Fed

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: LEVINE FAMILY FOUNDATION INC

A Employer identification number: 13-3476578

Number and street (or P O box number if mail is not delivered to street address): 53 TRENOR DRIVE | Room/suite:

B Telephone number (see instructions): 212-879-4774

City or town, state or province, country, and ZIP or foreign postal code: NEW ROCHELLE NY 10804

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) ▶ $ 3,895,377.

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).)*

Section	Line	Description	(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 Schedule B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	47,762.	47,762.	47,762.	
	5a	Gross rents				
	b	(Net rental income or (loss))				
	6a	Net gain/(loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		311,459.		
	8	Net short-term capital gain			150,144.	
	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)				
	12	**Total.** Add lines 1 through 11	47,762.	359,221.	197,906.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	39,158.	39,158.	39,158.	39,158.
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	18,986.	18,986.	18,986.	18,986.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	358.	358.	358.	358.
	24	**Total operating and administrative expenses** Add lines 13 through 23	58,502.	58,502.	58,502.	58,502.
	25	Contributions, gifts, grants paid	175,000.			175,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	233,502.	58,502.	58,502.	233,502.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	(185,740.)			
	b	**Net investment income** (if negative, enter -0-)		300,719.		
	c	**Adjusted net income** (if negative, enter -0-)			139,404.	

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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	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	664,486.	770,400.	770,400.
3	Accounts receivable ▶			
	Less: allowance for doubtful accts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accts ▶			
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 govt obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)	2,447,955.	2,617,904.	3,124,977.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
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)	3,112,441.	3,388,304.	3,895,377.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
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, ck. here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	3,112,441.	3,388,304.	
30	**Total net assets or fund balances** (see instructions)	3,112,441.	3,388,304.	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,112,441.	3,388,304.	

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	3,112,441.
2	Enter amount from Part I, line 27a	2	(185,740.)
3	Other increases not included in line 2 (itemize) ▶ CAPITAL GAINS	3	461,603.
4	Add lines 1, 2, and 3	4	3,388,304.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,388,304.

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)
1 a	SEE SCHEDULES ATTACHED			
b	CAPITAL GAIN DISTRIBUTIONS			
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				280,883.
b				30,576.
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				280,883.
b				30,576.
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	311,459.
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	150,144.

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 beg in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013			
2012			
2011			
2010			
2009			

2	Total of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instr.)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	
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	6,014.
3	Add lines 1 and 2			3	6,014.
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	6,014.
6	Credits/Payments.				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	10,899.		
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	10,899.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	4,885.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 4,885.	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ▶				
14	The books are in care of ▶ LINDA ROTHMAN LEVINE Telephone no ▶ 212-879-4774				
	Located at ▶ 210 EAST 86TH S NEW YORK NY ZIP+4 ▶ 10028				
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				
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		16		X
	See instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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 the 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 2014 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 2014)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (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** | | X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp	(e) Expense account, other allowances
LINDA ROTHMAN LEVINE 103 EAST 91ST ST	PRES	0		
MARVIN LEVINE 80 EAST END AVE	VICE PRES	0		

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical info such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,155,000.
b	Average of monthly cash balances	1b	717,443.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,872,443.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,872,443.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,087.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,814,356.
6	**Minimum investment return.** Enter 5% of line 5	6	190,718.

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	190,718.
2 a	Tax on investment income for 2014 from Part VI, line 5	2a	6,014.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,014.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	184,704.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	184,704.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	184,704.

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	233,502.
b	Program-related investments-total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	233,502.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	233,502.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					184,704.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2014					
a From 2009	17,705.				
b From 2010	6,728.				
c From 2011	5,064.				
d From 2012	54,790.				
e From 2013	37,469.				
f **Total** of lines 3a through e		121,756.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 233,502.					
a Applied to 2013, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2014 distributable amount					184,704.
e Remaining amount distributed out of corpus		48,798.			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, & 4e Subtract line 5		170,554.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		17,705.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		152,849.			
10 Analysis of line 9					
a Excess from 2010	6,728.				
b Excess from 2011	5,064.				
c Excess from 2012	54,790.				
d Excess from 2013	37,469.				
e Excess from 2014	48,798.				

