHIP .. .. |       | \$ 219,748.        | \$ 476,636.                  |
|                                          | Total | <u>\$ 219,748.</u> | <u>\$ 476,636.</u>           |

Client 4611

LEVIN FAMILY FOUNDATION

76-0572174

7/24/13

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**Statement 9**  
**Form 990-PF, Part II, Line 22**  
**Other Liabilities**

Rounding

2.

Total \$ 335.

**Statement 10**  
**Form 990-PF, Part III, Line 3**  
**Other Increases**

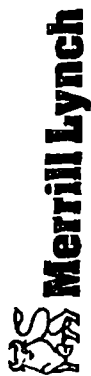
US TREASURY REFUND

 Total \$ 644.  
 \$ 644.

**Statement 11**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

| Name and Address                                                                        | Donee Relationship | Found-<br>ation<br>Status | Purpose of<br>Grant | Amount    |
|-----------------------------------------------------------------------------------------|--------------------|---------------------------|---------------------|-----------|
| ROSENBERG LIBRARY<br>2310 SEALY<br>GALVESTON, TX 77550                                  | NONE               | PUBLIC                    | GENERAL             | \$ 4,000. |
| RONALD MC DONALD HOUSE<br>1415 MECHANIC STREET<br>GALVESTON, TX 77550                   | NONE               | PUBLIC                    | GENERAL             | 250.      |
| GRAND 1894 OPERA HOUSE<br>2020 POSTOFFICE STREET<br>GALVESTON, TX 77550                 | NONE               | PUBLIC                    | GENERAL             | 4,500.    |
| UTMB-GALVESTON TEXAS<br>301 UNIVERSITY BLVD<br>GALVESTON, TX 77555                      | NONE               | PUBLIC                    | GENERAL             | 8,250.    |
| TEMPLE B'NAI ISRAEL<br>3006 AVENUE O<br>GALVESTON, TX 77550                             | NONE               | RELIG.                    | GENERAL             | 3,000.    |
| GALVESTON ISLAND HUMANE<br>SOCIETY<br>6814 BROADWAY<br>GALVESTON, TX 77554, TX<br>77554 | NONE               | PUBLIC                    | GENERAL             | 2,000.    |
| AMERICAN HEART ASSOCIATION<br>1415 LA CONCHA<br>HOUSTON, TX 77054                       | NONE               | PUBLIC                    | GENERAL             | 500.      |

Total \$ 22,500.



ED WALSH & ASSOCIATES

# EMA Fiscal Statement

## FISCAL YEAR ACTIVITY

| Date     | Transaction   | Quantity | Description              | Price | Debit    | Credit |
|----------|---------------|----------|--------------------------|-------|----------|--------|
| 07/12/12 | Journal Entry |          |                          |       |          |        |
| 09/24/12 | Fgn Div Tax   |          | BR PI FEE THRU 09/30/12  |       | 314.44   |        |
| 10/11/12 | Journal Entry |          | LYONDELBASSELL INDUSTRIE |       | 1.38     |        |
| 01/10/13 | Journal Entry |          | BR PI FEE THRU 12/31/12  |       | 314.04   |        |
| 03/25/13 | Fgn Div Tax   |          | BR PI FEE THRU 03/31/13  |       | 303.73   |        |
| 04/11/13 | Journal Entry |          | SUNCOR ENERGY INC NEW    |       | 1.18     |        |
| 05/13/13 | Cash in Lieu  |          | BR PI FEE THRU 06/30/13  |       | 333.72   |        |
| 06/25/13 | Fgn Div Tax   |          | CST BRANDS INC SHS       |       |          | 27.74  |
|          |               |          | SUNCOR ENERGY INC NEW    |       | 1.77     |        |
|          |               |          | Net Total                |       | 1,270.26 | 27.74  |

## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity   | Security Description      | Date of Acquisition | Date of Liquidation | Sale Amount | Cost Basis | Gain or (Loss) |
|------------|---------------------------|---------------------|---------------------|-------------|------------|----------------|
| 1,000.0000 | US TSY 2.625% JUN 30 2014 | 07/30/09            | 07/13/12            | 1,046.21    | 996.96     | 49.25 LT       |
| 5.0000     | CARDINAL HEALTH INC OHIO  | 03/02/10            | 06/27/12            | 202.40      | 177.62     | 24.78 LT       |
| 5.0000     | CARDINAL HEALTH INC OHIO  | 03/02/10            | 06/28/12            | 203.80      | 177.62     | 26.18 LT       |
| 2.0000     | CARDINAL HEALTH INC OHIO  | 03/02/10            | 06/29/12            | 83.41       | 71.05      | 12.36 LT       |
| 3.0000     | CARDINAL HEALTH INC OHIO  | 03/03/10            | 06/29/12            | 125.13      | 106.00     | 19.13 LT       |
| 3.0000     | CARDINAL HEALTH INC OHIO  | 03/03/10            | 07/09/12            | 126.85      | 106.00     | 20.85 LT       |
| 3.0000     | CARDINAL HEALTH INC OHIO  | 03/03/10            | 07/10/12            | 128.12      | 106.00     | 22.12 LT       |
| 3.0000     | CARDINAL HEALTH INC OHIO  | 03/03/10            | 07/11/12            | 127.27      | 106.01     | 21.26 LT       |
| 1.0000     | CARDINAL HEALTH INC OHIO  | 03/03/10            | 07/12/12            | 41.99       | 35.33      | 6.66 LT        |
| 3.0000     | CARDINAL HEALTH INC OHIO  | 04/05/10            | 07/12/12            | 125.98      | 109.15     | 16.83 LT       |
| 3.0000     | CARDINAL HEALTH INC OHIO  | 04/05/10            | 07/13/12            | 127.40      | 109.14     | 18.26 LT       |
| 3.0000     | CARDINAL HEALTH INC OHIO  | 04/06/10            | 07/16/12            | 126.84      | 108.28     | 18.56 LT       |
| 2.0000     | CARDINAL HEALTH INC OHIO  | 04/06/10            | 07/17/12            | 85.11       | 72.18      | 12.93 LT       |
| 2.0000     | CARDINAL HEALTH INC OHIO  | 04/07/10            | 07/17/12            | 85.12       | 71.46      | 13.66 LT       |
| 6.0000     | CONOCOPHILLIPS            | 06/02/08            | 07/09/12            | 325.59      | 425.47     | (99.88) LT     |
| 7.0000     | CONOCOPHILLIPS            | 06/09/08            | 07/09/12            | 379.87      | 516.31     | (136.44) LT    |
| 5.0000     | CONOCOPHILLIPS            | 02/16/10            | 07/09/12            | 271.34      | 191.51     | 79.83 LT       |
| 5.0000     | CONOCOPHILLIPS            | 02/16/10            | 07/10/12            | 268.91      | 191.50     | 77.41 LT       |
| 11.0000    | CONOCOPHILLIPS            | 02/17/10            | 07/10/12            | 591.62      | 418.90     | 172.72 LT      |

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Statement Period Year Ending 06/30/13  
Account No. 518-04126

