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 , 2013, and ending , 20

Name of foundation: MICHAEL AND ANDREA LEVEN FAMILY FOUNDATION

A Employer identification number: 27-4093841

Number and street (or P O box number if mail is not delivered to street address): FOUNDATION SOURCE 501 SILVERSIDE RD

Room/suite: 123

B Telephone number (see instructions): (800) 839-1754

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19809-1377

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)* ▶ $ 26,704,283.

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) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)	5,986,315.			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	144.	144.		
4	Dividends and interest from securities	517,024.	517,024.		
5a	Gross rents				
b	Net rental income or (loss) ______				
6a	Net gain or (loss) from sale of assets not on line 10	348,557.			
b	Gross sales price for all assets on line 6a 7,873,478.				
7	Capital gain net income (from Part IV, line 2)		346,134.		
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) (attach schedule)				
11	Other income (attach schedule) ATCH 1	28,057.	12,688.		
12	**Total** Add lines 1 through 11	6,880,097.	875,990.		
Operating and Administrative Expenses 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 schedule)				
c	Other professional fees (attach schedule) *	144,060.	144,060.		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 3	13,507.	3.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 4	92,547.	12,892.		55,148.
24	**Total operating and administrative expenses.** Add lines 13 through 23	250,114.	156,955.		55,148.
25	Contributions, gifts, grants paid	1,224,913.			1,224,913.
26	**Total expenses and disbursements** Add lines 24 and 25	1,475,027.	156,955.		1,280,061.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	5,405,070.			
b	**Net investment income** (if negative, enter -0-)		719,035.		
c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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*ATCH 2

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	475,905.	1,215,937.	1,215,937.
	3	Accounts receivable ▶ 2,657. Less allowance for doubtful accounts ▶	2,524.	2,657.	2,657.
	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 schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	354,184.	62,319.	61,825.
	b	Investments - corporate stock (attach schedule) ATCH 6	9,758,475.	15,261,356.	20,950,992.
	c	Investments - corporate bonds (attach schedule) ATCH 7	2,846,452.	2,468,555.	2,491,552.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	1,756,464.	1,597,566.	1,981,320.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	15,194,004.	20,608,390.	26,704,283.
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 (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 9)	33,258.	42,640.	
	23	**Total liabilities** (add lines 17 through 22)	33,258.	42,640.	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	15,160,746.	20,565,750.	
	30	**Total net assets or fund balances** (see instructions)	15,160,746.	20,565,750.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	15,194,004.	20,608,390.	

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	15,160,746.
2	Enter amount from Part I, line 27a	2	5,405,070.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	20,565,816.
5	Decreases not included in line 2 (itemize) ▶ ATCH 10	5	66.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,565,750.

**ATCH 5

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

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 } 2 346,134.

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) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . 3 0

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	440,854.	9,817,777.	0.044904
2011	172,153.	1,685,509.	0.102137
2010		24,625.	
2009			
2008			

2	Total of line 1, column (d)	2	0.147041
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049014
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	18,325,032.
5	Multiply line 4 by line 3	5	898,183.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,190.
7	Add lines 5 and 6	7	905,373.
8	Enter qualifying distributions from Part XII, line 4	8	1,280,061.

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 ▶ ☒ and enter 1% of Part I, line 27b			1	7,190.
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	
3	Add lines 1 and 2			3	7,190.
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	7,190.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	11,597.		
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	11,597.
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	4,407.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 4,407. **Refunded** ▶			11	

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 ▶ $ __________ **(2)** On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
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?	4b	X	
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) ▶ DE,			
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)*

			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 ▶ C/O FOUNDATION SOURCE Telephone no ▶ 800-839-1754

Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

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

			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.		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)?	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)	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)*	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)? (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)? **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? ☐ 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** No: 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? **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 (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
ATCH 11		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 ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 12		199,183.
Total number of others receiving over $50,000 for professional services . . . . ▶		

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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	17,068,015.
b	Average of monthly cash balances	1b	360,824.
c	Fair market value of all other assets (see instructions)	1c	1,175,254.
d	**Total** (add lines 1a, b, and c)	1d	18,604,093.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e |		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	18,604,093.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	279,061.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,325,032.
6	**Minimum investment return.** Enter 5% of line 5	6	916,252.

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	916,252.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,190.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,190.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	909,062.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	909,062.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	909,062.

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	1,280,061.
b	Program-related investments - total from Part IX-B	1b	
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	1,280,061.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	7,190.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,272,871.

