Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
HYMAN LEVINE FAMILY FOUNDATION
L'DOR V'DOR

A Employer identification number
20-1917833

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
9460 WILSHIRE BLVD, SUITE 300

B Telephone number
310-274-5291

City or town, state or province, country, and ZIP or foreign postal code
BEVERLY HILLS, CA 90212

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 7,037,042.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	326,046.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	275,033.	275,033.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	60,333.			
	b Gross sales price for all assets on line 6a 2,151,339.				
	7 Capital gain net income (from Part IV, line 2)		60,333.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	379.	379.		STATEMENT 2
	12 **Total** Add lines 1 through 11	661,791.	335,745.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,000.	500.		500.
	c Other professional fees STMT 4	20,407.	20,407.		0.
	17 Interest				
	18 Taxes STMT 5	6,200.	2,747.		85.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	27,607.	23,654.		585.
	25 Contributions, gifts, grants paid	347,962.			347,962.
	26 **Total expenses and disbursements** Add lines 24 and 25	375,569.	23,654.		348,547.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	286,222.			
	b **Net investment income** (if negative, enter -0-)		312,091.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.**

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	665,662.	245,579.	245,579.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	3,105,968.	3,472,312.	3,472,382.
	b Investments - corporate stock STMT 7	2,523,603.	2,863,564.	3,294,081.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	25,000.	25,000.	25,000.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,320,233.	6,606,455.	7,037,042.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,320,233.	6,606,455.	
	30 **Total net assets or fund balances**	6,320,233.	6,606,455.	
	31 **Total liabilities and net assets/fund balances**	6,320,233.	6,606,455.	

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	6,320,233.
2	Enter amount from Part I, line 27a	2	286,222.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,606,455.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,606,455.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	PUBLICLY TRADED SECURITIES	P		
d	PUBLICLY TRADED SECURITIES	P		
e	CAPITAL GAIN DISTRIBUTION	P		

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	784,360.		843,846.	<59,486.>
b	1,159,788.		966,540.	193,248.
c	19,000.		95,525.	<76,525.>
d	185,405.		185,095.	310.
e	2,786.			2,786.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<59,486.>
b				193,248.
c				<76,525.>
d				310.
e				2,786.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 60,333.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	360,941.	6,893,247.	.052362
2011	332,472.	6,746,159.	.049283
2010	296,164.	6,109,658.	.048475
2009	255,041.	5,229,266.	.048772
2008	3,800.	414,833.	.009160

2	**Total** of line 1, column (d)	2	.208052
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	.041610
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,834,381.
5	Multiply line 4 by line 3	5	284,379.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,121.
7	Add lines 5 and 6	7	287,500.
8	Enter qualifying distributions from Part XII, line 4	8	348,547.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	3,121.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	3,121.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-		5	3,121.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 4,200.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	4,200.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,079.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	1,079. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DENA SCHECHTER Telephone no. ▶ 310-274-5291
Located at ▶ 9460 WILSHIRE BLVD, SUITE 300, BEVERLY HILLS, CA ZIP+4 ▶ 90212

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.			
a	Average monthly fair market value of securities		1a	5,956,859.
b	Average of monthly cash balances		1b	981,599.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	6,938,458.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	6,938,458.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	104,077.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	6,834,381.
6	**Minimum investment return** Enter 5% of line 5		6	341,719.

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

1	Minimum investment return from Part X, line 6		1	341,719.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 3,121.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	3,121.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	338,598.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	338,598.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	338,598.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	348,547.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	348,547.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,121.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	345,426.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				338,598.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 338,033.				
b From 2009				
c From 2010				
d From 2011 1,888.				
e From 2012 24,615.				
f Total of lines 3a through e	364,536.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 348,547.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				338,598.
e Remaining amount distributed out of corpus	9,949.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	374,485.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	338,033.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	36,452.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011 1,888.				
d Excess from 2012 24,615.				
e Excess from 2013 9,949.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 10

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE	NONE	PUBLIC CHARITY	CHARITY/EDUCATION	347,962.
Total			▶ 3a	347,962.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	275,033.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	379.	
8 Gain or (loss) from sales of assets other than inventory			18	60,333.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		335,745.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 335,745.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ X [signature] X 8/28/14 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WILLIAM D. ESENSTEN	[signature] CPA	8/28/14		P00535334
Firm's name ▶ NSBN LLP			Firm's EIN ▶ 95-2399533	
Firm's address ▶ 9454 WILSHIRE BLVD., 4TH FLOOR BEVERLY HILLS, CA 90212-2907			Phone no. (310)273-2501	