0014667

00-17-6060B-IPSS000 05-2011





ED WALSH & ASSOCIATES

# EMA Fiscal Statement

## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity | Security Description     | Date of Acquisition | Date of Liquidation | Sale Amount | Cost Basis | Gain or (Loss) |
|----------|--------------------------|---------------------|---------------------|-------------|------------|----------------|
| 2.0000   | CONOCOPHILLIPS           | 02/18/10            | 07/10/12            | 107.57      | 75.29      | 32.28          |
| 3.0000   | CONOCOPHILLIPS           | 02/18/10            | 07/11/12            | 162.61      | 112.94     | 49.67          |
| 55.0000  | DELL INC                 | 02/28/11            | 07/23/12            | 643.23      | 859.95     | (216.72)       |
| 26.0000  | DELL INC                 | 02/28/11            | 07/24/12            | 302.29      | 406.52     | (104.23)       |
| 25.0000  | DELL INC                 | 02/28/11            | 07/25/12            | 288.20      | 390.89     | (102.69)       |
| 20.0000  | DELL INC                 | 02/28/11            | 07/26/12            | 236.18      | 312.71     | (76.53)        |
| 8.0000   | DELL INC                 | 03/01/11            | 07/26/12            | 94.48       | 123.88     | (29.40)        |
| 2.0000   | ENGILITY HOLDINGS INC    | 07/23/12            | 07/24/12            | 29.55       | N/A        | N/C            |
| 1.0000   | ENGILITY HOLDINGS INC    | 07/23/12            | 07/25/12            | 15.33       | N/A        | N/C            |
| 2.0000   | INTL PAPER CO            | 05/24/10            | 06/27/12            | 56.30       | 44.25      | 12.05          |
| 11.0000  | INTL PAPER CO            | 05/25/10            | 06/27/12            | 309.71      | 236.01     | 73.70          |
| 6.0000   | INTL PAPER CO            | 05/25/10            | 06/28/12            | 166.07      | 128.73     | 37.34          |
| 8.0000   | INTL PAPER CO            | 10/03/11            | 06/29/12            | 221.43      | 184.22     | 37.21          |
| 14.0000  | INTL PAPER CO            | 10/03/11            | 06/29/12            | 403.48      | 322.38     | 81.10          |
| 13.0000  | KROGER CO                | 12/15/06            | 07/10/12            | 293.21      | 316.79     | (23.58)        |
| 12.0000  | KROGER CO                | 12/15/06            | 07/11/12            | 271.74      | 292.42     | (20.68)        |
| 10.0000  | KROGER CO                | 12/15/06            | 07/11/12            | 228.22      | 243.69     | (15.47)        |
| 2.0000   | KROGER CO                | 02/28/11            | 07/11/12            | 45.65       | 45.78      | (0.13)         |
| 5.0000   | KROGER CO                | 02/28/11            | 07/12/12            | 263.36      | 274.69     | (11.33)        |
| 7.0000   | KROGER CO                | 02/28/11            | 07/13/12            | 110.70      | 114.45     | (3.75)         |
| 12.0000  | KROGER CO                | 03/28/11            | 07/13/12            | 155.00      | 166.74     | (11.74)        |
| 13.0000  | KROGER CO                | 03/28/11            | 07/16/12            | 263.71      | 285.84     | (22.13)        |
| 5.0000   | LIMITED BRANDS INC       | 06/02/10            | 07/17/12            | 284.89      | 309.67     | (24.78)        |
| 5.0000   | LIMITED BRANDS INC       | 06/02/10            | 06/27/12            | 204.39      | 127.37     | 77.02          |
| 12.0000  | SAFEMAY INC NEW          | 06/02/10            | 06/28/12            | 204.49      | 127.37     | 77.12          |
| 12.0000  | SAFEMAY INC NEW          | 06/02/10            | 06/29/12            | 211.59      | 127.38     | 84.21          |
| 11.0000  | SAFEMAY INC NEW          | 01/10/06            | 07/09/12            | 209.21      | 293.34     | (84.13)        |
| 42.0000  | SPRINT NEXTEL CORP       | 01/10/06            | 07/11/12            | 210.78      | 293.34     | (82.55)        |
| 43.0000  | SPRINT NEXTEL CORP       | 07/11/11            | 06/27/12            | 196.78      | 268.89     | (72.11)        |
| 45.0000  | SPRINT NEXTEL CORP       | 07/11/11            | 06/28/12            | 130.56      | 228.43     | (97.87)        |
| 10.0000  | UNUM GROUP               | 07/11/11            | 06/29/12            | 136.68      | 233.87     | (97.19)        |
| 4.0000   | UNUM GROUP               | 10/22/08            | 06/29/12            | 145.84      | 244.74     | (98.90)        |
| 14.0000  | UNUM GROUP               | 11/04/08            | 06/27/12            | 188.17      | 170.57     | 17.60          |
| 14.0000  | UNUM GROUP               | 11/04/08            | 06/27/12            | 75.27       | 72.40      | 2.87           |
| 3.0000   | VERIZON COMMUNICATNS COM | 11/04/08            | 06/28/12            | 261.64      | 253.42     | 8.22           |
| 3.0000   | VERIZON COMMUNICATNS COM | 04/08/09            | 06/29/12            | 267.83      | 253.41     | 14.42          |
| 3.0000   | VERIZON COMMUNICATNS COM | 04/08/09            | 06/27/12            | 131.46      | 90.07      | 41.39          |
| 3.0000   | VERIZON COMMUNICATNS COM | 04/08/09            | 06/28/12            | 130.90      | 90.07      | 40.83          |
| 4.0000   | WELLPOINT INC            | 04/08/09            | 06/29/12            | 133.40      | 90.07      | 43.33          |
|          |                          | 10/27/08            | 06/27/12            | 279.63      | 157.39     | 122.24         |