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					909,062.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only					
b	Total for prior years 20 11 ,20 10 ,20 09					
3	Excess distributions carryover, if any, to 2013					
a	From 2008					
b	From 2009					
c	From 2010					
d	From 2011	45,452.				
e	From 2012					
f	**Total** of lines 3a through e		45,452.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,280,061.					
a	Applied to 2012, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2013 distributable amount					909,062.
e	Remaining amount distributed out of corpus		370,999.			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		416,451.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
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					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		416,451.			
10	Analysis of line 9					
a	Excess from 2009					
b	Excess from 2010					
c	Excess from 2011	45,452.				
d	Excess from 2012					
e	Excess from 2013	370,999.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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
2a 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))

ATTACHMENT 13

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*				
ATCH 14				
Total . . . . ▶ 3a				1,224,913.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	144.	
4 Dividends and interest from securities			14	517,024.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	2,423.	18	346,134.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 15		15,369.		12,688.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		17,792.		875,990.	

13 **Total** Add line 12, columns (b), (d), and (e) . . . 13 893,782.

(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) (See instructions)

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		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

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

▶ Michael A Leven | 11-8-14 | ▶ PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	11/07/2014		P01345770

Firm's name ▶ FOUNDATION SOURCE | Firm's EIN ▶510398347

Firm's address ▶ ONE HOLLOW LN, STE 212
LAKE SUCCESS, NY 11042 | Phone no 8008391754

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**
MICHAEL AND ANDREA LEVEN FAMILY FOUNDATION	27-4093841

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $______________

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

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

Name of organization MICHAEL AND ANDREA LEVEN FAMILY FOUNDATION

Employer identification number 27-4093841

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	LEVEN, MICHAEL A. 1001 CHAMPIONSHIP COURT LAS VEGAS, NV 89134	$ 5,986,315.	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.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization MICHAEL AND ANDREA LEVEN FAMILY FOUNDATION

Employer identification number 27-4093841

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	LAS VEGAS SANDS CORP LVS, 64383 SH.	$ 4,934,635.	12/23/2013

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	HERSHA HOSPITALITY TRUST HT, 9500 SH.	$ 51,680.	02/07/2013

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
MICHAEL AND ANDREA LEVEN FAMILY FOUNDATION	27-4093841

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. See instructions) ▶ $ ____________

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

Michael and Andrea Leven Family Foundation
Taxable Year Ending: December 31, 2013

27-4093841

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities				$ 7,873,478	$ 7,487,449	$ 386,029
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 2,775
Sec 751 Gain on Sale of Partnerships - Reclass						$ (42,670)
Total included in Part IV				$ 7,873,478	$ 7,487,449	$ 346,134
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 2,423
Part I, Line 6a Total						$ 348,557