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Name of the organization	Employer identification number
HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR	20-1917833

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	[ ] 501(c)( ) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 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

[X] 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR	20-1917833

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BLOSSOM LP 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 59,195.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	JOSHUA & SARI SCHECHTER 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 2,250.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	DENA & IRV SCHECHTER 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 30,014.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
4	MEL LEVINE 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	BOB LEVINE 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 13,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
6	NANCY CLAVIN 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 13,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
HYMAN LEVINE FAMILY FOUNDATION
L'DOR V'DOR

Employer identification number
20-1917833

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	SID B. LEVINE TRUST 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 134,421.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
8	MAX A. LEVINE TRUST 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 59,166.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR	20-1917833

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	513 SHARES OF SPDR GOLD TRUST	$ 59,195.	12/30/13
3	236 SHARES OF SPDR GOLD TRUST	$ 30,014.	10/03/13
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR	20-1917833

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	218,237.	0.	218,237.	218,237.	
CHARLES SCHWAB - ACCRUED INT PAID	<1,953.>	0.	<1,953.>	<1,953.>	
MORGAN STANLEY #08060	15,674.	0.	15,674.	15,674.	
MORGAN STANLEY #0F6N3	21,212.	0.	21,212.	21,212.	
MORGAN STANLEY #0F6P8	1,388.	0.	1,388.	1,388.	
MORGAN STANLEY #77060	1,385.	0.	1,385.	1,385.	
RIM SECURITIES #00150	1,370.	0.	1,370.	1,370.	
RIM SECURITIES #17532	16,420.	0.	16,420.	16,420.	
STATE OF ISRAEL	1,300.	0.	1,300.	1,300.	
TO PART I, LINE 4	275,033.	0.	275,033.	275,033.	

FORM 990-PF	OTHER INCOME	STATEMENT 2	
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NONDIVIDEND DISTRIBUTIONS	379.	379.	
TOTAL TO FORM 990-PF, PART I, LINE 11	379.	379.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT 3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,000.	500.		500.
TO FORM 990-PF, PG 1, LN 16B	1,000.	500.		500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	20,407.	20,407.		0.
TO FORM 990-PF, PG 1, LN 16C	20,407.	20,407.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE	10.	0.		10.
REGISTRATION FEE	75.	0.		75.
FOREIGN TAX	2,747.	2,747.		0.
FEDERAL EXCISE TAX	3,368.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,200.	2,747.		85.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNI BONDS-SEE ATTACHED STATEMENT		X	3,472,312.	3,472,382.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			3,472,312.	3,472,382.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,472,312.	3,472,382.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK-SEE ATTACHED STATEMENT	2,863,564.	3,294,081.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,863,564.	3,294,081.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISRAEL BOND	COST	25,000.	25,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,000.	25,000.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DENA SCHECHTER 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	PRESIDENT 0.00	0.	0.	0.
MELDON LEVINE 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	TREASURER 0.00	0.	0.	0.
NANCY CLAVIN 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	SECRETARY 0.00	0.	0.	0.
ROBERT LEVINE 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
ADAM PAUL LEVINE 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.

ANDREW CLAVIN 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
ASHER LEV SCHECHTER 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
CARA E. LEVINE 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
DANIEL CLAVIN 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
ELIZABETH COHN 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
JACOB C. LEVINE 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
JOSHUA SCHECHTER 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
MIEKE NEUMANN 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
NOAH BLUM SCHECHTER 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 10

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

DENA SCHECHTER
MELDON LEVINE

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print — File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
HYMAN LEVINE FAMILY FOUNDATION
L'DOR V'DOR

Employer identification number (EIN) or
20-1917833

Number, street, and room or suite no If a P O box, see instructions
C/O NSBN LLP - 9454 WILSHIRE BLVD 4TH FLR

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions.
BEVERLY HILLS, CA 90212

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ DENA SCHECHTER
9460 WILSHIRE BLVD, SUITE 300 - BEVERLY HILLS, CA 90212

Telephone No ▶ 310-274-5291 Fax No ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014