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Account No. 518-04126

0014658



ED WALSH & ASSOCIATES

# EMA Fiscal Statement

## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity   | Security Description       | Date of Acquisition | Date of Liquidation | Sale Amount | Cost Basis | Gain or (Loss) |
|------------|----------------------------|---------------------|---------------------|-------------|------------|----------------|
| 4.0000     | WELLPOINT INC              | 10/27/08            | 06/28/12            | 263.89      | 157.39     | 106.50 LT      |
| 5.0000     | WELLPOINT INC              | 10/27/08            | 06/29/12            | 324.16      | 196.73     | 127.43 LT      |
| 1,000.0000 | GOLDMAN SACHS GRO 5.35% 16 | 03/30/06            | 08/01/12            | 1,077.81    | 966.54     | 111.27 LT      |
| 1,000.0000 | GOLDMAN SACHS GRO 5.35% 16 | 08/17/06            | 08/01/12            | 1,077.81    | 969.93     | 107.88 LT      |
| 8.0000     | AETNA INC NEW              | 11/29/04            | 08/27/12            | 311.90      | 236.10     | 75.80 LT       |
| 1.0000     | AETNA INC NEW              | 11/29/04            | 08/28/12            | 38.70       | 29.51      | 9.19 LT        |
| 6.0000     | AETNA INC NEW              | 07/30/07            | 08/28/12            | 232.27      | 293.27     | (61.00) LT     |
| 3.0000     | AMGEN INC COM PV \$0.0001  | 11/03/08            | 08/13/12            | 246.35      | 183.67     | 62.68 LT       |
| 3.0000     | AMGEN INC COM PV \$0.0001  | 11/03/08            | 08/14/12            | 249.16      | 183.67     | 65.49 LT       |
| 3.0000     | AMGEN INC COM PV \$0.0001  | 11/03/08            | 08/15/12            | 250.91      | 183.66     | 67.25 LT       |
| 2.0000     | AMGEN INC COM PV \$0.0001  | 11/03/08            | 08/16/12            | 166.17      | 122.44     | 43.73 LT       |
| 3.0000     | AMGEN INC COM PV \$0.0001  | 11/03/08            | 08/17/12            | 249.53      | 183.67     | 65.86 LT       |
| 1.0000     | AMGEN INC COM PV \$0.0001  | 11/03/08            | 08/27/12            | 84.60       | 61.22      | 23.38 LT       |
| 2.0000     | AMGEN INC COM PV \$0.0001  | 10/18/10            | 08/27/12            | 169.23      | 114.19     | 55.04 LT       |
| 6.0000     | APACHE CORP                | 03/05/12            | 08/28/12            | 520.63      | 636.67     | (116.04) ST    |
| 4.0000     | APACHE CORP                | 03/06/12            | 08/28/12            | 347.09      | 415.76     | (68.67) ST     |
| 3.0000     | L-3 COMMNCTNS HLDGS        | 08/20/07            | 08/13/12            | 207.95      | 287.86     | (79.91) LT     |
| 1.0000     | L-3 COMMNCTNS HLDGS        | 10/08/07            | 08/13/12            | 69.32       | 106.00     | (36.68) LT     |
| 4.0000     | L-3 COMMNCTNS HLDGS        | 10/08/07            | 08/14/12            | 277.44      | 424.00     | (146.56) LT    |
| 3.0000     | L-3 COMMNCTNS HLDGS        | 10/08/07            | 08/15/12            | 206.47      | 318.00     | (111.53) LT    |
| 3.0000     | L-3 COMMNCTNS HLDGS        | 10/08/07            | 08/16/12            | 207.20      | 318.00     | (110.80) LT    |
| 4.0000     | L-3 COMMNCTNS HLDGS        | 10/08/07            | 08/17/12            | 276.19      | 424.00     | (147.81) LT    |
| 2.0000     | NABORS INDUSTRIES LTD      | 11/23/09            | 08/28/12            | 30.02       | 41.25      | (11.23) LT     |
| 35.0000    | NABORS INDUSTRIES LTD      | 11/24/09            | 08/28/12            | 525.53      | 718.01     | (192.48) LT    |
| 2,000.0000 | CITIGROUP FUNDING 2.25% 12 | 08/06/09            | 09/07/12            | 2,010.18    | 2,000.20   | 9.98 LT        |
| 3,000.0000 | FED NAT'L MORTGAGE ASSOC   | 01/27/09            | 09/17/12            | 3,000.00    | 3,000.00   | 0.00           |
| 7.0000     | AETNA INC NEW              | 07/30/07            | 08/29/12            | 273.26      | 342.15     | (68.89) LT     |
| 2.0000     | AETNA INC NEW              | 07/30/07            | 08/30/12            | 77.67       | 97.76      | (20.09) LT     |
| 25.0000    | AT&T INC                   | 11/19/08            | 09/24/12            | 957.55      | 638.75     | 318.80 LT      |
| 8.0000     | DISH NETWORK CORPORATION   | 07/18/11            | 09/17/12            | 257.88      | 244.70     | 13.18 LT       |
| 1.0000     | DISH NETWORK CORPORATION   | 07/19/11            | 09/17/12            | 32.24       | 31.22      | 1.02 LT        |
| 9.0000     | DISH NETWORK CORPORATION   | 07/19/11            | 09/18/12            | 289.15      | 281.01     | 8.14 LT        |
| 4.0000     | DISH NETWORK CORPORATION   | 07/19/11            | 09/19/12            | 125.51      | 124.89     | 0.62 LT        |
| 3.0000     | DISH NETWORK CORPORATION   | 07/19/11            | 09/20/12            | 93.14       | 93.67      | (0.53) LT      |
| 1.0000     | ENGILITY HOLDINGS INC      | 10/08/07            | 07/24/12            | 14.77       | 24.09      | (9.32) LT      |
| 1.0000     | ENGILITY HOLDINGS INC      | 10/08/07            | 07/24/12            | 14.78       | 25.30      | (10.52) LT     |
| 1.0000     | ENGILITY HOLDINGS INC      | 10/08/07            | 07/25/12            | 15.33       | 25.31      | (9.98) LT      |
| 2.0000     | ENGILITY HOLDINGS INC      | 07/23/12            | 07/25/12            | 29.55       | N/A        | N/C            |
| 1.0000     | ENGILITY HOLDINGS INC      | 07/23/12            | 07/25/12            | 15.33       | N/A        | N/C            |
| 4.0000     | HERSHEY COMPANY            | 10/13/10            | 09/10/12            | 288.79      | 202.40     | 86.39 LT       |

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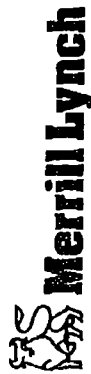
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Statement Period Year Ending 06/30/13  
Account No. 518-04126