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ACL ALTERNATIVE FUND SAC LI	-167.	-167.
K-1 INC/LOSS BREITBURN ENERGY PARTNERS,	2,805.	
K-1 INC/LOSS COMPASS DIVERSIFIED HOLDING	1,872.	1,550.
K-1 INC/LOSS COPANO ENERGY LLC	-5,114.	-1.
K-1 INC/LOSS CRESTWOOD MIDSTREAM PARTNER	-6,190.	
K-1 INC/LOSS DB COMMODITY INDEX TRACKING	24.	24.
K-1 INC/LOSS ENTERPRISE PRODUCTS PARTNER	-3,553.	27.
K-1 INC/LOSS EQT MIDSTREAM PARTNERS LP	-597.	-28.
K-1 INC/LOSS KINDER MORGAN ENERGY PARTNE	-6,875.	26.
K-1 INC/LOSS KKR FINANCIAL HOLDINGS LLC	9,706.	8,460.
K-1 INC/LOSS LEGACY RESERVES LP	4,704.	446.
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	-189.	1.
K-1 INC/LOSS MARKWEST ENERGY PARTNERS L.	-6,756.	451.
K-1 INC/LOSS MEMORIAL PRODUCTION PARTNER	1,149.	14.
K-1 INC/LOSS MID CON ENERGY PARTNERS LP	1,350.	
K-1 INC/LOSS MPLX LP	-293.	-49.
K-1 INC/LOSS PLAINS ALL AMERICAN PIPELIN	-783.	-49.
K-1 INC/LOSS RENTECH NITROGEN PARTNERS L	-1,937.	
K-1 INC/LOSS STONEMOR PARTNERS LP	183.	528.
K-1 INC/LOSS SUNOCO LOGISTICS PARTNERS L	903.	618.
K-1 INC/LOSS TARGA RESOURCES PARTNERS LP	-4,372.	-90.
K-1 INC/LOSS TEEKAY LNG PARTNERS LP	-508.	636.
K-1 INC/LOSS VANGUARD NATURAL RES LLC	2,965.	129.
K-1 INC/LOSS WESTERN GAS PARTNERS, LP	-2,940.	162.
§751 GAIN ON SALE BREITBURN ENERGY PARTN	2,315.	
§751 GAIN ON SALE CRESTWOOD MIDSTREAM PA	981.	
§751 GAIN ON SALE KINDER MORGAN ENERGY P	16,246.	
§751 GAIN ON SALE KKR FINANCIAL HOLDINGS	4,294.	
§751 GAIN ON SALE LEGACY RESERVES LP	1,533.	
§751 GAIN ON SALE MAGELLAN MIDSTREAM PAR	2,972.	
§751 GAIN ON SALE MARKWEST ENERGY PARTNE	900.	
§751 GAIN ON SALE MEMORIAL PRODUCTION PA	502.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
§751 GAIN ON SALE MPLX LP	1,138.	
§751 GAIN ON SALE PLAINS ALL AMERICAN PI	2,612.	
§751 GAIN ON SALE RENTECH NITROGEN PARTN	2,449.	
§751 GAIN ON SALE SUNOCO LOGISTICS PARTN	2,728.	
§751 GAIN ON SALE TARGA RESOURCES PARTNE	2,412.	
§751 GAIN ON SALE WESTERN GAS PARTNERS,	1,588.	
TOTALS	28,057.	12,688.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT SERVICES	144,060.	144,060.
TOTALS	144,060.	144,060.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2013	10,900.	
990-PF EXTENSION FOR 2012	2,604.	
FOREIGN TAX PAID	3.	3.
TOTALS	13,507.	3.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	55,123.		55,123.
BANK CHARGES	354.	354.	
K-1 EXP ACL ALTERNATIVE FUND S	3,882.	3,882.	
K-1 EXP BREITBURN ENERGY PARTN	7,832.		
K-1 EXP COMPASS DIVERSIFIED HO	1,750.	1,750.	
K-1 EXP CRESTWOOD MIDSTREAM PA	9.	2.	
K-1 EXP DB COMMODITY INDEX TRA	410.	410.	
K-1 EXP ENTERPRISE PRODUCTS PA	3.		
K-1 EXP KINDER MORGAN ENERGY P	256.	23.	
K-1 EXP KKR FINANCIAL HOLDINGS	7,368.	4,674.	
K-1 EXP LEGACY RESERVES LP	7,096.		
K-1 EXP MAGELLAN MIDSTREAM PAR	5.		
K-1 EXP MARKWEST ENERGY PARTNE	3.		
K-1 EXP MEMORIAL PRODUCTION PA	1,351.	1,351.	
K-1 EXP MID CON ENERGY PARTNER	3,008.		
K-1 EXP MPLX LP	4.		
K-1 EXP PLAINS ALL AMERICAN PI	240.	231.	
K-1 EXP RENTECH NITROGEN PARTN	3.	1.	
K-1 EXP STONEMOR PARTNERS LP	2.		
K-1 EXP SUNOCO LOGISTICS PARTN	55.	43.	
K-1 EXP TARGA RESOURCES PARTNE	2.		
K-1 EXP TEEKAY LNG PARTNERS LP	156.	156.	
