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: LEVIN FAMILY CHARITABLE FOUNDATION

A Employer identification number: 86-0974340

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: 5502 E CAMELHILL ROAD

B Telephone number: (602) 954-5700

City or town, state or province, country, and ZIP or foreign postal code: PHOENIX, AZ 85018

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: [X] 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)* ▶$ 809,282.

J Accounting method: [X] 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))

	Line		(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	146,899.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	18,797.	18,797.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	79,249.			
	b	Gross sales price for all assets on line 6a 442,852.				
	7	Capital gain net income (from Part IV, line 2)		79,249.		
	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	4,457.	4,457.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	249,402.	102,503.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	1,775.	886.		886.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	405.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	13,136.	13,136.		0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	15,316.	14,022.		886.
	25	Contributions, gifts, grants paid	42,450.			42,450.
	26	**Total expenses and disbursements** Add lines 24 and 25	57,766.	14,022.		43,336.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	191,636.			
	b	**Net investment income** (if negative, enter -0-)		88,481.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	0.	17,827.	17,827.
	2 Savings and temporary cash investments			
	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			
	b Investments - corporate stock STMT 7	373,796.	197,079.	416,241.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	71,684.	315,469.	375,214.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	445,480.	530,375.	809,282.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	445,480.	530,375.	
	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			
	30 **Total net assets or fund balances**	445,480.	530,375.	
	31 **Total liabilities and net assets/fund balances**	445,480.	530,375.	

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	445,480.
2	Enter amount from Part I, line 27a	2	191,636.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	637,116.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	106,741.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	530,375.

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	SMITH BARNEY 95035 - SEE ATTACHED	P	VARIOUS	12/31/13
b	SMITH BARNEY 95035 - SEE ATTACHED	P	VARIOUS	12/31/13
c	OAKTREE CAPITAL PARTNERS LLC	P	VARIOUS	12/31/13
d	OAKTREE CAPITAL PARTNERS LLC	P	VARIOUS	12/31/13
e	CAPITAL GAINS DIVIDENDS			

	(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	233,522.		226,746.	6,776.
b	207,889.		136,857.	71,032.
c	11.			11.
d	226.			226.
e	1,204.			1,204.

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				6,776.
b				71,032.
c				11.
d				226.
e				1,204.

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	79,249.
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	28,982.	532,302.	.054447
2011	26,862.	502,982.	.053405
2010	24,050.	462,907.	.051954
2009	20,050.	419,679.	.047775
2008	27,786.	482,141.	.057630

2 **Total** of line 1, column (d)	2	.265211
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	.053042
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	666,648.
5 Multiply line 4 by line 3	5	35,360.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	885.
7 Add lines 5 and 6	7	36,245.
8 Enter qualifying distributions from Part XII, line 4	8	43,336.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	885.
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	885.
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	885.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	9.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	894.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	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. ▶ $ 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) ▶ AZ			
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

Form **990-PF** (2013)

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

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

Website address ▶ NONE

14 The books are in care of ▶ TOM LEVIN Telephone no. ▶ 602-954-5700

Located at ▶ 5502 E CAMELHILL ROAD, PHOENIX, AZ ZIP+4 ▶ 85018

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

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

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

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TOM S. LEVIN 5502 E CAMELHILL ROAD PHOENIX, AZ 85018	PRESIDENT 5.00	0.	0.	0.
SHERI A. LEVIN 5502 E CAMELHILL ROAD PHOENIX, AZ 85018	SECRETARY 5.00	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	
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	670,758.
b	Average of monthly cash balances	1b	6,042.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	676,800.
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	676,800.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,152.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	666,648.
6	**Minimum investment return.** Enter 5% of line 5	6	33,332.

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	33,332.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 885.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	885.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	32,447.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	32,447.
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	32,447.

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	43,336.
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	43,336.
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	885.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	42,451.

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				32,447.
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 3,835.				
b From 2009 93.				
c From 2010 1,816.				
d From 2011 1,950.				
e From 2012 3,177.				
f **Total** of lines 3a through e	10,871.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 43,336.				
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				32,447.
e Remaining amount distributed out of corpus	10,889.			
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	21,760.			
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	3,835.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	17,925.			
10 Analysis of line 9:				
a Excess from 2009 93.				
b Excess from 2010 1,816.				
c Excess from 2011 1,950.				
d Excess from 2012 3,177.				
e Excess from 2013 10,889.				