x 00744629

00-77-60608-IPSS000 05-2011







ED WALSH & ASSOCIATES

# EMA Fiscal Statement

## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity | Security Description    | Date of Acquisition | Date of Liquidation | Sale Amount | Cost Basis | Gain or (Loss) |
|----------|-------------------------|---------------------|---------------------|-------------|------------|----------------|
| 4.0000   | HERSHEY COMPANY         | 10/13/10            | 09/11/12            | 285.39      | 202.40     | 82.99          |
| 1.0000   | HERSHEY COMPANY         | 10/13/10            | 09/12/12            | 70.87       | 50.60      | 20.27          |
| 3.0000   | HERSHEY COMPANY         | 10/14/10            | 09/12/12            | 212.64      | 152.40     | 60.24          |
| 3.0000   | HERSHEY COMPANY         | 10/14/10            | 09/13/12            | 215.09      | 152.40     | 62.69          |
| 15.0000  | JOHNSON AND JOHNSON COM | 09/08/04            | 09/24/12            | 1,035.05    | 873.25     | 161.80         |
| 4.0000   | LOCKHEED MARTIN CORP    | 11/21/05            | 09/17/12            | 369.53      | 245.46     | 124.07         |
| 1.0000   | LOCKHEED MARTIN CORP    | 11/21/05            | 09/18/12            | 91.55       | 61.36      | 30.19          |
| 4.0000   | LOCKHEED MARTIN CORP    | 08/20/08            | 09/18/12            | 366.23      | 455.72     | (89.49)        |
| 4.0000   | LOCKHEED MARTIN CORP    | 08/20/08            | 09/24/12            | 363.11      | 455.71     | (92.60)        |
| 4.0000   | LOCKHEED MARTIN CORP    | 04/04/11            | 09/24/12            | 363.11      | 323.54     | 39.57          |
| 1.0000   | LOCKHEED MARTIN CORP    | 04/04/11            | 09/25/12            | 91.47       | 80.88      | 10.59          |
| 4.0000   | LOCKHEED MARTIN CORP    | 04/05/11            | 09/25/12            | 365.92      | 325.08     | 40.84          |
| 2.0000   | LOCKHEED MARTIN CORP    | 04/06/11            | 09/25/12            | 182.97      | 162.69     | 20.28          |
| 3.0000   | L-3 COMMNCTNS HLDGS     | 08/20/07            | 08/13/12            | 207.95      | 287.86     | 79.91          |
| 3.0000   | L-3 COMMNCTNS HLDGS     | 08/20/07            | 08/13/12            | 207.95      | 276.40     | (68.45)        |
| 1.0000   | L-3 COMMNCTNS HLDGS     | 10/08/07            | 08/13/12            | 69.32       | 106.00     | 36.68          |
| 1.0000   | L-3 COMMNCTNS HLDGS     | 10/08/07            | 08/13/12            | 69.32       | 101.78     | (32.46)        |
| 4.0000   | L-3 COMMNCTNS HLDGS     | 10/08/07            | 08/14/12            | 277.44      | 424.00     | 146.56         |
| 3.0000   | L-3 COMMNCTNS HLDGS     | 10/08/07            | 08/15/12            | 277.44      | 407.12     | (129.68)       |
| 3.0000   | L-3 COMMNCTNS HLDGS     | 10/08/07            | 08/15/12            | 206.47      | 318.00     | 111.53         |
| 3.0000   | L-3 COMMNCTNS HLDGS     | 10/08/07            | 08/16/12            | 207.20      | 305.34     | (98.87)        |
| 3.0000   | L-3 COMMNCTNS HLDGS     | 10/08/07            | 08/16/12            | 207.20      | 318.00     | 110.80         |
| 4.0000   | L-3 COMMNCTNS HLDGS     | 10/08/07            | 08/17/12            | 276.19      | 424.00     | (147.81)       |
| 6.0000   | LORILLARD INC           | 10/10/11            | 08/17/12            | 276.19      | 407.12     | (130.93)       |
| 1.0000   | LORILLARD INC           | 10/11/11            | 09/24/12            | 716.35      | 710.91     | 5.44           |
| 1.0000   | LORILLARD INC           | 10/11/11            | 09/24/12            | 119.40      | 117.85     | 1.55           |
| 2.0000   | NABORS INDUSTRIES LTD   | 11/24/09            | 09/25/12            | 118.91      | 117.85     | 1.06           |
| 9.0000   | NABORS INDUSTRIES LTD   | 11/25/09            | 08/29/12            | 29.49       | 41.03      | (11.54)        |
| 4.0000   | NORTHROP GRUMMAN CORP   | 08/05/09            | 08/29/12            | 132.74      | 189.62     | (56.88)        |
| 3.0000   | NORTHROP GRUMMAN CORP   | 08/05/09            | 09/17/12            | 265.48      | 168.34     | 97.14          |
| 3.0000   | NORTHROP GRUMMAN CORP   | 08/05/09            | 09/18/12            | 200.08      | 126.26     | 73.82          |
| 3.0000   | NORTHROP GRUMMAN CORP   | 08/05/09            | 09/19/12            | 200.31      | 126.26     | 74.05          |
| 3.0000   | NORTHROP GRUMMAN CORP   | 08/05/09            | 09/20/12            | 200.02      | 126.26     | 73.76          |
| 2.0000   | NORTHROP GRUMMAN CORP   | 08/05/09            | 09/21/12            | 201.00      | 126.25     | 74.75          |
| 12.0000  | TARGET CORP COM         | 04/05/10            | 09/24/12            | 132.63      | 84.17      | 48.46          |
| 6.0000   | TARGET CORP COM         | 04/06/10            | 09/24/12            | 781.81      | 644.31     | 137.50         |
| 2.0000   | TARGET CORP COM         | 04/06/10            | 09/24/12            | 390.91      | 322.66     | 68.25          |
| 4.0000   | TARGET CORP COM         | 04/06/10            | 09/25/12            | 129.89      | 107.55     | 22.34          |
|          |                         | 04/07/10            | 09/25/12            | 259.81      | 216.77     | 43.04          |

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ED WALSH & ASSOCIATES

# EMA Fiscal Statement

## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity | Security Description     | Date of Acquisition | Date of Liquidation | Sale Amount | Cost Basis | Gain or (Loss) |
|----------|--------------------------|---------------------|---------------------|-------------|------------|----------------|
| 6.0000   | AMERIPRISE FINL INC      | 01/11/11            | 10/22/12            | 347.37      | 363.36     | (15.99) LT     |
| 2.0000   | AMERIPRISE FINL INC      | 01/11/11            | 10/23/12            | 114.13      | 121.12     | (6.99) LT      |
| 4.0000   | AMERIPRISE FINL INC      | 01/12/11            | 10/23/12            | 228.28      | 244.70     | (16.42) LT     |
| 3.0000   | AMERIPRISE FINL INC      | 01/12/11            | 10/24/12            | 172.07      | 183.53     | (11.46) LT     |
| 4.0000   | CLIFFS NATURAL RESOURCES | 05/31/11            | 10/04/12            | 114.70      | 270.23     | (155.53) LT    |
| 3.0000   | CLIFFS NATURAL RESOURCES | 06/01/11            | 10/04/12            | 152.93      | 355.07     | (202.14) LT    |
| 1.0000   | CLIFFS NATURAL RESOURCES | 07/05/11            | 10/04/12            | 38.23       | 94.41      | (56.18) LT     |
| 1.0000   | CLIFFS NATURAL RESOURCES | 07/08/11            | 10/04/12            | 38.23       | 94.24      | (56.01) LT     |
| 1.0000   | CLIFFS NATURAL RESOURCES | 07/07/11            | 10/04/12            | 38.23       | 96.68      | (58.45) LT     |
| 1.0000   | CLIFFS NATURAL RESOURCES | 07/08/11            | 10/04/12            | 38.24       | 95.74      | (57.50) LT     |
| 1.0000   | CLIFFS NATURAL RESOURCES | 07/11/11            | 10/04/12            | 38.25       | 95.23      | (56.98) LT     |
| 10.0000  | DISCOVER FINL SVCS       | 05/16/11            | 10/22/12            | 396.63      | 249.98     | 146.65 LT      |
| 5.0000   | DISCOVER FINL SVCS       | 05/17/11            | 10/22/12            | 196.32      | 125.56     | 72.76 LT       |
| 11.0000  | FREEMT-MCMRAN CPR & GLD  | 04/26/10            | 10/04/12            | 444.09      | 445.17     | (1.08) LT      |
| 8.0000   | FREEMT-MCMRAN CPR & GLD  | 06/14/10            | 10/04/12            | 322.98      | 264.73     | 58.25 LT       |
| 12.0000  | FREEMT-MCMRAN CPR & GLD  | 06/15/10            | 10/04/12            | 484.48      | 396.76     | 87.72 LT       |
| 4.0000   | LYONDELBASSELL INDUSTRIE | 08/09/11            | 10/04/12            | 209.23      | 122.35     | 86.88 LT       |
| 18.0000  | LYONDELBASSELL INDUSTRIE | 09/06/11            | 10/04/12            | 941.55      | 566.72     | 374.83 LT      |
| 1.0000   | LYONDELBASSELL INDUSTRIE | 09/06/11            | 10/05/12            | 52.82       | 31.48      | 21.34 LT       |
| 6.0000   | ANALOG DEVICES INC COM   | 01/18/11            | 10/31/12            | 234.55      | 237.30     | (2.75) LT      |
| 4.0000   | ANALOG DEVICES INC COM   | 01/19/11            | 10/31/12            | 156.38      | 156.75     | (0.37) LT      |
| 6.0000   | ANALOG DEVICES INC COM   | 01/19/11            | 11/01/12            | 240.59      | 235.13     | 5.46 LT        |
| 3.0000   | ANALOG DEVICES INC COM   | 01/20/11            | 11/01/12            | 120.30      | 116.57     | 3.73 LT        |
| 7.0000   | ANALOG DEVICES INC COM   | 01/20/11            | 11/02/12            | 280.87      | 272.00     | 8.87 LT        |
| 8.0000   | EXPRESS SCRIPTS HLDG CO  | 07/09/12            | 11/13/12            | 411.93      | 434.62     | (22.69) ST     |
| 5.0000   | EXPRESS SCRIPTS HLDG CO  | 07/10/12            | 11/13/12            | 257.47      | 274.41     | (16.94) ST     |
| 3.0000   | EXPRESS SCRIPTS HLDG CO  | 07/11/12            | 11/14/12            | 150.72      | 164.65     | (13.93) ST     |
| 6.0000   | EXPRESS SCRIPTS HLDG CO  | 07/11/12            | 11/14/12            | 301.46      | 334.35     | (32.89) ST     |
| 3.0000   | EXPRESS SCRIPTS HLDG CO  | 07/12/12            | 11/14/12            | 150.73      | 167.27     | (16.54) ST     |
| 2.0000   | EXPRESS SCRIPTS HLDG CO  | 07/13/12            | 11/14/12            | 100.49      | 114.12     | (13.63) ST     |
| 2.0000   | EXPRESS SCRIPTS HLDG CO  | 07/16/12            | 11/14/12            | 100.49      | 114.94     | (14.45) ST     |
| 1.0000   | PRUDENTIAL FINANCIAL INC | 05/24/10            | 10/31/12            | 56.99       | 55.67      | 1.32 LT        |
| 13.0000  | PRUDENTIAL FINANCIAL INC | 05/25/10            | 10/31/12            | 740.92      | 704.04     | 36.88 LT       |
| 5.0000   | PRUDENTIAL FINANCIAL INC | 01/30/12            | 10/31/12            | 284.98      | 285.39     | (0.41) ST      |
| 4.0000   | PRUDENTIAL FINANCIAL INC | 01/30/12            | 11/01/12            | 230.36      | 228.31     | 2.05 ST        |
| 8.0000   | PRUDENTIAL FINANCIAL INC | 01/31/12            | 11/01/12            | 460.73      | 458.75     | 1.98 ST        |
| 46.0000  | SYMANTEC CORP COM        | 09/27/10            | 10/31/12            | 837.99      | 710.38     | 127.61 LT      |
| 6.0000   | SYMANTEC CORP COM        | 09/27/10            | 11/01/12            | 111.23      | 92.66      | 18.57 LT       |
| 29.0000  | SYMANTEC CORP COM        | 11/01/10            | 11/01/12            | 537.63      | 475.59     | 62.04 LT       |
| 11.0000  | SYMANTEC CORP COM        | 11/02/10            | 11/01/12            | 203.94      | 183.60     | 20.34 LT       |

