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 , and ending

Name of foundation: LEVIN FAMILY CHARITABLE FOUNDATION

A Employer identification number: 86-0974340

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

B Telephone number: (602) 954-5700

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization: ☒ 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) ▶$ 948,518.

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))

		(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	137,208.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	23,973.	23,973.		STATEMENT 1
	5a Gross rents	1.	1.		STATEMENT 2
	b Net rental income or (loss) 1.				
	6a Net gain or (loss) from sale of assets not on line 10	76,125.			
	b Gross sales price for all assets on line 6a 397,484.				
	7 Capital gain net income (from Part IV, line 2)		76,125.		
	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	64.	64.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	237,371.	100,163.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	1,700.	850.		850.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	920.	26.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	16,983.	16,973.		10.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	19,603.	17,849.		860.
	25 Contributions, gifts, grants paid	43,745.			43,745.
	26 **Total expenses and disbursements** Add lines 24 and 25	63,348.	17,849.		44,605.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	174,023.			
	b **Net investment income** (if negative, enter -0-)		82,314.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	17,827.	26,589.	26,589.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	197,079.	222,320.	495,592.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	315,469.	356,123.	426,337.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	530,375.	605,032.	948,518.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	530,375.	605,032.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	530,375.	605,032.	
	31 Total liabilities and net assets/fund balances	530,375.	605,032.	

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	530,375.
2	Enter amount from Part I, line 27a	2	174,023.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	704,398.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	99,366.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	605,032.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	397,484.		321,359.	76,125.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				76,125.

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	76,125.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	42,451.	666,648.	.063678
2012	28,982.	532,302.	.054447
2011	26,862.	502,982.	.053405
2010	24,050.	462,907.	.051954
2009	20,050.	419,679.	.047775

2 Total of line 1, column (d)	2	.271259
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	.054252
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	858,390.
5 Multiply line 4 by line 3	5	46,569.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	823.
7 Add lines 5 and 6	7	47,392.
8 Enter qualifying distributions from Part XII, line 4	8	44,605.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,646.
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	1,646.
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	1,646.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	20.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,666.
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 2015 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AZ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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)*

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

Website address ▶ NONE

14 The books are in care of ▶ TOM LEVIN Telephone no. ▶602-954-5700
Located at ▶5502 E CAMELHILL ROAD, PHOENIX, AZ ZIP+4 ▶85018

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

		Line	Yes	No
16	At any time during calendar year 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 the 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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | Yes | No

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A | 1b | |

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

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ______, ______, ______, ______

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A | 2b | |

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.
▶ ______, ______, ______, ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 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.)* N/A | 3b | |

		Line	Yes	No
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)? N/A | 5b |

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TOM S. LEVIN 5502 E CAMELHILL ROAD PHOENIX, AZ 85018	PRESIDENT 5.00	0.	0.	0.
SHERI A. LEVIN 5502 E CAMELHILL ROAD PHOENIX, AZ 85018	SECRETARY 5.00	0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	867,106.
b	Average of monthly cash balances		1b	4,356.
c	Fair market value of all other assets		1c	
d	Total (add lines 1a, b, and c)		1d	871,462.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	871,462.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	13,072.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	858,390.
6	**Minimum investment return.** Enter 5% of line 5		6	42,920.

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	42,920.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 1,646.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,646.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	41,274.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	41,274.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	41,274.

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	44,605.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	44,605.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	44,605.

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.

Form **990-PF** (2014)

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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				41,274.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 93.				
b From 2010 1,816.				
c From 2011 1,950.				
d From 2012 3,177.				
e From 2013 10,889.				
f Total of lines 3a through e	17,925.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 44,605.				
a Applied to 2013, 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 2014 distributable amount				41,274.
e Remaining amount distributed out of corpus	3,331.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	21,256.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	93.			
9 **Excess distributions carryover to 2015** Subtract lines 7 and 8 from line 6a	21,163.			
10 Analysis of line 9:				
a Excess from 2010 1,816.				
b Excess from 2011 1,950.				
c Excess from 2012 3,177.				
d Excess from 2013 10,889.				
e Excess from 2014 3,331.				

