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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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 06-01-2013 , and ending 05-31-2014

Name of foundation
WILLIAM S & INA LEVINE FOUNDATION INC

A Employer identification number
86-0866703

Number and street (or P O box number if mail is not delivered to street address)
2201 EAST CAMELBACK ROAD NO 650

Room/suite

B Telephone number (see instructions)
(602) 248-8181

City or town, state or province, country, and ZIP or foreign postal code
PHOENIX, AZ 85016

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)*▶$ 27,910,863

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	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	1,489,536	1,421,345		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	37,599			
	b	Gross sales price for all assets on line 6a 1,045,457				
	7	Capital gain net income (from Part IV, line 2)		37,599		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	27,419	27,417		
	12	**Total.** Add lines 1 through 11	1,554,554	1,486,361		
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 (attach schedule)	1,562	1,562		0
	b	Accounting fees (attach schedule)	8,876	8,876		0
	c	Other professional fees (attach schedule)				
	17	Interest	1,888	0		0
	18	Taxes (attach schedule) (see instructions)	131,590	327		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	7,317	7,317		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	151,233	18,082		0
	25	Contributions, gifts, grants paid	1,438,950			1,438,950
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,590,183	18,082		1,438,950
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-35,629			
	b	**Net investment income** (if negative, enter -0-)		1,468,279		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year (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	205,519	1,133,580	1,133,580
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,233,875	4,212,384	6,972,064
	c	Investments—corporate bonds (attach schedule)	102,353	103,359	65,096
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans	13,821,562	10,555,836	10,555,836
	13	Investments—other (attach schedule)	8,107,050	9,184,287	9,184,287
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	26,470,359	25,189,446	27,910,863
Liabilities	17	Accounts payable and accrued expenses	370,000		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	998,837		
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	1,368,837	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	25,101,522	25,189,446	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	25,101,522	25,189,446	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	26,470,359	25,189,446	

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	25,101,522
2	Enter amount from Part I, line 27a	2	-35,629
3	Other increases not included in line 2 (itemize) ▶	3	123,553
4	Add lines 1, 2, and 3	4	25,189,446
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	25,189,446

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	37,599
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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	752,450	23,176,083	0 032467
2011	281,890	19,163,641	0 014710
2010	539,008	8,637,005	0 062407
2009	625,830	8,845,113	0 070754
2008	970,586	9,141,102	0 106178

2	**Total** of line 1, column (d).	2	0 286516
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 057303
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	27,846,438
5	Multiply line 4 by line 3.	5	1,595,684
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	14,683
7	Add lines 5 and 6.	7	1,610,367
8	Enter qualifying distributions from Part XII, line 4.	8	1,438,950

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 page 18 of the 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	29,366
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	29,366
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	29,366
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 11,316		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 25,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	36,316
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	371
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	6,579
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 6,579 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NO WEB SITE

14 The books are in care of ▶WILLIAM S & INA LEVINE FOUNDATION Telephone no ▶(602) 248-8181

Located at ▶2201 EAST CAMELBACK ROAD SUITE 650 PHOENIX AZ ZIP+4 ▶85016

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See 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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the 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	6,602,999
b	Average of monthly cash balances	1b	1,490,536
c	Fair market value of all other assets (see instructions)	1c	20,176,960
d	**Total** (add lines 1a, b, and c)	1d	28,270,495
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	28,270,495
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	424,057
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	27,846,438
6	**Minimum investment return.** Enter 5% of line 5	6	1,392,322

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	1,392,322
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 29,366		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b: 7,150		
c	Add lines 2a and 2b	2c	36,516
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,355,806
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,355,806
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	1,355,806

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,438,950
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	1,438,950
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,438,950

