Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation

THE DIANE AND HARRY LEVIN FOUNDATION

A Employer identification number

51-0351044

Number and street (or P O box number if mail is not delivered to street address) | Room/suite

C/O CAROL LEVIN 4 MCMULLAN FARM LANE

B Telephone number

610-793-9331

City or town, state or province, country, and ZIP or foreign postal code

WEST CHESTER, PA 19382

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) ▶$ 640,059.

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 ▶ ☐

SCANNED MAY 2 3 2014

RECEIVED MAY 1 9 2014 IRS-OSC OGDEN, UT

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	135,153.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11.	11.		STATEMENT 1
	4 Dividends and interest from securities	14,114.	14,114.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,341.			
	b Gross sales price for all assets on line 6a 239,222.				
	7 Capital gain net income (from Part IV, line 2)		8,341.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	157,619.	22,466.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	105.	53.		52.
	b Accounting fees STMT 4	2,695.	1,347.		1,348.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	51.	51.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	20.	0.		20.
	22 Printing and publications				
	23 Other expenses STMT 6	20,274.	10,875.		9,399.
	24 **Total operating and administrative expenses** Add lines 13 through 23	23,145.	12,326.		10,819.
	25 Contributions, gifts, grants paid	22,500.			22,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	45,645.	12,326.		33,319.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	111,974.			
	b **Net investment income** (if negative, enter -0-)		10,140.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	63,358.	128,454.	128,454.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	0.	15,106.	15,764.
	b Investments - corporate stock STMT 8	240,579.	245,524.	303,922.
	c Investments - corporate bonds STMT 9	0.	76,317.	79,852.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	159,157.	109,667.	112,067.
	14 Land, buildings, and equipment: basis ▶ 2,380.			
	Less accumulated depreciation STMT 11 ▶ 2,380.			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	463,094.	575,068.	640,059.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	463,094.	575,068.	
	30 **Total net assets or fund balances**	463,094.	575,068.	
	31 **Total liabilities and net assets/fund balances**	463,094.	575,068.	

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	463,094.
2	Enter amount from Part I, line 27a	2	111,974.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	575,068.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	575,068.

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				
b	SEE ATTACHED STATEMENT			
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	239,222.		230,881.	8,341.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				8,341.

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	8,341.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col (c))
2012	43,795.	513,353.	.085312
2011	42,600.	547,183.	.077853
2010	60,605.	561,498.	.107934
2009	53,301.	587,164.	.090777
2008	68,779.	745,942.	.092204

2	**Total** of line 1, column (d)	2	.454080
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	.090816
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	510,715.
5	Multiply line 4 by line 3	5	46,381.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	101.
7	Add lines 5 and 6	7	46,482.
8	Enter qualifying distributions from Part XII, line 4	8	33,319.

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	203.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	203.
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	203.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 260.		
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	260.
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	57.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 57.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 STMT 12	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 ▶ CAROL LEVIN Telephone no. ▶ 610-793-9331

Located at ▶ 4 MCMULLAN FARM LANE, WEST CHESTER, PA ZIP+4 ▶ 19382

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROL LEVIN 4 MCMULLAN FARM LANE WEST CHESTER, PA 19382	PRESIDENT 0.00	0.	0.	0.
ALAN B. LEVIN P.O. BOX 320 MONTCHANIN, DE 19710	VICE-PRESIDENT/TREASURER 0.00	0.	0.	0.
DARRELL FOREMAN 7240 SHENANDOAH DRIVE FORT MILL, SC 29707	ASSISTANT 0.00	0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	472,735.
b	Average of monthly cash balances	1b	45,757.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	518,492.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	518,492.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,777.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	510,715.
6	**Minimum investment return** Enter 5% of line 5	6	25,536.

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	25,536.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 203.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	203.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,333.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	25,333.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	25,333.

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	33,319.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	33,319.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	33,319.

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.

323571
10-10-13

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					25,333.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ______, ______, ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	31,701.				
b From 2009	24,122.				
c From 2010	33,112.				
d From 2011	15,231.				
e From 2012	18,227.				
f **Total** of lines 3a through e		122,393.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 33,319.					
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					25,333.
e Remaining amount distributed out of corpus		7,986.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		130,379.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		31,701.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a		98,678.			
10 Analysis of line 9:					
a Excess from 2009	24,122.				
b Excess from 2010	33,112.				
c Excess from 2011	15,231.				
d Excess from 2012	18,227.				
e Excess from 2013	7,986.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

CAROL LEVIN

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:

CAROL LEVIN, 610-793-9331
4 MCMULLAN FARM LANE, WEST CHESTER, PA 19382

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

NO SPECIAL APPLICATION IS REQUIRED

c Any submission deadlines:

