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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.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No. 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning **SEP 1, 2013**, and ending **AUG 31, 2014**

Name of foundation  
**PHILIP AND JANICE LEVIN FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**975 US HIGHWAY 22 WEST**

City or town, state or province, country, and ZIP or foreign postal code  
**NORTH PLAINFIELD, NJ 07060**

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)  
**\$ 32,650,447.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☐ Cash ☒ Accrual  
☐ Other (specify) \_\_\_\_\_

A Employer identification number  
**22-6075837**

B Telephone number  
**(908) 755-2401**

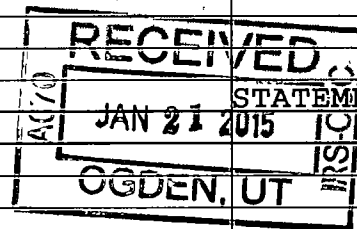
C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐  
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		716,934.	716,934.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		952,585.			
b Gross sales price for all assets on line 6a		10,940,815.			
7 Capital gain net income (from Part IV, line 2)			952,585.		
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		1,478.	1,478.		
12 Total. Add lines 1 through 11		1,670,997.	1,670,997.		
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		8,019.	0.		0.
c Other professional fees STMT 4		185,416.	135,416.		0.
17 Interest					
18 Taxes STMT 5		31,246.	545.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		<42,970.>	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		181,711.	135,961.		0.
25 Contributions, gifts, grants paid		3,011,650.			2,479,983.
26 Total expenses and disbursements. Add lines 24 and 25		3,193,361.	135,961.		2,479,983.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,522,364.>			
b Net investment income (if negative, enter -0-)			1,535,036.		
c Adjusted net income (if negative, enter -0-)				N/A	



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LHA For Paperwork Reduction Act Notice, see instructions

3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		19,675.	90,578.	90,578.
	2 Savings and temporary cash investments		785,895.	1,334,031.	1,334,031.
	3 Accounts receivable ▶ 72,728.				
	Less: allowance for doubtful accounts ▶		86,216.	72,728.	72,728.
	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		1,882.	1,333.	1,333.
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 7		5,960,127.	4,551,402.	6,285,514.
	c Investments - corporate bonds STMT 8		6,304,664.	5,096,886.	5,145,931.
	11 Investments - land, buildings, and equipment basis ▶				
Liabilities	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 9		15,865,456.	16,830,882.	19,720,332.
	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 1)		29,023,915.	27,977,840.	32,650,447.
	17 Accounts payable and accrued expenses		33,020.	22,845.	
	18 Grants payable		3,730,668.	4,217,132.	
	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)		3,763,688.	4,239,977.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		25,260,227.	23,737,863.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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		25,260,227.	23,737,863.	
	31 Total liabilities and net assets/fund balances		29,023,915.	27,977,840.	

## 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	25,260,227.
2 Enter amount from Part I, line 27a	2	<1,522,364.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	23,737,863.
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	23,737,863.

**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.)
<b>1a ALL PUBLICLY TRADED SECURITIES</b>				
<b>b NON-US EQUITY MANAGERS: PORTFOLIO 4 OFFSHORE</b>				
<b>c LP</b>		P		
<b>d</b>				
<b>e</b>				

(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)
<b>a</b> 10,540,815.		9,588,230.	952,585.
<b>b</b>			
<b>c</b> 400,000.		400,000.	0.
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	
<b>a</b>			952,585.
<b>b</b>			
<b>c</b>			0.
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <span style="font-size: 2em; vertical-align: middle;">{</span> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		<b>2</b>	952,585.
<b>3</b> 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		<b>3</b>	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	2,450,039.	32,615,599.	.075119
2011	2,608,341.	32,003,955.	.081501
2010	3,359,081.	30,585,603.	.109826
2009	2,252,388.	32,613,188.	.069064
2008	2,226,373.	29,957,886.	.074317

<b>2</b> Total of line 1, column (d)	<b>2</b>	.409827
<b>3</b> 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	<b>3</b>	.081965
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	31,693,495.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	2,597,757.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	15,350.
<b>7</b> Add lines 5 and 6	<b>7</b>	2,613,107.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	2,479,983.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1 30,701.
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 30,701.
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 30,701.
6 Credits/Payments:		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 15,880.	
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 15,880.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 14,821.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NONE</u>		
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 <u>SEE STATEMENT 10</u>		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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>LEVIN FOUNDATION</u> Telephone no. ► <u>(908) 755-2401</u> Located at ► <u>893 ROUTE #22 N PLAINFIELD, NJ, NORTH PLAINFIELD</u> ZIP+4 ► <u>07060</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ 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

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?

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

6b

X

**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
SEE STATEMENT 11		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

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**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.

Form 990-PF (2013)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	30,709,784.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,385,273.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	81,080.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	32,176,137.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	32,176,137.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	482,642.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	31,693,495.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,584,675.

**Part XI** **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,584,675.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	30,701.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	30,701.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,553,974.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,553,974.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,553,974.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	2,479,983.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,479,983.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	2,479,983.