K-1 EXP VANGUARD NATURAL RES L	3,609.	15.	
K-1 EXP WESTERN GAS PARTNERS,	1.		
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	92,547.	12,892.	55,148.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US T NOTE - 0.250% - 03/31/201	5,002.	5,002.
US T NTS - 1.62500% - 11/15/2	2,884.	2,708.
US T NTS 0.250% 05/15/2016	22,858.	22,858.
US T NTS 0.250% 05/31/2015	10,992.	11,005.
US TURY NTS - 0.625% - 04/30/2	20,583.	20,252.
US OBLIGATIONS TOTAL	62,319.	61,825.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3-D SYSTEMS CORP. DEL	43,975.	46,465.
ABBOTT LABS	18,998.	23,803.
ABCAM PLC	3,357.	4,178.
ACCENTURE PLC	12,858.	19,157.
ACE LTD	10,070.	15,530.
ALLERGAN INC.	18,026.	24,104.
ALTRIA GROUP INC	8,433.	11,517.
AMAZON COM	60,568.	79,758.
AMBEV SA	6,027.	6,181.
AMERICAN EXPRESS CO	4,612.	9,073.
AMERICAN TOWER REIT INC	26,177.	31,928.
AMERICAN WATER WORKS COMPANY I	42,286.	42,260.
ANHEUSER BUSCH COS INC	8,487.	10,646.
APPLE INC.	114,432.	126,790.
ARCAM AB	4,000.	5,370.
ARM HOLDINGS PLC	5,500.	8,483.
ASOS PLS ADR	4,181.	7,035.
AUTOMATIC DATA PROCESSING INC.	10,265.	11,312.
AVEVA GROUP PLC	7,020.	6,212.
B&G FOODS INC	49,797.	47,474.
BAIDU.COM - ADR	2,844.	5,159.
BANK OF AMERICA CORP	6,579.	7,007.
BAYTEX ENERGY CORP	43,711.	39,160.
BCE INC	10,432.	10,823.
BLACKROCK INC	70,556.	94,941.
CANADIAN PACIFIC RAILWAY LTD	37,203.	45,396.
CATAMARAN CORP	11,922.	11,011.
CHRISTIAN HANSEN HOLDING A	8,522.	9,650.
CISCO SYSTEMS INC	4,786.	4,486.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COCA COLA ICECEK A S SPONSORED	4,850.	4,805.
COMPAGNIE FINANCIERE RICHEMONT	8,916.	8,830.
CONSTELLATION SOFTWA	7,645.	11,411.
CORENERGY INFRASTRUCTURE TRUST	28,027.	28,480.
CORESITE REALTY CORPORATION	39,641.	48,285.
CREDICORP LTD	6,153.	6,371.
CVS CAREMARK CORP.	7,919.	14,314.
DAIWA SECURITIES GROUP	7,458.	8,052.
DELPHI AUTOMOTIVE PLC	7,082.	8,057.
DIAGEO PLC ADS	8,207.	13,242.
DIGITAL RLTY TR INC	45,589.	39,296.
DOLLARAMA INC	5,738.	6,974.
DOMINOS PIZZA UK & I	7,155.	7,111.
DOUBLELINE TOTAL RETURN BOND	218,586.	210,083.
DU PONT DE NEMOURS	5,693.	6,497.
EBAY INC.	18,310.	19,095.
ENERGY SELECT SPDR	20,473.	26,553.
EQUINIX, INC.	72,649.	70,980.
EQUITY LIFESTYLE PRP	44,711.	45,288.
EUROFINS SCIENTIFIC	4,147.	4,394.
EXPERIAN GROUP LTD S/ADR	8,337.	8,478.
FACEBOOK INC	116,218.	119,683.
FACTSET RESH SYST INC.	10,297.	12,161.
FASTENAL COMPANY	6,674.	6,224.
FIRST CASH FINL SERVICES INC	6,041.	6,617.
FLEETMATICS GROUP PLC	7,348.	7,266.
FOMENTO ECONOMICO MEXICANO	5,997.	6,068.
FREEPORT-MCMORAN COPPER	46,536.	52,836.
GALAXY ENTERTAINMENT GROUP LIM	8,073.	9,127.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GARTNER INC	11,295.	13,926.
GEMALTO N.V. ADR	4,757.	6,003.
GENERAL ELECTRIC CO	45,112.	72,878.
GILDAN ACTIVEWEAR INC	6,499.	8,690.
GOLDMAN SACHS GROUP	32,931.	35,452.
GOOGLE INC	14,549.	34,742.
GRAINGER W W INC.	12,360.	13,793.
HARGREAVES LANSDOWN	6,093.	9,743.
HEALTHCARE TRUST OF AMERICA IN	34,078.	30,504.
HERSHA HOSPITALITY TRUST	51,680.	52,915.
HERSHA HOSPITALITY TRUST 6.875	250,000.	232,800.
HOME DEPOT INC.	5,532.	8,234.
IG GROUP HLDGS ADR	6,426.	7,426.
INTERTEK GROUP UNSP ADR	8,313.	9,024.