NONE

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

NONE

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				
DELAWARE KIDNEY FOUNDATION WILMINGTON, DE	N/A	501(C)(3)	TO FURTHER THE ORGANIZATIONS CHARITABLE ACTIVITIES	10,000.
WINTERTHUR MUSEUM WILMINGTON, DE	N/A	501(C)(3)	TO FURTHER THE ORGANIZATIONS CHARITABLE ACTIVITIES	5,000.
THE CHILDREN'S HOSPITAL AT MONTEFIORE BRONX, NY	N/A	501(C)(3)	TO FURTHER THE ORGANIZATIONS CHARITABLE ACTIVITIES	1,000.
DELAWARE SHAKESPEARE FESTIVAL WILMINGTON, DE	N/A	501(C)(3)	TO FURTHER THE ORGANIZATIONS CHARITABLE ACTIVITIES	1,000.
FRIENDS OF THE HELEN F. GRAHAM CANCER CENTER WILMINGTON, DE	N/A	501(C)(3)	TO FURTHER THE ORGANIZATIONS CHARITABLE ACTIVITIES	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	22,500.
b Approved for future payment NONE				
Total			▶ 3b	0.

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
	(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	11.	
4 Dividends and interest from securities			14	14,114.	
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			18	8,341.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		22,466.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	22,466.

(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).
	N/A

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/14/14 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JONATHAN HOFFMAN, CPA	[signature]	5/9/14		P00236442

Firm's name ▶ ISDANER AND COMPANY, LLC — Firm's EIN ▶ 23-6410283

Firm's address ▶ 3 BALA PLAZA SUITE 501 WEST BALA CYNWYD, PA 19004 — Phone no (610) 668-4200

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

THE DIANE AND HARRY LEVIN FOUNDATION

Employer identification number

51-0351044

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)

Name of organization: THE DIANE AND HARRY LEVIN FOUNDATION

Employer identification number: 51-0351044

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	CAROL S. LEVIN 4 MCMULLAN FARM LANE WEST CHESTER, PA 19382	$ 90,153.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
2	CAROL S. LEVIN 4 MCMULLAN FARM LANE WEST CHESTER, PA 19382	$ 45,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE DIANE AND HARRY LEVIN FOUNDATION	51-0351044

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	700 SHS. NATIONAL GRID PLC $45,031 550 SHS. PEPSICO INC $45,122	$ 90,153.	12/24/13

(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
		$	

(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
THE DIANE AND HARRY LEVIN FOUNDATION	51-0351044

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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	$40,000 DISCOVER BK GREENWOOD DEL CD 3.4% DUE 11/	P	04/29/09	11/06/13
b	$15,000 WELLS FARGO & CO SUB NOTES 4.95% DUE 10/1	P	01/14/10	10/16/13
c	SEE SCHEDULE ATTACHED	P		
d	SEE SCHEDULE ATTACHED	P		
e	SEE SCHEDULE ATTACHED	P		
f	SEE SCHEDULE ATTACHED	P		
g	SEE SCHEDULE ATTACHED	P		
h	SEE SCHEDULE ATTACHED	P		
i	SEE SCHEDULE ATTACHED	P		
j	SEE SCHEDULE ATTACHED	P		
k	ISHARES GOLD TRUST ETF: RETURN OF PRINCIPAL	P		
l	LITIGATION PROCEEDS	P		
m	CAPITAL GAINS DIVIDENDS			
n				
o				

	(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	40,000.		40,000.	0.
b	15,000.		15,006.	<6.>
c	20,469.		19,754.	715.
d	8,124.		8,677.	<553.>
e	10,075.		10,081.	<6.>
f	75,701.		69,456.	6,245.
g	26,144.		25,520.	624.
h	10,376.		10,246.	130.
i	8,145.		7,925.	220.
j	23,856.		24,215.	<359.>
k	1.		1.	0.
l	429.			429.
m	902.			902.
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				0.
b				<6.>
c				715.
d				<553.>
e				<6.>
f				6,245.
g				624.
h				130.
i				220.
j				<359.>
k				0.
l				429.
m				902.
n				
o				

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	8,341.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

DIANE & HARRY LEVIN FOUNDATION
C/O CAROL LEVIN
4 MCMULLEN FARM LANE
WEST CHESTER PA 19382-7091

RECIPIENT'S ACCOUNT NUMBER

Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year RBC provides the following Schedule of Realized Gains and Losses as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized In addition, cost basis information may reflect accretion for zero coupon and OID bonds Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