**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				1,553,974.
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	746,091.			
b From 2009	635,553.			
c From 2010	1,868,539.			
d From 2011	1,040,941.			
e From 2012	850,961.			
f Total of lines 3a through e	5,142,085.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 2,479,983.				
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				1,553,974.
e Remaining amount distributed out of corpus	926,009.			
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	6,068,094.			
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	746,091.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,322,003.			
10 Analysis of line 9:				
a Excess from 2009	635,553.			
b Excess from 2010	1,868,539.			
c Excess from 2011	1,040,941.			
d Excess from 2012	850,961.			
e Excess from 2013	926,009.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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

## 11

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
CARNEGIE HALL SOCIETY 881 7TH AVENUE NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	25,000.
CITY MEALS ON WHEELS 355 LEXINGTON AVENUE NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	10,000.
COMMON CAUSE EDUCATION FUND 1133 19TH STREET NW 9TH FL WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	20,000.
CONSUMER ACTION 221 MAIN STREET SAN FRANCISCO, CA 94105	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	10,000.
CYSTIC FIBROSIS FOUNDATION 6917 ARLINGTON ROAD BETHESDA, MD 20814	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	15,000.
Total			SEE CONTINUATION SHEET(S)	2,479,983.
b Approved for future payment				
COMMON CAUSE EDUCATION FUND 1133 19TH STREET NW 9TH FL WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	60,000.
FRIENDS OF THE HIGHLINE 529 WEST 20TH STREET SUITE 8W NEW YORK, NY 10011	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	333,334.
GABRIELLE'S ANGEL FOUNDATION FOR CANCER RESEARCH 136 EAST 57TH ST. SUITE 1704 NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	150,000.
Total			SEE CONTINUATION SHEET(S)	4,443,334.



**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. |       |    |

[illegible]

- 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 \_\_\_\_\_

Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

IRA STRASSBERG

Preparer's signature

Date

Date  
1/14/15

Check ☐ if  
self-employed

PTIN	
------	--

P01229970

Firm's name ▶ **ROGOFF & COMPANY, P.C.**

Firm's EIN ► 13-2688836

Firm's address ► 355 LEXINGTON AVENUE  
NEW YORK, NY 10017-6603

Phone no. (212) 557-5666

Form **990-PF** (2013)

**Part XV** Supplementary Information

**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS OF THE HIGHLINE 529 WEST 20TH STREET SUITE 8W NEW YORK, NY 10011	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	356,733.
GABRIELLE'S ANGEL FOUNDATION FOR CANCER RESEARCH 136 EAST 57TH ST. SUITE 1704 NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	63,500.
JULLIARD 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	50,000.
JUNIOR ACHIEVEMENT OF NJ 4365 RT I SOUTH PRINCETON, NJ 08540	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	15,000.
LUZERNE MUSIC CENTER P.O. BOX 39 LAKE LUZERNE, NY 12846	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	35,000.
MAKE A WISH FOUNDATION 1111 MARCUS AVENUE LAKE SUCCESS, NY 11042	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	10,000.
METROPOLITAN MUSEUM 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	100,000.
MONMOUTY COUNTY SPCA P.O. BOX 93 EATONTOWN, NJ 07724	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	15,000.
NYU SCHOOL OF MEDICINE 550 1ST AVENUE NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	325,000.
RUTGERS UNIVERSITY 7 COLLEGE AVENUE NEW BRUNSWICK, NJ 08901	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	200,000.
Total from continuation sheets				2,399,983.

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	40,000.
SHARE INC 1501 BROADWAY NEW YORK, NY 10036	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	10,000.
SIGNATURE THEATER COMPANY 630 9TH AVENUE NEW YORK, NY 10036	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	250,000.
STARLIGHT FOUNDATION 1560 BROADWAY NEW YORK, NY 10036	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	10,000.
THE FRICK COLLECTION 1 EAST 70TH STREET NEW YORK, NY 10021	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	5,000.
THE PUBLIC THEATER 425 LAFAYETTE AVENUE NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	265,000.
THIRTEEN/WNET 450 WEST 33RD STREET NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	475,000.
NEW JERSEY PERFORMING ARTS ONE CENTER STREET NEWARK, NJ 07102	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	50,000.
CCFA	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	2,500.
FOODBANK OF MONMOUTH 3300 NEW JERSEY 66 NEPTUNE CITY, NJ 07753	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	10,000.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YES I CAN UNITY THROUGH MUSIC AND EDUCATION INC 19300 NADAL STREET CANYON CNTRY, CA 91351	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	10,000.
DREAM YARD C/O 40 VANDERBURGH AVENUE LARCHMONT, NY 10538	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	11,250.
SEED ARTISTS 19 ELMWOOD AVENUE MONTCLAIR, NJ 07042	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	10,000.
THE UCLA FOUNDATION 10945 LE CONTE AVENUE LOS ANGELES, CA 90095	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	50,000.
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	6,000.
IDENTITY THEFT RESOURCE CENTER P.O. BOX 26833 SAN DIEGO, CA 92196	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	25,000.
Total from continuation sheets				