INTERXION HOLDING N.V.	4,534.	4,155.
INVESTMENT AB KINNEVIK	8,903.	11,024.
JAPAN EXCHANGE GROUP	5,317.	7,359.
JERONIMO MARTINS	7,446.	6,739.
JOHNSON & JOHNSON	6,403.	9,159.
JP MORGAN CHASE & CO	7,018.	11,696.
KNIGHTSBRIDGE TANKERS, LIMITED	26,180.	27,570.
LAS VEGAS SANDS CORP	11,234,642.	16,370,651.
LIBERTY GLOBAL INC	8,691.	10,502.
LINCOLN NATIONAL CORP	6,468.	15,486.
LOCALIZA RENT A CAR SA	7,342.	7,086.
LOCKHEED MARTIN CORP	52,102.	59,464.
MARKET VECTORS PHARMACEUTICAL	8,037.	10,622.
MASTERCARD INC	14,279.	20,051.
MERCADOLIBRE, INC.	6,067.	6,575.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH CAPITAL TR IV 7.	2,494.	2,512.
MICHAEL KORS HOLDINGS LIMITED	8,274.	12,179.
ML CAP TRUST 7.000% PFD	2,326.	2,387.
MS DUAL DIRECTIONAL TRIGGER PL	100,000.	109,750.
MS DUAL DIRECTIONAL TRIGGER PL	100,000.	105,750.
NAVIOS MARITIME PARTNRS LP	32,863.	38,240.
NIKE INC-CL B	14,371.	23,592.
NOBLE ENERGY INC.	43,749.	40,866.
NOKIAN TYRES OYJ ADR	5,279.	6,115.
NORFOLK SOUTHERN CORP	38,193.	55,698.
OMEGA HEALTHCARE INV	26,616.	44,700.
ONEOK INC	41,043.	62,180.
OPPENHEIMER DEVELOPING MARKETS	102,578.	129,326.
ORACLE CORP	24,232.	29,843.
PARTNERS GROUP	8,019.	8,560.
PEPSICO INC	6,483.	8,294.
PERSIMMON PLC ADR	6,793.	6,872.
PFIZER INC.	42,663.	49,008.
PHILIP MORRIS INTL	7,211.	8,713.
PNC FINANCIAL GROUP INC.	9,038.	11,637.
PRECISION CASTPARTS	106,280.	107,720.
PROCTER GAMBLE CO	6,426.	8,141.
QUALCOMM INC	27,894.	36,531.
REALTY INCOME CORP	43,000.	37,330.
RIGHTMOVE PLC ADR	6,539.	8,888.
RIO TINTO PLC SPONSORED ADR	9,543.	11,286.
RYDER SYSTEM COMMON	32,678.	51,646.
SABRA HEALTHCARE REIT INC	20,079.	52,280.
SAFE BULKERS INC COMMON STOCK	19,183.	21,840.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SALIX PHARMACEUTICALS	34,048.	35,976.
SANDS CHINA LTD UNSP ADR	5,579.	8,960.
SBERBANK SPONSORED ADR	4,655.	4,978.
SCHLUMBERGER LTD	33,414.	36,044.
SEADRILL LTD	8,465.	10,270.
SEAGATE TECHNOLOGY	43,701.	56,160.
SINA CORPORATION	50,245.	50,550.
SOLERA HOLDINGS INC	5,989.	7,713.
SOUTHERN COPPER CORP	7,790.	7,407.
SPLUNK INC	28,797.	27,468.
STARBUCKS CORP COM	48,972.	61,066.
STD CHARTERED PLC SHS	3,987.	4,086.
STRATASYS, INC.	22,313.	33,406.
T. ROWE PRICE ASSOCIATES	15,863.	25,215.
TCW GALILEO TOTAL RETURN BOND	217,398.	219,845.
TELECITY GROUP PLC	9,621.	8,118.
TEMPLETON GLOBAL BD	116,048.	121,255.
TJX COMPANIES INC	7,346.	7,520.
TNT EXPRESS	6,416.	7,641.
TOTAL FINA ELF S.A.	10,011.	12,254.
TRAVELERS COMPANIES INC	11,273.	18,108.
UNITEDHEALTH GROUP INC.	39,035.	45,180.
VALEANT PHARMACEUTICALS INTL	8,562.	11,740.
VANGUARD GLOBAL EX-US REAL EST	37,482.	49,250.
VANGUARD SF REIT ETF	37,462.	44,740.
VENTAS INC	39,646.	34,368.
VIRTUS EMERGING MARKETS OPPTS	103,081.	112,497.
VISA INC	21,717.	28,726.
VODAFONE GROUP PLC	9,710.	13,759.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WALT DISNEY HOLDINGS CO.	10,815.	15,280.
WELLS FARGO & CO.	8,741.	11,350.
WIRECARD AG	7,767.	10,720.
WISDOMTREE EMERGING MARKETS EQ	10,998.	10,206.
YOOX SPA	3,720.	7,232.
ZIGGO NV	3,694.	4,264.
TOTALS	15,261,356.	20,950,992.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AEP INDS INC SR NT 8.25000% 04	51,488.	53,749.