Please see Form 1099-B for information reported to the IRS

Short-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
27.597	FIRST EAGLE GLOBAL FUND CL I SYMBOL: SGIIX, CUSIP. 32008F606	☐	01/08/13	08/26/13	1,461.28	1,355.56	105.72
55.303	FPA FDS TR FPA CRESCENT PORTFOLIO INSTL SYMBOL: FPACX, CUSIP: 30254T759	☐	01/08/13	08/26/13	1,758.08	1,577.25	180.83
64.720	GREENSPRING FUND INC SYMBOL: GRSPX, CUSIP: 395724107	☐	01/08/13	08/26/13	1,682.71	1,520.28	162.43
27.763	PERMANENT PORTFOLIO FUND INC SYMBOL: PRPFX, CUSIP: 714199106	☐	08/22/12	01/08/13	1,355.95	1,334.00	21.95
96.703	PERMANENT PORTFOLIO FUND INC SYMBOL: PRPFX, CUSIP: 714199106	☐	01/12/12	01/08/13	4,722.97	4,576.00	146.97
9.513	PIMCO ALL ASSET ALL AUTHORITY P SYMBOL: PAUPX, CUSIP: 72201M438	☐	01/08/13	08/26/13	96.65	105.69	-9.04
106.942	PIMCO FDS GLOBAL MULTI-ASSET FD CL P SYMBOL: PGAPX, CUSIP: 72201P605	☐	08/22/12	01/08/13	1,225.56	1,217 00	8.56
77.564	PIMCO FDS GLOBAL MULTI-ASSET FD CL P SYMBOL· PGAPX, CUSIP: 72201P605	☐	01/12/12	01/08/13	888.88	847.00	41.88
38.000	SPDR GOLD TR GOLD SHS SYMBOL. GLD, CUSIP 78463V107	☑	01/12/12	01/08/13	6,105.98	6,096 62	9.36
108.221	WELLS FARGO FDS TR WFA ABSOLUTE RETURN FD ADMIN CL SYMBOL: WARDX, CUSIP: 94987W307	☐	01/08/13	08/26/13	1,170.95	1,124.42	46 53
	Short-Term Subtotal				**20,469.01**	19,753.82	**715.19**

Long-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
91.965	FIRST EAGLE FDS INC	☑	06/28/10	01/08/13	2,478.46	2,809.32	-330 86

DIANE & HARRY LEVIN FOUNDATION
C/O CAROL LEVIN
4 MCMULLEN FARM LANE
WEST CHESTER PA 19382-7091

PAGE
7 of 7
RECIPIENT'S ACCOUNT NUMBER

Schedule of Realized Gains and Losses (con't)

Long-Term (con't)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	GOLD FD CL I SYMBOL. FEGIX, CUSIP. 32008F770						
4.335	FIRST EAGLE FDS INC GOLD FD CL I SYMBOL: FEGIX, CUSIP. 32008F770	☑	12/15/11	01/08/13	116.83	132.30	-15.47
2.303	FIRST EAGLE FDS INC GOLD FD CL I SYMBOL: FEGIX, CUSIP 32008F770	☑	12/15/11	01/08/13	62.07	70.28	-8 21
88.198	IVA FIDUCIARY TR IVA WORLDWIDE FD CL I SYMBOL: IVWIX, CUSIP: 45070A206	☑	01/20/11	08/26/13	1,546.11	1,484.37	61.74
342.144	PIMCO FDS GLOBAL MULTI-ASSET FD CL P SYMBOL PGAPX, CUSIP: 72201P605	☑	06/02/11	01/08/13	3,920.97	4,181.00	-260.03
	Long-Term Subtotal				**8,124.44**	8,677.27	**-552.83**
Total Gains and Losses					**28,593.45**		**162.36**
	Short-Term						**715.19**
	Long-Term						**-552.83**
	Term Unknown						**0.00**

DIANE & HARRY LEVIN FOUNDATION
C/O CAROL LEVIN
4 MCMULLEN FARM LANE
WEST CHESTER PA 19382-7091

RECIPIENT'S ACCOUNT NUMBER

Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides the following Schedule of Realized Gains and Losses as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

Please see Form 1099-B for information reported to the IRS.

Short-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
15.000	ABBOTT LABORATORIES SYMBOL ABT, CUSIP: 002824100	☐	02/10/12	01/23/13	492.19	396.73	95.46
15.000	ABBVIE INC SYMBOL ABBV, CUSIP. 00287Y109	☐	02/10/12	01/23/13	558.05	430.22	127.83
35.000	AGL RESOURCES INC SYMBOL GAS, CUSIP: 001204106	☐	01/24/13	09/03/13	1,522.74	1,443.05	79.69
213.796	FRANKLIN STRATEGIC SER INCOME FD ADVISOR CL SYMBOL. FKSAX, CUSIP. 354713737	☐	01/24/13	07/22/13	2,270.51	2,309.00	-38.49
5.000	INTERNATIONAL BUSINESS MACHINES CORP SYMBOL IBM, CUSIP: 459200101	☐	01/24/13	09/03/13	920.40	1,021.20	-100.80
121.366	LOOMIS SAYLES INVT TR BD FD INSTL CL SYMBOL LSBDX, CUSIP: 543495840	☐	01/24/13	07/22/13	1,841.13	1,869.00	-27.87
103 915	PIMCO FDS TOTAL RETURN FD CL P SYMBOL PTTPX, CUSIP: 72201M552	☐	01/24/13	07/22/13	1,127.48	1,168.00	-40.52
20.000	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS SYMBOL: RDS B, CUSIP· 780259107	☐	01/24/13	04/23/13	1,342.98	1,443.80	-100.82
	Short-Term Subtotal				**10,075.48**	10,081.00	**-5.52**