**Part XV Supplementary Information**

**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
METROPOLITAN MUSEUM 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	100,000.
NYU SCHOOL OF MEDICINE 550 1ST AVENUE NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	1,400,000.
RUTGERS UNIVERSITY 7 COLLEGE AVENUE NEW BRUNSWICK, NJ 08901	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	600,000.
THIRTEEN/WNET 450 WEST 33RD STREET NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	850,000.
THE PUBLIC THEATER 425 LAFAYETTE AVENUE NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	750,000.
CARNEGIE HALL SOCIETY 881 7TH AVENUE NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	75,000.
NEW JERSEY PERFORMING ARTS ONE CENTER STREET NEWARK, NJ 07102	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	100,000.
IDENTITY THEFT RESOURCE CENTER P.O. BOX 26833 SAN DIEGO, CA 92196	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	25,000.
<b>Total from continuation sheets</b>				<b>3,900,000.</b>

PHILIP AND JANICE LEVIN FOUNDATION  
EIN 22-6075837  
FORM 990-PF  
PAGE 1, PART I, LINE 25 COLUMN (a)

MAKE A WISH FOUNDATION	\$ 10,000
THE PUBLIC THEATER	1,015,000
NYU SCHOOL OF MEDICINE	1,400,000
CARNEGIE HALL SOCIETY	100,000
CYSTIC FIBROSIS FOUNDATION	15,000
NEW JERSEY PERFORMING ARTS	150,000
FRIENDS OF THE HIGHLINE	23,400
SCHOOL OF AMERICAN BALLET	40,000
THE FRICK COLLECTION	5,000
GABRIELLE'S ANGEL FOUNDATION	13,500
SHARE INC	10,000
LUZERNE MUSIC CENTER	35,000
STARLIGHT FOUNDATION	10,000
CITY MEALS ON WHEELS	10,000
CONSUMER ACTION	10,000
MONMOUTH COUNTY SPCA	15,000
CCFA - MODELLS SPORTING GOODS	2,500
FOODBANK OF MONMOUTH	10,000
YES I CAN	10,000
DREAM YARD	11,250
SEED ARTISTS	10,000
THE UCLA FOUNDATION	50,000
MUSEUM OF MODERN ART	6,000
IDENTITY THEFT RESOURCE CENTER	50,000

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\$	3,011,650
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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	
GOLDMAN SACHS	498,704.	0.	498,704.	498,704.		
JPMORGAN	218,035.	0.	218,035.	218,035.		
WELLS FARGO	195.	0.	195.	195.		
TO PART I, LINE 4	716,934.	0.	716,934.	716,934.		

FORM 990-PF		OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
SECURITIES LITIGATION SETTLEMENTS	1,478.	1,478.			
TOTAL TO FORM 990-PF, PART I, LINE 11	1,478.	1,478.			

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	8,019.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	8,019.	0.		0.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENTS MANAGEMENT AND ADVISORY FEES	135,416.	135,416.		0.	
MANAGEMENT FEES	50,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 16C	185,416.	135,416.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	30,701.	0.		0.	
FOREIGN TAX	545.	545.		0.	
TO FORM 990-PF, PG 1, LN 18	31,246.	545.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	2,000.	0.		0.	
CHANGE IN PRESENT VALUE OF FUTURE GRANTS	<45,202.>	0.		0.	
MISCELLANEOUS	232.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	<42,970.>	0.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE DETAILED LIST	4,551,402.		6,285,514.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,551,402.		6,285,514.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE DETAILED LIST	5,096,886.		5,145,931.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,096,886.		5,145,931.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE DETAILED LIST	FMV	16,830,882.	19,720,332.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,830,882.	19,720,332.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	10
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EXPLANATION

THE FOUNDATION IS EXEMPT FROM REGISTRATION IN THE STATE OF NEW JERSEY.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ADAM LEVIN 975 US HIGHWAY 22 WEST N PLAINFIELD, NJ 07060	PRESIDENT 1.00	0.	0.	0.
WILLIAM FARBER 975 US HIGHWAY 22 WEST N PLAINFIELD, NJ 07060	V. PRESIDENT 1.00	0.	0.	0.
ARIELLE TEPPER MADOVER 975 US HIGHWAY 22 WEST N PLAINFIELD, NJ 07060	V. PRESIDENT 1.00	0.	0.	0.
MAUREEN MOONEY 975 US HIGHWAY 22 WEST N PLAINFIELD, NJ 07060	SECRETARY 1.00	0.	0.	0.
MATTHEW K. HARDING 975 US HIGHWAY 22 WEST N PLAINFIELD, NJ 07060	V. PRESIDENT 1.00	0.	0.	0.
STACY A. GARRITY 975 US HIGHWAY 22 WEST N PLAINFIELD, NJ 07060	ASSISTANT SECRETARY 1.00	0.	0.	0.

PHILIP AND JANICE LEVIN FOUNDATION

22-6075837

TIMOTHY G. DECOLA  
975 US HIGHWAY 22 WEST  
N PLAINFIELD, NJ 07060

TREASURER

1.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.