AERCAP AVIATION SOLUTIONS - 6.	52,500.	54,124.
AIR CANADA 2013-1B PTC 144A BO	40,300.	38,900.
AIRCASTLE LTD SR NT 7.625% - 0	49,620.	50,513.
ALLY FINL INC - 5.5 % - 02/15	52,864.	54,124.
AMERICAS FIN CORP - 7.0% - 05/	4,210.	4,340.
ANHEUSER-BUSCH INBEVSA 02.875%	4,188.	4,174.
APPLE INC FLT NT 0.5156% 05/03	3,989.	3,993.
APPROACH RESOURCES - 7.0% - 06	45,000.	46,125.
ARCELORMITTAL - 6.125% - 06/01	54,124.	54,897.
ARCH COAL INC NOTE-07.25000%-1	5,106.	3,888.
BANK AMER CORP FR - 3.30000% -	2,899.	2,839.
BELLSOUTH CORP NT - 5.200% - 0	4,169.	4,130.
BP CAPITAL MARKETS PLC MTN 02.	4,010.	4,012.
CABLEVISION SYS - 5.875% - 09/	1,975.	1,915.
CABLEVISION SYS CORPSR NT - 8.	59,194.	59,227.
CATERPILLAR FINL SVCS - 6.125%	3,314.	3,020.
CCO HLDGS LLC CAP CORP - 6.500	35,963.	35,963.
CCO HLDGS LLC/CAP CORP BOND -	4,950.	4,638.
CHAPPARAL ENERGY 7.625%	51,500.	53,499.
CHESAPEAKE ENERGY CORP - 6.12	2,779.	3,218.
CHS/CMNTY HEALTH SYS INC - 7.1	5,100.	5,188.
CIT GROUP INC - 5.250% - 03/15	36,575.	37,538.
CITIGROUP INC BOND 1.300% 11/1	2,994.	2,990.
CITIZENS COMMUNICATIONS CO - 9	5,406.	4,913.
CNH CAP - 6.250% - 11/01/2016	60,637.	60,705.
CONAGRA FOODS INC SR NT - 1.35	3,023.	3,021.
CONSTELLATION BRANDS INC - 4.2	5,550.	5,595.
CROWN CASTLE INTL CORP - 5.250	5,150.	4,900.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CVS CAREMARK - 5.750% - 06/01/	3,522.	3,402.
DAVITA INC - 5.75% - 08/15/202	5,231.	5,063.
DIGICEL GROUP LTD - 8.250% - 0	43,342.	41,600.
DIRECTV HLDGS LLC/ DIRECTV - 2	3,104.	3,054.
DOLPHIN SUBSIDIARY II INC 7.25	6,145.	6,075.
EMBARQ CORP NT - 7.995% - 06/0	5,270.	5,062.
ENTERTAINMENT PROPERTIES -7.75	34,808.	34,270.
EQUINIX INC - 5.375% - 04/01/2	6,000.	5,865.
EXOPACK HLDG CORP SR 144A NT 1	43,300.	43,400.
FERRELLGAS L P / FERRELLGAS -	5,056.	5,100.
FOREST OIL CORP 7.500% 09/15/2	5,113.	5,000.
GE CAP CORP - 4.625% - 01/07/2	3,147.	3,271.
GOLDMAN SACHS GROUP INC NOTE -	3,284.	3,377.
GRAY TELEVISION INC - 7.50% -	47,250.	47,813.
GRIFFON CORP SR NT - 7.125% -	49,581.	53,000.
HAWAIIAN AIRL TR SER 2013-1 CL	50,438.	45,875.
HCA HOLDINGS INC - 7.750% - 05	36,225.	38,238.
HCP INC - 5.375% - 02/01/2021	3,375.	3,266.
HEALTHSOUTH CORP CRP - 7.750%	37,299.	40,515.
HERTZ CORP SR NT 6.25% 10/15/2	5,488.	5,138.
HEWLETT PACKARD CO GLBL NT 2.1	4,072.	4,083.
HUNTSMAN INTL LLC - 8.625% - 0	5,400.	5,650.
IGATE CORP SR NT - 9.000% - 05	51,119.	53,124.
INT'L LEASE FIN CORP - 8.625%	5,550.	5,909.
INTERNATIONAL LEASE FIN CORP -	48,938.	47,750.
IRON MOUNTAIN INC BOND - 5.750	5,019.	4,638.
JPMORGAN CHASE & CO - 1.80	2,962.	2,974.
KB HOME SER MAKE WHOLE 7.250%	37,625.	38,588.
KENNEDY-WILSON INC - 8.750% -	36,575.	38,413.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LAMAR MEDIA CORP - 5.00% - 05/	5,013.	4,750.
LENNAR CORP SR NT-B 6.950% - 0	45,300.	45,000.
LEVEL 3 FINANCING INC. BOND- 8	26,375.	27,375.
LIBERTY TIRE RECYCLING LLC - 1	35,525.	35,088.
MARTIN MIDSTREAM PARTNERS LP -	52,338.	52,750.
MEDIACOM LLC / MEDIACOM CAP -	5,488.	5,300.
METLIFE INC - 7.717% - 02/15/2	3,803.	3,719.
MGM MIRAGE INC NOTES - 7.625%	49,500.	51,188.
MGM RESORTS INTERNATIONAL - 7.	5,575.	5,588.