Long-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
25.000	ABBOTT LABORATORIES SYMBOL ABT, CUSIP: 002824100	☐	12/07/11	01/23/13	820.32	657.96	162.36
100.000	ABBOTT LABORATORIES SYMBOL ABT, CUSIP: 002824100	☑	10/06/10	01/23/13	3,281.26	2,535.41	745.85
25 000	ABBVIE INC SYMBOL: ABBV, CUSIP. 00287Y109	☐	12/07/11	01/23/13	930.09	713 50	216.59

DIANE & HARRY LEVIN FOUNDATION
C/O CAROL LEVIN
4 MCMULLEN FARM LANE
WEST CHESTER PA 19382-7091

RECIPIENT'S ACCOUNT NUMBER

Schedule of Realized Gains and Losses (con't)

Long-Term (con't)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
100.000	ABBVIE INC SYMBOL ABBV, CUSIP. 00287Y109	☑	10/06/10	01/23/13	3,720.35	2,749.44	970 91
20.000	AGL RESOURCES INC SYMBOL GAS, CUSIP 001204106	☐	02/10/12	09/03/13	870.14	826.00	44.14
10.000	AGL RESOURCES INC SYMBOL GAS, CUSIP 001204106	☐	03/02/11	09/03/13	435.07	386.10	48.97
40.000	AGL RESOURCES INC SYMBOL GAS, CUSIP 001204106	☐	12/07/11	09/03/13	1,740.27	1,636.72	103.55
115.000	AGL RESOURCES INC SYMBOL GAS, CUSIP 001204106	☑	10/22/10	09/03/13	5,003.28	4,483.84	519.44
283.389	FPA NEW INCOME INC SYMBOL. FPNIX, CUSIP. 302544101	☐	02/10/12	07/22/13	2,952.91	3,026.59	-73.68
187.106	FRANKLIN STRATEGIC SER INCOME FD ADVISOR CL SYMBOL FKSAX, CUSIP 354713737	☐	02/10/12	07/22/13	1,987.07	1,959.00	28.07
585.090	FRANKLIN STRATEGIC SER INCOME FD ADVISOR CL SYMBOL: FKSAX, CUSIP 354713737	☑	03/02/11	07/22/13	6,213.66	6,161.00	52.66
212.205	FRANKLIN STRATEGIC SER INCOME FD ADVISOR CL SYMBOL FKSAX, CUSIP 354713737	☑	12/07/11	07/22/13	2,253.62	2,156.00	97.62
632.911	FRANKLIN STRATEGIC SER INCOME FD ADVISOR CL SYMBOL. FKSAX, CUSIP 354713737	☑	09/01/10	07/22/13	6,721.52	6,500.00	221.52
5.000	INTERNATIONAL BUSINESS MACHINES CORP SYMBOL IBM, CUSIP 459200101	☐	12/07/11	09/03/13	920.40	973.60	-53.20
5.000	INTERNATIONAL BUSINESS MACHINES CORP SYMBOL. IBM, CUSIP 459200101	☐	02/10/12	09/03/13	920.40	957.70	-37.30
30.000	INTERNATIONAL BUSINESS MACHINES CORP SYMBOL IBM, CUSIP 459200101	☑	10/22/10	09/03/13	5,522.38	4,206.00	1,316 38
132.273	LOOMIS SAYLES INVT TR BD FD INSTL CL SYMBOL LSBDX, CUSIP 543495840	☐	02/10/12	07/22/13	2,006.58	1,928.00	78.58
75.849	LOOMIS SAYLES INVT TR BD FD INSTL CL SYMBOL LSBDX, CUSIP 543495840	☑	09/01/10	07/22/13	1,150.63	1,052.24	98.39
147.375	LOOMIS SAYLES INVT TR BD FD INSTL CL SYMBOL LSBDX, CUSIP 543495840	☑	12/07/11	07/22/13	2,235.68	2,083.00	152.68
413.590	LOOMIS SAYLES INVT TR BD FD INSTL CL SYMBOL LSBDX, CUSIP 543495840	☑	03/02/11	07/22/13	6,274.16	6,016.00	258.16

