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

**2013**

Department of the Treasury  
Internal Revenue Service

▶ 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](http://www.irs.gov/form990pf).

For calendar year 2013, or tax year beginning \_\_\_\_\_, 2013, and ending \_\_\_\_\_

Charles Levy Foundation  
One Alton Road  
Yardley, PA 19067

**A** Employer identification number  
22-6076221

**B** Telephone number (see the instructions)  
609-844-7900

**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

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

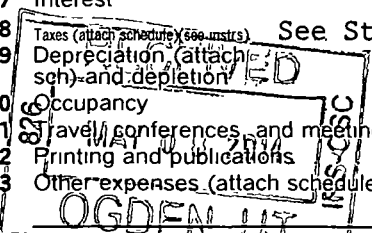
**H** Check type of organization  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
▶ \$ 165,966.

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

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>REVENUE</b>	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,951.	1,951.	1,951.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	15,976.			
	b Gross sales price for all assets on line 6a	38,074.			
	7 Capital gain net income (from Part IV, line 2)		15,976.		
	8 Net short-term capital gain			237.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 <b>Total.</b> Add lines 1 through 11	17,927.	17,927.	2,188.		
<b>ADMINISTRATIVE EXPENSES</b>	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	1,662.	1,662.		
	c Other prof fees (attach sch) See St 2	848.	848.		
	17 Interest				
	18 Taxes (attach schedule) (see instrs) See Stm 3	156.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	2,666.	2,510.			
25 Contributions, gifts, grants paid Part XV	15,110.			15,110.	
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	17,776.	2,510.	0.	15,110.	
27 Subtract line 26 from line 12:					
a <b>Excess of revenue over expenses and disbursements</b>	151.				
b <b>Net investment income</b> (if negative, enter -0-)		15,417.			
c <b>Adjusted net income</b> (if negative, enter -0-)			2,188.		

SCANNED MAY 15 2014



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			
	2	Savings and temporary cash investments	4,857.	2,913.	2,913.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	104,022.	106,117.	163,053.
	c	Investments – corporate bonds (attach schedule)			
	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 ▶)				
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)	108,879.	109,030.	165,966.	
LIABILITIES	17	Accounts payable and accrued expenses			
	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 ▶)			
	23	<b>Total liabilities</b> (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. <input checked="" type="checkbox"/>				
	24	Unrestricted	108,879.	109,030.	
	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)	108,879.	109,030.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	108,879.	109,030.	

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	108,879.
2	Enter amount from Part I, line 27a	2	151.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	109,030.
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	109,030.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Morgan Stanley as nominee	P	12/03/12	5/31/13
b Morgan Stanley as nominee	P	6/05/12	7/26/13
c Morgan Stanley as nominee	P	4/17/03	7/26/13
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,491.		4,254.	237.
b 11,978.		8,492.	3,486.
c 21,605.		9,352.	12,253.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			237.
b			3,486.
c			12,253.
d			
e			

2 Capital gain net income or (net capital loss) <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	15,976.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <span style="float:right">[ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 ]</span>	3	237.

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	19,926.	138,587.	0.143780
2011	21,021.	142,766.	0.147241
2010	16,334.	153,739.	0.106245
2009	16,233.	136,492.	0.118930
2008	15,137.	181,500.	0.083399
2 Total of line 1, column (d)			0.599595
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			0.119919
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			149,863.
5 Multiply line 4 by line 3			17,971.
6 Enter 1% of net investment income (1% of Part I, line 27b)			154.
7 Add lines 5 and 6			18,125.
8 Enter qualifying distributions from Part XII, line 4			15,110.