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 2014, enter the date of the ruling . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

N A

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 SCHEDULE ATTACHED				175,000.
Total			▶ 3a	175,000.
b *Approved for future payment*				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				47,762.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)				47,762.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 47,762.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Desc 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) is based on all information of which preparer has any knowledge

▶ Linda R. Levine 4/28/15 ▶ PRESIDENT

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Bernard Segal	Bernard Segal	4/23/15	X	
Firm's name ▶ BERNARD SEGAL, ESQ.			Firm's EIN ▶	
Firm's address ▶ 53 TRENOR DRIVE NEW ROCHELLE NY 10804-			Phone no 914-632-3124	

Levine Family Foundation, Inc. **13-3476578** **2014**

Part I **line 16 c** **professional fees**

Investment management	$39,158

Part XV **Schedule of Grants and Contributions** **2014**

NYU Medical Center	Harry and Rose Rothman Research Fund	50,000.00
Brandeis University	Harry and Rose Rothman Scholarship Fund	25,000.00
American Committee for Weitzman Institute	General Purposes	10,000.00
UJA Federation	General Purposes	25,000.00
American Jewish World Service	General Purposes	20,000.00
Save the Children	General Purposes	15,000.00
Animal Welfare Institute	General Purposes	15,000.00
Coalition for the Homeless	General Purposes	15,000.00
	Total	**175,000.00**

Levine Family Foundation Inc. **13-3476578**
Form 990 PF **2014**

Part II line 10b

	Shares	Fair Market Value	Cost Basis
Altera Corp.	1,300	48,022	45,723
Apache Corp.	1,000	62,670	64,252
Artisan Mid-Cap Value Fund	826	20,355	10,054
Ascent Media Corp.	76	4,023	1,623
Berkshire Hathaway Inc. DE CL B New	1,000	150,150	112,562
Calpine Corp. New	2,000	44,260	39,622
CST Brands Inc.	1,050	45,791	35,971
Delta Airlines Inc. New	1,000	49,190	44,706
EMC Corp.	1,000	29,740	63,295
Enbridge Energy Mgmnt LLC Shs Units	100	3,890	2,577
FMI Common Stock Fund	338	9,173	5,000
Graphic Packaging Holding Company	6,000	81,720	74,904
Harris Oakmark Int'l CL I	78	1,810	1,733
Hertz Global Holdings Inc.	5,000	124,700	116,208
Interval Leisure Group Inc.	400	8,356	3,766
Intrexon Corp.	1,000	27,530	22,909
Ishares US Medical Devices ETF	50	5,656	5,359
JPMorgan Chase & Company	500	31,290	28,437
Lexmark International Inc. New CL A	500	20,635	24,842
Liberty Media Hldg Corp. Interactive C	130	4,904	-
Liberty TripAdvisor Holdings Inc. Ser A	130	3,497	-
Lyondellbasell Industries NV Ord Shs C	500	39,695	39,139
Marriott Vacations Worldwide Corp.	100	7,454	1,609
Masco Corp.	3,000	75,600	70,206
Medtronic Inc.	1,000	72,200	31,846
Micron Technology Inc.	1,800	63,018	64,409
Motorola Solutions Inc. New	500	33,540	29,592
Myriad Genetics Inc.	1,600	54,496	58,893
National Oilwell Varco Inc.	1,000	65,530	73,911
NCR Corp. New	2,800	81,592	91,243
Nestle SA-SPONS ADR For Reg	2,500	182,375	51,505
New America High Income Fund	1,600	14,304	36,281
NII Holdings Inc.	500	9	12,958
Now Inc.	250	6,433	-
Philips 66	1,850	132,645	155,427
Pitney Bowes Inc.	1,000	24,370	25,689
Rowan Companies PLC CL A	2,000	46,640	65,316

Sandisk Corp.	1,000	97,980	81,357
Sealed Air Corp. New	2,000	84,860	70,421
Sector Industrial Select Sector SPDR E	1,000	56,580	56,178
Service Corp. Int'l	4,000	90,800	71,934
Sirius XM Hldgs Inc.	20,000	70,000	69,332
Spectra Energy Corp.	1,000	36,300	33,999
Theravance Inc.	1,000	14,150	25,752
Timken Company	1,500	64,020	67,351
Tree Com Inc.	66	3,190	329
T Rowe Price Capital Appreciation	368	9,621	10,008
Unilever PLC	1,250	50,600	44,178
UnitedHealth Group Inc.	500	50,545	24,970
Wells Fargo & Co. New	1,500	82,230	50,221
John Wiley & Sons Inc. CL A	2,000	118,480	5,719
Vanguard Healthcare ETF	500	62,795	64,568
Vanguard Information Technology ETF	500	52,240	51,175
Vanguard Capital Opportunity Fund Ad	3,619	440,624	323,063
Vanguard Equity Income Fund Admiral	959	62,701	55,783
Portfolio Value		**3,124,977**	**2,617,904**