5 For calendar year 2013 , or other tax year beginning ______, and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO OBTAIN THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 3,121.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 4,200.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶

Hyman Levine Family Foundation: L'Dor V'Dor
Foundation Donations
January through December 2013

Date	Num	Name	Address					Amount
01/02/2013	1397	Temple Emanuel of Beverly Hills	8844 Burton Way		Beverly Hills	CA	90211	900 00
01/02/2013	1398	Human Rights First	333 Seventh Avenue, 13th Floor		New York	NY	10001-5108	500 00
01/08/2013	1399	Jewish Family Service	3580 Wilshire Boulevard, Suite 700		Los Angeles	CA	90010	71,416.66
01/30/2013	1401	Phase One	256 26th Street, Suite 201		Santa Monica	CA	90402	5,000 00
02/11/2013	1402	Public Health Heroes Fund	University of California, Berkeley	School of Public Health	Berkeley	CA	94720-7360	1,000 00
02/20/2013	1403	IPCRI	Tantour	P O Box 9321	Jerusalem		91092	1,000 00
03/04/2013	1404	American Jewish University	15600 Mulholland Drive		Bel Air	CA	90077	650 00
03/06/2013	1405	Temple Beth Am						3,600 00
04/04/2013	1406	Beverly Hills Firefighters' Association	P O Box 1720		Beverly Hills	CA	90213-1720	1,000 00
04/16/2013	1407	United States Holocaust Memorial Museum	Attn Ra'chel Edison, Development	100 Raoul Wallenberg Place, SW	Washington	DC	20024-2126	1,000 00
05/09/2013	1408	KCRW 89 9 FM	1900 Pico Boulevard		Santa Monica	CA	90405	1,000.00
05/13/2013	1409	Music Center	135 North Grand Avenue		Los Angeles	CA	90012	800 00
05/13/2013	1410	Jewish Family Service	3580 Wilshire Boulevard, Suite 700		Los Angeles	CA	90010	5,000 00
05/14/2013	1411	Children's Burn Foundation	5000 Van Nuys Blvd , Suite 450		Sherman Oaks	CA	91403	250 00
05/14/2013	1412	Harvard-Westlake School	Office of Advancement	P O Box 492415	Los Angeles	CA	90049	1,500 00
05/14/2013	1413	Harold Robinson Foundation	10008 National Blvd , Suite 324		Los Angeles	CA	90034	500 00
05/15/2013	1414	Tower Cancer Research Foundation	9090 Wilshire Blvd, Suite 350		Beverly Hills	CA	90211	500 00
05/15/2013	1415	LACMA	5905 Wilshire Boulevard		Los Angeles	CA	90036	2,055.00
05/15/2013	1417	VCH	720 Rose Avenue		Venice	CA	90291	500 00
06/18/2013	1418	Metroplex Military Charitable Trust	Thomas S Forman, Trustee	236 South Third Street, #316	Montrose	CO	81401	1,000 00
06/18/2013	1419	American Jewish University	15600 Mulholland Drive		Bel Air	CA	90077	1,000 00
06/24/2013	1420	Los Angeles Philharmonic Association	151 South Grand Avenue		Los Angeles	CA	90012-3034	9,000 00
07/03/2013	1421	Developing Minds Foundation	934 Michigan Avenue, Suite 304		Miami Beach	FL	33139	1,000 00
07/03/2013	1422	Stanford Jewish Center	c/o Dov Greenberg	1289 College Avenue	Palo Alto	CA	94306	5,000 00
07/08/2013	1423	Cal Baseball Foundation	c/o Moore & Baker, LLP	1801 N California Blvd., Suite 101	Walnut Creek	CA	94596-4133	2,500 00
07/09/2013	1424	Hebrew Union College	Biblical Archeology	3077 University Avenue	Los Angeles	CA	90007-3796	2,500 00
07/25/2013	1425	American Jewish University	15600 Mulholland Drive		Bel Air	CA	90077	1,500 00
09/10/2013	1426	Santa Monica Bay Restoration Foundation	320 West 4th Street, Suite 200		Los Angeles	CA	90013	2,000 00
09/24/2013	1427	Pacific Council on Int'l Policy	Development Department	725 S. Figueroa Street, Suite 450	Los Angeles	CA	90017	37,500 00
09/24/2013	1428	National Teen Leadership Program	101 Parkshore Drive		Folsom	CA	95630	1,000 00
09/24/2013	1429	Ace of Hearts	Attn Kari Whitman	1155 N LaCienega Blvd #812	West Hollywood	CA	90069	1,000 00