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)**

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		
<b>b</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	<b>1</b>	308.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0.
<b>3</b> Add lines 1 and 2	<b>3</b>	308.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0.
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	308.
<b>6 Credits/Payments</b>		
<b>a</b> 2013 estimated tax pmts and 2012 overpayment credited to 2013	<b>6 a</b>	
<b>b</b> Exempt foreign organizations – tax withheld at source	<b>6 b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6 c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6 d</b>	
<b>7</b> Total credits and payments Add lines 6a through 6d	<b>7</b>	0.
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9 Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	308.
<b>10 Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation ▶ \$ 0. <b>(2)</b> On foundation managers ▶ \$ 0.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
<b>3</b> 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
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> 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	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ N/A		
<b>b</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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
<b>9</b> 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)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2013)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <span style="float:right">▶ N/A</span>	13	X	
14	The books are in care of ▶ <u>James A. Levy</u> Telephone no ▶ <u>609-844-7900</u> Located at ▶ <u>One Alton Road Yardley PA</u> ZIP + 4 ▶ <u>19067</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 <span style="float:right">▶ 15</span> <span style="float:right">N/A</span> <span style="float:right">▶</span> <input type="checkbox"/> <span style="float:right">N/A</span>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ▶		Yes	No
		16		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
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <span style="float:right">▶</span> <input type="checkbox"/>	1 b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 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)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

BAA

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If 'Yes' to 6b, file Form 8870

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

**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

	5 b	N/A
	6 b	X
	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
James A. Levy One Alton Road Yardley, PA 19067	Trustee 0	0.	0.	0.
Paul G. Levy 19 Greenwood Avenue Lawrenceville, NJ 08648	Trustee 0	0.	0.	0.
-----				
-----				

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

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

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

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

**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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

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

	Expenses
1 N/A	
-----	
2	
-----	
3	
-----	
4	
-----	

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

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

BAA

**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>	148,260.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	3,885.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1 d</b>	152,145.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	0.
<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>	152,145.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	2,282.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	149,863.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	7,493.

**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>	7,493.
<b>2 a</b> Tax on investment income for 2013 from Part VI, line 5	<b>2 a</b>	308.
<b>b</b> Income tax for 2013 (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>	308.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	7,185.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	7,185.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount</b> as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	7,185.

**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>	15,110.
<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 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	15,110.
<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 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	15,110.

**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				7,185.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years. 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	6,222.			
b From 2009	9,550.			
c From 2010	8,811.			
d From 2011	14,169.			
e From 2012	13,309.			
f <b>Total</b> of lines 3a through e	52,061.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>15,110.</u>				
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				7,185.
e Remaining amount distributed out of corpus	7,925.			
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 <b>Enter the net total of each column as indicated below:</b>				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	59,986.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	6,222.			
9 <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a	53,764.			
10 Analysis of line 9				
a Excess from 2009	9,550.			
b Excess from 2010	8,811.			
c Excess from 2011	14,169.			
d Excess from 2012	13,309.			
e Excess from 2013	7,925.			

**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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> 'Assets' alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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) )  
 None

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
 None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed  
  
 See Statement 4

**b** The form in which applications should be submitted and information and materials they should include  
  
 See Statement for Line 2a

**c** Any submission deadlines  
  
 See Statement for Line 2a

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
  
 See Statement for Line 2a

**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 Statement 5				
<b>Total</b>			▶ 3 a	15,110.
b Approved for future payment				
<b>Total</b>			▶ 3 b	





Charles Levy Foundation

22-6076221

**Statement 1**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accountant	\$ 1,662.	\$ 1,662.		
Total	<u>\$ 1,662.</u>	<u>\$ 1,662.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fee	\$ 848.	\$ 848.		
Total	<u>\$ 848.</u>	<u>\$ 848.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 3**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	\$ 156.			
Total	<u>\$ 156.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 4**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program:

Name:

Care Of:

Street Address:

City, State, Zip Code:

Telephone:

E-Mail Address:

Form and Content:

James A. Levy  
 1 Alton Road  
 Yardley, PA 19067

Submission Deadlines:

Restrictions on Awards:

Letter containing statement of program, amount of funding requested and a brief description of the organization making the request.

None

The foundation does not plan to make grants to individuals and organizations considered to be "private foundations".