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED LIST		PUBLIC CHARITY	PROGRAM SUPPORT	43,745.
Total			▶ 3a	43,745.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2014)

423611
11-24-14

20570506 134713 AOF1N9 2014.03040 LEVIN FAMILY CHARITABLE FOU AOF1N91

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	23,973.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			01	1.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	64.	
8 Gain or (loss) from sales of assets other than inventory			18	76,125.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		100,163.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 100,163.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 5-7-15 | Title PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL T. FINNEGAN	M T Finnegan	5/7/15		P00075125
Firm's name ▶ CBIZ MHM, LLC			Firm's EIN ▶ 34-1884125	
Firm's address ▶ 3101 N. CENTRAL AVE., STE. 300 PHOENIX, AZ 85012			Phone no. 602-264-6835	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990* .

OMB No 1545-0047

2014

Name of the organization	Employer identification number
LEVIN FAMILY CHARITABLE FOUNDATION	86-0974340

Organization type (check one).

Filers of:	*Section:*
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990 EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
LEVIN FAMILY CHARITABLE FOUNDATION	86-0974340

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TOM & SHERI LEVIN 5502 E CAMELBACK RD PHOENIX, AZ 85018	$ 137,208.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization: LEVIN FAMILY CHARITABLE FOUNDATION

Employer identification number: 86-0974340

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1316 COGNIZANT, 100 CERNER, 200 AMER. INTL, 500 OCWEN, 500 ENERGY TRANS, 200 MASTERCARD	$ 137,208.	08/14/14

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: LEVIN FAMILY CHARITABLE FOUNDATION

Employer identification number: 86-0974340

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OAKTREE CAPITAL PARTNERS LLC	24,067.	94.	23,973.	23,973.	
TO PART I, LINE 4	24,067.	94.	23,973.	23,973.	

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
	1	1.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ATLAS ENERGY, LP	6.	6.	
NONDIVIDEND DISTRIBUTIONS	858.	858.	
PARTNERSHIP INCOME	<800.>	<800.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	64.	64.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,700.	850.		850.
TO FORM 990-PF, PG 1, LN 16B	1,700.	850.		850.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	894.	0.		0.
FOREIGN TAXES	26.	26.		0.
TO FORM 990-PF, PG 1, LN 18	920.	26.		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
INVESTMENT FEES	16,973.	16,973.		0.
ACC REPORT FEE	10.	0.		10.
TO FORM 990-PF, PG 1, LN 23	16,983.	16,973.		10.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
DIFFERENCES DUE TO DONOR CARRYOVER BASIS	99,366.
TOTAL TO FORM 990-PF, PART III, LINE 5	99,366.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY 003-119395-035	222,320.	495,592.
TOTAL TO FORM 990-PF, PART II, LINE 10B	222,320.	495,592.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLOSED END FUNDS/MUTUAL FUND	COST	356,123.	426,337.
TOTAL TO FORM 990-PF, PART II, LINE 13		356,123.	426,337.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MORGAN STANLEY 95035 - SEE ATTACHED STATEMENT	P	01/01/14	12/31/14
b	MORGAN STANLEY 95035 - SEE ATTACHED STATEMENT	P	01/01/13	12/31/14
c	ATLAS RESOURCE PARTNERS LP	P	01/01/14	12/31/14
d	ENERGY TRANSFER EQUITY LP	P	01/01/13	12/31/14
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	177,912.		189,116.	<11,204.>
b	219,359.		132,001.	87,358.
c	119.			119.
d			242.	<242.>
e	94.			94.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<11,204.>
b				87,358.
c				119.
d				<242.>
e				94.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	76,125.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