Form **990-PF** (2013)

323581
10-10-13

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).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED LIST				42,450.
Total			▶ 3a	42,450.
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					
4 Dividends and interest from securities			14	18,797.	
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			01	4,457.	
8 Gain or (loss) from sales of assets other than inventory			18	79,249.	
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.		102,503.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 102,503.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date 5/8/14 — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL T. FINNEGAN	MT Finny	5/7/14		P00075125

Firm's name ▶ CBIZ MHM, LLC — Firm's EIN ▶ 34-1884125

Firm's address ▶ 3101 N. CENTRAL AVE., STE. 300 PHOENIX, AZ 85012 — Phone no 602-264-6835

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
LEVIN FAMILY CHARITABLE FOUNDATION	86-0974340

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	Employer identification number
LEVIN FAMILY CHARITABLE FOUNDATION	86-0974340

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	TOM & SHERI LEVIN 5502 E CAMELBACK RD PHOENIX, AZ 85018	$ 146,899.	Person [X] Payroll [ ] Noncash [X] (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	Employer identification number
LEVIN FAMILY CHARITABLE FOUNDATION	86-0974340

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	200 SHS NIKE, 500 SHS GILEAD SCI, 50 SHS CERNER, 105 SHS MASTERCARD, 300 SHS OCWEN, 30 SHS APPLE.	$ 146,899.	10/29/13

(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: LEVIN FAMILY CHARITABLE FOUNDATION

Employer identification number: 86-0974340

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OAKTREE CAPITAL PARTNERS LLC	20,001.	1,204.	18,797.	18,797.	
TO PART I, LINE 4	20,001.	1,204.	18,797.	18,797.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OAKTREE CAPITAL GROUP LLC	4.	4.	
MISC	4,453.	4,453.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,457.	4,457.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,775.	886.		886.
TO FORM 990-PF, PG 1, LN 16B	1,775.	886.		886.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	405.	0.		0.
TO FORM 990-PF, PG 1, LN 18	405.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	13,126.	13,126.		0.
ACC REPORT FEE	10.	10.		0.
TO FORM 990-PF, PG 1, LN 23	13,136.	13,136.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
DIFFERENCES DUE TO DONOR CARRYOVER BASIS	106,741.
TOTAL TO FORM 990-PF, PART III, LINE 5	106,741.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SMITH BARNEY 539-80181-18	197,079.	416,241.
TOTAL TO FORM 990-PF, PART II, LINE 10B	197,079.	416,241.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLOSED END FUNDS/MUTUAL FUND	COST	315,469.	375,214.
TOTAL TO FORM 990-PF, PART II, LINE 13		315,469.	375,214.

Morgan Stanley

Account Detail

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ACTAVIS PLC (ACT)	9/30/13	26 000	$144 000	$3,744 00	**$4,368 00**	$624 00 ST	—	—
Share Price $168 000								
AMER INTL GP INC NEW (AIG)	12/4/12	300 000	33 326	9,997 92	15,315 00	5,317 08 LT		
	12/5/12	38 000	33 674	1,279 62	1,939 90	660 28 LT		
	Total	338 000		11,277 54	**17,254 90**	5,977 36 LT	135 20	0 78
Share Price $51 050 Next Dividend Payable 03/2014								
AMERICAN RLTY CAP PPTYS INC (ARCP)	8/23/13	1,000 000	13 475	13,475 10	**12,851 00**	(624 10) ST	940 00	7 31
Share Price $12 851, Next Dividend Payable 01/2014								
APPLE INC (AAPL)	4/26/05	10 000	37 305	373 05	5 610 20	5,237 15 LT G		
	4/26/05	30 000	37 305	1,119 16	16,830 60	15,711 44 LT G		
	4/26/05	10 000	37 306	373 06	5,610 20	5,237 14 LT		
	Total	50 000		1,865 27	**28,051 00**	26,185 73 LT	610 00	2 17
Share Price $561 020, Next Dividend Payable 02/2014								
BUFFALO WILD WINGS INC (BWLD)	8/18/11	100 000	57 101	5,710 07	14,720 00	9 009 93 LT		
	8/24/11	67 000	59 565	3,990 86	9 862 40	5,871 54 LT		
	Total	167 000		9,700 93	**24,582 40**	14,881 47 LT	—	—
Share Price $147 200								
CERNER CORP (CERN)	11/10/08	52 000	9 889	514 21	2,898 48	2,384 27 LT		
	11/10/08	100 000	9 984	998 36	5,574 00	4,575 64 LT		
	11/11/08	48 000	9 572	459 45	2,675 52	2 216 07 LT		
	11/14/08	100 000	9 400	939 98	5,574 00	4,634 02 LT G		
	Total	300 000		2,912 00	**16,722 00**	13 810 00 LT	—	—
Share Price $55 740								
CHESAPEAKE ENERGY CORP (CHK)	6/11/13	566 000	21 542	12,192 49	**15,361 24**	3,168 75 ST	198 10	1 28
Share Price $27 140, Next Dividend Payable 01/2014								
GILEAD SCIENCE (GILD)	6/11/12	200 000	24 872	4 974 30	15,020 00	10,045 70 LT G		
	6/11/12	300 000	24 877	7,463 12	22,530 00	15 066 88 LT		
	Total	500 000		12,437 42	**37,550 00**	25,112 58 LT	—	—
Share Price $75 100								
HAIN CELESTIAL GROUP INC (HAIN)	8/9/11	252 000	27 390	6,902 38	**22,876 56**	15,974 18 LT	—	—
Share Price $90 780								
HONEYWELL INTERNATIONAL INC (HON)	2/25/09	150 000	28 426	4,263 94	**13,705 50**	9,441 56 LT	270 00	1 97
Share Price $91 370 Next Dividend Payable 03/2014								
JAZZ PHARMACEUTICALS PLC (JAZZ)	7/16/12	65 000	47 262	3,072 06	8,226 40	5,154 34 LT		
	8/16/12	17 000	47 610	809 37	2,151 52	1 342 15 LT		