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				1,355,806
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. 521,392				
b From 2009. 213,773				
c From 2010. 539,008				
d From 2011. 643,877				
e From 2012.				
f **Total** of lines 3a through e.	1,918,050			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,438,950				
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.				1,355,806
e Remaining amount distributed out of corpus	83,144			
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	2,001,194			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	521,392			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,479,802			
10 Analysis of line 9				
a Excess from 2009. . . . 213,773				
b Excess from 2010. . . . 539,008				
c Excess from 2011. . . . 643,877				
d Excess from 2012. . . .				
e Excess from 2013. . . . 83,144				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 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 Additional Data Table				
Total . . . . ▶ **3a**				1,438,950
b *Approved for future payment*				
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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	1,489,536	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	27,417	2
8 Gain or (loss) from sales of assets other than inventory					37,599
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		1,516,953	37,601

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,554,554

(See worksheet in line 13 instructions to verify calculations)

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

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

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

****** | 2015-04-09 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
JESSICA A DUFF				P00179255

Firm's name	DELOITTE TAX LLP	Firm's EIN 86-1065772
Firm's address	2901 N CENTRAL AVENUE SUITE 1200 PHOENIX, AZ 850122799	Phone no (602) 234-5100

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BERKSHIRE HATHAWAY	P	2014-03-07	2014-03-07
HEALTHSOUTH MGMT ASSOC (MERLIN)	P	1996-09-01	2014-01-27
WTS TEJON RANCH CO	P	2003-12-03	2014-02-21
PARTNERSHIP SHORT TERM GAIN	P	2006-09-15	2012-12-31
PARTNERSHIP LONG TERM GAIN	P	2006-09-15	2012-12-31
POST HIGH YIELD FUND	P		2014-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
440,391		440,583	-192
23,993		158	23,835
4,363			4,363
3,382			3,382
47,989			47,989
525,339		567,117	-41,778

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-192
			23,835
			4,363
			3,382
			47,989
			-41,778

Form 990PF Part VIII Line 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
WILLIAM S LEVINE 2201 EAST CAMELBACK ROAD SUITE 650 PHOENIX,AZ 85016	PRESIDENT/DIRECTOR 0 25	0	0	0
JAY DAVID LEVINE 2201 EAST CAMELBACK ROAD SUITE 650 PHOENIX,AZ 85016	DIRECTOR 0 10	0	0	0
JONATHAN LEVINE 2201 EAST CAMELBACK ROAD SUITE 650 PHOENIX,AZ 85016	SECRETARY/DIRECTOR 0 25	0	0	0
JULIE SCHOEN 2201 EAST CAMELBACK ROAD SUITE 650 PHOENIX,AZ 85016	DIRECTOR 0 10	0	0	0
ANDREW COHN 2201 EAST CAMELBACK ROAD SUITE 650 PHOENIX,AZ 85016	DIRECTOR 0 10	0	0	0