423591
05-01-14

Levin Charitable Foundation
EIN # 86-0974340
12.31.2014
PartXV, Line 3a

Recipient	Amount	Status	Purpose
Waste Not Inc	$ 2,000 00	Public Charity	Program Support
Arizona Friends of Foster Children Foundation	$ 2,000 00	Public Charity	Program Support
Jewish Family & Children's Services	$ 2,000 00	Public Charity	Program Support
Jewish National Fund	$ 2,000 00	Public Charity	Program Support
Mayo clinic	$10,000 00	Public Charity	Program Support
Arizona Helping Hands Inc	$ 500 00	Public Charity	Program Support
U OF A ICA Capital Campaign	$ 2,000 00	Public Charity	Program Support
TGEN	$ 2,000 00	Public Charity	Program Support
Heart for the City	$ 500.00	Public Charity	Program Support
CBI AZ Congregation Beth Israel	$ 1,545.00	Public Charity	Program Support
Habitat for Humanity	$ 1,000 00	Public Charity	Program Support
Scottsdale Healthcare Foundation/Zitomer	$ 1,000 00	Public Charity	Program Support
St Joseph's Foundation	$ 1,000 00	Public Charity	Program Support
Phoenix Theatre	$ 1,000 00	Public Charity	Program Support
Friends of the IDF	$ 1,000.00	Public Charity	Program Support
Friends of the IDF	$ 1,000.00	Public Charity	Program Support
Play for Pink	$ 1,000.00	Public Charity	Program Support
Special Operations Warrior Foundation	$ 1,000 00	Public Charity	Program Support
KJZZ	$ 1,200 00	Public Charity	Program Support
Phoenix Children's Hospital	$ 5,000 00	Public Charity	Program Support
Desert Botanical Garden's	$ 1,000 00	Public Charity	Program Support
Phoenix Art Museum	$ 1,500 00	Public Charity	Program Support
Scottsdale Healthcare/Match for Miracles	$ 1,500 00	Public Charity	Program Support
Fisher House Foundation Inc	$ 1,000.00	Public Charity	Program Support
	$43,745.00		

Account Detail

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE FOUNDATION

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ACTAVIS PLC (ACT)	9/30/13	26 000	$144 000	$3,744 00	$6,692.66	$2,948 66 LT	—	—
Share Price $257 410								
ALLY FINANCIAL INC (ALLY)	9/2/14	350 000	24 949	8,732 08	8,267 00	(465 08) ST		
	11/3/14	250 000	22 337	5,584 18	5,905 00	320 82 ST		
	11/5/14	400 000	22 287	8 914 68	9,448 00	533 32 ST		
	Total	1,000 000		23,230 94	23,620 00	389 06 ST	—	—
Share Price $23 620								
AMER INTL GP INC NEW (AIG)	11/16/12	162 000	31 376	5,082 98	9,073 62	3,990 64 LT G		
	12/4/12	300 000	33 326	9,997 92	16,803 00	6 805 08 LT		
	12/5/12	38 000	33 674	1,279 62	2,128 38	848 76 LT		
	Total	500 000		16,360 52	28,005 00	11,644 48 LT	250 00	0 89
Share Price. $56 010, Next Dividend Payable 03/2015								
APPLE INC (AAPL)	4/26/05	70 000	5 329	373 05	7,726 60	7,353 55 LT G		
	4/26/05	210 000	5 329	1,119 16	23,179 80	22,060 64 LT G		
	4/26/05	20 000	5 329	106 59	2,207 60	2,101 01 LT		
	Total	300 000		1,598 80	33,114 00	31,515 20 LT	564 00	1 70
Share Price $110 380, Next Dividend Payable 02/2015								
ATLAS ENERGY LP COM UNITS LP (ATLS)	10/9/14	276 000	36 191	9,988 77	8,597 40	(1,391 37) ST	574 00	6 67
Share Price $31 150, Next Dividend Payable 02/2015								
BUFFALO WILD WINGS INC (BWLD)	8/18/11	100 000	57 101	5,710 07	18,038 00	12,327 93 LT		
	8/24/11	67 000	59 565	3,990 86	12,085 46	8,094 60 LT		
	Total	167 000		9,700 93	30,123 46	20,422 53 LT	—	
Share Price $180 380								
CERNER CORP (CERN)	11/10/08	52 000	9 889	514 21	3,362 32	2,848 11 LT		
	11/11/08	48 000	9 572	459 45	3,103 68	2,644 23 LT		
	11/13/08	100 000	9 166	916 62	6,466 00	5,549 38 LT G		
	11/14/08	100 000	9 400	939 98	6,466 00	5,526 02 LT G		
	Total	300 000		2,830 26	19,398 00	16,567 74 LT	—	—
Share Price $64 660								
COGNIZANT TECH SOLUTIONS CL A (CTSH)	7/31/09	408 000	15 055	6,142 54	21,485 28	15,342 74 LT		
	7/31/09	92 000	15 055	1,385 08	4,844 72	3,459 64 LT G		
	Total	500 000		7,527 62	26,330.00	18,802 38 LT	—	—
Share Price $52 660								
ENERGY TRANS EQTY LP (ETE)	6/4/12	500 000	17 182	8,591 10	28,690 00	20,098 90 LT G	830 00	2 89
Share Price $57 380, Next Dividend Payable 02/2015								