DIANE & HARRY LEVIN FOUNDATION
C/O CAROL LEVIN
4 MCMULLEN FARM LANE
WEST CHESTER PA 19382-7091

RECIPIENT'S ACCOUNT NUMBER

Schedule of Realized Gains and Losses (con't)

Long-Term (con't)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
9.000	NORTHEAST UTILITIES SYMBOL. NU, CUSIP 664397106	☐	04/27/12	09/03/13	364.48	330.92	33.56
19.200	NORTHEAST UTILITIES SYMBOL NU, CUSIP 664397106	☐	02/10/12	09/03/13	777.55	671.41	106.14
59.040	NORTHEAST UTILITIES SYMBOL NU, CUSIP 664397106	☐	12/07/11	09/03/13	2,390.97	2,020.45	370.52
137.760	NORTHEAST UTILITIES SYMBOL NU, CUSIP 664397106	☑	10/22/10	09/03/13	5,578.92	4,259.49	1,319.43
329.873	PIMCO FDS TOTAL RETURN FD CL P SYMBOL PTTPX, CUSIP: 72201M552	☐	02/10/12	07/22/13	3,579.12	3,664.89	-85.77
70.000	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS SYMBOL: RDS B, CUSIP: 780259107	☐	03/02/11	04/23/13	4,700.44	4,931.29	-230.85
20.000	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS SYMBOL RDS B, CUSIP: 780259107	☐	12/07/11	04/23/13	1,342.98	1,478.00	-135.02
15.000	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS SYMBOL RDS B, CUSIP: 780259107	☐	02/10/12	04/23/13	1,007.24	1,091.40	-84.16
	Long-Term Subtotal				**75,701.49**	69,455.95	**6,245.54**
Total Gains and Losses					**85,776.97**		**6,240.02**
	Short-Term						**-5.52**
	Long-Term						**6,245.54**
	Term Unknown						**0.00**

UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
USA L QUADRINI/888-554-1220
302-657-5331/888-893-6845

Payer:
DIANE AND HARRY LEVIN
FOUNDATION
4 MCMULLEN FARM LANE
WEST CHESTER PA 19382-7091

2013 Consolidated Form 1099

Copy B, For Recipient
Account Number:
Tax Identification Number: 51-0351044

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715)

Consistent with IRS guidance, transactions are grouped into section(s) based upon whether the security is covered or noncovered, and whether the term is short or long Transactions for which the term cannot be determined are grouped in a separate section As a result, the substitute Form 1099-B could have up to five separate sections, each with a heading identifying which securities are included and how to report the transactions on Form 8949 When available, basis information will be displayed in sections where basis is not required to be reported to the IRS A security is a "covered security" and subject to basis reporting requirements if it is acquired on or after its corresponding effective date For stock in a corporation, the effective date is January 1, 2011 For stock in a mutual fund the effective date is January 1, 2012 UBS is not required to report basis to the IRS for any securities acquired before 2011 IRS regulations now require that brokers report short sales for the year in which the short sale is closed The possible application of the "Constructive Sale" provisions (Sec 1259) for short-against-the box transactions is not required and thus not reflected here Clients may wish to discuss the potential application of this provision with their tax advisors

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order 2013 Gain/Loss for transactions with trade dates through 12/31/13 has been incorporated into this statement The net gain or loss for each transaction is calculated based on the sales amount less cost basis with any wash sale loss disallowed Although we apply wash sale rules to covered lots of identical securities, there are other circumstances to be considered that may result in or negate wash sales Gain or loss is not calculated on the sale or redemption of certain Structured Products and certain grantor trusts with collectible or foreign currency as it may be ordinary, and not capital, gain or loss These gains or losses will not be included on the gain or loss subtotal and total amounts Where applicable, symbol (2) will be printed to the right of the gain or loss subtotal and total amounts Net gain or loss is not reported to the IRS

In Box 2a gross proceeds are reported less commissions and option premiums Sale amounts with "±" symbol indicate where an option premium adjustment has been made If Box 2b is checked, a loss based on the amount reported in Box 2a is not allowed

Beginning in 2012, basis for both covered and noncovered securities have been adjusted for all capital changes Prior to 2012, basis may not have been adjusted for noncovered tax lots The Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium The OID amount reported on your Form 1099-OID is not adjusted for market discount, amortized acquisition premium, or bond premium Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amounts reported to the IRS because the reporting requirements are different

Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products

Type of Gain/Loss: Short Term (Box 1c)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Box 6b checked)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8). DOUBLELINE CORE FIXED INCOME FUND CLASS I					CUSIP. 258620301	Symbol (Box 1d) DBLFX				
Sell	358 9090		07/22/13	11/01/13	3,899 70	3,948 00				(48 30)
Sell	1 4090		10/31/13	11/01/13	15 31	15 36				(0 05)
Sub Total	**360 3180**				**3,915.01**	**3,963.36**				**(48.35)**
Description (Box 8) IVA WORLDWIDE FUND CLASS I					CUSIP 45070A206	Symbol (Box 1d) IVWIX				
Sell	138.8340		01/08/13	11/01/13	2,554.54	2,238.00				316.54

continued next page

UBS Financial Services Inc.