0.

0.

PHILIP AND JANICE LEVIN FOUNDATION  
 EIN 22-6075837  
 FORM 990-PF  
 PAGE 2 PART II

		COST	MARKET
<b>LINE 10b</b>			
<b>CORPORATE STOCKS</b>			
<b>J.P.MORGAN PORTFOLIO</b>			
PHILIP MORRIS INTERNATIONAL		9,019	9,414
FLUOR CORP		7,784	11,601
CHENIERE ENERGY INC		1,201	6,180
UNITEDHEALTH GROUP INC		13,234	24,444
VERIZON COMMUNICATIONS INC		11,336	16,441
GOOGLE INC CLASS A		7,845	15,724
YUM BRANDS INC		6,012	11,734
MARATHON OIL CORP		10,838	12,173
QUALCOMM INC		11,233	19,177
COMCAST CORP CL A		7,518	22,216
PROCTER & GAMBLE CO		9,304	14,877
ALEXION PHARMACEUTICALS INC		3,479	6,094
ARCHER DANIELS MIDLAND CO		5,185	7,230
JOHNSON CONTROLS INC		4,548	9,225
HUMANA INC		7,149	11,587
HARTFORD FINANCIAL SERVICES GROUP		5,587	7,002
BOSTON SCIENTIFIC CORP		8,368	8,039
HOME DEPOT INC		6,723	18,607
MARSH & MCLENNAN COMPANIES INC		10,386	12,054
MASCO CORP		6,195	11,172
THE MOSAIC COMPANY NEW		5,526	5,349
CITIGROUP INC NEW		13,252	19,627
JOHNSON & JOHNSON		27,070	38,173
FLOWERVE CORP		5,692	5,616
FREEMONT-MCMORAN INC CL B		8,156	8,911
LOWES COMPANIES INC		6,133	16,331



PHILIP AND JANICE LEVIN FOUNDATION  
 EIN 22-6075837  
 FORM 990-PF  
 PAGE 2 PART II

	<u>COST</u>	<u>MARKET</u>
LAM RESEARCH CORP	7,226	9,852
KLA-TENCOR CORP	10,444	12,304
GENERAL MILLS INC	5,109	7,580
BROADCOM CORP CL A	6,538	6,734
EMERSON ELECTRIC CO	5,827	7,938
GOOGLE INC CLASS C	11,384	20,006
METLIFE INC	10,354	18,885
MONSANTO CO	7,207	7,980
EXXON MOBIL CORP	14,353	21,583
TWENTY FIRST CENTY FOX INC CL A	10,407	11,264
ACTAVIS, INC.	4,050	4,313
PERRIGO CO LTD	8,854	8,478
AVAGO TECHNOLOGIES LTD	7,706	19,291
GENERAL MOTORS CO	12,717	15,764
INTERCONTINENTAL EXCHANGE, INC	5,326	6,237
MONDELEZ INTERNATIONAL-W/I	6,964	10,314
DOW CHEMICAL CO	6,977	12,317
CAPITAL ONE FINANCIAL CORP	6,638	10,175
BRISTOL MYERS SQUIBB CO	15,165	19,500
CVS HEALTH CORPORATION	7,472	10,090
SCHLUMBERGER LTD	23,044	30,918
ORACLE CORP	5,334	11,545
HONEYWELL INTERNATIONAL INC	10,908	24,379
UNION PACIFIC CORP	5,702	5,895
VERTEX PHARMACEUTICALS INC	1,637	5,614
COSTCO WHOLESALE CORP	5,078	5,085
EOG RESOURCES INC	3,627	7,362
DOMINION RESOURCES INC VA	6,154	6,179
UNITED TECHNOLOGIES CORP	10,787	22,460
STATE STREET CORP	7,031	8,644

PHILIP AND JANICE LEVIN FOUNDATION  
 EIN 22-6075837  
 FORM 990-PF  
 PAGE 2 PART II

	<u>COST</u>	<u>MARKET</u>
STRYKER CORP	5,364	5,332
TJX COMPANIES INC	5,255	5,603
APPLE INC.	9,925	46,638
ABBOTT LABORATORIES	5,369	5,364
ADOBE SYSTEMS INC	4,108	9,131
CISCO SYSTEMS INC	6,178	9,646
CERNER CORP	4,190	6,112
CELGENE CORPORATION	3,446	11,212
CSX CORP	6,834	9,922
BANK OF AMERICA CORP	14,332	22,301
COLGATE PALMOLIVE CO	4,917	5,178
WALT DISNEY CO	8,952	12,224
ANADARKO PETROLEUM CORP	9,001	14,424
ACCENTURE PLC-CL A	8,226	8,268
MERCK AND CO INC	6,296	11,421
TIME WARNER INC NEW	9,297	33,046
UNITED CONTINENTAL HOLDINGS INC.	9,272	10,998
ACE LTD NEW	7,738	15,418
FACEBOOK INC-A	11,622	11,522
EATON CORP PLC	10,184	9,843
INVESCO LTD	1,588	3,635
CHARTER COMMUNICATIONS INC	7,917	7,687
NEXTERA ENERGY INC	6,734	8,565
PHILLIPS 66	8,903	13,401
PACCAR INC	8,954	14,258
MASTERCARD INC - CLASS A	5,033	15,314
BIOGEN IDEC INC	4,271	15,437
MORGAN STANLEY	9,361	15,268
MICROSOFT CORP	11,341	26,713
NISOURCE INC	4,653	6,823