Levine Family Foundation Inc. **13-3476578**
Form 990 PF **2014**

Short - Term Capital Gains

SHARES	COMPANY	DATE OF PURCHASE	DATE OF SALE	SELLING PRICE	COST	GAIN/(LOS
1000	Powershares QQQ ETF	12/24/13	1/9/14	87,250	87,402	(151)
1000	Dresser Rand Group Inc.	11/22/13	1/14/14	57,951	57,402	549
500	Covidien PLC New	6/4/13	1/24/14	34,289	29,072	5,218
250	Covidien PLC New	11/6/13	1/24/14	17,145	16,183	961
500	FMC Corp. New	5/9/13	2/12/14	36,249	30,622	5,627
500	FMC Corp. New	6/17/13	2/12/14	36,249	31,757	4,492
500	FMC Corp. New	11/18/13	2/12/14	36,249	37,012	(763)
1000	JPMorgan Chase & Company	1/14/14	2/12/14	57,653	57,844	(191)
500	Lyondellbasell Industries NV Ord Sh	5/21/13	2/12/14	41,149	33,412	7,737
250	Lyondellbasell Industries NV Ord Sh	7/12/13	2/12/14	20,575	17,364	3,210
500	Lyondellbasell Industries NV Ord Sh	10/8/13	2/12/14	41,149	36,527	4,622
900	Forest Laboratories Inc.	2/26/13	2/18/14	82,950	32,834	50,116
100	Forest Laboratories Inc.	2/26/13	2/18/14	9,217	3,648	5,569
2000	Hertz Global Holdings Inc.	12/16/13	2/18/14	51,304	49,936	1,367
1000	Hertz Global Holdings Inc.	12/26/13	2/18/14	25,652	26,141	(489)
1000	Hertz Global Holdings Inc.	1/3/14	2/18/14	25,652	29,180	(3,528)
1000	Hewlett-Packard Company	12/26/13	2/18/14	29,981	28,281	1,700
1000	Hewlett-Packard Company	12/27/13	2/18/14	29,981	28,292	1,690
1000	Hewlett-Packard Company	1/3/14	2/18/14	29,981	28,360	1,622
2000	Omnicare Inc.	2/21/14	3/7/14	120,132	122,200	(2,068)
1000	Target Corp.	1/24/14	3/12/14	60,872	58,320	2,552
2000	ADT Corp.	1/30/14	3/13/14	57,462	63,766	(6,304)
1000	Theravance Inc.	5/30/13	3/27/14	30,048	35,551	(5,503)
500	Theravance Inc.	6/3/13	3/27/14	15,024	17,676	(2,652)