1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
LISA L QUADRINI/888-554-1220
302-657-5331/888-893-6845

Payer:
DIANE AND HARRY LEVIN
FOUNDATION
4 MCMULLEN FARM LANE
WEST CHESTER PA 19382-7091

2013 Consolidated Form 1099

Copy B, For Recipient
Account Number
Tax Identification Number: 51-0351044

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

Short-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part I, with **Box A** checked (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Box 6b checked)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) NATIXIS FDS TR I LS CORPLS BD Y					*CUSIP* 63872R764	*Symbol (Box 1d)* NERYX				
Sell	303 2260		07/22/13	11/01/13	3,941 94	3,948 00				(6 06)
Sell	1 1580		10/28/13	11/01/13	15 05	15 12				(0 07)
Sub Total	304.3840				3,956.99	3,963.12				(6.13)
Description (Box 8) OSTERWEIS STRATEGIC INCOME					*CUSIP* 742935489	*Symbol (Box 1d)* OSTIX				
Sell	496.4620		07/22/13	11/01/13	5,902.93	5,893.00				9.93
Description (Box 8) PIMCO ALL ASSET ALL AUTHORITY FUND CLASS P					*CUSIP* 72201M438	*Symbol (Box 1d)* PAUPX				
Sell	189.5870		01/08/13	11/01/13	1,969.81	2,106.31				(136.50)
Description (Box 8) PIMCO TOTAL RETURN FUND CLASS P					*CUSIP* 72201M552	*Symbol (Box 1d)* PTTPX				
Sell	0.1500		10/31/13	11/01/13	1.63	1.64				(0.01)
Description (Box 8) TOCQUEVILLE GOLD FUND					*CUSIP* 888894862	*Symbol (Box 1d)* TGLDX				
Sell	3.4590		01/08/13	11/01/13	127.15	216.00				(88 85)
Description (Box 8) WELLS FARGO ADVANTAGE ABSOLUTE RETURN FUND CL ADMIN					*CUSIP* 94987W307	*Symbol (Box 1d)* WARDX				
Sell	687.0630		01/08/13	11/01/13	7,715.72	7,138.58				577.14
Short-term total Box A, Part I	2,180.2570				$26,143.78	$25,520.01				$623 77

continued next page

UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
LISA L QUADRINI/888-554-1220
302-657-5331/888-893-6845

Payer:
DIANE AND HARRY LEVIN
FOUNDATION
4 MCMULLEN FARM LANE
WEST CHESTER PA 19382-7091

2013 Consolidated Form 1099

Copy B, For Recipient
Account Number:
Tax Identification Number: 51-0351044

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

Type of Gain/Loss: Short Term (Box 1c)

Short-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part I, with **Box B** checked

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Box 6a checked)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) HEWLETT-PACKARD CO 03 300% 120916 DTD120911 CALL@MW+37 5BP					*CUSIP* 428236BU6					
Sell	10,000.0000		01/23/13	11/01/13	10,376.35	10,245.79				130.56
Short-term total Box B, Part I	10,000 0000				**$10,376.35**	**$10,245.79**				**$130 56**

Type of Gain/Loss: Long Term (Box 1c)

Long-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part II, with **Box D** checked

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Box 6b checked)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) IVA WORLDWIDE FUND CLASS I					*CUSIP* 45070A206		*Symbol (Box 1d)* IVWIX			
Sell	55 0970		01/12/12	11/01/13	1,013 78	854 00				159 78
Sell	78 3970		08/22/12	11/01/13	1,442 51	1,252.00				190 51
Sub Total	133 4940				**2,456.29**	**2,106.00**				350.29
Description (Box 8) PIMCO ALL ASSET ALL AUTHORITY FUND CLASS P					*CUSIP* 72201M438		*Symbol (Box 1d)* PAUPX			
Sell	70 3630		01/12/12	11/01/13	731 07	717 00				14 07
Sell	95 7190		08/22/12	11/01/13	994 52	1,051 00				(56 48)
Sub Total	166.0820				**1,725.59**	**1,768.00**				(42 41)

continued next page

UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
LISA L QUADRINI/888-554-1220
302-657-5331/888-893-6845