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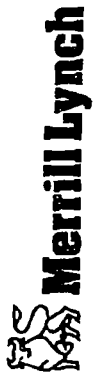
Statement Period  
Year Ending 06/30/13

Account No.  
518-04126

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ED WALSH & ASSOCIATES

# EMA Fiscal Statement

## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity   | Security Description     | Date of Acquisition | Date of Liquidation | Sale Amount | Cost Basis | Gain or (Loss) |
|------------|--------------------------|---------------------|---------------------|-------------|------------|----------------|
| 16.0000    | SYMANTEC CORP COM        | 11/02/10            | 11/02/12            | 300.75      | 267.05     | 33.70          |
| 17.0000    | WESTERN UN CO            | 06/13/11            | 11/13/12            | 213.99      | 336.46     | (122.47)       |
| 13.0000    | WESTERN UN CO            | 06/14/11            | 11/13/12            | 163.84      | 260.61     | (96.77)        |
| 13.0000    | WESTERN UN CO            | 06/14/11            | 11/14/12            | 163.39      | 260.60     | (97.21)        |
| 9.0000     | WESTERN UN CO            | 06/15/11            | 11/14/12            | 113.13      | 178.21     | (65.08)        |
| 28.0000    | WESTERN UN CO            | 06/15/11            | 11/15/12            | 352.01      | 554.42     | (202.41)       |
| 15.0000    | WESTERN UN CO            | 06/16/11            | 11/15/12            | 188.58      | 294.45     | (105.87)       |
| 1,000.0000 | FEDERAL NATL MTG ASSOC   | 09/19/12            | 12/17/12            | 1,008.93    | 1,008.41   | 0.52           |
| 6.0000     | ACTIVISION BLIZZARD INC  | 08/16/11            | 12/17/12            | 66.71       | 65.19      | 1.52           |
| 3.0000     | COMCAST CORP NEW CL A    | 09/24/12            | 12/17/12            | 111.87      | 109.26     | 2.61           |
| 2.0000     | CAPITAL ONE FINL         | 04/05/10            | 12/17/12            | 115.38      | 85.36      | 30.02          |
| 2.0000     | CHEVRON CORP             | 08/30/04            | 12/17/12            | 216.53      | 95.95      | 120.58         |
| 5.0000     | CF INDS HLDGS INC        | 02/06/12            | 12/17/12            | 1,020.31    | 934.43     | 85.88          |
| 3.0000     | CF INDS HLDGS INC        | 02/06/12            | 12/18/12            | 614.40      | 560.65     | 53.75          |
| 20.0000    | CA INC                   | 10/31/07            | 12/11/12            | 442.92      | 527.94     | (85.02)        |
| 20.0000    | CA INC                   | 10/31/07            | 12/11/12            | 439.63      | 527.94     | (88.31)        |
| 4.0000     | CA INC                   | 10/31/07            | 12/13/12            | 87.39       | 105.59     | (18.20)        |
| 8.0000     | CA INC                   | 03/12/12            | 12/13/12            | 174.78      | 217.41     | (42.63)        |
| 7.0000     | CA INC                   | 03/13/12            | 12/13/12            | 152.94      | 192.74     | (39.80)        |
| 2.0000     | CA INC                   | 03/13/12            | 12/14/12            | 43.70       | 55.07      | (11.37)        |
| 2.0000     | CA INC                   | 03/14/12            | 12/14/12            | 43.70       | 54.92      | (11.22)        |
| 2.0000     | CITIGROUP INC COM NEW    | 06/12/12            | 12/17/12            | 77.45       | 54.64      | 22.81          |
| 2.0000     | CHUBB CORP               | 01/12/09            | 12/17/12            | 152.79      | 89.93      | 62.86          |
| 11.0000    | DISH NETWORK CORPORATION | 07/20/11            | 12/11/12            | 405.19      | 348.55     | 56.64          |
| 9.0000     | DISH NETWORK CORPORATION | 08/01/11            | 12/11/12            | 331.52      | 266.32     | 65.20          |
| 8.0000     | DISH NETWORK CORPORATION | 08/01/11            | 12/12/12            | 294.33      | 236.73     | 57.60          |
| 3.0000     | DISH NETWORK CORPORATION | 08/02/11            | 12/12/12            | 110.38      | 87.05      | 23.33          |
| 2.0000     | DR PEPPER SNAPPLE GROUP  | 07/19/10            | 12/17/12            | 88.93       | 77.55      | 11.38          |
| 1.0000     | DOVER CORP               | 05/29/08            | 12/17/12            | 64.14       | 53.95      | 10.19          |
| 2.0000     | E M C CORPORATION MASS   | 10/31/12            | 12/17/12            | 50.01       | 48.79      | 1.22           |
| 3.0000     | EXXON MOBIL CORP COM     | 10/16/06            | 12/17/12            | 265.16      | 208.05     | 57.11          |
| 4.0000     | FLUOR CORP NEW DEL COM   | 05/09/11            | 12/11/12            | 233.19      | 288.00     | (54.81)        |
| 5.0000     | FLUOR CORP NEW DEL COM   | 05/10/11            | 12/11/12            | 291.50      | 362.70     | (71.20)        |
| 6.0000     | FLUOR CORP NEW DEL COM   | 05/10/11            | 12/12/12            | 348.58      | 435.25     | (86.67)        |
| 3.0000     | FLUOR CORP NEW DEL COM   | 05/11/11            | 12/12/12            | 174.29      | 215.57     | (41.28)        |
| 6.0000     | FLUOR CORP NEW DEL COM   | 05/11/11            | 12/13/12            | 343.39      | 431.13     | (87.74)        |
| 2.0000     | FLUOR CORP NEW DEL COM   | 05/12/11            | 12/13/12            | 114.47      | 141.47     | (27.00)        |
| 2.0000     | FOREST LABS INC          | 11/22/06            | 12/17/12            | 71.83       | 100.01     | (28.38)        |
| 5.0000     | GAP INC DELAWARE         | 10/26/09            | 12/17/12            | 158.94      | 112.44     | 46.50          |
| 4.0000     | GAP INC DELAWARE         | 10/26/09            | 12/21/12            | 125.35      | 89.95      | 35.41          |