MIRANT AMERICAS GENERATION - 8	5,988.	5,263.
NOBLE HOLDINGS INTL NOTE - 3.9	3,218.	2,934.
NRG ENERGY INC - 7.625% - 01/1	44,900.	45,600.
OFFSHORE GROUP INVT LTD - 7.12	5,163.	5,100.
ONEOK PARTNERS LP SR NT - 3.37	3,022.	2,804.
ORACLE CORP - 2.375% - 01/15/2	3,035.	3,027.
PACKAGING DYNAMICS CORP - 8.75	51,813.	51,375.
PANTRY INC SR NT 8.375% - 08/0	53,249.	53,124.
PARKER DRILLING CO - 9.125% -	52,512.	53,000.
PEABODY ENERGY CORP - 7.875% -	5,425.	5,075.
PENSKE AUTOMOTIVE GRP INC - 5.	54,587.	56,237.
POLYMER GROUP INC - 7.750% - 0	5,290.	5,331.
PROVIDENT FDG ASSOCIATES LP-10	46,875.	54,499.
PRUDENTIAL FINL - 5.100% - 09/	3,111.	3,096.
RANGE RES CORP SR SUB NT - 5.0	1,005.	983.
REGAL ENTERTAINMENT CORP - 5.7	5,738.	5,655.
REYNOLDS GROUP ISSUER LLC - 5.	52,250.	51,000.
RIO TINTO FIN USA PLC - 01.625	3,007.	2,999.
ROCKWOOD SPECIALTIES GRP - 4.6	50,825.	51,063.
ROYAL BANK OF CANADA GMTN 0.00	3,000.	3,013.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
RR DONNELLEY & SONS CO BON	5,050.	5,375.
SESI LLC - 7.125% - 12/15/2021	55,937.	55,749.
SIMON PPTY GROUP L PNOTE - 04.	3,382.	3,172.
SINCLAIR TELEVISION GROUP 5.37	48,125.	49,250.
SOUTHERN CO NOTE - 1.95000% -	3,099.	3,062.
SUBURBAN PROPANE PARTNERS L P-	5,188.	5,350.
TEEKAY CORPORATION - 8.500% -	5,993.	6,488.
TENET HEALTHCARE CORP 6.750% -	43,300.	41,000.
TESORO CORP SR NT 4.250% - 10/	52,125.	52,125.
TIME WARNER INC - 4.750% - 03/	3,324.	3,199.
TOLL BROS FIN CORP - 4.00% - 1	55,137.	55,962.
UNITED RENTALS NORTHAM - 6.125	5,131.	5,075.
US AIRWAYS 2013-1B 5.375% 11/1	5,000.	4,925.
VANGUARD NAT RES LLC-7.875%-04	40,056.	42,000.
VERIZON COMMUNICATIONS INC - 5	2,153.	2,147.
WACHOVIA CORP NT - 5.750% - 06	3,380.	3,422.
WASTE MGMT INC DEL SR NT 5.00%	3,137.	3,026.
WHITING PETE CORP - 5.0% - 03/	40,000.	40,900.
WINDSTREAM CORP SR NT 7.750% -	51,750.	53,000.
WPX ENERGY INC SR NT 5.250% -	42,569.	42,700.
WYNN LAS VEGAS LLC / WYNN 5.37	53,249.	50,500.
NRG ENERGY INC SR NT 7.87500%	5,725.	5,538.
TOTALS	2,468,555.	2,491,552.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACL ALTERNATIVE FUND SAC LIMIT	183,627.	177,991.
BREITBURN ENERGY PARTNERS, L.P	31,288.	50,850.
CRESTWOOD MIDSTREAM PARTNERS	35,418.	49,780.
DB COMMODITY INDEX TRACKING FU	46,717.	46,932.
ENTERPRISE PRODUCTS PARTNERS L	27,998.	66,300.
EQT MIDSTREAM PARTNERS LP	38,049.	41,153.
HPC BLCKRK GLBL ASC CL D ESC H	100,000.	94,838.
HPC DOUBLE BLK DMND D-D ESC	100,000.	115,806.
HPC MILLENNIUM INT LTD D ESC	300,001.	351,044.
HPC STARBOARD VALUE LTD D ESC	100,000.	125,161.
LEGACY RESERVES LP	29,832.	42,240.
MAGELLAN MIDSTREAM PARTNERS LP	29,578.	63,270.
MARKWEST ENERGY PARTNERS L.P.	36,594.	46,291.
MID CON ENERGY PARTNERS LP	41,536.	45,700.
MS OPPORTUNISTIC MORTGAGE INC	281,529.	310,414.
OILTANKING PARTNERS, LP	24,137.	24,828.
PLAINS ALL AMERICAN PIPELINE L	26,603.	41,416.
STONEMOR PARTNERS LP	33,600.	38,280.
SUNOCO LOGISTICS PARTNERS LP	25,502.	60,384.
TARGA RESOURCES PARTNERS LP	22,073.	52,300.
TEEKAY LNG PARTNERS LP	29,192.	42,710.
VANGUARD NATURAL RES LLC	33,895.	44,280.
WESTERN GAS PARTNERS, LP	20,397.	49,352.
TOTALS	1,597,566.	1,981,320.