Form 990PF Part XV Line 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*				
AMERICAN FRIENDS OF YAHAD IN UNUM 25 WEST 45TH ST 1405 NEW YORK, NY 10036	NONE	PUBLIC CHARITY	SUPPORT	3,000
AMERICAN FRIENDS OF YESHIVAT HESDER SDEROT 49 DAKOTA STREET PASSAIC, NJ 07055	NONE	PUBLIC CHARITY	SUPPORT	25,000
AMERICAN JEWISH COMMITTEE 165 E 56TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	SUPPORT	5,000
ANTI DEFAMATION LEAGUE 823 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE	PUBLIC CHARITY	SUPPORT	21,000
ARIZONA JEWISH HISTORICAL SOCIETY 122 EAST CULVER STREET PHOENIX, AZ 85004	NONE	PUBLIC CHARITY	SUPPORT	15,000
B'NAI TZEDEK YOUTH PHILANTHROPY PROGRAM OF THE JEWISH COMMUNITY FOUNDATION 12701 N SCOTTSDALE RD SUITE 202 SCOTTSDALE, AZ 85254	NONE	PUBLIC CHARITY	SUPPORT	10,000
B'NAIL B'RITH INTERNATIONAL 2020 K ST NW 7TH FLOOR WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	SUPPORT	1,000
BAYIT LEPLETOT - GIRLS TOWN JERUSALEM 1362 E 21ST ST BROOKLYN, NY 112104513	NONE	PUBLIC CHARITY	SUPPORT	2,000
BETH JACOB CONGREGATION 4855 COLLEGE AVE SAN DIEGO, CA 92115	NONE	PUBLIC CHARITY	SUPPORT	2,500
BETH JACOB HIGH SCHOOL 5100 W 14TH AVENUE DENVER, CO 802041004	NONE	PUBLIC CHARITY	SUPPORT	500
BETH JOSEPH CONGREGATION 515 E BETHANY HOME RD PHOENIX, AZ 85012	NONE	PUBLIC CHARITY	SUPPORT	7,500
BIRTHRIGHT ISRAEL FOUNDATION 33 EAST 33RD STREET 7TH FLOOR NEW YORK, NY 10016	NONE	PUBLIC CHARITY	SUPPORT	5,000
BROPHY COLLEGE PREP 4701 N CENTRAL AVE PHOENIX, AZ 85012	NONE	PUBLIC CHARITY	SUPPORT	7,500
BUREAU OF JEWISH EDUCATION 12701 N SCOTTSDALE RD SUITE 206 SCOTTSDALE, AZ 85254	NONE	PUBLIC CHARITY	SUPPORT	34,000
CAREER CONCEPTS FOR YOUTH INC PO BOX 32864 PHOENIX, AZ 85064	NONE	PUBLIC CHARITY	SUPPORT	8,500
Total . . . . ▶ **3a**				1,438,950

Form 990PF Part XV Line 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*				
CHABAD LUBAVITCH OF ARIZONA 2110 E LINCOLN DRIVE PHOENIX,AZ 85016	NONE	PUBLIC CHARITY	SUPPORT	22,500
CHABAD OF CALIFORNIA WEST COAST HEADQUARTERS 741 GAYLEY AVE LOS ANGELES,CA 90024	NONE	PUBLIC CHARITY	SUPPORT	10,000
CHABAD OF MESA 941 S MAPLE MESA,AZ 85206	NONE	PUBLIC CHARITY	SUPPORT	2,500
CHABAD OF SCOTTSDALE 10215 N SCOTTSDALE RD SCOTTSDALE,AZ 85253	NONE	PUBLIC CHARITY	SUPPORT	5,000
CHAI INSTITUTE 808 MONTGOMERY ST BROOKLYN,NY 11213	NONE	PUBLIC CHARITY	SUPPORT	2,000
CHECKERED FLAG RUN FOUNDATION 4555 E CAMELBACK ROAD SUITE D150 PHOENIX,AZ 85018	NONE	PUBLIC CHARITY	SUPPORT	1,000
CORTNEY'S PLACE 7000 E SHEA BLVD SUITE 1430 SCOTTSDALE,AZ 85254	NONE	PUBLIC CHARITY	SUPPORT	1,500
FOCOS USA FOUNDATION OF ORTHOPEDICS AND COMPLEX SPINE 226 E 54TH ST SUITE 306 NEW YORK,NY 10022	NONE	PUBLIC CHARITY	SUPPORT	10,000
GOLSHIM L'CHAIM-SKI TO LIVE - JEWISH RESOURCE CENTER CHABAD ASPEN 435 W MAIN STREET ASPEN,CO 81611	NONE	PUBLIC CHARITY	SUPPORT	1,000
GREATER PHOENIX JEWISH FILM FESTIVAL PMB 234 SUTE 105 6501 E GREENWAY PARKWAY PHOENIX,AZ 85254	NONE	PUBLIC CHARITY	SUPPORT	1,250
JEWISH ARIZONAN'S ON CAMPUS 6740 E VOLTAIRE SCOTTSDALE,AZ 85254	NONE	PUBLIC CHARITY	SUPPORT	5,000
JEWISH COMMUNITY ASSOCIATION 12701 NORTH SCOTTSDALE ROAD SUITE 201 SCOTTSDALE,AZ 85254	NONE	PUBLIC CHARITY	SUPPORT	300,000
JEWISH NATIONAL FUND 1645 E MISSOURI AVE SUITE 110 PHOENIX,AZ 85016	NONE	PUBLIC CHARITY	SUPPORT	5,000
LOS ANGELES MUSEUM OF THE HOLOCAUST 100 S GROVE DRIVE LOS ANGELES,CA 90036	NONE	PUBLIC CHARITY	SUPPORT	5,000
PHOENIX ART MUSEUM 1625 N CENTRAL AVENUE PHOENIX,AZ 850041685	NONE	PUBLIC CHARITY	SUPPORT	22,500
Total . . . . ▶ **3a**				1,438,950