1000 Theravance Inc.	6/10/13	3/27/14	30,068	36,432	(6,364)
500 Theravance Inc.	10/23/13	3/27/14	15,034	18,027	(2,993)
1000 Kinder Morgan Inc. DE	12/4/13	4/24/14	33,749	33,230	519
1000 Kinder Morgan Inc. DE	12/4/13	4/24/14	33,749	33,002	747
1000 Myriad Genetics Inc.	1/16/14	5/2/14	39,848	25,700	14,148
500 Myriad Genetics Inc.	2/25/14	5/2/14	19,924	19,321	603
500 Myriad Genetics Inc.	3/11/14	5/2/14	19,924	17,087	2,837
1500 Louisiana Pacific Corp.	4/30/14	5/19/14	21,568	24,390	(2,823)
1000 AOL Inc.	3/11/14	6/2/14	35,837	43,162	(7,325)
500 Check Point Software Technologies	12/27/13	6/2/14	32,109	32,102	7
500 Check Point Software Technologies	1/7/14	6/2/14	32,109	32,000	109
500 Check Point Software Technologies	4/23/14	6/2/14	32,109	33,762	(1,653)
1000 Lowes Companies Inc.	4/24/14	6/2/14	47,298	46,732	566
500 Lowes Companies Inc.	5/23/14	6/2/14	23,649	23,542	107
250 Covidien PLC New	11/6/13	6/23/14	22,574	16,183	6,390
500 Covidien PLC New	11/22/13	6/23/14	45,148	33,272	11,876
1000 Dresser Rand Group Inc.	3/18/14	7/3/14	62,897	56,301	6,596
500 Seagate Technology PLC	6/18/14	7/17/14	30,429	28,107	2,322
500 Seagate Technology PLC	6/18/14	7/17/14	30,429	28,275	2,154
500 Seagate Technology PLC	6/24/14	7/17/14	30,429	28,087	2,342
500 Wal-Mart Stores Inc.	5/23/14	7/23/14	38,417	37,852	565
300 Valeant Pharm Int'l Inc. CDA	6/16/14	8/1/14	36,104	35,312	792
300 Valeant Pharm Int'l Inc. CDA	6/18/14	8/1/14	36,104	35,522	582
300 Valeant Pharm Int'l Inc. CDA	6/19/14	8/1/14	36,104	35,057	1,047
300 Valeant Pharm Int'l Inc. CDA	6/20/14	8/1/14	36,104	36,741	(637)
500 Alere Inc.	6/9/14	8/5/14	17,499	18,187	(688)
500 Alere Inc.	7/18/14	8/5/14	17,499	19,157	(1,658)
1000 Kinder Morgan Inc. DE	6/19/14	8/14/14	39,528	35,087	4,441
1000 Seaworld Entertainment Inc.	6/25/14	8/14/14	18,687	28,782	(10,095)
1000 Seaworld Entertainment Inc.	8/13/14	8/14/14	18,687	20,960	(2,273)
1000 Digital Reality Trust Inc.	3/17/14	8/19/14	66,317	52,102	14,215
500 Aflac Inc.	1/7/14	8/28/14	30,624	32,458	(1,834)
1000 Hertz Global Holdings Inc.	2/25/14	9/2/14	29,319	27,562	1,757
1000 Hertz Global Holdings Inc.	6/10/14	9/2/14	29,319	26,311	3,008
500 Hertz Global Holdings Inc.	7/30/14	9/2/14	14,659	14,217	442

250	UnitedHealth Group Inc.	9/16/14	9/16/14	31,497	31,438	59
1000	Liberty Global PLC CL C	8/15/14	9/17/14	42,007	42,172	(165)
500	Dresser Rand Group Inc.	7/24/14	9/18/14	37,111	31,702	5,409
500	Dresser Rand Group Inc.	7/25/14	9/18/14	37,111	31,702	5,409
500	Dresser Rand Group Inc.	8/11/14	9/18/14	37,111	32,027	5,084
1000	Delta Airlines Inc. New	3/12/14	10/7/14	35,498	34,697	801
500	Delta Airlines Inc. New	7/30/14	10/7/14	17,749	18,834	(1,085)
500	FMC Corp. New	9/10/14	10/7/14	27,797	31,707	(3,910)
419	Check Point Software Technologies	7/24/14	10/22/14	28,428	27,890	537
81	Check Point Software Technologies	7/24/14	10/22/14	5,496	5,378	118
390	Check Point Software Technologies	8/28/14	10/22/14	26,460	27,236	(776)
100	Check Point Software Technologies	8/28/14	10/22/14	6,785	6,980	(195)
10	Check Point Software Technologies	8/28/14	10/22/14	678	700	(22)
2000	Oracle Corp.	1/14/14	11/3/14	77,803	76,334	1,469
200	Starwood Hotels & Resorts Worldwi	6/12/14	11/5/14	15,069	15,776	(707)
300	Starwood Hotels & Resorts Worldwi	6/16/14	11/5/14	22,604	23,792	(1,188)
500	Starwood Hotels & Resorts Worldwi	7/25/14	11/5/14	37,673	39,752	(2,079)
500	Sealed Air Corp. New	7/30/14	11/11/14	19,177	16,501	2,676
50	Ishares Nasdaq Biotechnology ETF	11/3/14	11/12/14	14,718	14,797	(79)
2128.565	Harbor Global Growth Instl CL	7/21/14	11/19/14	50,801	50,008	793
250	United Therapeutics Corp.	9/16/14	11/18/14	31,735	31,415	321
100	United Therapeutics Corp.	9/19/14	11/18/14	12,694	12,887	(193)
200	Visteon Corp. New	5/23/14	11/20/14	19,633	18,378	1,255
300	Visteon Corp. New	6/9/14	11/20/14	29,449	28,181	1,268
100	Visteon Corp. New	8/7/14	11/20/14	9,816	9,952	(136)
2000	Bank of America Com	8/14/14	12/3/14	34,384	30,576	3,808
1000	Citigroup Inc. New	5/29/14	12/3/14	54,611	47,377	7,234
500	Citigroup Inc. New	8/14/14	12/3/14	27,306	24,520	2,786
500	Grace WR & Company DE New	7/24/14	12/3/14	49,020	47,502	1,518
250	Semgroup Corp. CL A	6/18/14	12/4/14	18,112	18,128	(17)
250	Semgroup Corp. CL A	6/18/14	12/4/14	18,111	18,128	(17)
250	Semgroup Corp. CL A	6/18/14	12/4/14	18,111	18,187	(76)
250	Semgroup Corp. CL A	6/19/14	12/4/14	18,111	18,393	(282)
500	Grace WR & Company DE New	7/25/14	12/10/14	47,018	48,197	(1,178)
250	Grace WR & Company DE New	7/29/14	12/10/14	23,509	24,165	(655)