## Charles Levy Foundation

22-6076221

**Statement 5**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Greenwood House 53 Walter Street Ewing, NJ 08628	none	Public	To carry out charitable purpose of organization	\$ 2,660.
Har Sinai 2411 Pennington Road Pennington, NJ 08534	none	Public	To carry out charitable purpose of organization.	4,200.
The Jewish Federation 4 Princess Road Lawrenceville, NJ 08648	none	Public	To carry out charitable purpose of organization	4,000.
American Jewish Committee 165 East 56 Street New York, NY 10022	none	Public	To carry out charitable purpose of organization.	1,150.
University of Pennsylvania 3451 Walnut Street Pliladelphia, PA 19104	none	Public	To carry out charitable purpose of organization	1,000.
Middlebury College Middlebury, VT 05753	none	Public	To carry out charitable purpose of organization	1,000.
The Lawrenceville School PO Box 6125 Lawrenceville, NJ 08648	none	Public	To carry out charitable purpose of organization.	500.
American Cancer Society PO Box 22538 Oklahoma City, OK 73123	none	Public	To carry out charitable purpose of organization	100.
Community Food Bank 31 Evans Terminal Hillside, NJ 07205	none	Public	To carry out charitable purpose of organization	500.
Total				\$ <u>15,110.</u>

## Account Detail

Fiduciary Services Basic Securities Account  
688-112301-700

CHARLES LEVY FOUNDATION  
1 ALTON ROAD

INTERESTED PARTY COPY

### STOCKS

#### COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<b>AKAMAI TECHNOLOGIES INC (AKAM)</b>								
	7/14/09	5,000	\$16.987	\$94.93	\$235.90	\$140.97 LT		
	1/23/12	25,000	31.598	789.95	1,179.50	389.55 LT		
	5/17/12	31,000	29.409	911.69	1,462.58	550.89 LT		
	2/7/13	15,000	35.162	527.43	707.70	180.27 ST		
<b>Total</b>		76,000		2,324.00	3,585.68	1,081.41 LT 180.27 ST		
Share Price: \$47.180								
<b>AMAZON COM INC (AMZN)</b>								
	6/27/05	17,000	34.260	582.41	6,779.43	6,197.02 LT		
Share Price: \$398.790								
<b>AMGEN INC (AMGN)</b>								
	1/14/08	13,000	47.829	621.78	1,483.04	861.26 LT	31.72	2.13
Share Price: \$114.080, Next Dividend Payable 03/2014								
<b>ANHEUSER BUSCH INBEV SA SPON (BUD)</b>								
	1/6/11	13,000	57.630	749.19	1,383.98	634.79 LT		
	2/10/11	17,000	55.582	944.89	1,809.82	864.93 LT		
<b>Total</b>		30,000		1,694.08	3,193.80	1,499.72 LT	75.12	2.35
Share Price: \$106.460								
<b>APPLE INC (AAPL)</b>								
	8/5/11	1,000	372.910	372.91	561.02	188.11 LT		
	8/8/11	2,000	362.945	725.89	1,122.04	396.15 LT		
	8/23/11	1,000	365.900	365.90	561.02	195.12 LT		
	1/30/13	2,000	460.270	920.54	1,122.04	201.50 ST		
	7/2/13	1,000	418.770	418.77	561.02	142.25 ST		
<b>Total</b>		7,000		2,804.01	3,927.14	779.38 LT 343.75 ST	85.40	2.17
Share Price: \$561.020, Next Dividend Payable 02/2014								
<b>BED BATH &amp; BEYOND INC (BBBY)</b>								
	4/14/09	21,000	30.478	640.04	1,686.30	1,046.26 LT		
Share Price: \$80.300								
<b>BIODEN IDEC INC (BIIB)</b>								
	7/14/05	22,000	37.440	823.68	6,150.58	5,326.90 LT		
Share Price: \$279.572								
<b>BLACKROCK INC (BLK)</b>								
	3/30/09	1,000	126.042	126.04	316.47	190.43 LT		
	4/8/09	4,000	128.523	514.09	1,265.88	751.79 LT		
	5/21/10	6,000	164.265	985.59	1,898.82	913.23 LT		
	11/10/10	3,000	166.387	499.16	949.41	450.25 LT		
<b>Total</b>		14,000		2,124.88	4,430.58	2,305.70 LT	94.08	2.12
Share Price: \$316.470, Next Dividend Payable 03/2014								
<b>BRISTOL MYERS SQUIBB CO (BMY)</b>								
	9/18/13	26,000	45.818	1,191.28	1,381.90	190.62 ST	37.44	2.70
Share Price: \$53.150, Next Dividend Payable 02/03/14								