Account Detail

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	82 000		3,881 43	**10,377 92**	6,496 49 LT	—	—
Share Price $126 560								
LIBERTY GLOBAL PLC CL A NEW (LBTYA)	8/16/13	167 000	75 855	12,667 84	**14,863 00**	2,195 16 ST	—	—
Share Price $89 000								
MASTERCARD INC CL A (MA)	1/16/09	5 000	124 660	623 30	4,177 30	3,554 00 LT G		
	1/16/09	10 000	124 700	1,247 00	8,354 60	7 107 60 LT		
	2/5/10	11 000	223 820	2,462 02	9,190 06	6,728 04 LT		
	12/27/10	20 000	224 620	4,492 40	16,709 20	12,216 80 LT		
	2/25/11	14 000	248 239	3,475 35	11,696 44	8,221 09 LT		
	Total	60 000		12,300 07	**50,127 60**	37 827 53 LT	264 00	0 52
Share Price $835 460 Next Dividend Payable 02/2014								
MC DONALDS CORP (MCD)	1/16/13	92 000	91 098	8,380 98	**8,926 76**	545 78 ST	298 08	3 33
Share Price $97 030, Next Dividend Payable 03/2014								
NATIONAL RESEARCH CORP CLASS B (NRCIB)	11/1/13	99 000	28 543	2,825 79	3,436 29	610 50 ST		
	11/7/13	146 000	33 199	4,847 01	5,067 66	220 65 ST		
	Total	245 000		7 672 80	**8,503 95**	831 15 ST	303 80	3 57
Share Price $34 710								
NIKE INC B (NKE)	8/22/11	114 000	40 085	4,569 69	8,964 96	4,395 27 LT G		
	6/29/12	286 000	43 269	12 374 86	22 491 04	10,116 18 LT		
	Total	400 000		16,944 55	**31,456 00**	14 511 45 LT	384 00	1 22
Share Price $78 640, Next Dividend Payable 01/06/14								
OCWEN FINANCIAL CORP NEW (OCN)	5/18/12	500 000	14 768	7,384 10	**27,725 00**	20,340 90 LT	—	—
Share Price $55 450								
QUALCOMM INC (QCOM)	7/23/12	126 000	57 015	7,183 90	9,355 50	2,171 60 LT		
	8/14/13	77 000	67 015	5,160 16	5 717 25	557 09 ST		
	Total	203 000		12,344 06	**15,072 75**	2,171 60 LT 557 09 ST	284 20	1 88
Share Price $74 250, Next Dividend Payable 03/2014								
REGENERON PHARM (REGN)	8/29/13	18 000	243 036	4,374 64	**4,954 32**	579 68 ST	—	—
Share Price $275 240								
STRATASYS LTD SHS (SSYS)	4/15/13	22 000	73 858	1,624 88	**2,963 40**	1,338 52 ST	—	—
Share Price $134 700								
VERIZON COMMUNICATIONS (VZ)	12/14/10	150 000	34 457	5,168 57	**7,371 00**	2,202 43 LT	318 00	4 31
Share Price $49 140, Next Dividend Payable 02/2014								

Account Detail

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WELLS FARGO & CO NEW (WFC)	10/19/11	100 000	25 610	2,560 98	4,540 00	1,979 02 LT		
	12/14/11	500 000	25 958	12,979 00	22,700 00	9,721 00 LT		
	12/5/12	39 000	32 880	1,282 32	1 770 60	488 28 LT		
	Total	639 000		16,822 30	**29,010 60**	12 188 30 LT	766 80	2 64
Share Price $45 400, Next Dividend Payable 03/2014								
WHOLE FOODS MARKETS INC (WFM)	3/22/13	200 000	43 707	8,741 33	**11,566 00**	2,824 67 ST	96 00	0 83
Share Price $57 830, Next Dividend Payable 01/2014								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	**52 2%**	**$197,078 62**	**$416,240 90**	**$207,121 58 LT**	**$4,868 18**	**1 17%**
				$12,040 70 ST	**$0 00**	