Payer:
DIANE AND HARRY LEVIN
FOUNDATION
4 MCMULLEN FARM LANE
WEST CHESTER PA 19382-7091

2013 Consolidated Form 1099

Copy B, For Recipient
Account Number:
Tax Identification Number: 51-0351044

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

Long-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part II, with **Box D** checked. (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Box 6b checked)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) PIMCO TOTAL RETURN FUND CLASS P					*CUSIP* 72201M552	*Symbol (Box 1d)* PTTPX				
Sell	364.6360		02/10/12	11/01/13	3,963.59	4,051.10				(87.51)
Long-term total Box D, Part II	664.2120				$8,145.47	$7,925.10				$220 37

Type of Gain/Loss: Long Term (Box 1c)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS, Report on Form 8949, Part II, with **Box E** checked

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Box 6a checked)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) IVA WORLDWIDE FUND CLASS I					*CUSIP* 45070A206	*Symbol (Box 1d)* IVWIX				
Sell	152.0690		01/20/11	11/01/13	2,798.07	2,559.32				238.75
Description (Box 8) JEFFERIES GROUP INC B/E 03 875% 110915 DTD110910 FC050911					*CUSIP* 472319AJ1					
Sell	15,000.0000		02/09/12	11/01/13	15,594.75	14,140.05				1,454.70
Description (Box 8) PIMCO ALL ASSET ALL AUTHORITY FUND CLASS P					*CUSIP* 72201M438	*Symbol (Box 1d)* PAUPX				
Sell	379.0570		06/02/11	11/01/13	3,938.40	4,181.00				(242.60)

continued next page

UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
LISA L QUADRINI/888-554-1220
302-657-5331/888-893-6845

Payer:
DIANE AND HARRY LEVIN
FOUNDATION
4 MCMULLEN FARM LANE
WEST CHESTER PA 19382-7091

2013 Consolidated Form 1099

Copy B, For Recipient
Account Number:
Tax Identification Number: 51-0351044

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part II, with **Box E** checked (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Box 6a checked)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) TOCQUEVILLE GOLD FUND						*CUSIP* 888894862	*Symbol (Box 1d)* TGLDX			
Sell	41 4840		01/20/11	11/01/13	1,524.95	3,334.49				(1,809 54)
Long-term total Box E, Part II	15,572.6100				$23,856.17	$24,214.86				$(358.69)

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DELAWARE BREAST CANCER COALITION INC. WILMINGTON, DE	N/A	501(C)(3)	TO FURTHER THE ORGANIZATIONS CHARITABLE ACTIVITIES	2,500.
AMERICAN CANCER SOCIETY OKLAHOMA CITY, OK	N/A	501(C)(3)	TO FURTHER THE ORGANIZATIONS CHARITABLE ACTIVITIES	500.
Total from continuation sheets				3,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
RBC CAPITAL MARKETS, LLC	3.	3.	
UBS FINANCIAL SERVICES INC.	8.	8.	
TOTAL TO PART I, LINE 3	11.	11.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
RBC CAPITAL MARKETS, LLC	356.	10.	346.	346.	
RBC CAPITAL MARKETS, LLC	6,027.	0.	6,027.	6,027.	
RBC CAPITAL MARKETS, LLC	6,765.	0.	6,765.	6,765.	
UBS FINANCIAL SERVICES INC	3,493.	892.	2,601.	2,601.	
UBS: ACCRUED INTEREST PAID	<178.>	0.	<178.>	<178.>	
UBS: AMORTIZATION OF PREMIUM	<1,447.>	0.	<1,447.>	<1,447.>	
TO PART I, LINE 4	15,016.	902.	14,114.	14,114.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
YOUNG, CONAWAY, STARGATT & TAYLOR, LLP	105.	53.		52.
TO FM 990-PF, PG 1, LN 16A	105.	53.		52.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ISDANER & COMPANY	2,695.	1,347.		1,348.
TO FORM 990-PF, PG 1, LN 16B	2,695.	1,347.		1,348.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	51.	51.		0.
TO FORM 990-PF, PG 1, LN 18	51.	51.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEE	375.	188.		187.
INVESTMENT FEES	1,521.	1,521.		0.
POSTAGE	20.	0.		20.
BOOKKEEPING FEES	18,333.	9,166.		9,167.
REGISTRATION FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	20,274.	10,875.		9,399.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE		X	15,106.	15,764.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			15,106.	15,764.
TOTAL TO FORM 990-PF, PART II, LINE 10A			15,106.	15,764.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	155,371.	212,581.
700 SHS. NATIONAL GRID PLC NEW	45,031.	45,724.
550 SHS. PEPSICO INC	45,122.	45,617.
TOTAL TO FORM 990-PF, PART II, LINE 10B	245,524.	303,922.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	76,317.	79,852.
TOTAL TO FORM 990-PF, PART II, LINE 10C	76,317.	79,852.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	109,667.	112,067.
TOTAL TO FORM 990-PF, PART II, LINE 13		109,667.	112,067.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	2,380.	2,380.	0.
TOTAL TO FM 990-PF, PART II, LN 14	2,380.	2,380.	0.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 12

NAME OF CONTRIBUTOR	ADDRESS
CAROL LEVIN	4 MCMULLAN FARM LANE WEST CHESTER, PA 19382

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER	111597	SL	5.00	16	2,380.			2,380.	2,380.		0.
	* TOTAL 990-PF PG 1 DEPR					2,380.		0.	2,380.	2,380.	0.	0.