Form 990PF Part XV Line 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*				
PHOENIX COMMUNITY KOLLEL 6516 N 7TH STREET STE 104 PHOENIX,AZ 85014	NONE	PUBLIC CHARITY	SUPPORT	12,000
RAMAH IN THE ROCKIES 300 S DAHLIA ST SUITE 205 DENVER,CO 80246	NONE	PUBLIC CHARITY	SUPPORT	10,000
REMEMBER US 607 PALISADES AVENUE SANTA MONICA,CA 90402	NONE	PUBLIC CHARITY	SUPPORT	5,000
TEMPE SISTER CITIES 95 W FOURTH STREET TEMPE,AZ 85281	NONE	PUBLIC CHARITY	SUPPORT	2,000
THE PHOENIX SYMPHONY ONE NORTH FIRST STREET SUITE 200 PHOENIX,AZ 85004	NONE	PUBLIC CHARITY	SUPPORT	17,200
TORAH HIGH SCHOOL OF SAN DIEGO 9001 TOWNE CENTRE DRIVE SAN DIEGO,CA 92133	NONE	PUBLIC CHARITY	SUPPORT	10,000
UNITED STATES HOLOCAUST MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON,DC 200242150	NONE	PUBLIC CHARITY	SUPPORT	825,000
VALLEY OF THE SUN JEWISH COMMUNITY CENTER 12701 NORTH SCOTTSDALE ROAD SUITE 201 SCOTTSDALE,AZ 85254	NONE	PUBLIC CHARITY	SUPPORT	10,000
YESHIVA GEDOLAH OF THE FIVE TOWERS 218 MOSHER AVE WOODMERE,NY 11598	NONE	PUBLIC CHARITY	SUPPORT	1,000
YESHIVA OF FLATBUSH 919 E 10TH STREET BROOKLYN,NY 11230	NONE	PUBLIC CHARITY	SUPPORT	5,000
Total . . . . ▶ **3a**				1,438,950

TY 2013 Accounting Fees Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,276	5,276		0
TAX PREPARATION FEES	3,600	3,600		0

TY 2013 Investments Corporate Bonds Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PUTNUM HIGH YIELD TRUST FUND	103,359	65,096