Fiduciary Services Basic Securities Account  
688-112301-700

CHARLES LEWY FOUNDATION  
1 ALTON ROAD

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %	
<b>BROADCOM CORP CL A (BRCM)</b>									
	1/23/12	55,000	34.537	1,899.52	1,630.47	(269.05) LT C			
	9/19/12	21,000	36.700	770.70	622.54	(148.16) LT			
	8/28/13	14,000	25.149	352.09	415.03	62.94 ST			
<b>Total</b>		90,000		3,022.31	2,668.05	(417.21) LT 62.94 ST	39.60	1.48	
<i>Share Price: \$29.645, Next Dividend Payable 03/2014</i>									
<b>CAMERON INTNL CORP (CAM)</b>									
	6/24/11	25,000	45.979	1,149.48	1,488.25	338.77 LT			
	7/14/11	5,000	49.668	248.34	297.65	49.31 LT			
	8/5/11	11,000	47.835	526.19	654.83	128.64 LT			
	1/8/11	9,000	52.346	471.11	535.77	64.66 LT			
	7/31/13	7,000	58.691	410.84	416.71	5.87 ST			
	10/24/13	8,000	54.941	439.53	476.24	36.71 ST			
<b>Total</b>		65,000		3,245.49	3,869.45	581.38 LT 42.58 ST			
<i>Share Price: \$59.530</i>									
<b>CATERPILLAR INC (CAT)</b>									
	4/22/13	18,000	80.146	1,442.62	1,634.58	191.96 ST			
	5/17/13	8,000	87.738	701.90	726.48	24.58 ST			
	8/28/13	1,000	81.850	81.85	90.81	8.96 ST			
<b>Total</b>		27,000		2,226.37	2,451.87	225.50 ST	64.80	2.64	
<i>Share Price: \$90.810, Next Dividend Payable 02/2014</i>									
<b>CELGENE CORP (GELG)</b>									
	3/6/09	14,000	40.723	570.12	2,365.55	1,795.43 LT			
	5/28/09	15,000	41.621	624.31	2,534.52	1,910.21 LT			
<b>Total</b>		29,000		1,194.43	4,900.07	3,705.64 LT			
<i>Share Price: \$168.968</i>									
<b>CHARLES SCHWAB NEW (SCHW)</b>									
	2/2/09	55,000	12.616	693.90	1,430.00	736.10 LT			
	1/23/12	45,000	12.657	569.56	1,170.00	600.44 LT			
<b>Total</b>		100,000		1,263.46	2,600.00	1,336.54 LT	24.00	0.92	
<i>Share Price: \$26.000, Next Dividend Payable 02/2014</i>									
<b>CHECK POINT SOFTWARE TECH LTD (CHKP)</b>									
	6/21/13	4,000	49.287	197.15	258.00	60.85 ST			
	6/24/13	8,000	49.385	395.08	515.99	120.91 ST			
	6/26/13	7,000	50.477	353.34	451.49	98.15 ST			
	7/5/13	8,000	51.306	410.45	515.99	105.54 ST			
<b>Total</b>		27,000		1,356.02	1,741.47	385.45 ST			
<i>Share Price: \$64.499</i>									