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ED WALSH & ASSOCIATES

# EMA Fiscal Statement

## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity | Security Description         | Date of Acquisition | Date of Liquidation | Sale Amount | Cost Basis | Gain or (Loss) |
|----------|------------------------------|---------------------|---------------------|-------------|------------|----------------|
| 16.0000  | GAP INC DELAWARE             | 07/26/10            | 12/21/12            | 501.44      | 299.98     | 201.46 LT      |
| 14.0000  | GAP INC DELAWARE             | 07/26/10            | 12/26/12            | 427.80      | 262.48     | 165.32 LT      |
| 16.0000  | HONEYWELL INTL INC DEL       | 06/26/07            | 12/11/12            | 989.76      | 897.84     | 91.92 LT       |
| 7.0000   | HONEYWELL INTL INC DEL       | 06/26/07            | 12/12/12            | 430.51      | 392.80     | 37.71 LT       |
| 2.0000   | LIMITED BRANDS INC           | 06/02/10            | 12/17/12            | 102.43      | 50.95      | 51.48 LT       |
| 2.0000   | MCKESSON CORPORATION COM     | 03/09/09            | 12/17/12            | 197.03      | 77.90      | 119.13 LT      |
| 17.0000  | MARATHON OIL CORP            | 07/07/09            | 12/17/12            | 521.93      | 288.02     | 233.91 LT      |
| 19.0000  | MARATHON OIL CORP            | 08/15/11            | 12/17/12            | 583.35      | 518.77     | 64.58 LT       |
| 9.0000   | MICROSOFT CORP               | 11/09/09            | 12/17/12            | 241.82      | 259.24     | (17.42) LT     |
| 3.0000   | NRG ENERGY INC               | 01/02/08            | 12/17/12            | 70.16       | 129.86     | (59.70) LT     |
| 2.0000   | NEWS CORP CL A               | 08/30/10            | 12/17/12            | 49.69       | 24.78      | 24.91 LT       |
| 1.0000   | NIKE INC CL B                | 12/11/12            | 12/17/12            | 97.50       | 99.10      | (1.60) ST      |
| 2.0000   | PHILIP MORRIS INTL INC       | 10/17/11            | 12/17/12            | 174.43      | 134.77     | 39.66 LT       |
| 2.0000   | PFIZER INC                   | 08/13/12            | 12/17/12            | 50.57       | 47.45      | 3.12 ST        |
| 1.0000   | RAYTHEON CO DELAWARE NEW     | 05/01/06            | 12/17/12            | 57.78       | 45.52      | 12.26 LT       |
| 2.0000   | ROSS STORES INC COM          | 05/05/09            | 12/17/12            | 108.53      | 38.40      | 70.13 LT       |
| 1.0000   | 3M COMPANY                   | 08/25/12            | 12/17/12            | 92.52       | 85.83      | 6.69 ST        |
| 1.0000   | TRAVELERS COS INC            | 01/23/07            | 12/17/12            | 73.97       | 52.02      | 21.95 LT       |
| 1.0000   | TIME WARNER CABLE INC        | 09/17/12            | 12/17/12            | 95.27       | 92.17      | 3.10 ST        |
| 3.0000   | UNITEDHEALTH GROUP INC       | 12/13/10            | 12/17/12            | 162.89      | 111.27     | 51.62 LT       |
| 4.0000   | VALERO ENERGY CORP NEW       | 11/14/11            | 12/17/12            | 135.59      | 97.46      | 38.13 LT       |
| 1.0000   | VERIZON COMMUNICATNS COM     | 04/08/09            | 12/17/12            | 43.89       | 30.02      | 13.87 LT       |
| 3.0000   | VERIZON COMMUNICATNS COM     | 07/28/09            | 12/17/12            | 131.70      | 87.38      | 44.32 LT       |
| 3.0000   | WSTN DIGITAL CORP DEL        | 02/22/08            | 12/17/12            | 113.36      | 92.44      | 20.92 LT       |
| 16.0000  | ALTERA CORP COM              | 11/08/10            | 01/14/13            | 553.84      | 539.63     | 14.21 LT       |
| 5.0000   | ALTERA CORP COM              | 11/08/10            | 01/15/13            | 171.07      | 168.63     | 2.44 LT        |
| 6.0000   | ALTERA CORP COM              | 11/09/10            | 01/15/13            | 205.29      | 201.79     | 3.50 LT        |
| 6.0000   | AMGEN INC COM PV \$0.0001    | 10/18/10            | 01/14/13            | 521.11      | 342.57     | 178.54 LT      |
| 6.0000   | CHEVRON CORP                 | 08/30/04            | 01/14/13            | 673.01      | 287.85     | 385.16 LT      |
| 8.0000   | DISCOVER FINL SVCS           | 05/17/11            | 01/14/13            | 318.02      | 200.89     | 117.13 LT      |
| 13.0000  | DISCOVER FINL SVCS           | 05/23/11            | 01/14/13            | 516.79      | 318.57     | 198.22 LT      |
| 7.0000   | GAP INC DELAWARE             | 07/26/10            | 12/27/12            | 213.12      | 131.24     | 81.88 LT       |
| 8.0000   | GAP INC DELAWARE             | 04/23/12            | 12/27/12            | 243.57      | 221.05     | 22.52 ST       |
| 7.0000   | GAP INC DELAWARE             | 04/24/12            | 12/28/12            | 213.13      | 191.41     | 21.72 ST       |
| 4.0000   | GAP INC DELAWARE             | 04/24/12            | 12/28/12            | 121.87      | 109.38     | 12.49 ST       |
| 4.0000   | GAP INC DELAWARE             | 04/25/12            | 12/28/12            | 121.87      | 111.10     | 10.77 ST       |
| 4.0000   | LYONDELLBASELL INDUSTRIE CXL | 08/09/11            | 10/04/12            | 209.23      | 122.35     | (86.88) LT     |
| 4.0000   | LYONDELLBASELL INDUSTRIE     | 08/09/11            | 10/04/12            | 209.23      | 121.25     | 87.98 LT       |
| 18.0000  | LYONDELLBASELL INDUSTRIE CXL | 09/06/11            | 10/04/12            | 941.55      | 566.72     | (374.83) LT    |
| 18.0000  | LYONDELLBASELL INDUSTRIE     | 09/06/11            | 10/04/12            | 941.55      | 561.76     | 379.79 LT      |