ATTACHMENT 9

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
OUTSTANDING OPTIONS	42,640.
TOTALS	42,640.

ATTACHMENT 10

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
BANK ERROR	66.
TOTAL	66.

MICHAEL AND ANDREA LEVEN FAMILY FOUNDATION 27-4093841

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
7,873,478.		7,487,449.					386,029.	
		PASSTHROUGH K1 CAPITAL GAIN						
							2,775.	
		SEC 751 GAIN ON SALE OF PTSHIP RECLASS						
							-42,670.	
TOTAL GAIN(LOSS)		....					346,134.	

MICHAEL AND ANDREA LEVEN FAMILY FOUNDATION 27-4093841

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
ANDREA LEVEN FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	VP / DIR 1.00
JON LEVEN FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	VP 1.00
MICHAEL A LEVEN FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	PRES / DIR / SEC 1.00

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 12

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MORGAN STANLEY SMITH BARNEY PWM 333 W. SAN CARLOS ST., SUITE 1100 SAN JOSE, CA 95110	INVESTMENT MGMT	144,060.
FOUNDATION SOURCE 55 WALLS DRIVE, 3rd FLOOR FAIRFIELD, CT 06824	ADMINISTRATIVE	55,123.
TOTAL COMPENSATION		199,183.

ATTACHMENT 13

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ANDREA LEVEN
MICHAEL A LEVEN

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALPHA EPSILON PI FOUNDATION INC 8815 WESLEYAN RD INDIANAPOLIS, IN 46268	N/A PC	MICHAEL A. LEVEN LEADERSHIP INSTITUTE FUND	125,000
AYN RAND INSTITUTE THE CENTER FOR THE ADVANCEMENT 2121 ALTON PKWY STE 250 IRVINE, CA 92606	N/A PC	ANTHEM ESSAY AND FOUNTAINHEAD CONTEST PROGRAM	25,000.
CENTER FOR ENTREPRENEURIAL JEWISH PHILANTHROPY 435 STRATTON RD NEW ROCHELLE, NY 10804	N/A PC	GENERAL & UNRESTRICTED	100,000.
CENTER FOR EXCELLENCE IN HIGHER EDUCATION INC 4021 S 700 E STE 400 SALT LAKE CTY, UT 84107	N/A PC	INQUIRY INTO THE MORALITY OF CAPITALISM	108,000.
FOUNDATION FOR JEWISH CAMP INC 253 W 35TH ST FL 4 NEW YORK, NY 10001	N/A PC	BUNKCONNECT.ORG PROJECT	81,800
FOUNDATION FOR THE DEFENSE OF DEMOCRACIES INC 1726 M ST NW FL 7 WASHINGTON, DC 20036	N/A PC	IN SATISFACTION OF THE FOUNDATION'S PLEDGE FOR THE QUALITATIVE MILITARY EDGE PROJECT	76,613

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FUEL FREEDOM FOUNDATION 18100 VON KARMAN AVE STE 870 IRVINE, CA 92612	N/A PC	GENERAL & UNRESTRICTED	50,000.
INSTITUTE FOR HUMANE STUDIES RM 440 ARLINGTON, VA 22201	N/A PC	LIBERTY EXPANSION IN ACADEMIA PROJECT	165,000
IRAQ AND AFGHANISTAN VETERANS OF AMERICA INC 292 MADISON AVE FL 10 NEW YORK, NY 10017	N/A PC	CHARITABLE EVENT	50,000.
JOHNSON & WALES UNIVERSITY - CHARLOTTE CAMPUS 801 W TRADE ST CHARLOTTE, NC 28202	N/A PC	FREE MARKETS AND THE AMERICAN IDENTITY COURSE AND CENTER FOR FREE MARKET STUDIES PROJECT	42,000
P E F ISRAEL ENDOWMENT FUNDS INC 317 MADISON AVE STE 607 NEW YORK, NY 10017	N/A PC	MICHAEL A AND ANDREA LEVEN FELLOWSHIP PROGRAM	105,000.
P E F ISRAEL ENDOWMENT FUNDS INC 317 MADISON AVE STE 607 NEW YORK, NY 10017	N/A PC	MICHAEL A AND ANDREA LEVEN FELLOWSHIP PROGRAM	31,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRAGER UNIVERSITY FOUNDATION 15021 VENTURA BLVD, #552 SHERMAN OAKS, CA 91403	N/A PC	GENERAL & UNRESTRICTED	100,000
TEMPLE SHOLOM OF WEST ESSEX 760 POMPTON AVE CEDAR GROVE, NJ 07009	N/A PC	FOR THE RABBI EMERITUS GOOD WORKS FUND FOR THE PRODUCTION OF THE LAST CYCLIST	30,000.
THE@ELECTRIC INFRASTRUCTURE SECURITY 13400 WASHINGTON BLVD STE 206 MARINA DEL REY, CA 90292	N/A PC	CHARITABLE EVENT	50,000.
WILLIAM BREMEN JEWISH HERITAGE MUSEUM 1440 SPRING ST NW ATLANTA, GA 30309	N/A PC	JEWISH COMMUNITY LEGACY PROJECT	85,000
		TOTAL CONTRIBUTIONS PAID	1,224,913.

MICHAEL AND ANDREA LEVEN FAMILY FOUNDATION 27-4093841

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	-27,301.	14	12,688.	
SECTION 751 GAIN ON SALE OF PARTNERSHIP	525990	42,670.			
TOTALS		15,369.		12,688.	