023368 MSGDD393 040433

Account Detail

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE
FOUNDATION

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
EOG RESOURCES INC (EOG)	9/8/14	10 000	101 410	1,014 10	920 70	(93 40) ST		
	11/5/14	100 000	96 660	9,665 98	9,207 00	(458 98) ST		
	Total	110 000		10 680 08	**10,127 70**	(552 38) ST	74 00	(
Share Price $92 070, Next Dividend Payable 01/2015								
GILEAD SCIENCE (GILD)	6/11/12	200 000	24 872	4,974 30	18,852 00	13,877 70 LT G		
	6/11/12	150.000	24 877	3,731 56	14,139 00	10,407 44 LT		
	Total	350 000		8,705 86	**32,991 00**	24,285 14 LT	—	—
Share Price $94 260								
HAIN CELESTIAL GROUP INC (HAIN)	8/9/11	252 000	27 390	6,902 38	14,689 08	7,786 70 LT		
	12/29/14	252 000	—	Pending Corp Action	14,689 08	N/A Z		
	Total	504 000		0 00	**29,378 16**	7,786 70 LT	—	—
Share Price- $58 290								
HONEYWELL INTERNATIONAL INC (HON)	2/25/09	150 000	28 426	4,263 94	**14,988 00**	10,724 06 LT	311 00	2 07
Share Price $99 920, Next Dividend Payable 03/2015								
INTUITIVE SURGICAL INC (ISRG)	4/24/14	14 000	372 433	5,214 06	**7,405 16**	2,191 10 ST	—	—
Share Price $528 940								
JAZZ PHARMACEUTICALS PLC (JAZZ)	7/16/12	65 000	47 262	3,072 06	10,642 45	7,570 39 LT		
	8/16/12	17 000	47 610	809 37	2,783 41	1,974 04 LT		
	Total	82 000		3,881 43	**13,425.36**	9,544 43 LT	—	—
Share Price $163 730								
MASTERCARD INC CL A (MA)	7/28/06	100 000	4 632	463 20	8,616 00	8,152 80 LT G		
	2/5/10	60 000	22 382	1,342 92	5,169 60	3,826 68 LT		
	12/27/10	200 000	22 462	4,492 40	17,232 00	12,739 60 LT		
	2/25/11	140 000	24 824	3,475 35	12,062 40	8,587 05 LT		
	Total	500 000		9,773 87	**43,080.00**	33,306 13 LT	320 00	0 74
Share Price $86 160, Next Dividend Payable 02/2015								
MICHAEL KORS HOLDINGS LTD (KORS)	11/4/14	150 000	71 970	10,795 50	**11,265 00**	469 50 ST	—	—
Share Price $75 100								
NIKE INC B (NKE)	8/22/11	114 000	40 085	4,569 69	10,961 10	6,391 41 LT G		
	6/29/12	286 000	43 269	12,374 86	27,498 90	15,124 04 LT		
	Total	400 000		16,944 55	**38,460 00**	21,515 45 LT	448 00	1 16
Share Price $96 150, Next Dividend Payable 01/05/15								
NORDIC AMERN OFFSHORE LTD (NAO)	11/19/14	1,000 000	13 976	13,976 30	12,280 00	(1,696 30) ST		
	12/4/14	350 000	12 215	4,275 36	4,298 00	22 64 ST		

Account Detail

Portfolio Management Active Assets Account 003-119395-035

LEVIN FAMILY CHARITABLE FOUNDATION

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,350 000		18,251 66	16,578 00	(1,673 66) ST	2,430 00	14 65
Share Price $12 280, Next Dividend Payable 02/2015								
RACKSPACE HOSTING INC COM (RAX)	8/26/14	312 000	34 326	10,709 56	14,604 72	3,895 16 ST	—	—
Share Price $46 810								
REGENERON PHARM (REGN)	8/29/13	18 000	243 036	4,374 64	7,384 50	3,009 86 LT	—	—
Share Price $410 250								
STRATASYS LTD SHS (SSYS)	4/15/13	22 000	73 858	1,624 88	1,828 42	203 54 LT		
	12/4/14	88 000	93 458	8,224 30	7,313 68	(910 62) ST		
	12/18/14	69 000	77 571	5,352 40	5,734 59	382 19 ST		
	Total	179 000		15,201 58	14,876 69	203 54 LT (528 43) ST	—	—
Share Price $83 110								
VERIZON COMMUNICATIONS (VZ)	12/14/10	150 000	34 457	5,168 57	7,017.00	1,848 43 LT	330 00	4 70
Share Price $46 780, Next Dividend Payable 02/2015								
WELLS FARGO & CO NEW (WFC)	12/14/11	461 000	25 958	11,966 64	25,272 02	13,305 38 LT		
	12/5/12	39 000	32 880	1,282 32	2,137 98	855 66 LT		
	Total	500 000		13,248 96	27,410 00	14,161 04 LT	700 00	2 55
Share Price $54 820, Next Dividend Payable 03/2015								
WHITEWAVE FOODS CORP CL A (WWAV)	5/7/14	58 000	26 428	1,532 82	2,029 42	496 60 ST	—	—
Share Price $34 990								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	52 5%	$222,320.02	$495,591.73	$248,384.67 LT $3,295 58 ST	$6,831 00 $0 00	1 38%

EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BLACKROCK DEBT STRAT FD INC (DSU)	10/31/13	2,435 000	$4 165	$10,142 38	$9,058 20	$(1,084 18) LT		
	2/20/14	2,000 000	4 069	8,138 80	7,440 00	(698 80) ST		
	Total	4,435 000		18,281 18	16,498 20	(1,084 18) LT (698 80) ST	1 277 00	7 74
Share Price $3 720, Next Dividend Payable 01/09/15								

Morgan Stanley

Account Detail

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE
FOUNDATION

INTERESTED PARTY COPY

EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BROOKFIELD TOTAL RETURN FUND (HTR)	6/7/13	367 000	25 385	9,316 36	8,925 44	(390 92) LT R		
	9/25/13	333 000	22 820	7,599 11	8,098 56	499 45 LT R		
	10/30/13	300 000	24 644	7,393 07	7,296 00	(97 07) LT R		
	Total	1,000 000		24,308 54	**24,320 00**	11 46 LT	2,280 00	9 37
Share Price $24 320, Next Dividend Payable 01/2015								
DOUBLELINE INCOME SOLUTIONS FD (DSL)	10/30/13	1,000 000	21 260	21,260 00	19,900 00	(1,360 00) LT		
	2/26/14	500 000	21 215	10,607 60	9,950 00	(657 60) ST		
	Total	1,500 000		31,867 60	**29,850 00**	(1,360 00) LT (657 60) ST	2,700 00	9 04
Share Price $19 900, Next Dividend Payable 01/2015								
GUGGENHEIM S&P 500 EQU WEIGHT (RSP)	7/28/14	200 000	76 810	15,362 00	16,010 00	648 00 ST		
	8/4/14	199 000	74 850	14,895 13	15,929 95	1,034 82 ST		
	10/20/14	5 000	73 250	366 25	400 25	34 00 ST		
	Total	404 000		30,623 38	**32,340 20**	1,716 82 ST	470 00	1 45
Share Price $80 050, Next Dividend Payable 03/2015								
GUGGENHEIM SPIN OFF ETF (CSD)	1/21/14	111 000	44 852	4,978 53	4,971 69	(6 84) ST		
	6/11/14	300 000	45 871	13,761 24	13,437 00	(324 24) ST		
	8/20/14	120 000	45 194	5,423 26	5,374 80	(48 46) ST		
	Total	531 000		24,163 03	**23,783 49**	(379 54) ST	391 00	1 64
Share Price $44 790, Next Dividend Payable 12/2015								
ISHARES COHEN&STEERS REIT ETF (ICF)	11/30/09	200 000	47 930	9,586 00	**19,368 00**	9,782 00 LT	581 00	2 99
Share Price $96 840, Next Dividend Payable 03/2015								
ISHARES CORE HIGH DIVIDEND ETF (HDV)	6/17/11	250 000	52 077	13,019.13	**19,135 00**	6,115 87 LT	613 00	[illegible]
Share Price $76 540, Next Dividend Payable 03/2015								
ISHARES IBOXX $ H/Y COR BD ETF (HYG)	10/16/08	150 000	71 190	10,678 50	13,440 00	2,761 50 LT		
	12/10/14	525.000	88 836	46,638 64	47,040 00	401 36 ST		
	Total	675 000		57,317 14	**60,480 00**	2,761 50 LT 401 36 ST	2,973 00	4 91
Share Price $89 600, Next Dividend Payable 01/2015								
ISHARES MORTGAGE RE EST CP ETF (REM)	7/29/13	1,202 [illegible]	12 [illegible]	14,850 [illegible]	**14,075.42**	(775 53) LT	2,046 00	14 53
Share Price $11 710, Next Dividend Payable 03/2015								
ISHARES NASDAQ BIOTECH ETF (IBB)	9/21/11	89 000	98 326	8,751 01	26,998 15	18,247 14 LT		
	10/20/11	41 000	95 616	3,920 26	12 437 35	8,517 09 LT		
	Total	130 000		12,671 27	**39,435 50**	26,764 23 LT	77 00	0 19
Share Price $303 350, Next Dividend Payable 03/2015								