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ED WALSH & ASSOCIATES

# EMA Fiscal Statement

## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity  | Security Description         | Date of Acquisition | Date of Liquidation | Sale Amount | Cost Basis | Gain or (Loss) |
|-----------|------------------------------|---------------------|---------------------|-------------|------------|----------------|
| 1,000     | LYONDELBASSELL INDUSTRIE CXL | 09/06/11            | 10/05/12            | 52.82       | 31.48      | (21.34)        |
| 1,000     | LYONDELBASSELL INDUSTRIE     | 09/06/11            | 10/05/12            | 52.82       | 31.22      | 21.60          |
| 15,000    | MARATHON OIL CORP            | 08/15/11            | 01/14/13            | 479.84      | 409.55     | 70.29          |
| 3,000     | MARATHON OIL CORP            | 08/22/11            | 01/14/13            | 95.97       | 76.47      | 19.50          |
| 17,000    | MARATHON OIL CORP            | 08/22/11            | 01/15/13            | 540.59      | 433.31     | 107.28         |
| 12,000    | NRG ENERGY INC               | 01/02/08            | 01/14/13            | 279.24      | 519.46     | (240.22)       |
| 22,000    | NRG ENERGY INC               | 08/11/09            | 01/14/13            | 511.96      | 633.10     | (121.14)       |
| 9,000     | NRG ENERGY INC               | 08/11/09            | 01/15/13            | 211.05      | 258.99     | (47.94)        |
| 22,000    | WSTN DIGITAL CORP DEL        | 02/22/08            | 01/14/13            | 970.81      | 677.92     | 292.89         |
| 16,000    | WSTN DIGITAL CORP DEL        | 02/22/08            | 01/15/13            | 710.81      | 493.03     | 217.78         |
| 2,000,000 | GENERAL ELEC CO 5.00% 2013   | 09/01/05            | 02/01/13            | 2,000.00    | 2,000.00   | 0.00           |
| 1,000     | FOREST LABS INC              | 11/22/06            | 01/29/13            | 36.36       | 50.01      | (13.65)        |
| 4,000     | FOREST LABS INC              | 08/27/08            | 01/29/13            | 145.44      | 145.38     | 0.06           |
| 5,000     | FOREST LABS INC              | 08/27/08            | 01/30/13            | 181.85      | 181.72     | 0.13           |
| 5,000     | FOREST LABS INC              | 08/27/08            | 01/31/13            | 181.99      | 181.72     | 0.27           |
| 5,000     | FOREST LABS INC              | 08/27/08            | 02/01/13            | 181.98      | 181.73     | 0.25           |
| 4,000     | FOREST LABS INC              | 08/27/08            | 02/04/13            | 144.18      | 145.38     | (1.20)         |
| 5,000     | FOREST LABS INC              | 08/27/08            | 02/05/13            | 180.63      | 181.72     | (1.09)         |
| 4,000     | FOREST LABS INC              | 08/27/08            | 02/06/13            | 142.80      | 145.38     | (2.58)         |
| 2,000     | FOREST LABS INC              | 08/27/08            | 02/07/13            | 70.91       | 72.69      | (1.78)         |
| 3,000     | UNITEDHEALTH GROUP INC       | 12/13/10            | 02/20/13            | 166.84      | 111.26     | 55.58          |
| 15,000    | UNITEDHEALTH GROUP INC       | 12/14/10            | 02/20/13            | 834.21      | 550.57     | 283.64         |
| 1,000     | UNITEDHEALTH GROUP INC       | 01/03/11            | 02/20/13            | 55.62       | 36.96      | 18.66          |
| 10,000    | UNITEDHEALTH GROUP INC       | 01/03/11            | 02/21/13            | 551.94      | 369.63     | 182.31         |
| 10,000    | UNITEDHEALTH GROUP INC       | 01/03/11            | 02/22/13            | 545.61      | 369.63     | 175.98         |
| 13,000    | VERIZON COMMUNICATNS COM     | 07/28/09            | 04/25/13            | 685.82      | 378.65     | 307.17         |
| 1,000,000 | US TSY 2.000% FEB 15 2022    | 02/27/12            | 05/23/13            | 1,015.70    | 1,006.67   | 9.03           |
| 3,000     | CAPITAL ONE FINL             | 04/05/10            | 04/29/13            | 171.96      | 128.05     | 43.91          |
| 13,000    | CAPITAL ONE FINL             | 04/06/10            | 04/29/13            | 745.19      | 560.39     | 184.80         |
| 6,000     | CAPITAL ONE FINL             | 04/07/10            | 04/29/13            | 343.94      | 259.52     | 84.42          |
| 2,000     | CST BRANDS INC SHS           | 11/15/11            | 05/15/13            | 65.25       | 36.40      | 28.85          |
| 3,000     | CST BRANDS INC SHS           | 11/28/11            | 05/15/13            | 97.88       | 49.82      | 48.06          |
| 4,000     | KLA TENCOR CORP PV\$0.001    | 08/28/12            | 05/23/13            | 219.26      | 205.18     | 14.08          |
| 3,000     | KLA TENCOR CORP PV\$0.001    | 08/28/12            | 05/24/13            | 163.86      | 153.89     | 9.97           |
| 1,000     | KLA TENCOR CORP PV\$0.001    | 08/29/12            | 05/24/13            | 54.62       | 52.11      | 2.51           |
| 2,000     | KLA TENCOR CORP PV\$0.001    | 08/29/12            | 05/28/13            | 111.26      | 104.22     | 7.04           |
| 2,000     | KLA TENCOR CORP PV\$0.001    | 08/30/12            | 05/28/13            | 111.26      | 102.17     | 9.09           |
| 7,000     | L BRANDS INC                 | 06/02/10            | 04/29/13            | 350.26      | 178.32     | 171.94         |
| 5,000     | L BRANDS INC                 | 06/03/10            | 04/29/13            | 250.20      | 132.51     | 117.69         |
| 6,000     | L BRANDS INC                 | 06/03/10            | 04/30/13            | 299.41      | 159.02     | 140.39         |