Hyman Levine Family Foundation: L'Dor V'Dor
Foundation Donations
January through December 2013

Date	Num	Name	Address					Amount
09/24/2013	1430	Stanford Jewish Center	c/o Dov Greenberg	1289 College Avenue	Palo Alto	CA	94306	5,000 00
09/25/2013	1431	Los Angeles Jewish Home	7150 Tampa Avenue		Reseda	CA	91335	1,500 00
09/30/2013	1432	Temple Isaiah	10345 West Pico Boulevard		Los Angeles	CA	90064	3,600 00
09/30/2013	1433	Santa Monica Bay Restoration Foundation	320 West 4th Street, Suite 200		Los Angeles	CA	90013	2,500 00
10/10/2013	1434	Junior Blind of America	5300 Angeles Vista Blvd		Los Angeles	CA	90043	2,500 00
10/23/2013	1435	Hebrew Union College	Biblical Archeology	3077 University Avenue	Los Angeles	CA	90007-3796	1,000 00
11/05/2013	1436	Pacific Council on Int'l Policy	Development Department	725 S Figueroa Street, Suite 450	Los Angeles	CA	90017	10,000 00
11/06/2013	1437	Harvard-Westlake School	Office of Advancement	P.O. Box 492415	Los Angeles	CA	90049	1,000 00
11/25/2013	1440	JFS/SOVA	SOVA Food & Resource Program	3580 Wilshire Boulevard, #700	Los Angeles	CA	90010	1,000 00
11/26/2013	1441	Los Angeles Art Association	825 North La Cienega Blvd		Los Angeles	CA	90069	500 00
11/27/2013	1442	The Stecher & Horowitz Foundation	119 W 57th Street, Suite 1401		New York	NY	10019-2400	1,000 00
12/03/2013	1443	That Man May See	10 Koret Way, Box 0352		San Francisco	CA	94143-0352	500 00
12/11/2013	1445	JFS/Save-A-Family	Save A Family	3580 Wilshire Boulevard, 7th Floor	Los Angeles	CA	90010	11,000 00
12/11/2013	1446	American Jewish University	15600 Mulholland Drive		Bel Air	CA	90077	10,000 00
12/11/2013	1444	American Constitution Society	1333 H Street, NW, 11th Floor		Washington	DC	20005	500 00
12/11/2013	EFT	GRUPEDSAC A	Av de las Fuentes No. 184 Local 517	Col Lomas de Tecamachalco	Naucalpan, Mexico		53950	5,000 00
12/12/2013	1448	Cedars-Sinai Heart Institute	8536 Wilshire Boulevard, 3rd Floor		Beverly Hills	CA	90211	8,500 00
12/12/2013	1449	Stanford Jewish Center	c/o Dov Greenberg	1289 College Avenue	Palo Alto	CA	94306	8,500 00
12/12/2013	1450	Developing Minds Foundation	934 Michigan Avenue, Suite 304		Miami Beach	FL	33139	1,695 00
12/12/2013	1451	Best Friends Animal Society	5001 Angel Canyon Road		Kanab	UT	84741	1,200 00
12/12/2013	1452	Los Angeles Philharmonic Association	151 South Grand Avenue		Los Angeles	CA	90012-3034	3,779.00
12/13/2013	1453	The Lotos Foundation	Five East Sixty-sixth Street		New York	NY	10065	500 00
12/13/2013	1454	K I T	2820 Roosevelt Road, Suite 202		San Diego	CA	92106	500 00
12/13/2013	1455	United Jewish Fund	The Jewish Federation	6505 Wilshire Blvd , Suite 1000	Los Angeles	CA	90048-4994	5,000 00
12/13/2013	1456	United Way	1150 S Olive Street, Suite T500		Los Angeles	CA	90015	1,000 00
12/13/2013	1457	Harvard Law School Annual Fund	Harvard Law School Alumni Center	1563 Massachusetts Avenue	Cambridge	MA	02138	1,000 00
12/13/2013	1458	Woodrow Wilson School - Princeton Univ	Princeton University	Annual Giving	Princeton	NJ	08543	500 00
12/13/2013	1459	College Match	c/o Community Partners	1000 North Alameda Street, Suite 240	Los Angeles	CA	90012	1,000 00
12/13/2013	1460	Los Angeles Leadership Academy	234 East Avenue 33		Los Angeles	CA	90031	1,000 00
12/13/2013	1461	National Conference on Soviet Jewry	2020 K Street, NW, Suite 7800		Washington	DC	20006	500.00
12/13/2013	1462	Religious Action Center of Reform Judaism	Arthur and Sara Jo Kobacker Building	2027 Massachusetts Ave, NW	Washington	DC	20036	1,000 00