Security Mark at Right

Account Detail

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE FOUNDATION

INTERESTED PARTY COPY

EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES RUSSELL 3000 ETF (IWV)	1/20/11	150 000	75 696	11,354 40	18,343 50	6,989 10 LT		
	3/14/11	41 000	77 053	3,159 16	5,013 89	1,854 73 LT		
	12/30/11	100 000	74 505	7,450 50	12,229 00	4,778 50 LT		
	1/9/12	150 000	75 613	11,341 95	18,343 50	7,001 55 LT		
	Total	441 000		33,306 01	**53,929 89**	20,623 88 LT	877 00	1 62
Share Price $122 290, Next Dividend Payable 03/2015								
ISHARES S&P US PFD STK IDX FD (PFF)	12/17/08	166 000	27 100	4,498 60	6,547 04	2,048 44 LT		
	2/17/09	300 000	21 480	6,444 00	11,832 00	5,388 00 LT		
	Total	466 000		10,942 60	**18,379 04**	7,436 44 LT	1,161 00	6 31
Share Price $39 440, Next Dividend Payable 01/2015								
PIMCO 0-5 YEAR H/Y CORP BOND (HYS)	4/11/13	170 000	105 230	17,889 10	17,141 10	(748 00) LT		
	5/7/13	150 000	106 220	15,933 00	15,124 50	(808 50) LT		
	Total	320 000		33,822 10	**32,265 60**	(1,556 50) LT	1,442 00	4 46
Share Price $100 830, Next Dividend Payable 01/05/15								
SPDR BARCLAYS CAPITAL HIGH YIE (JNK)	5/17/13	500 000	41 538	20,769 00	**19,305 00**	(1,464 00) LT	1,157 00	5 99
Share Price $38 610, Next Dividend Payable 01/07/15								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	**42.7%**	**$335,527 93**	**$403,165 34**	**$67,255.17 LT** **382 24 ST**	**$18,045 00** **$0.00**	**4 48%**

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Account Detail

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE FOUNDATION

INTERESTED PARTY COPY

MUTUAL FUNDS

OTHER MUTUAL FUNDS

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

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

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, and the sum of the current value of the fund s shares, and cash distributions shown This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
HARBOR INTERNATIONAL INST (HAINX)	9/8/06	116 995	$56.799	$6,645 15	$7,578 94	$933 79 LT		
	9/13/06	175 312	57 041	10,000 00	11,356 71	1,356 71 LT		
	Purchases	292 307		16,645 15	18,935 65	2,290 50 LT		
Long Term Reinvestments		65 396		3,950 30	4,236 35	286 05 LT		
	Total	357 703		20,595 45	23,172 00	2,576 55 LT	507 00	2 18
Total Purchases vs Market Value				16,645 15	23,172 00			
Cumulative Cash Distributions					3,000 58			
Net Value Increase/(Decrease)					9,527 43			

Share Price $64 780, Dividend Cash; Capital Gains Reinvest

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
MUTUAL FUNDS	2.5%	$20,595 45	$23,172.00	$2,576 55 LT	$507 00 $0 00	2 19%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100 0%	$578,443.40	$943,541.73	$318,216 39 LT $3,677 82 ST	$25,392 47 $0 00	2 69%

TOTAL VALUE (includes accrued interest)	$943,541.73

G - This tax lot has been marked as a gift Gift basis rules apply at the time of sale
R - The cost basis for this tax lot was adjusted due to a reclassification of income
Z - Gain/(Loss) information is unavailable as the cost basis is pending adjustments due to a corporate action
Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included

Security Mark at Right

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

LEVIN FAMILY CHARITABLE
FOUNDATION
ATTN TOM LEVIN
5502 E CAMELHILL RD
PHOENIX AZ 85018-1952

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number XX-XXX4340
Account Number 003 119395 035