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TY 2013 Investments Corporate Stock Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERISOURCEBERGEN CORP	115,946	183,975
BARRICK GOLD CORP	43,585	23,191
ANALOG DEVICES INC	89,538	142,683
AES CORP	93,850	57,161
AIRGAS INC	37,254	92,392
AVALONBAY COMMUNITIES INC.	49,240	53,474
BANK OF AMERICA CORPORATION	52,496	15,367
BARD C R INC COM	114,965	200,714
BAKER HUGHES INC	36,658	35,331
BP AMOCO P L C SPONS ADR	136,543	109,123
BLYTH INDUSTRIES INC	10,086	8,311
CITIGROUP INC	3,657	3,377
CHUBB CORP	24,274	43,180
CBS	76,082	147,356
COMCAST CORP CLA A	43,460	54,079
CAMPBELL SOUP CO	23,864	28,274
CSS INDS INC	21,312	15,418
COMMUNITY HEALTH SYSTEMS	15,683	6,771
QUEST DIAGNOSTICS INC	17,060	19,285
D.R.HORTON INC	29,463	25,811
DISNEY (WALT) CO	6,542	16,046
DISCOVERY COMM INC CMN A	4,232	22,857
DISCOVERY HOLDINGS CORP	4,206	22,260
DEUTSCHE TELEKOM AG SPON ADR	90,527	85,730
DIRECTV GROUP INC	37,545	97,856
FRESENIUS MEDICAL CARE ADR	25,326	35,726
CORNING INC	37,973	38,979
GENIE ENERGY LTD (WAS IDT)	7,543	9,381
HUNTINGTON INGALLS INDUSTRIES	2,701	7,387
HEALTH MGMT ASSOC INC HMA	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
IDT CORP CL B	7,798	19,664
JDS UNIPHASE CORP	13,796	8,436
JP MORGAN CHASE	21,786	25,896
KIMBERLY-CLARK CORP	1,598	2,696
COCA-COLA CO	23,585	39,519
LIBERTY GLOBAL CL A	8,205	13,146
LIBERTY GLOBAL	8,087	37,835
LIBERTY MEDIA HOLDING (WAS LCAPA)	32,655	43,316
LIBERTY MEDIA CORP DEL A	33,591	50,852
LIBERTY INTERACT VENTURES	0	13,147
MICROSOFT CORP	16,102	22,763
NORTHROP GRUMMAN COR	29,873	54,090
REALTY INCOME CORP	895,960	866,000
PETSMART INC	9,255	17,988
PROCTER & GAMBLE CO	32,712	41,364
ROVI CORPORATION	7,592	7,009
BOSTON BEER COMPANY INC. A	66,610	388,940
SEALED AIR CORP NEW	62,175	32,535
STRAIGHT PATH COMMUNICATIONS	2,876	5,616
STARZ-SER A LIB CAP COM	6,380	12,240
AT & T CORP	26,018	26,603
THERMO FISHER SCIENTIFIC	11,848	30,630
RTS/TEJON RANCH	1,190	213,150
TRAVELERS COS	2,549	4,579
UNIVERSAL HLTH SVCS	224,008	364,012
US BANCORP NEW	118,358	146,652
VALEANT PHARMACEUTICALS	305,480	997,065
WELLS FARGO & CO NEW	53,879	77,287
WAL-MART STORES INC	47,425	78,384
VIACOM CLASS B	889,380	1,727,933

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OTHER INVESTMENT	2	1,222

TY 2013 Investments - Other Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
POST LTD TERM HIGH YIELD FUND LP	AT COST	0	0
DUE FROM POST FUNDS	AT COST	525,339	525,339
STEEL CANYON PARTNERS	AT COST	547,724	547,724
PACIFIC PROVING	AT COST	6,977,295	6,977,295
ARENA SHORT DURATION HIGH YIELD F	AT COST	1,000,000	1,000,000
PACIFIC BLACK MARLIN	AT COST	33,056	33,056
PACIFIC HIGH DESERT LLC	AT COST	680	680
PACIFIC MARINA COVES LLC	AT COST	100,193	100,193

TY 2013 Legal Fees Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,562	1,562		0

TY 2013 Other Expenses Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	1,066	1,066		0
PARTNERSHIP DEDUCTIONS	6,251	6,251		0

TY 2013 Other Income Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	36	36	36
PARTNERSHIP INCOME	27,381	27,381	27,381
PARTNERSHIP INCOME - UBTI	2	0	2

TY 2013 Other Increases Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Description	Amount
BOOK - TAX DIFFERENCES	123,553

TY 2013 Substantial Contributors Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Name	Address
LEVINE INVESTMENTS LIMITED PARTNERS	2201 EAST CAMELBACK ROAD SUITE 650 PHOENIX, AZ 85016

TY 2013 Taxes Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE INCOME TAX	17,639	0		0
FOREIGN TAXES	327	327		0
FEDERAL INCOME TAX	113,624	0		0