300	Grace WR & Company DE New	8/6/14	12/10/14	28,211	28,244	(33)
500	Sealed Air Corp. New	7/30/14	12/12/14	20,579	16,501	4,078
262	Diageo PLC-Sponsored ADR	4/24/14	12/26/14	30,653	31,880	(1,227)
1000	Sector Healthcare Select Sector SPD	11/3/14	12/31/14	69,558	67,259	2,299
600	Sector Healthcare Select Sector SPD	11/18/14	12/31/14	41,735	41,105	630
1000	Sector Healthcare Select Sector SPD	11/20/14	12/31/14	69,558	68,161	1,397
				3,381,504	**3,231,360**	**150,144**

Levine Family Foundation Inc. **13-3476578**
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Long - Term Capital Gains

SHARES	COMPANY	DATE OF PURCHASE	DATE OF SALE	SELLING PRICE	COST	GAIN/(LOSS)
1000	American Int'l Group Inc. New	12/27/12	1/7/14	51,033	34,982	16,051
1000	American Int'l Group Inc. New	1/8/13	1/13/14	51,534	35,700	15,834
700	Pepsico Inc.	2/29/12	2/13/14	55,467	44,079	11,388
1000	Vanguard Dividend Appreciation ETI	7/1/11	3/14/14	74,798	56,670	18,128
1000	Vanguard Dividend Appreciation ETI	9/11/12	3/14/14	74,798	59,820	14,978
700	Vanguard Dividend Appreciation ETI	9/11/12	3/14/14	52,359	41,895	10,464
300	Vanguard Dividend Appreciation ETI	9/11/12	3/14/14	22,440	17,961	4,479
711	Greif Inc. CL A	1/14/13	6/23/14	38,654	33,444	5,211
289	Greif Inc. CL A	1/14/13	6/23/14	15,705	13,594	2,112
1200	Liberty Media Hldg Corp. Interactive	1/8/13	7/17/14	34,414	24,691	9,723
3871.467	Harris Oakmark Int'l CL I	Various	8/4/14	99,992	86,523	13,469
5000	Harris Oakmark Int'l CL I	Various	8/25/14	130,392	111,744	18,648
1000	Aflac Inc.	5/21/13	8/28/14	61,247	55,542	5,706
601	Bank of America Com	5/16/08	12/3/14	10,332	34,515	(24,182)
1399	Bank of America Com	2/11/09	12/3/14	24,052	8,198	15,854
1000	Sanofi Spon ADR	10/10/13	12/3/14	48,142	49,322	(1,180)
250	Semgroup Corp. CL A	2/4/13	12/4/14	18,112	11,320	6,792
250	Semgroup Corp. CL A	2/5/13	12/4/14	18,112	11,200	6,912
250	Semgroup Corp. CL A	2/11/13	12/4/14	18,112	11,697	6,414
100	Liberty Media Hldg Corp. Interactive	7/16/02	7/17/14	2,868	1,285	1,583
275	Liberty Media Hldg Corp. Interactive	7/16/02	7/17/14	7,887	3,537	4,350
875	Liberty Media Hldg Corp. Interactive	7/16/02	7/17/14	25,094	11,267	13,827
50	Liberty Media Hldg Corp. Interactive	11/29/02	7/17/14	1,434	475	959
1000	John Wiley & Sons Inc. CL A	11/9/92	11/3/14	58,647	2,859	55,787
538	Diageo PLC-Sponsored ADR	7/21/03	12/26/14	62,944	30,501	32,443
200	Diageo PLC-Sponsored ADR	7/21/03	12/26/14	23,399	8,265	15,134
				1,081,967	**801,084**	**280,883**