Fiduciary Services, Basic Securities Account  
 688-112301-700

CHARLES LEVY FOUNDATION  
 1 ALTON ROAD

## Account Detail

INTERESTED PARTY COPY

### STOCKS

#### COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<b>CITRIX SYSTEMS INC (CTXS)</b>								
	10/26/12	7,000	63.427	443.99	442.75	(1.24) LT		
	11/6/12	1,000	64.800	64.80	63.25	(1.55) LT		
	12/4/12	12,000	61.254	735.05	759.00	23.95 LT		
	4/5/13	7,000	68.459	479.21	442.75	(36.46) ST		
	4/30/13	3,000	62.777	188.33	189.75	1.42 ST		
	5/17/13	7,000	67.207	470.45	442.75	(27.70) ST		
	5/28/13	8,000	65.001	520.01	506.00	(14.01) ST		
	6/26/13	2,000	60.290	120.58	126.50	5.92 ST		
	10/9/13	4,000	67.358	269.43	253.00	(16.43) ST		
	12/18/13	3,000	58.470	175.41	189.75	14.34 ST		
<b>Total</b>		<b>54,000</b>		<b>3,467.26</b>	<b>3,415.50</b>	<b>21.16 LT</b> <b>(72.92) ST</b>		
<b>Share Price: \$63.250</b>								
<b>CME GROUP INC (CME)</b>								
	1/23/12	23,000	47.733	1,097.86	1,804.58	706.72 LT	41.40	2.29
<b>Share Price: \$78.460, Next Dividend Payable 03/2014</b>								
<b>COCA COLA CO (KO)</b>								
	9/21/94	90,000	12.286	1,105.71	3,717.90	2,612.19 LT	100.80	2.71
<b>Share Price: \$41.310, Next Dividend Payable 03/2014</b>								
<b>COMCAST CORP CL A SPECIAL NEW (CMCSK)</b>								
	5/26/11	15,000	23.503	352.55	748.20	395.65 LT		
	6/17/11	66,000	22.369	1,476.35	3,292.08	1,815.73 LT		
	7/14/11	10,000	24.000	240.00	498.80	258.80 LT		
<b>Total</b>		<b>91,000</b>		<b>2,068.90</b>	<b>4,539.08</b>	<b>2,470.18 LT</b>	<b>70.98</b>	<b>1.56</b>
<b>Share Price: \$49.880, Next Dividend Payable 01/23/14</b>								
<b>CVS CAREMARK CORP (CVS)</b>								
	5/28/09	71,000	29.351	2,083.94	5,081.47	2,997.53 LT	78.10	1.53
<b>Share Price: \$71.570, Next Dividend Payable 02/2014</b>								
<b>EATON CORP PLC SHS (ETN)</b>								
	12/3/12	40,000	51.655	2,066.20	3,044.80	978.60 LT	67.20	2.20
<b>Share Price: \$76.120, Next Dividend Payable 02/2014</b>								
<b>EBAY INC (EBAY)</b>								
	5/29/08	26,000	29.968	779.17	1,426.49	647.32 LT		
	8/6/10	45,000	21.268	957.07	2,468.92	1,511.85 LT		
	1/23/12	15,000	31.977	479.66	822.97	343.31 LT		
<b>Total</b>		<b>86,000</b>		<b>2,215.90</b>	<b>4,718.39</b>	<b>2,502.48 LT</b>		
<b>Share Price: \$54.865</b>								
<b>EMC CORP MASS (EMC)</b>								
	10/18/11	37,000	23.737	878.28	930.55	52.27 LT		
	11/8/11	34,000	24.964	848.77	855.10	6.33 LT		
	1/29/13	14,000	23.894	334.52	352.10	17.58 ST		
	4/30/13	12,000	22.364	268.37	301.80	33.43 ST		



Fiduciary Services/Basic Securities Account  
CHARLES LEVY FOUNDATION  
688-112301-700  
1 ALTON ROAD