Hyman Levine Family Foundation: L'Dor V'Dor
Foundation Donations
January through December 2013

Date	Num	Name	Address					Amount
12/13/2013	1463	Women Against Gun Violence	8800 Venice Blvd , Suite 304		Los Angeles	CA	90034	500 00
12/13/2013	1464	Mental Health Advocacy Services	3255 Wilshire Blvd., Suite 902		Los Angeles	CA	90010	500.00
12/13/2013	1465	Inner City Law Center	1309 East 7th Street		Los Angeles	CA	90021	500 00
12/13/2013	1466	B'Tselem	1411 K Street NW, Suite 603		Washington	DC	20005	1,000 00
12/13/2013	1467	USC Center on Public Diplomacy	at the Annenberg School	University of Southern California	Los Angeles	CA	90089-0281	5,000 00
12/16/2013	1468	UC Berkeley Foundation	University Relations Gift Administration	2080 Addison Street, MC 4200	Berkeley	CA	94720-4200	10,000 00
12/17/2013	1472	American Friends of Tel Aviv University	9911 W Pico Blvd , Suite 1240		Los Angeles	CA	90035	10,000 00
12/17/2013	1469	Los Angeles Conservation Corps	PO Box 15868		Los Angeles	CA	90015	1,500.00
12/17/2013	1470	UCLA - William J Martin Foundation	c/o UCLA Athletic Department	PO Box 24044	Los Angeles	CA	90024	500 00
12/17/2013	1471	LA Opera	Development Department	135 North Grand Avenue	Los Angeles	CA	90012	2,500 00
12/18/2013	1473	Jewish Family Service	3580 Wilshire Boulevard, Suite 700		Los Angeles	CA	90010	18,000 00
12/18/2013	1474	Council on Foreign Relations	Development Office	58 East 68th Street	New York	NY	10065	500 00
12/18/2013	1475	Bend the Arc	A Jewish Partnership for Justice	330 7th Avenue, 19th Floor	New York	NY	10001	500.00
12/18/2013	1476	JFS/SOVA	SOVA Food & Resource Program	3580 Wilshire Boulevard, #700	Los Angeles	CA	90010	5,000 00
12/18/2013	1477	Human Rights First	333 Seventh Avenue, 13th Floor		New York	NY	10001-5108	1,000 00
12/18/2013	1478	Wounded Warrior Project	P O Box 758517		Topeka	KS	66675	1,000 00
12/18/2013	1480	Downtown Women's Center	442 S San Pedro Street		Los Angeles	CA	90013	1,000 00
12/18/2013	1481	Food Forward	7412 Fulton Avenue, #3		North Hollywood	CA	91605	1,000 00
12/18/2013	1482	My Friend's Place	P O Box 3867		Hollywood	CA	90078	2,500 00
12/19/2013	1483	UCLA - TTCF	c/o Danielle Dietz	10945 Le Conte Avenue, Suite 3132	Los Angeles	CA	90095-1784	5,000 00
12/20/2013	1484	Jewish Family Service	3580 Wilshire Boulevard, Suite 700		Los Angeles	CA	90010	21,516 66
12/20/2013	1485	Forte Animal Rescue	PO Box 10085		Marina del Rey	CA	90295	1,000 00
12/20/2013	1486	American Heart Association	Donations Processing Center	1710 Gilbreth Road	Burlingame	CA	94010-1795	2,500 00
								347,962.32

HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR
COST BASIS OF MUNICIPAL OBLIGATIONS
AS OF DECEMBER 31, 2013

	Face Value	Acquired Date	2013 Cost Basis	2013 FMV
CHARLES SCHWAB				
Alpine Calif Un Sch Dist, due 5/1/18 @ 5.98%	145,000	06/17/10	143,210 70	145,047 85
City of Industry Calif Sales Tax Revs, due 1/1/27 @ 8%	200,000	01/07/13	236,202 00	212,532 00
Colton California PEN Oblig, due 8/1/17 @ 5.648%	105,000	04/20/12	107,861 25	106,167 60
Covina Calif Red, due 12/1/23 @ 5 37%	200,000	09/21/12	201,000 00	191,070 00
Coyote Canyon Rev Bab, due 9/1/39 @ 9 375%	100,000	12/10/09	99,527 00	100,984 00
El Cajon Calif Rev, due 10/1/30 @ 7 7%	100,000	08/24/11	95,750 00	96,731 00
Eureka Calif Pub Fi, due 11/1/32 @ 8%	220,000	10/04/12	238,425.00	221,687 40
Festival Ranch Cmnt, due 7/15/18 @ 8%	125,000	12/17/09	125,000 00	133,986 25
La Paz County Arizona Rev, due 7/1/21 @ 5 25 %	150,000	09/23/11	148,857 00	145,482.00
Los Angeles CA Cmnty Redev, due 9/1/19 @ 5 5%	145,000	03/25/10	123,975 00	137,763 05
Los Angeles CA Cmnty Redev, due 9/1/19 @ 5 5%	100,000	10/29/13	100,858 00	95,009.00
Los Angeles CA Cmnty Redev, due 9/1/37 @ 6 49%	380,000	12/20/07	360,050 00	367,923.60
Los Angeles CA, due 9/1/18 @ 6.95%	130,000	06/19/08	130,025 00	131,232.40
Los Angeles CA Cmnty Redev, due 9/1/33 @ 9 38%	195,000	02/17/11	192,075 00	184,475 85
Murrieta Vly Calif Uni Sch Dist, due 9/1/22 @ 6%	160,000	08/23/13	159,448 00	158,496 00
Sacramento Calif Rev, due 8/1/21 @ 6 12%	200,000	09/23/11	200,000 00	199,988 00
Sacramento Cnty, due 12/1/18 @ 5.317%	100,000	04/21/10	99,500 00	104,340 00
San Diego Calif, due 9/1/16 @ 5 89%	200,000	05/22/08	200,025 00	214,606 00
San Francisco City Redev, due 8/1/24 @ 7 766%	50,000	09/25/13	54,931 50	53,665.50
San Francisco Cty & Cnty Rfa, due 8/1/39 @ 8 406%	200,000	02/04/10	206,818 00	218,636 00
San Leandro California , due 6/1/22 @ 5 14%	100,000	03/15/12	100,000 00	99,132 00
Yuba CA Levee, due 9/1/20 @ 6 25%	150,000	09/04/08	148,774 00	153,426.00
Total Municipal Bonds			**3,472,312.45**	**3,472,381.50**

HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR
SECURITIES LISTING
AS OF DECEMBER 31, 2013