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	<b>COST</b>	<b>MARKET</b>
WELLS FARGO & CO	15,377	30,915
EBAY INC	12,436	12,876
OCCIDENTAL PETROLEUM CORP	9,722	17,012
DISH NETWORK CORP CL A	5,510	9,722
ALLIANCE DATA SYSTEMS CORP	3,705	5,557
THE PRICELINE GROUP INC.	4,866	8,710
	<u>739,672</u>	<u>1,193,179</u>
<b>GOLDMAN SACHS PORTFOLIO</b>		
3M COMPANY CMN	12,732	21,600
ADOBE SYSTEMS INC CMN	1,756	2,085
AES CORP. CMN	17,111	17,396
AFLAC INCORPORATED CMN	39,127	55,238
AIRGAS INC CMN	3,948	4,967
AKAMAI TECHNOLOGIES INC CMN	17,026	20,845
ALEXION PHARMACEUTICALS INC CMN	24,903	45,031
ALLIANCE DATA SYSTEMS CORPORAT CMN	11,873	25,141
ALTERA CORP CMN	23,065	22,088
ALTRIA GROUP, INC. CMN	33,072	45,234
AMAZON.COM INC CMN	13,111	19,664
AMERICAN EXPRESS CO. CMN	17,508	25,880
AMERISOURCEBERGEN CORPORATION CMN	35,706	39,392
AMERISOURCEBERGEN CORPORATION CMN	7,933	15,788
ANADARKO PETROLEUM CORP CMN	15,697	22,538
ANNIE'S, INC. CMN	6,029	4,433
AON PLC CMN	42,643	78,444
APACHE CORP. CMN	35,590	40,121
APPLE, INC. CMN	48,094	63,858
APPLE, INC. CMN	25,222	28,700
BAXTER INTERNATIONAL INC CMN	32,282	33,816
BERKSHIRE HATHAWAY INC. CLASS B	65,231	113,231

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	<u>COST</u>	<u>MARKET</u>
BIOMER IDEC INC. CMN	22,177	31,560
BIOMARIN PHARMACEUTICAL INC CMN	4,634	6,623
BOEING COMPANY CMN	5,901	6,974
BORGWARNER INC. CMN	2,435	2,488
CABELA'S INCORPORATED CMN CLASS A	18,175	17,452
CAMPBELL SOUP CO CMN	28,640	31,240
CARMAX, INC. CMN	24,708	37,571
CATAMARAN CORP CMN	17,199	17,010
CATERPILLAR INC (DELAWARE) CMN	39,932	42,646
CBOE HOLDINGS, INC. CMN	32,067	58,593
CELGENE CORPORATION CMN	9,629	23,375
CERNER CORP CMN	17,621	24,390
CF INDUSTRIES HOLDINGS, INC. CMN	25,931	36,331
CHIPOTLE MEXICAN GRILL, INC. CMN	7,304	17,645
CITIGROUP INC. CMN	76,506	81,349
COACH INC CMN	34,285	23,719
COCA-COLA COMPANY (THE) CMN	46,934	54,236
COLGATE-PALMOLIVE CO CMN	40,730	42,851
COMCAST CORPORATION CMN CLASS A NON VOTING	26,209	50,505
CONCHO RESOURCES INC. CMN	24,908	38,209
CONCUR TECHNOLOGIES, INC. CMN	10,239	11,142
CONOCOPHILLIPS CMN	35,153	39,310
CONSTELLATION BRANDS INC CMN CLASS A	19,645	39,191
CONTINENTAL RESOURCES, INC CMN	30,336	49,193
COPA HOLDINGS, S.A. CMN CLASS A	14,270	11,683
COSTAR GROUP, INC. CMN	18,905	16,357
COSTCO WHOLESALE CORPORATION CMN	12,392	13,440
COVANCE INC CMN	13,758	13,264
COVIDIEN PUBLIC LIMITED COMPAN CMN	4,539	8,162
DANAHER CORPORATION CMN	8,357	11,185