## Account Detail

INTERESTED PARTY COPY

### STOCKS

#### COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<i>Share Price: \$25.150, Next Dividend Payable 01/20/14</i>								
EXPRESS SCRIPTS HLDG CO COM (ESRX)	1/23/12	4,000	51.618	206.47	280.96	74.49 LT		
	7/10/12	23,000	55.173	1,268.97	1,615.52	346.55 LT		
<b>Total</b>		27,000		1,475.44	1,896.48	421.04 LT	38.80	1.59
<i>Share Price: \$70.240</i>								
FACEBOOK INC CL-A (FB)	4/10/13	3,000	27.513	82.54	163.94	81.40 ST		
	4/23/13	15,000	26.275	394.12	819.73	425.61 ST		
	6/6/13	23,000	22.954	527.95	1,256.92	728.97 ST		
<b>Total</b>		41,000		1,004.61	2,240.60	1,235.98 ST		
<i>Share Price: \$54.649</i>								
GENERAL ELECTRIC CO (GE)	1/23/12	92,000	18.946	1,743.03	2,578.76	835.73 LT	80.96	3.13
<i>Share Price: \$28.030, Next Dividend Payable 01/27/14</i>								
GOOGLE INC-CL A (GOOG)	10/22/08	5,000	358.192	1,790.96	5,603.55	3,812.59 LT		
	10/9/13	1,000	850.950	850.95	1,120.71	269.76 ST		
<b>Total</b>		6,000		2,641.91	6,724.26	3,812.59 LT		
<i>Share Price: \$1,120.710</i>								
HOME DEPOT INC (HD)	4/12/95	63,000	9.361	589.74	5,187.42	4,597.68 LT	98.28	1.89
<i>Share Price: \$82.340, Next Dividend Payable 03/20/14</i>								
JOHNSON & JOHNSON (JNJ)	4/11/06	23,000	57.470	1,321.81	2,106.57	784.76 LT		
	11/6/09	17,000	60.289	1,024.91	1,557.03	532.12 LT		
<b>Total</b>		40,000		2,346.72	3,663.60	1,316.88 LT	105.60	2.88
<i>Share Price: \$91.590, Next Dividend Payable 03/20/14</i>								
JUNIPER NETWORKS (JNPR)	2/19/09	58,000	14.917	865.19	1,309.06	443.87 LT		
	1/23/12	22,000	22.645	498.19	496.54	(1.65) LT		
	5/9/12	55,000	19.035	1,046.93	1,241.35	194.42 LT		
<b>Total</b>		135,000		2,410.31	3,046.95	636.64 LT		
<i>Share Price: \$22.570</i>								
MICROSOFT CORP (MSFT)	1/5/96	81,000	5.477	443.60	3,030.21	2,586.61 LT	90.72	2.99
<i>Share Price: \$37.410, Next Dividend Payable 03/20/14</i>								
MONSANTO CO/NEW (MON)	2/5/10	10,000	76.541	765.41	1,165.50	400.09 LT		
	10/4/10	15,000	47.683	715.24	1,748.25	1,033.01 LT		
<b>Total</b>		25,000		1,480.65	2,913.75	1,433.10 LT	43.00	1.47
<i>Share Price: \$116.550, Next Dividend Payable 01/20/14</i>								

Retirement Services Basic Securities Account  
 CHARLES LEVY FOUNDATION  
 688-112301-700  
 1 ALTON ROAD