EXCHANGE-TRADED & CLOSED-END FUNDS

Consulting Group Investment Advisor Research (CG IAR) status codes (FL AL or NL) may be shown for certain exchange-traded funds Please refer to "CG IAR Statuses in Investment Advisory Programs" in the quarter end statement (or your first statement if you have not yet received a statement at the quarter-end) for a description of these status codes All status codes represent the opinions of CG IAR and are not representations or guarantees of performance

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BLACKROCK DEBT STRAT FD INC (DSU)	10/31/13	2,435 000	$4 165	$10 142 38	**$9,715 65**	$(426 73) ST	$730 50	7 51
Share Price $3 990 Next Dividend Payable 01/08/14								
BROOKFIELD TOTAL RETURN FUND (HTR)	6/7/13	367 000	25 484	9,352 55	8,719 92	(632 63) ST		
	9/25/13	333 000	22 853	7,610 05	7,912 08	302 03 ST		
	10/30/13	300 000	24 660	7 398 00	7,128 00	(270 00) ST		
	Total	1,000 000		24,360 60	**23,760 00**	(600 60) ST	2,280 00	9 59
Share Price $23 760, Next Dividend Payable 01/2014								
DOUBLELINE INCOME SOLUTIONS FD (DSL)	10/30/13	1,000 000	21 260	21,260 00	**21,090 00**	(170 00) ST	1,800 00	8 53
Share Price $21 090, Next Dividend Payable 01/2014								
ISHARES COHEN&STEERS REIT ETF (ICF)	11/30/09	200 000	47 930	9,586 00	**14,944 00**	5 358 00 LT	509 00	3 40
Share Price $74 720 CG IAR Status AL Next Dividend Payable 03/2014								
ISHARES HIGH DIVID ETF (HDV)	6/17/11	250 000	52 077	13,019 13	**17,562 50**	4,543 37 LT	557 50	3 17
Share Price $70 250, Next Dividend Payable 03/2014								
ISHARES IBOXX $ H/Y COR BD ETF (HYG)	10/16/08	150 000	71 190	10,678 50	**13,932 00**	3,253 50 LT	849 90	6 10
Share Price $92 880, CG IAR Status AL, Next Dividend Payable 01/02/14								

Morgan Stanley

Account Detail

Portfolio Management Active Assets Account 003-119395-035

LEVIN FAMILY CHARITABLE FOUNDATION

EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES MORTGAGE RE EST CP ETF (REM)	7/29/13	1,202 000	12 355	14,850 95	**13,847 04**	(1,003 91) ST	2,233 32	16 12
Share Price $11 520 Next Dividend Payable 03/2014								
ISHARES NASDAQ BIOTECH ETF (IBB)	9/21/11	89 000	98 326	8,751 01	20,208 34	11,457 33 LT		
	10/20/11	41 000	95 616	3,920 26	9,309 46	5,389 20 LT		
	Total	130 000		12,671 27	**29,517.80**	16,846 53 LT	9 41	0 03
Share Price $227 060, Next Dividend Payable 03/2014								
ISHARES RUSSELL 3000 ETF (IWV)	1/20/11	150 000	75 696	11,354 40	16 597 50	5 243 10 LT		
	3/14/11	41 000	77 053	3,159 16	4,536 65	1,377 49 LT		
	12/30/11	100 000	74 505	7,450 50	11,065 00	3 614 50 LT		
	1/9/12	150 000	75 613	11,341 95	16,597 50	5,255 55 LT		
	Total	441 000		33,306 01	**48,796 65**	15,490 64 LT	785 86	1 61
Share Price $110 650, CG IAR Status AL Next Dividend Payable 03/2014								
ISHARES S&P US PFD STK IDX FD (PFF)	12/17/08	166 000	27 100	4,498 60	6,113 78	1,615 18 LT		
	2/17/09	300 000	21 480	6,444 00	11,049 00	4 605 00 LT		
	Total	466 000		10,942 60	**17,162 78**	6,220 18 LT	1 133 31	6 60
Share Price $36 830 CG IAR Status AL Next Dividend Payable 01/02/14								
PERITUS HIGH YIELD ETF (HYLD)	6/20/13	450 000	50 350	22,657 41	23,269 95	612 54 ST		
	8/5/13	250 000	51 210	12,802 50	12,927 75	125 25 ST		
	10/15/13	200 000	51 730	10,346 00	10,342 20	(3 80) ST		
	Total	900 000		45,805 91	**46,539 90**	733 99 ST	3,704 40	7 95
Share Price $51 711								
PIMCO 0-5 YEAR H/Y CORP BOND (HYS)	4/11/13	170 000	105 230	17,889 10	18,081 20	192 10 ST		
	5/7/13	150 000	106 220	15,933 00	15,954 00	21 00 ST		
	Total	320 000		33,822 10	**34,035 20**	213 10 ST	1,480 00	4 34
Share Price $106 360								
SPDR BARCLAYS CAPITAL HIGH YIE (JNK)	5/17/13	500 000	41 538	20,769 00	**20,280 00**	(489 00) ST	1,227 00	6 05
Share Price $40 560 CG IAR Status AL, Next Dividend Payable 01/07/14								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	**39 0%**	**$261,214 45**	**$311,183 52**	**$51,712 22 LT** **(1,743 15) ST**	**$17,300 20** **$0 00**	**5 56%**