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	<u>COST</u>	<u>MARKET</u>
DELPHI AUTOMOTIVE PLC CMN	7,834	9,880
DISCOVER FINANCIAL SERVICES CMN	31,767	56,881
DISH NETWORK CORPORATION CMN CLASS A	25,446	42,127
DOLLAR TREE INC. CMN	26,453	32,121
EATON VANCE CORP (NON-VTG) CMN	30,210	41,588
ECOLAB INC CMN	33,023	63,151
ENVESTNET, INC. CMN	14,129	20,843
ENVISION HEALTHCARE HOLDINGS, CMN	9,483	11,334
ESTEE LAUDER COS INC CL-A CMN CLASS A	9,719	11,985
EXXON MOBIL CORPORATION CMN	31,643	37,397
FACEBOOK, INC. CMN CLASS A	17,794	33,445
FINANCIAL ENGINES, INC. CMN	30,922	27,441
FIVE BELOW INC CMN	18,227	18,901
FLEETMATICS GROUP PLC CMN	9,203	10,076
FLOWERVE CORP CMN	8,325	12,370
GENESEE & WYOMING INC CMN CLASS A	20,593	22,419
GILEAD SCIENCES CMN	36,088	46,143
GILEAD SCIENCES CMN	17,103	25,061
GOOGLE INC. CMN CLASS A	19,711	35,524
GOOGLE INC. CMN CLASS A	17,281	32,030
GOOGLE INC. CMN CLASS C	21,229	37,726
GOOGLE INC. CMN CLASS C	17,226	31,438
GRAND CANYON EDUCATION, INC. CMN	22,620	22,787
HOMEWAY INC CMN	17,500	23,240
INTL BUSINESS MACHINES CORP CMN	43,848	42,114
JAZZ PHARMACEUTICALS PLC CMN	5,759	6,354
KANSAS CITY SOUTHERN CMN	13,791	21,226
KELLOGG COMPANY CMN	43,403	43,140
LIBERTY GLOBAL, PLC. CMN CLASS C	43,218	79,667
LKQ CORPORATION CMN	26,138	32,774

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	<u>COST</u>	<u>MARKET</u>
LOCKHEED MARTIN CORPORATION CMN	28,666	55,332
LOEWS CORPORATION CMN	25,961	29,525
LYONDELLBASELL INDUSTRIES N.V. CMN CLASS A	27,550	40,937
MARATHON PETROLEUM CORPORATION CMN	25,682	51,694
MARKETAXESS HOLDINGS INC. CMN	11,857	16,439
MARKIT LTD. CMN	4,298	4,102
MASTERCARD INCORPORATED CMN CLASS A	15,049	25,851
MCGRAW-HILL COMPANIES INC CMN	27,653	45,920
MEDIDATA SOLUTIONS, INC. CMN	2,564	1,862
MEDIVATION INC. CMN	7,737	13,598
MERCADOLIBRE INC. CMN	8,839	11,725
METTLER-TOLEDO INTL CMN	11,764	18,122
MICROCHIP TECHNOLOGY CMN	19,555	29,689
MICROSOFT CORPORATION CMN	31,820	47,611
MICROSOFT CORPORATION CMN	53,936	80,638
MONDELEZ INTERNATIONAL, INC. CMN	33,142	48,857
MONSANTO COMPANY CMN	14,965	17,926
MOODYS CORP CMN	44,241	47,253
MORGAN STANLEY CMN	23,322	54,896
MYLAN INC CMN	31,397	45,538
NATIONSTAR MTG HLDGS INC CMN	27,755	27,790
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS)	33,270	42,788
NETFLIX COM INC CMN	954	1,433
NEWMARKET CORP CMN	26,102	41,503
NOBLE ENERGY INC CMN	39,800	63,123
NORFOLK SOUTHERN CORPORATION CMN	15,146	20,758
NPS PHARMACEUTICALS INC CMN	10,920	12,193
OASIS PETROLEM INC CMN	33,336	36,942
OASIS PETROLEM INC CMN	8,239	10,773
ON-ASSIGNMENT INC CMN	23,842	21,608

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	COST	MARKET
ORACLE CORPORATION CMN	87,228	119,399
PANDORA MEDIA, INC. CMN	20,691	21,470
PARSLEY ENERGY, INC. CMN	15,192	15,914
PAYCOM SOFTWARE, INC. CMN	5,470	6,720
PAYLOCITY HOLDING CORPORATION CMN	7,069	7,751
PEPSICO INC CMN	38,964	55,494
PERRIGO CO PLC CMN	21,601	21,567
PHILIP MORRIS INTL INC CMN	33,660	32,692
PIONEER NATURAL RESOURCES CO CMN	14,488	28,376
PRAXAIR, INC CMN SERIES	20,429	23,942
PRAXAIR, INC CMN SERIES	38,503	46,043
PRECISION CASTPARTS CORP. CMN	9,879	13,911
PRICELINE GROUP INC/THE CMN	8,542	14,932
PROOFPOINT INC CMN	15,007	17,707
PROS HOLDINGS, INC. CMN	7,839	8,726
QUALCOMM INC CMN	7,350	7,686
QUINTILES TRANSNATIONAL HOLDINGS INC. CMN	9,530	11,168
REGENERON PHARMACEUTICAL INC CMN	22,409	29,438
RETAILMENOT, INC. CMN	11,025	7,982
ROCKWELL COLLINS, INC. CMN	31,921	33,024
ROSS STORES, INC CMN	33,850	34,919
SALESFORCE.COM, INC CMN	10,493	13,236
SCHLUMBERGER LTD CMN	7,194	9,539
SERVICENOW INC CMN	10,824	11,615
SHUTTERSTOCK INC CMN	6,662	6,018
SILICON LABORATORIES INC. CMN	5,873	6,528
SM ENERGY COMPANY CMN	47,055	50,397
SPLUNK INC CMN	4,573	5,770
SPROUTS FMRS MKT INC CMN	24,836	22,988
STARBUCKS CORP. CMN	17,598	21,320