## Account Detail

INTERESTED PARTY COPY

### STOCKS

#### COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
NASDAQ OMX GROUP INC (THE) (NDAQ)	12/2/09	41,000	19.473	798.41	1,631.80	833.39 LT		
	9/19/12	5,000	23.900	119.50	199.00	79.50 LT		
<b>Total</b>		46,000		917.91	<b>1,830.80</b>	912.89 LT	23.92	1.30
Share Price: \$39.800; Next Dividend Payable 03/2014								
NETAPP INC COM (NTAP)	1/23/12	25,000	37.148	928.69	1,028.50	99.81 LT		
	6/15/12	21,000	30.382	638.02	863.94	225.92 LT		
	5/28/13	25,000	37.623	940.58	1,028.50	87.92 ST		
<b>Total</b>		71,000		2,507.29	<b>2,920.94</b>	325.73 LT	42.60	1.45
Share Price: \$41.140; Next Dividend Payable 01/2014								
NIKE INC B (NKE)	6/7/11	10,000	40.859	408.59	786.40	377.81 LT		
	8/5/11	12,000	41.938	503.25	943.68	440.43 LT		
<b>Total</b>		22,000		911.84	<b>1,730.08</b>	818.24 LT	21.12	1.22
Share Price: \$78.640; Next Dividend Payable 01/06/14								
PEPSICO INC NC (PEP)	4/14/09	44,000	50.520	2,222.88	3,649.36	1,426.48 LT		
	3/7/11	1,000	63.440	63.44	82.94	19.50 LT		
<b>Total</b>		45,000		2,286.32	<b>3,732.30</b>	1,445.98 LT	102.15	2.73
Share Price: \$82.940; Next Dividend Payable 01/02/14								
QUALCOMM INC (QCOM)	7/29/11	9,000	55.095	495.86	668.25	172.39 LT		
	8/5/11	6,000	51.050	306.30	445.50	139.20 LT		
	8/12/11	14,000	50.403	705.64	1,039.50	333.86 LT		
	8/23/11	6,000	47.190	283.14	445.50	162.36 LT		
<b>Total</b>		35,000		1,790.94	<b>2,598.75</b>	807.81 LT	49.00	1.88
Share Price: \$74.250; Next Dividend Payable 03/2014								
RED HAT INC (RHT)	11/14/13	17,000	46.356	788.05	952.68	164.63 ST		
	11/21/13	8,000	47.000	376.00	448.32	72.32 ST		
	11/22/13	1,000	47.000	47.00	56.04	9.04 ST		
	12/4/13	7,000	46.479	325.35	392.28	66.93 ST		
<b>Total</b>		33,000		1,536.40	<b>1,849.32</b>	312.92 ST		
Share Price: \$56.040								
RIVERBED TECH INC (RVBD)	7/31/13	49,000	14.843	727.31	885.92	158.61 ST		
	7/31/13	23,000	15.356	353.19	415.84	62.65 ST		
	9/6/13	27,000	15.241	411.50	488.16	76.66 ST		
	9/18/13	27,000	15.933	430.18	488.16	57.98 ST		
<b>Total</b>		126,000		1,922.18	<b>2,278.08</b>	355.90 ST		
Share Price: \$18.080								



CHARLES LEVY FOUNDATION  
1 ALTON ROAD

Fiduciary Services Basic Securities Account  
688-112301-700

## Account Detail

INTERESTED PARTY COPY

### STOCKS

#### COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<b>SCHLUMBERGER LTD (SLB)</b>								
	6/10/10	11,000	58.131	639.44	991.21	351.77 LT		
	1/23/12	30,000	74.327	2,229.81	2,703.30	473.49 LT		
	9/19/12	6,000	75.060	450.36	540.66	90.30 LT		
	4/30/13	4,000	74.383	297.53	360.44	62.91 ST		
<b>Total</b>		51,000		3,617.14	4,595.61	915.56 LT 62.91 ST	63.75	1.38
<i>Share Price: \$90.110; Next Dividend Payable 01/10/14</i>								
<b>TEXAS INSTRUMENTS (TXN)</b>								
	6/8/98	56,000	13.485	755.13	2,458.96	1,703.83 LT	67.20	2.73
<i>Share Price: \$43.910; Next Dividend Payable 02/20/14</i>								
<b>THERMO FISHER SCIENTIFIC INC (TMO)</b>								
	1/23/12	30,000	51.694	1,550.82	3,340.50	1,789.68 LT	18.00	0.53
<i>Share Price: \$111.350; Next Dividend Payable 01/15/14</i>								
<b>UNITED PARCEL SERVICE INC CL-B (UPS)</b>								
	3/16/11	10,000	70.978	709.78	1,050.80	341.02 LT		
	5/17/11	21,000	73.348	1,540.30	2,206.68	666.38 LT		
<b>Total</b>		31,000		2,250.08	3,257.48	1,007.40 LT	76.88	2.36
<i>Share Price: \$105.080; Next Dividend Payable 03/20/14</i>								
<b>UNITEDHEALTH GP INC (UNH)</b>								
	5/9/12	18,000	55.623	1,001.22	1,355.40	354.18 LT		
	7/10/12	11,000	55.642	612.06	828.30	216.24 LT		
	4/18/13	12,000	59.923	719.08	903.60	184.52 ST		
	10/21/13	11,000	68.469	753.16	828.30	75.14 ST		
<b>Total</b>		52,000		3,085.52	3,915.60	570.42 LT 259.66 ST	58.24	1.48
<i>Share Price: \$75.300; Next Dividend Payable 03/20/14</i>								
<b>VISA INC CL A (V)</b>								
	5/28/10	6,000	72.783	436.70	1,336.08	899.38 LT		
	3/7/11	18,000	74.474	1,340.54	4,008.24	2,667.70 LT		
<b>Total</b>		24,000		1,777.24	5,344.32	3,567.08 LT	38.40	0.71
<i>Share Price: \$222.680; Next Dividend Payable 03/20/14</i>								
<b>W W GRAINGER INC (GWW)</b>								
	12/16/13	5,000	253.974	1,269.87	1,277.10	7.23 ST		
	12/18/13	2,000	252.590	505.18	510.84	5.66 ST		
<b>Total</b>		7,000		1,775.05	1,787.94	12.89 ST	26.04	1.45
<i>Share Price: \$255.420; Next Dividend Payable 03/20/14</i>								
<b>WALT DISNEY CO HLDG CO (DIS)</b>								
	4/17/03	57,000	18.078	1,030.47	4,354.80	3,324.33 LT	49.02	1.12
<i>Share Price: \$76.400; Next Dividend Payable 01/16/14</i>								
<b>XILINX INC (XLNX)</b>								
	6/5/12	32,000	31.790	1,017.27	1,469.44	452.17 LT		
	9/14/12	8,000	35.664	285.31	367.36	82.05 LT		
<b>Total</b>		40,000		1,302.58	1,836.80	534.22 LT	40.00	2.17
<i>Share Price: \$45.920; Next Dividend Payable 02/20/14</i>								