Morgan Stanley

Account Detail

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE FOUNDATION

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account It may not reflect all distributions received in cash due to but not limited to the following investments made prior to addition of this information on statements, securities transfers timing of recent distributions, and certain adjustments made in your account

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, and the sum of the current value of the fund's shares, and cash distributions shown This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes
Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain mutual funds Please refer to "CG IAR Statuses in Investment Advisory Programs" in the quarter-end statement (or your first statement if you have not yet received a statement at the quarter-end) for a description of these status codes All status codes represent the opinions of CG IAR and are not representations or guarantees of performance

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AQR MANAGED FUTURES STRATEGY I (AQMIX)	7/15/13	1 197 647	$10 200	$12,216 00	$12,683 08	$467 08 ST		
	Purchases	1,197 647		12,216 00	**12,683 08**	467 08 ST		
Short Term Reinvestments		12 367		128 62	130 97	2 35 ST		
	Total	1,210 014		12,344 62	**12,814 05**	469 43 ST	—	—
Total Purchases vs Market Value				12,216 00	12,814 05			
Net Value Increase/(Decrease)					598 05			
Share Price $10 590, CG IAR Status FL, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
CALAMOS CONVERTIBLE FUND I (CICVX)	3/17/09	1,256 656	13 655	17,159 84	**20,621 72**	3,461 88 LT	677 00	3 28
Total Purchases vs Market Value				17,159 84	20,621 72			
Cumulative Cash Distributions					12 150 91			
Net Value Increase/(Decrease)					15,612 79			
Share Price $16 410, CG IAR Status AL Dividend Cash, Capital Gains Cash								
HARBOR INTERNATIONAL INST (HAINX)	9/8/06	190 148	56 799	10,800 14	13,502 40	2,702 26 LT		
	9/13/06	175 312	57 041	10,000 00	12,448 90	2,448 90 LT		
	Purchases	365 460		20,800 14	**25,951 30**	5 151 16 LT		
Long Term Reinvestments		65 396		3 950 30	4,643 76	693 46 LT		
	Total	430 856		24,750 44	**30,595 08**	5,844 62 LT	644 00	2 10
Total Purchases vs Market Value				20,800 14	30,595 08			
Cumulative Cash Distributions					2,493 19			
Net Value Increase/(Decrease)					12,288 13			
Share Price $71 010, CG IAR Status FL, Dividend Cash, Capital Gains Reinvest								

Account Detail

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE FOUNDATION

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
MUTUAL FUNDS	8 0%	$54,254 90	$64,030 85	$9,306 50 LT $469 43 ST	$1,321 00 $0 00	2 06%

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page
For more information about the pricing of Money Market Funds, please see the Expanded Disclosures

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
TOTAL MARKET VALUE	100 0%	$512,547 97	$797,570 71	$268,140 30 LT $10,766 98 ST	$23,490 54 $0 00	2 94%
TOTAL VALUE (includes accrued interest)			$797,570 71			

G - This tax lot has been marked as a gift Gift basis rules apply at the time of sale
Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating Please Provide' are not included

Levin Charitable Foundation
EIN # 86-0974340
12.31.2013
Part XV, Line 3a.

Recipient	Amount	Status	Purpose
Arizona Friends of Foster Children Foundation	$ 1,500.00	Public Charity	Program Support
Waste Not Inc.	$ 2,000.00	Public Charity	Program Support
Arcadia P.T.O	$ 5,000.00	Public Charity	Program Support
Arizona Helping Hands	$ 750.00	Public Charity	Program Support
TGEN Foundation	$ 2,000.00	Public Charity	Program Support
100 Club of Arizona	$ 500.00	Public Charity	Program Support
Special Operations Warrior Foundation	$ 1,000.00	Public Charity	Program Support
Affordable Living for the Aging	$ 1,000.00	Public Charity	Program Support
UofA ICA Capital Campaign	$ 2,000.00	Public Charity	Program Support
United Phoenix Firefighters Assn	$ 1,000.00	Public Charity	Program Support
Jewish National Fund	$ 2,000.00	Public Charity	Program Support
Arizonans for Children	$ 1,000.00	Public Charity	Program Support
Jewish Free Loan	$ 1,000.00	Public Charity	Program Support
Hospice of the Valley	$ 1,000.00	Public Charity	Program Support
KJZZ	$ 1,200.00	Public Charity	Program Support
Scottsdale Museum of Contemporary Art	$ 1,500.00	Public Charity	Program Support
Alzheimer's Association/Matching Gift	$ 1,000.00	Public Charity	Program Support
Big Brothers Big Sisters	$ 1,000.00	Public Charity	Program Support
Phoenix Art Museum	$ 1,500.00	Public Charity	Program Support
AZ Helping Hands Inc.	$ 250.00	Public Charity	Program Support
Leukemia & Lymphoma Society	$ 1,000.00	Public Charity	Program Support
Fisher House Foundation	$ 750.00	Public Charity	Program Support
Desert Botanical Garden	$ 1,000.00	Public Charity	Program Support
Phoenix Zoo	$ 1,000.00	Public Charity	Program Support
Mayo Clinic	$ 10,000.00	Public Charity	Program Support
The Roentgen Fund	$ 500.00	Public Charity	Program Support
Total Donations	**$ 42,450.00**		