	Shares	Acquired	2013 Cost Basis	2013 FMV
CITY NATIONAL ROCHDALE - Brokerage Account				
Common Stock				
Altria Group Inc.	940	11/25/13	34,919.24	36,086 60
American Electric Power Co	640	10/18/13	28,658 64	29,913 60
American Electric Power Co	90	11/25/13	4,287 80	4,206 60
American Express Company	170	10/18/13	13,667 62	15,424 10
Apple Inc	50	11/07/13	25,835 00	28,051 00
AT&T Inc	840	10/11/13	28,745 12	29,534 40
Biogen Idec Inc	40	11/21/13	10,004 92	11,182 88
Bristol Myers Squibb Co	2,000	10/09/12	67,587 79	106,300 00
Casey's General Stores Inc	140	10/03/13	10,025 72	9,835 00
Ciena Corp	500	10/09/13	12,838 25	11,965 00
Cisco Systems Inc	370	10/03/13	8,518 66	8,299 10
CIT Group Inc	210	10/08/13	10,259 64	10,947 30
Citigroup Inc	250	10/18/13	12,788 50	13,027 50
Comcast Corp.	260	11/05/13	12,441.83	13,510 90
ConocoPhillips	1,200	10/09/12	70,179.28	84,780 00
CostCo Wholesale Corp	100	10/03/13	11,415 99	11,902 00
CVS Caremark Corp	220	11/14/13	14,369.10	15,745 40
DirectTV	180	10/18/13	11,146 88	12,430 80
Dominion Resources Inc	550	12/10/13	34,917 60	35,579.50
Dr Pepper Snapple Group Inc	780	10/04/13	33,892 92	38,001 60
Duke Energy Corp	480	11/14/13	34,252 40	33,124 80
Ebay Inc	120	10/08/13	6,378 34	6,583 80
Hertz Global Holdings Inc	390	10/18/13	9,294 14	11,161 80
Home Depot Inc	90	10/08/13	6,711 85	7,410 60
Home Depot Inc	90	10/09/13	6,708 79	7,410 60
Intuitive Surgical Inc	20	10/08/13	7,852 80	7,681 60
JP Morgan Chase & Co	320	11/05/13	16,678.80	18,713.60
Kinder Morgan Inc	810	10/18/13	28,624.16	29,160.00
Kinder Morgan Inc.	170	11/25/13	6,109 40	6,120 00
Kraft Foods Group Inc	650	11/14/13	34,436 60	35,041 50
Lilly Eli & Co	1,500	05/27/10	49,352 99	76,500.00
Lowes Companies Inc	220	10/08/13	10,269 07	10,901 00
Medtronic Inc	1,000	02/04/11	38,844 76	57,390 00
Medtronic Inc	1,000	08/01/11	35,146.56	57,390 00
Microsoft Corp	1,000	05/26/09	20,441 20	37,410.00
Microsoft Corp	2,000	11/22/10	51,415 80	74,820.00
Northeast Utilities	450	10/24/13	19,304 75	19,075 50
Northeast Utilities	100	11/25/13	4,204 60	4,239 00
Philip Morris Intl Inc	390	10/03/13	34,031 33	33,980.70
Polaris Industries Inc	90	11/14/13	12,079 10	13,107 60

HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR
SECURITIES LISTING
AS OF DECEMBER 31, 2013

	Shares	Acquired	2013 Cost Basis	2013 FMV
Prudential Financial Inc	220	10/03/13	16,679 03	20,288 40
Qualcomm Inc	160	11/07/13	10,642 80	11,880 00
Quanta Services Inc	310	12/19/13	9,347.26	9,783 60
Scana Corp	610	11/05/13	29,157 44	28,627 30
Scana Corp	120	11/25/13	5,696 72	5,631 60
Spectra Energy Corp	810	10/24/13	28,980 64	28,852 20
Spectra Energy Corp	200	11/14/13	6,859 00	7,124 00
Starbucks Corp	130	10/18/13	10,318 28	10,190 70
State Street Corp.	190	11/07/13	13,363 75	13,944 10
Transcanada Corp	520	10/03/13	22,464 96	23,743 20
UIL Holdings Corp	910	10/03/13	33,795 94	35,262 50
United Technologies Corp	100	10/03/13	10,379 98	11,380.00
Vector Group LTD	1,780	11/05/13	29,026 32	29,138 60
Vodafone GP	3,000	08/02/11	83,302 04	117,930 00
Vodafone GP	2,000	03/23/12	55,933 80	78,620.00
Whitewaves Foods Co	460	11/25/13	9,685 64	10,552.40
Xcel Energy Inc	1,000	10/18/13	28,618.80	27,940 00
Xcel Energy Inc.	230	11/25/13	6,507 78	6,426 20
Real Estate Investment Trusts				
Associated Estates Realty Corp	1,900	10/24/13	28,754 13	30,495 00
Associated Estates Realty Corp.	470	11/14/13	6,896.57	7,543 50
EPR Properties	700	10/03/13	34,013.60	34,412 00
Government Properties Income Trust	1,140	10/18/13	28,715 29	28,329 00
Government Properties Income Trust	260	11/25/13	6,474.57	6,461 00
Health Care REIT Inc	460	11/05/13	29,045.25	24,642 20
Health Care REIT Inc.	120	11/14/13	7,278 20	6,428 40
Healthcare Trust America Inc	2,650	11/07/13	28,874 81	26,076.00
Liberty Property Trust	810	11/07/13	28,725.73	27,434 70
LTC Properties Inc	760	10/11/13	28,843 01	26,896 40
National Retail Properties Inc	850	11/05/13	29,212.00	25,780.50
National Retail Properties Inc.	220	11/25/13	7,133 19	6,672.60
Select Income REIT	710	11/05/13	19,437 54	18,985 40
Total Equities - Brokerage Account			**1,582,802.01**	**1,821,416.88**
Exchange Traded Funds				
SPDR Gold Trust	513	12/30/13	59,195 07	59,569 56
Vanguard Index Mid-Cap Growth	150	10/24/13	13,143 13	13,537 50
Vanguard Index Mid-Cap Growth	170	11/14/13	14,896 64	15,342 50
Vanguard Index Mid-Cap Growth	170	12/10/13	14,999 23	15,342.50
Vanguard Index Mid-Cap Growth	310	12/19/13	27,389 29	27,977.50

HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR
SECURITIES LISTING
AS OF DECEMBER 31, 2013

	Shares	Acquired	2013 Cost Basis	2013 FMV
Vanguard Index Mid-Cap Value	200	10/24/13	15,297 50	15,956 00
Vanguard Index Mid-Cap Value	190	11/14/13	14,885 75	15,158 20
Vanguard Index Mid-Cap Value	190	12/10/13	15,015.61	15,158 20
Vanguard Index Mid-Cap Value	310	12/19/13	24,462 89	24,731 80
Total Exchange Traded Funds			**199,285.11**	**202,773.76**
Mutual Funds				
City National Rochdale Emerging Markets Fund	695 604	10/11/13	25,002 00	25,076 53
City National Rochdale Emerging Markets Fund	695 991	10/18/13	25,002 00	25,090 48
City National Rochdale Emerging Markets Fund	697 156	10/24/13	25,002 00	25,132 47
City National Rochdale Emerging Markets Fund	705 418	11/07/13	25,002 00	25,430 32
City National Rochdale Emerging Markets Fund	702 445	11/25/13	25,002.00	25,323 14
City National Rochdale Emerging Markets Fund	380 585	12/10/13	13,802.00	13,720 09
City National Rochdale Emerging Markets Fund	84 507	12/19/13	3,002 00	3,046 48
City National Rochdale Emerging Markets Fund	12 080	Reinvestment	430 64	435 48
City National Rochdale Fixed Income Opportunities	10,230 655	10/03/13	275,002 00	278,887 65
City National Rochdale Fixed Income Opportunities	1,855 976	10/11/13	50,002 00	50,593 91
City National Rochdale Fixed Income Opportunities	1,845 018	10/18/13	50,002 00	50,295 19
City National Rochdale Fixed Income Opportunities	1,839.588	10/24/13	50,002 00	50,147 17
City National Rochdale Fixed Income Opportunities	1,832 845	11/05/13	50,002 00	49,963 36
City National Rochdale Fixed Income Opportunities	1,832 173	11/07/13	50,002 00	49,945 03
City National Rochdale Fixed Income Opportunities	1,137 615	11/14/13	31,002 00	31,011 39
City National Rochdale Fixed Income Opportunities	323 946	Reinvestment	8,832 74	8,830 76
Federated Intercontinental Fund	366 636	10/18/13	20,002 00	19,871 67
Federated Intercontinental Fund	363 901	10/24/13	20,002 00	19,723 43
Federated Intercontinental Fund	464 857	11/05/13	25,002 00	25,195 25
Federated Intercontinental Fund	470 013	11/07/13	25,002 00	25,474 70
Federated Intercontinental Fund	20 093	Reinvestment	1,083 21	1,089 05
Kayne Anderson MLP Investment Co	790 000	10/24/13	28,746 47	31,481 50
Total Mutual Funds			**826,929.06**	**835,765.05**
Total Brokerage Account			***2,609,016.18***	***2,859,955.69***
CITY NATIONAL ROCHDALE - CYN Account				
City National Corp	520	12/24/01	24,273 60	41,194 40
City National Corp	2,190	12/26/02	95,790 60	173,491 80
City National Corp	1,090	12/27/07	65,867 95	86,349 80
City National Corp	1,200	12/15/09	49,320 00	95,064 00
City National Corp	480	11/30/11	19,296 00	38,025 60

HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR
SECURITIES LISTING
AS OF DECEMBER 31, 2013

	Shares	Acquired	2013 Cost Basis	2013 FMV
Total CYN Account			*254,548.15*	*434,125.60*
TOTAL CITY NATIONAL ROCHDALE Accounts			2,863,564.33	3,294,081.29