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ED WALSH & ASSOCIATES

# EMA Fiscal Statement

## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity   | Security Description      | Date of Acquisition | Date of Liquidation | Sale Amount | Cost Basis | Gain or (Loss) |
|------------|---------------------------|---------------------|---------------------|-------------|------------|----------------|
| 10.0000    | VERIZON COMMUNICATNS COM  | 02/13/12            | 05/01/13            | 530.28      | 381.33     | 148.95 LT      |
| 2.0000     | VERIZON COMMUNICATNS COM  | 02/14/12            | 05/01/13            | 106.06      | 75.76      | 30.30 LT       |
| 3.0000     | VERIZON COMMUNICATNS COM  | 02/14/12            | 05/02/13            | 157.39      | 113.65     | 43.74 LT       |
| 5.0000     | VERIZON COMMUNICATNS COM  | 05/07/12            | 05/02/13            | 262.32      | 202.23     | 60.09 ST       |
| 9.0000     | VERIZON COMMUNICATNS COM  | 05/08/12            | 05/02/13            | 472.18      | 364.93     | 107.25 ST      |
| 1,000.0000 | US TSY 2.625% JUN 30 2014 | 07/30/09            | 06/05/13            | 1,025.97    | 996.96     | 29.01 LT       |
| 3.0000     | AGILENT TECHNOLOGIES INC  | 08/27/12            | 06/03/13            | 135.32      | 112.61     | 22.71 ST       |
| 5.0000     | AMERICAN INTERNATIONAL    | 09/17/12            | 06/03/13            | 218.94      | 173.75     | 45.19 ST       |
| 10.0000    | ACTIVISION BLIZZARD INC   | 08/16/11            | 06/03/13            | 145.99      | 108.66     | 37.33 ST       |
| 1.0000     | APPLE INC                 | 05/03/10            | 06/03/13            | 445.53      | 266.00     | 179.53 LT      |
| 5.0000     | COMCAST CORP NEW CL A     | 09/24/12            | 06/03/13            | 198.84      | 182.09     | 16.75 ST       |
| 6.0000     | CVS CAREMARK CORP         | 07/09/12            | 06/03/13            | 345.17      | 283.33     | 61.84 ST       |
| 2.0000     | CHEVRON CORP              | 08/30/04            | 06/03/13            | 246.41      | 95.95      | 150.46 LT      |
| 5.0000     | CITIGROUP INC COM NEW     | 06/12/12            | 06/03/13            | 255.89      | 136.59     | 119.30 ST      |
| 2.0000     | CHUBB CORP                | 01/12/09            | 06/03/13            | 172.85      | 89.93      | 82.92 LT       |
| 3.0000     | COCA COLA COM             | 09/10/12            | 06/03/13            | 120.80      | 113.19     | 7.61 ST        |
| 3.0000     | DR PEPPER SNAPPLE GROUP   | 07/19/10            | 06/03/13            | 137.63      | 116.33     | 21.30 LT       |
| 4.0000     | DISNEY (WALT) CO COM STK  | 12/11/12            | 06/03/13            | 252.19      | 198.90     | 53.29 ST       |
| 2.0000     | DOVER CORP                | 05/29/08            | 06/03/13            | 155.53      | 107.90     | 47.63 LT       |
| 4.0000     | E M C CORPORATION MASS    | 10/31/12            | 06/03/13            | 97.51       | 97.57      | (0.06) ST      |
| 4.0000     | EXXON MOBIL CORP COM      | 10/16/06            | 06/03/13            | 363.39      | 277.40     | 85.99 LT       |
| 2.0000     | GOLDMAN SACHS GROUP INC   | 09/24/12            | 06/03/13            | 321.73      | 233.09     | 88.64 ST       |
| 1.0000     | GOOGLE INC CL A           | 06/25/12            | 06/03/13            | 862.06      | 560.77     | 301.29 ST      |
| 4.0000     | INTL PAPER CO             | 10/22/12            | 06/03/13            | 181.27      | 149.76     | 31.51 ST       |
| 4.0000     | INGERSOLL-RAND PLC        | 11/13/12            | 06/03/13            | 229.55      | 184.22     | 45.33 ST       |
| 3.0000     | JPMORGAN CHASE & CO       | 06/07/12            | 06/03/13            | 161.48      | 99.60      | 61.88 ST       |
| 4.0000     | JPMORGAN CHASE & CO       | 06/08/12            | 06/03/13            | 215.32      | 132.86     | 82.46 ST       |
| 1.0000     | KLA TENCOR CORP PV\$0.001 | 08/30/12            | 05/29/13            | 55.59       | 51.08      | 4.51 ST        |
| 3.0000     | KLA TENCOR CORP PV\$0.001 | 08/31/12            | 05/29/13            | 166.77      | 153.77     | 13.00 ST       |
| 4.0000     | KLA TENCOR CORP PV\$0.001 | 09/04/12            | 05/30/13            | 224.91      | 206.92     | 17.99 ST       |
| 2.0000     | LOWE'S COMPANIES INC      | 04/29/13            | 06/03/13            | 83.65       | 76.44      | 7.21 ST        |
| 2.0000     | MCKESSON CORPORATION COM  | 03/09/09            | 06/03/13            | 226.89      | 77.90      | 148.99 LT      |
| 2.0000     | MARATHON OIL CORP         | 02/20/13            | 06/03/13            | 69.21       | 70.19      | (0.98) ST      |
| 1.0000     | MASTERCARD INC            | 12/11/12            | 06/03/13            | 571.47      | 482.04     | 89.43 ST       |
| 8.0000     | MERCK AND CO INC SHS      | 06/25/12            | 06/03/13            | 390.39      | 318.52     | 71.87 ST       |
| 4.0000     | MICROSOFT CORP            | 11/09/09            | 06/03/13            | 140.27      | 115.22     | 25.05 LT       |
| 7.0000     | MICROSOFT CORP            | 11/16/09            | 06/03/13            | 245.49      | 207.38     | 38.11 LT       |
| 8.0000     | NEWS CORP CL A            | 08/30/10            | 06/03/13            | 255.51      | 99.11      | 156.40 LT      |
| 2.0000     | NIKE INC CL B             | 12/11/12            | 06/03/13            | 123.25      | 99.10      | 24.15 ST       |
| 7.0000     | ORACLE CORP \$0.01 DEL    | 10/31/12            | 06/03/13            | 237.50      | 217.49     | 20.01 ST       |

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**Merrill Lynch**

ED WALSH & ASSOCIATES

# EMA Fiscal Statement

## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity | Security Description     | Date of Acquisition | Date of Liquidation | Sale Amount | Cost Basis | Gain or (Loss) |
|----------|--------------------------|---------------------|---------------------|-------------|------------|----------------|
| 4.0000   | PHILIP MORRIS INTL INC   | 10/17/11            | 06/03/13            | 364.95      | 269.55     | 95.40          |
| 11.0000  | PFIZER INC               | 08/13/12            | 06/03/13            | 299.96      | 260.95     | 39.01          |
| 3.0000   | RAYTHEON CO DELAWARE NEW | 05/01/06            | 06/03/13            | 197.39      | 136.56     | 60.83          |
| 2.0000   | ROSS STORES INC COM      | 05/05/09            | 06/03/13            | 127.92      | 38.40      | 89.52          |
| 3.0000   | SUNCOR ENERGY INC NEW    | 01/14/13            | 06/03/13            | 90.53       | 102.71     | (12.18)        |
| 3.0000   | SUNTRUST BKS INC COM     | 01/14/13            | 06/03/13            | 95.70       | 84.33      | 11.37          |
| 2.0000   | TERADATA CORP DEL        | 11/13/12            | 06/03/13            | 109.85      | 128.77     | (18.92)        |
| 2.0000   | 3M COMPANY               | 06/25/12            | 06/03/13            | 219.55      | 171.65     | 47.90          |
| 1.0000   | TRW AUTOMOTIVE HLDGS CRP | 02/20/13            | 06/03/13            | 62.78       | 60.70      | 2.08           |
| 2.0000   | TRAVELERS COS INC        | 01/23/07            | 06/03/13            | 167.03      | 104.03     | 63.00          |
| 3.0000   | TIME WARNER CABLE INC    | 09/17/12            | 06/03/13            | 284.55      | 276.49     | 8.06           |
| 3.0000   | TIME WARNER CABLE INC    | 09/18/12            | 06/04/13            | 285.88      | 277.42     | 8.46           |
| 1.0000   | TIME WARNER CABLE INC    | 09/18/12            | 06/05/13            | 93.51       | 92.47      | 1.04           |
| 2.0000   | TIME WARNER CABLE INC    | 09/19/12            | 06/05/13            | 187.05      | 185.79     | 1.26           |
| 2.0000   | TIME WARNER CABLE INC    | 09/20/12            | 06/06/13            | 187.87      | 186.57     | 1.30           |
| 1.0000   | TIME WARNER CABLE INC    | 09/24/12            | 06/06/13            | 93.94       | 95.95      | (2.01)         |
| 6.0000   | US BANCORP (NEW)         | 07/23/12            | 06/03/13            | 210.11      | 199.30     | 10.81          |
| 4.0000   | UNITED CONTL HLDGS INC   | 01/14/13            | 06/03/13            | 129.23      | 103.64     | 25.59          |
| 4.0000   | VALERO ENERGY CORP NEW   | 11/14/11            | 06/03/13            | 157.67      | 89.42      | 68.25          |

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