Levin Family Charitable Foundation
Realized Gain/Loss for Year 2013

Short Term Gain/Loss
003-119395

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS($)	G/L AMOUNT ($)	HOLDING PERIOD	Covered Indicator	Gifting/Inheritance
Actavis Inc Com | G/L Amount: $484.75											
	26	7/19/2013	9/30/2013	125 36	3,259 25	3,259.25	3,744.00	484 75	short	C	
B & G Foods Inc | G/L Amount: $574.75											
	108	10/3/2012	3/15/2013	30.48	3,291.62	3,291.62	3,271.24	-20.38	short	C	
	3	10/12/2012	3/15/2013	28.33	84.99	84.99	90.87	5.88	short	C	
	297	10/12/2012	3/20/2013	28 33	8,414 08	8,414 08	8,935 25	521.17	short	C	
	103	10/26/2012	3/20/2013	29.42	3,030.68	3,030.68	3,098.76	68.08	short	C	
SubTotal	511			$29 01	$14,821.37	$14,821.37	$15,396.12	$574 75			
Bank Of Ireland Spons Adr New | G/L Amount: $1,589.82											
	637	12/5/2012	4/15/2013	6.21	3,957 30	3,957 30	5,547 12	1,589 82	short	C	
Blackrock Debt Strat Fd Inc | G/L Amount: -$0.18											
	0.929	10/31/2013	12/10/2013	4.17	3 87	3 87	3 69	-0 18	short	C	
Chimera Investment Corp | G/L Amount: -$1,048.85											
	2,500 00	3/21/2013	7/29/2013	3.21	8,024 06	8,024 06	7,424 87	-599 19	short	C	
	2,500 00	4/4/2013	7/29/2013	3.15	7,874 53	7,874.53	7,424.87	-449.66	short	C	
SubTotal	5,000.00			$3 18	$15,898.59	$15,898.59	$14,849.74	($1,048 85)			
Coeur D'alene Mines Cor Idaho | G/L Amount: -$365.40											
	600	4/18/2013	5/17/2013	13.78	8,268.42	8,268.42	7,903.02	-365 4	short	C	
Diamond Foods Inc | G/L Amount: $2,109 64											
	1,000 00	1/23/2013	4/5/2013	13.96	13,955 20	13,955 20	16,064.84	2,109 64	short	C	
Dollar Tree Inc | G/L Amount: $2,660.67											
	150	12/20/2012	1/9/2013	39 63	5,944.11	5,944 11	5,791 91	-152 2	short	C	
	250	12/20/2012	8/16/2013	39.63	9,906 85	9,906.85	12,719 72	2,812.87	short	C	
SubTotal	400			$39.63	$15,850.96	$15,850.96	$18,511.63	$2,660 67			
Doubleline Opport Credit Fd | G/L Amount: $402.77											
	600	12/12/2012	5/7/2013	26 8	16,081 74	16,081.74	16,484 51	402.77	short	C	
Dynegy Inc New Del Com | G/L Amount: $1,419 63											
	534	3/11/2013	6/11/2013	19.95	10,652.66	10,652 66	12,072 29	1,419 63	short	C	
First Sec Group Inc Com New | G/L Amount: -$420.07											
	1,670 00	7/12/2013	8/14/2013	2 48	4,143.77	4,143.77	3,723 70	-420 07	short	C	
F5 Networks Inc | G/L Amount: $965.33											
	80	10/12/2012	1/22/2013	97.28	7,782.40	7,782.40	7,609.33	-173 07	short	C	
	75	10/26/2012	1/22/2013	82 74	6,205 80	6,205 80	7,133.75	927.95	short	C	
	30	11/13/2012	1/22/2013	88 1	2,643.05	2,643 05	2,853.50	210 45	short	C	
SubTotal	185			$89.90	$16,631.25	$16,631 25	$17,596.58	$965 33			
Gilead Science | G/L Amount: $1,774 42											
	66	6/13/2012	4/12/2013	25 01	1,650 90	1,650.90	3,425 32	1,774 42	short		
Gyrodyne Co Amer Inc | G/L Amount: $59.33											
	225	5/2/2013	9/19/2013	73 93	16,635.17	16,635 17	16,635 81	0 64	short	C	
	100	5/16/2013	9/19/2013	73 35	7,335 00	7,335 00	7,393 69	58.69	short	C	
SubTotal	325			$73.75	$23,970 17	$23,970.17	$24,029 50	$59 33			
Invesco Mortgage Capital Inc | G/L Amount: -$967.12											