328102
05-01-13

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

The Diane & Harry Levin Foundation
51-0351044
990-PF, Part II, Line 10a

Municipal Bonds

Valuation Method for Book Value	Description of Investment	Ending Book Balance	FMV at Year-End
	Municipal Bonds		
cost	$15,000 New Jersey Economic Dev Auth 3.641% Due 12/15/15	15,106	15,764
		15,106	15,764

The Diane & Harry Levin Foundation
51-0351044
990-PF, Part II, Line 10b

Corporate Stocks

Valuation Method for Book Value	Description of Investment	Ending Book Balance	FMV at Year-End
	Stocks		
cost	255 Shs. AT&T Inc	7,323	8,966
cost	150 Shs. Automatic Data Processing Inc	6,669	12,120
cost	80 Shs Chevron Corporation	7,130	9,993
cost	115 Shs. Chubb Corp	7,078	11,112
cost	215 Shs. Coca-Cola Co Com	8,194	8,882
cost	255 Shs. Dow Chemical Co.	7,861	11,322
cost	95 Shs. Exxon Mobil Co.	8,436	9,614
cost	410 Shs. General Electric Co.	7,667	11,492
cost	180 Shs. HSBC Holdings PLC New	9,688	9,923
cost	425 Shs. Intel Corp.	10,652	11,031
cost	120 Shs. Johnson & Johnson	7,009	10,991
cost	235 Shs. Kinder Morgan Inc.	7,752	8,460
cost	95 Shs. McDonalds Corp	7,799	9,218
cost	115 Shs. Nextera Energy Inc Com	9,195	9,846
cost	100 Shs. Philip Morris International Inc	6,209	8,713
cost	120 Shs. Procter & Gamble Co	7,038	9,769
cost	240 Shs. V F Corp	5,624	14,962
cost	90 Shs. 3M Company	6,119	12,623
cost	110 Shs. Toronto Dominion Bank	8,151	10,366
cost	175 Shs. Unitedhealth Group Inc	9,777	13,178
		155,371	212,581

The Diane & Harry Levin Foundation
51-0351044
990-PF, Part II, Line 10c

Corporate Bonds

Valuation Method for Book Value	Description of Investment	Ending Book Balance	FMV at Year-End
	Corporate Bonds		
cost	$15,000 Goldman Sachs Group Inc 5.15% Due 1/15/14	15,000	15,023
cost	$15,000 JP Morgan Chase & Co 4.875% Due 3/15/14	15,003	15,128
cost	$15,000 American Intl Group Inc Medium Term 5.6% Due 10/18/16	13,505	16,712
cost	$15,000 Citigroup Inc Global Sub Note 4.875% Due 5/7/15	15,159	15,736
cost	$15,000 Time Warner Entmt 8.375% Due 3/15/23	17,650	17,253
		76,317	79,852

The Diane & Harry Levin Foundation
51-0351044
990-PF, Part II, Line 13

Other Investments

Valuation Method for Book Value	Description of Investment	Ending Book Balance	FMV at Year-End
	Mutual Funds		
cost	147.133 Shs. First Eagle Global Funds Cl I	6,986	7,919
cost	242.669 Shs. FPA Crescent Fund	6,309	7,998
cost	569 949 Shs. FPA New Income Inc	6,073	5,853
cost	286.941 Shs. Greenspring Fund Inc	6,676	7,595
cost	400.441 Shs. Loomis Sayles Bond Fund	5,565	6,071
cost	878.738 Shs. Pimco Unconstrained Bond Fund Cl P	9,978	9,745
cost	483 193 Shs. Pimco Income Fund Cl P	5,934	5,924
cost	312.474 Shs. Trowe Price Capital Appreciation Fund	7,903	8,018
cost	1,594.661 Shs. Vanguard Short-Term Bond Index	16,792	16,728
cost	175 Shs. Ishares Gold Trust ETF	2,826	2,044
		75,042	77,895
	Preferred Securities		
cost	900 Shs. Metlife Floater Callable 4%	19,625	18,945
		19,625	18,945
	Certificate of Deposits		
cost	$15,000 Barclays Bk Del Retail CD 3.25% Due 7/29/14	15,000	15,227
		15,000	15,227
Total		**109,667**	**112,067**