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	<u>COST</u>	<u>MARKET</u>
STRATASYS LTD CMN	6,639	8,517
SYNAGEVA BIOPHARMA CORP CMN	4,165	3,753
SYNCHRONOSS TECHNOLOGIES INC. CMN	5,666	9,276
TABLEAU SOFTWARE, INC. CMN CLASS A	9,905	9,038
TD AMERITRADE HOLDING CORP CMN	18,983	30,229
TEXTURA CORPORATION CMN	4,290	4,150
THERMO FISHER SCIENTIFIC INC CMN	21,323	48,084
TIX COMPANIES INC (NEW) CMN	35,691	52,457
TRACTOR SUPPLY CO CMN	22,447	29,927
TWENTY-FIRST CENTURY FOX, INC. CMN CLASS B	65,428	70,602
ULTIMATE SOFTWARE GROUP INC CMN	5,888	12,200
UNDER ARMOUR, INC. CMN CLASS A	4,720	12,236
UNION PACIFIC CORP. CMN	23,049	30,949
UNITED NATURAL FOODS INC CMN	12,781	12,858
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK	29,095	33,384
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK	12,757	15,378
UNITED TECHNOLOGIES CORP CMN	12,494	15,441
UNITED THERAPEUTICS CORP CMN	27,027	32,285
UNITEDHEALTH GROUP INCORPORATE CMN	38,873	58,509
VALEANT PHARMACEUTICALS INTL CMN	29,369	26,393
VANTIV, INC. CMN CLASS A	3,384	3,253
VEEVA SYSTEMS INC CMN	5,454	5,604
VERISK ANALYTICS INC. CMN CLASS A	18,296	18,615
VERIZON COMMUNICATIONS INC. CMN	17,889	19,081
VISA INC. CMN CLASS A	11,457	17,852
W.R. BERKLEY CORPORATION CMN	21,664	29,010
WADDELL & REED FIN., INC. CLASS A COMMON	31,640	46,979
WAL MART STORES INC CMN	40,525	50,963
WALT DISNEY COMPANY (THE) CMN	16,083	17,437
WASTE CONNECTIONS INC CMN	5,839	5,838



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	COST	MARKET
WESTERN DIGITAL CORPORATION CMN	22,123	56,449
WESTERN UNION COMPANY (THE) CMN	37,389	39,657
WHITING PETROLEUM CORPORATION CMN	13,426	19,737
WHOLE FOODS MARKET INC CMN	4,879	4,462
YELP INC. CMN	1,443	2,225
YUM BRANDS, INC. CMN	31,670	32,449
	3,811,730	5,092,335
	4,551,402	6,285,514
TOTAL CORPORATE STOCKS		

LINE 10c

CORPORATE BONDS

GOLDMAN SACHS PORTFOLIO

AT&T INC. FRN 11/27/2018 USD USLIB 3MO +91.00BP 1.0*#US3MLI CPN 11/28/14-02/26/15	225,000	229,030
1.1456%		
CA, INC. STEP 12/01/2014 USD SER B SR LIEN M-W+20.00BP 6.125% 12/02/07-12/01/14	138,100	126,656
CBS CORPORATION 5.75% 04/15/2020 SR LIEN M-W+30.00BP	112,026	115,233
COCA-COLA FEMSA S.A.B. DE C.V. 2.375% 11/26/2018 SR LIEN M-W+20.00BP	225,135	227,921
COMCAST CORPORATION 5.9% 03/15/2016 SR LIEN M-W+20.00BP	241,440	242,687
DR PEPPER SNAPPLE GRP INC 2.0% 01/15/2020 SR LIEN M-W+20.00BP	148,838	147,194
FORD MOTOR CREDIT CO LLC 4.207% 04/15/2016 SR LIEN	154,817	157,554
GENERAL ELECTRIC CAPITAL CORPO MTN 2.3% 04/27/2017 USD SER A SR LIEN	99,869	102,807
GENZYME CORPORATION 5.0% 06/15/2020 USD SER B SR LIEN M-W+25.00BP	229,218	227,404
HARRIS CORPORATION 5.95% 12/01/2017 USD SR LIEN M-W+30.00BP	136,879	141,773
HEWLETT-PACKARD COMPANY 4.375% 09/15/2021 SR LIEN M-W+35.00BP	130,803	135,286
HOST HOTELS & RESORTS, L.P. 6.0% 10/01/2021 SR LIEN M-W+50.00BP	229,717	232,434
INTL BUSINESS MACHINES CORP 5.7% 09/14/2017 SR LIEN M-W+20.00BP	111,924	113,137
JEFFERIES GROUP INC. 3.875% 11/09/2015 SR LIEN M-W+40.00BP	256,027	258,448
LYONDELLBASELL INDUSTRIES N.V. 5.0% 04/15/2019 SR LIEN	241,774	251,620
MORGAN STANLEY MTN 6.625% 04/01/2018 SER F SR LIEN M-W+50.00BP	226,040	231,582
NETAPP, INC. 3.375% 06/15/2021 SR LIEN M-W+20.00BP	273,790	280,781