Levin Family Charitable Foundation
Realized Gain/Loss for Year 2013

	500	2/20/2013	6/7/2013	20.66	10,327.85	10,327.85	9,360.73	-967 12	short	C	
Nuance Communications Inc | G/L Amount: -$1,147.47											
	799	4/5/2013	7/12/2013	20.17	16,116.31	16,116 31	15,127.28	-989 03	short	C	
	80	4/15/2013	7/12/2013	20 91	1,673 06	1,673.06	1,514.62	-158 44	short	C	
SubTotal	879			$20.24	$17,789.37	$17,789.37	$16,641.90	($1,147 47)			
Oaktree Capital Gp Llc Ut-A | G/L Amount: $2,412.21											
	50	9/25/2012	4/11/2013	40 83	2,041.44	2,041.44	2,618.69	577 25	short		
	153	9/25/2012	8/14/2013	40.83	6,246.81	6,246 81	8,081 77	1,834 96	short		
SubTotal	203			$40.83	$8,288.25	$8,288 25	$10,700.46	$2,412 21			
Permanent Portfolio Inc | G/L Amount: -$1.99											
Dividend Reinvestment	3.996	12/5/2012	4/29/2013	48.37	193.28	193.28	191.29	-1.99	short	C	
Ticc Capital Corp | G/L Amount: -$1,053.25											
	485 334	4/9/2012	4/4/2013	9.46	4,591.02	4,591.02	4,606.69	15.67	short		
	1,500 00	8/24/2012	4/4/2013	10.21	15,310.80	15,310 80	14,237 67	-1,073 13	short	C	
Dividend Reinvestment	14 666	7/9/2012	4/4/2013	9.2	135	135	139 21	4 21	short		
SubTotal	2,000 00			$10 02	$20,036.82	$20,036.82	$18,983.57	($1,053 25)			
Unwired Planet Inc New Com | G/L Amount: -$1,367.54											
	1,943 00	7/12/2013	11/1/2013	2.17	4,207.18	4,207.18	2,839.64	-1,367 54	short	C	
Western Asset/Claymore Inflati | G/L Amount: -$1,304.91											
	484	5/7/2013	6/20/2013	13 15	6,363.68	6,363.68	5,824.79	538 89	short	C	
	800	5/16/2013	6/20/2013	12.99	10,393.76	10,393 76	9,627 74	-766 02	short	C	
SubTotal	1,284.00			$13.05	$16,757.44	$16,757.44	$15,452.53	($1,304 91)			
Short Term Total					$226,745 64	$226,745.64	$233,522.18	$6,776 54			

Long Term Gain/Loss

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS($)	G/L AMOUNT ($)	HOLDING PERIOD	Covered Indicator	Gifting/Inheritance
Allergan Inc | G/L Amount: -$289.05											
	50	4/24/2012	8/29/2013	94 1	4,705 16	4,705.16	4,416 11	-289.05	long		
Apple Inc | G/L Amount: $4,137.63											
	10	4/26/2005	2/20/2013	37 31	373 06	373.06	4,510 69	4,137.63	long		
Cerner Corp | G/L Amount: $2,112.90											
	28	11/10/2008	4/11/2013	19 97	559 08	559 08	2,671.98	2,112 90	long		
Chipotle Mexican Grill Inc Com | G/L Amount: -$704.95											
	30	11/23/2011	1/16/2013	303.25	9,097 45	9,097.45	8,392.50	-704 95	long		
Cognizant Tech Solutions Cl A | G/L Amount: $371 10											
	49	5/7/2012	5/17/2013	56 17	2,752.09	2,752.09	3,123.19	371 1	long		
Hain Celestial Group Inc | G/L Amount: $2,523.11											
	48	8/9/2011	9/4/2013	27 39	1,314.74	1,314.74	3,837.85	2,523.11	long		
Harbor International Inst | G/L Amount: $800.14											
	73.943	9/8/2006	12/17/2013	56.8	4,199 86	4,199.86	5,000 00	800.14	long		
Intuitive Surgical Inc | G/L Amount: -$34.59											
	9	8/4/2011	7/19/2013	368 9	3,320.08	3,320.08	3,285.49	-34 59	long		
Ishares High Divid Etf | G/L Amount: $2,231.62											
	150	6/17/2011	8/23/2013	52.08	7,811 48	7,811.48	10,043 10	2,231 62	long		
Ishares Nasdaq Biotech Fund | G/L Amount: $3,206.97											