**Account Detail** | Fiduciary Services - Basic Securities Account | CHARLES LEVY FOUNDATION  
 688-12301-700 | 1 ALTON ROAD

INTERESTED PARTY COPY

**STOCKS**

**COMMON STOCKS (CONTINUED)**

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<b>YUM BRANDS INC (YUM)</b>								
	12/21/12	15,000	63.743	956.15	1,134.15	178.00 LT		
	2/7/13	7,000	63.640	445.48	529.27	83.79 ST		
	3/13/13	3,000	69.283	207.85	226.83	18.98 ST		
	6/21/13	5,000	69.854	349.27	378.05	28.78 ST		
<b>Total</b>		<b>30,000</b>		<b>1,958.75</b>	<b>2,268.30</b>	<b>178.00 LT</b> <b>131.55 ST</b>	<b>44.40</b>	<b>1.95</b>
<i>Share Price: \$75.610; Next Dividend Payable 02/2014</i>								
<b>ZOETIS INC CLASS-A (ZTS)</b>								
	8/26/13	12,000	29.900	358.80	392.28	33.48 ST		
	8/27/13	13,000	29.470	383.11	424.97	41.86 ST		
	8/28/13	13,000	29.486	383.32	424.97	41.65 ST		
	9/6/13	12,000	30.503	366.04	392.28	26.24 ST		
	10/30/13	13,000	32.466	422.06	424.97	2.91 ST		
<b>Total</b>		<b>63,000</b>		<b>1,913.33</b>	<b>2,059.47</b>	<b>146.14 ST</b>	<b>18.14</b>	<b>0.88</b>
<i>Share Price: \$32.690; Next Dividend Payable 03/2014</i>								

**STOCKS**

Security Description	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Annual Income	Yield %
<b>YUM BRANDS INC (YUM)</b>	98.7%	\$88,574.95	\$163,052.71	\$70,192.90 LT	\$2,006.86	\$0.00	1.23%
<b>ZOETIS INC CLASS-A (ZTS)</b>	100.0%	\$88,574.95	\$165,204.78	\$4,284.83 ST	\$2,007.08	\$0.00	1.21%
<b>TOTAL MARKET VALUE</b>			<b>\$165,204.78</b>				

**TOTAL VALUE (includes accrued interest)**

C - This taxlot received a return of capital. This is a return of some or all of your investment in the security. A return of capital reduces your basis in the security and is not taxed until your basis in the security is fully recovered.

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