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	COST	MARKET
NOVARTIS SECURITIES INVESTMENT 5.125% 02/10/2019 M-W+40.00BP	229,007	226,860
ORACLE CORPORATION 5.0% 07/08/2019 SR LIEN M-W+25.00BP	197,903	198,228
PHILIP MORRIS INTERNATIONAL IN 5.65% 05/16/2018 USD SR LIEN	112,606	113,918
ROYAL BANK OF CANADA MTN 2.625% 12/15/2015 USD SER D SR LIEN	50,892	51,334
SANOFI 1.25% 04/10/2018 SR LIEN M-W+10.00BP	148,567	148,413
STARBUCKS CORPORATION 6.25% 08/15/2017 M-W+25.00BP	254,883	256,484
STARWOOD HOTELS & RESORTS WORL 6.75% 05/15/2018	260,069	262,701
TIME WARNER CABLE INC. 6.75% 07/01/2018 SR LIEN M-W+40.00BP	57,036	58,756
UNITEDHEALTH GROUP INCORPORATE 5.375% 03/15/2016 M-W+15.00BP	132,646	133,859
VODAFONE GROUP PUBLIC LIMITED 1.5% 02/19/2018 M-W+12.50BP	223,965	222,995
WAL-MART STORES, INC. 5.375% 04/05/2017 USD SR LIEN	109,779	110,957
WELLPOINT, INC. 5.875% 06/15/2017 M-W+15.00BP	138,137	139,881
<b>TOTAL CORPORATE BONDS</b>	<b>5,096,886</b>	<b>5,145,931</b>

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OTHER INVESTMENTS

J.P. MORGAN PORTFOLIO

JPM SHORT DURATION BD FD	670,000	668,833
DOUBLELINE TOTAL RET BD-I	480,000	472,272
PIMCO LOW DURATION FUND-INST	475,000	473,171
JPM HIGH YIELD FD	249,820	264,704
JPM STRAT INC OPP FD	397,959	406,707
DODGE & COX INTL STOCK FUND	602,288	763,311
ISHARES MSCI EAFE INDEX FUND	216,107	215,473
OAKMARK INTERNATIONAL FD-I	635,000	692,074
VANGUARD FTSE EUROPE ETF	200,020	212,688
BROWN ADV JAPAN ALPHA OPP-IS	110,000	120,498
MATTHEWS PACIFIC TIGER FD-IS	242,292	359,426
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND	300,000	317,910
DELAWARE EMERGING MARKETS-I	195,000	240,398

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PARNASSUS EQTY INCOME FD	602,148	932,472
SPDR S&P 500 ETF TRUST	375,500	478,693
JPM INFLATION MGD BD FD	343,347	350,294
JPM EQ INC FD	185,000	266,989
JPM LARGE CAP GRWTH FD	195,000	296,622
JPM ACCESS MULTI-STRATEGY FUND II RIC ENDOWMENTS & FOUNDATIONS & OTHER - CASH		
DISTRIBUTION	605,000	606,831
ISHARES RUSSELL MIDCAP INDEX FUND	148,607	303,554
ISHARES CORE S&P MID-CAP ETF	341,922	519,762
JPM GLBL RES ENH INDEX FD	220,000	231,925
	7,790,010	9,194,609
<b>GOLDMAN SACHS PORTFOLIO</b>		
ISHARES MSCI EAFE ETF	1,547,269	1,758,809
ISHARES MSCI SPAIN CAPED ETF	301,772	297,619
NON-US EQUITY MANAGERS: PORTFOLIO 4 OFFSHORE L.P.	1,200,000	1,708,200
WELLS FARGO ADV-EMG MK EQ MUTUAL FUND	603,219	657,837
GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES	374,951	372,009
GS HIGH YIELD FUND INSTITUTIONAL SHARES	615,324	623,260
GS HIGH YIELD FUND INSTITUTIONAL SHARES	213,839	216,399
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	145,242	132,393
GS STRATEGIC INCOME FUND INSTITUTIONAL SHARES	836,563	842,581
SPDR S&P 500 ETF TRUST	1,850,409	2,391,460
SPDR S&P BANK ETF	147,486	157,277
TECHNOLOGY SELECT INDEX 'SPDR'	204,798	265,848
GS GLOBAL OPPORTUNITIES FUND	500,000	531,200
HEDGE FUND OPPORTUNITIES	500,000	570,831
	9,040,872	10,525,722
<b>TOTAL OTHER INVESTMENTS</b>	16,830,882	19,720,332