Levin Family Charitable Foundation
Realized Gain/Loss for Year 2013

	39	9/21/2011	5/17/2013	98.33	3,834.71	3,834.71	7,041.68	3,206.97	long		
Ishares Tips Bond Etf | G/L Amount: -$805.98											
	91	12/8/2011	7/16/2013	116.4	10,592 52	10,592.52	10,240.74	-351.78	long		
	16	12/8/2011	7/16/2013	116.4	1,862 42	1,862.42	1,800.57	-61 85	long		
	100	12/8/2011	8/5/2013	116.4	11,640.13	11,640.13	11,247 78	-392 35	long		
SubTotal	207			$116.40	$24,095.07	$24,095.07	$23,289.09	($805 98)			
Mastercard Inc Cl A | G/L Amount: $49,900.25											
	25	1/16/2009	4/11/2013	124.66	3,116.50	3,116.50	13,534.44	10,417.94	long		G
	25	1/15/2009	10/30/2013	129 6	3,240 00	3,240 00	18,349 43	15,109 43	long		
	30	1/16/2009	10/30/2013	124.7	3,741 00	3,741.00	22,019.31	18,278 31	long		
	10	1/16/2009	11/12/2013	124.7	1,247.00	1,247 00	7,341.57	6,094.57	long		
SubTotal	90			$126.05	$11,344.50	$11,344.50	$61,244 75	$49,900.25			
Nike Inc B | G/L Amount: $5,696.20											
	100	5/10/2011	5/15/2013	41.57	4,157 49	4,157.49	6,579 10	2,421 61	long		
	44	5/10/2011	5/15/2013	41.57	1,829.30	1,829.30	2,894.25	1,064 95	long		
	86	8/22/2011	5/15/2013	40.09	3,447 31	3,447.31	5,656 95	2,209 64	long	C	G
SubTotal	230			$41 02	$9,434 10	$9,434 10	$15,130 30	$5,696 20			
Permanent Portfolio Inc | G/L Amount: $319.61											
	528 877	10/18/2011	4/29/2013	47 27	25,000 00	25,000.00	25,317.34	317.34	long		
Dividend Reinvestment	4 668	12/9/2011	4/29/2013	47 59	222 13	222.13	223.46	1.33	long		
Dividend Reinvestment	3.334	12/9/2011	4/29/2013	47 59	158.66	158 66	159.6	0 94	long		
SubTotal	536.879			$47.28	$25,380.79	$25,380.79	$25,700 40	$319.61			
Vmware Inc Class A | G/L Amount: -$511.01											
	44	8/10/2011	1/29/2013	88 5	3,893.88	3,893 88	3,464 99	-428.89	long		
	49	8/24/2011	1/29/2013	80.43	3,940 85	3,940.85	3,858.73	-82 12	long		
SubTotal	93			$84.24	$7,834.73	$7,834.73	$7,323.72	($511 01)			
Western Asset/Claymore Inflati | G/L Amount: -$157.20											
	999.222	12/14/2010	6/20/2013	12.18	12,172.99	12,172.99	12,025 32	-147.67	long		
Dividend Reinvestment	2 918	1/7/2011	6/20/2013	12.51	36.5	36 5	35.12	-1.38	long		
Dividend Reinvestment	2 899	2/9/2011	6/20/2013	12.63	36.61	36.61	34 89	-1 72	long		
Dividend Reinvestment	2.863	3/9/2011	6/20/2013	12 82	36 71	36 71	34 46	-2 25	long		
Dividend Reinvestment	2 716	4/8/2011	6/20/2013	12.44	33.79	33.79	32.69	-1 1	long		
Dividend Reinvestment	2 683	5/6/2011	6/20/2013	12.63	33.88	33 88	32 29	-1 59	long		
Dividend Reinvestment	2 699	6/6/2011	6/20/2013	12.59	33.97	33.97	32 48	-1 49	long		
SubTotal	1,016.00			$12.19	$12,384.45	$12,384 45	$12,227.25	($157 20)			
Wisconsin Energy Corp | G/L Amount: $2,235.61											
	257	12/12/2011	3/11/2013	32 75	8,415.77	8,415 77	10,651.38	2,235 61	long		
Long Term Total					$136,857.12	$136,857.12	$207,889.48	$71,032 36			
Grand Total					$363,602.76	$363,602 76	$441,411 66	$77,808 90			

P When there is a "P" next to a transaction, this indicates that you have provided the trade history for this transaction, it was not available through Morgan Stanley Smith Barney LLC records.
C - Tax lot is covered under cost basis reporting requirements.
H - Wash sale rules apply to this tax lot The cost basis has been adjusted to account for disallowed loss of a related wash sale transaction for this covered security.
W - Wash sale rules apply to this tax lot Disallowed loss for covered securities will be reported on Form 1099-B for the current tax year.
I - This tax lot has been marked as inherited Cost basis, acquisition date and holding period have been adjusted accordingly.
G - This tax lot has been marked as a gift Gift basis rules will apply at the time of sale.