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMERICAN RLTY CAP PPTYS INC	CUSIP. 02917T104 Symbol ARCP							
	1,000 000	08/23/13	06/13/14	$11,955 13	$12,695 96	$0 00	($740 83)	$0 00
AQR MANAGED FUTURES STRATEGY I	CUSIP 00203H859 Symbol. AQMIX							
	1,197 647	07/15/13	02/21/14	$12,108 20	$12,216 00	$0 00	($107 80)	$0 00
	1 292	12/20/13	02/21/14	$13 07	$13 44	$0 00	($0 37)	$0 00
	11.075	12/20/13	02/21/14	$111.97	$115.18	$0.00	($3.21)	$0.00
Security Subtotal	**1,210.014**			**$12,233.24**	**$12,344.62**	**$0 00**	**($111 38)**	**$0 00**
CHESAPEAKE ENERGY CORP	CUSIP 165167107 Symbol CHK							
	283 000	06/11/13	02/06/14	$6,845 57	$6,096 24	$0 00	$749 33	$0 00
	283.000	06/11/13	03/27/14	$7,240.41	$6,096.24	$0 00	$1,144.17	$0.00
Security Subtotal	**566 000**			**$14,085.98**	**$12,192 48**	**$0 00**	**$1,893.50**	**$0 00**
CIVEO CORP	CUSIP 178787107 Symbol. CVEO							
	1,200 000	10/21/14	12/04/14	$10,803 72	$14,809 20	$0 00	($4,005 48)	$0 00
	300.000	11/03/14	12/04/14	$2,700.93	$3,524.76	$0.00	($823.83)	$0.00
Security Subtotal	**1,500 000**			**$13,504 65**	**$18,333 96**	**$0.00**	**($4,829.31)**	**$0 00**
GNC HOLDINGS,INC COM CL A	CUSIP 36191G107 Symbol GNC							
	42 000	05/07/14	07/30/14	$1,357 41	$1,529 64	$0 00	($172 23)	$0 00
INVESCO MORTGAGE CAPITAL INC	CUSIP. 46131B100 Symbol IVR							
	900 000	06/30/14	10/21/14	$14,923 29	$15,594 66	$0 00	($671 37)	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2014

LEVIN FAMILY CHARITABLE
FOUNDATION
ATTN TOM LEVIN
5502 E CAMELHILL RD
PHOENIX AZ 85018-1952

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number XX-XXX4340
Account Number 003 119395 035

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
JGWPT HOLDINGS INC	CUSIP 46617M109 Symbol							
	1,000 000	02/25/14	06/11/14	$10,944 95	$16,980 00	$0 00	($6,035 05)	$0 00
LIBERTY GLOBAL PLC CL A NEW	CUSIP G5480U104 Symbol LBTYA							
	167 000	08/16/13	07/28/14	$7,097 34	$6,444 13	$0 00	$653 21	$0 00
NATIONAL RESEARCH CORP CLASS B	CUSIP 637372301 Symbol· NRCIB							
	99 000	11/01/13	06/30/14	$3,909 16	$2,825 79	$0 00	$1,083 37	$0 00
	146.000	11/07/13	06/30/14	$5,765.03	$4,847.01	$0.00	$918.02	$0.00
Security Subtotal	**245 000**			**$9,674 19**	**$7,672 80**	**$0 00**	**$2,001.39**	**$0.00**
NCR CORPORATION	CUSIP 62886E108 Symbol NCR							
	33 000	07/30/14	10/20/14	$773 86	$1,077 93	$0 00	($304 07)	$0 00
PBF ENERGY INC	CUSIP 69318G106 Symbol PBF							
	41 000	03/27/14	09/08/14	$1,132 35	$1,064 97	$0 00	$67 38	$0 00
PERITUS HIGH YIELD ETF	CUSIP 00768Y503 Symbol HYLD							
	200 000	11/04/14	12/10/14	$8,459 81	$9,458 10	$0 00	($998 29)	$0 00
PIONEER NATURAL RESOURCES CO	CUSIP 723787107 Symbol PXD							
	38 000	02/06/14	11/05/14	$6,559 15	$6,816 23	$0 00	($257 08)	$0 00
	11.000	03/27/14	11/05/14	$1,898.70	$2,031.61	$0.00	($132.91)	$0.00
Security Subtotal	**49.000**			**$8,457 85**	**$8,847 84**	**$0 00**	**($389 99)**	**$0 00**

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Morgan Stanley

Corporate Tax Statement
Tax Year 2014

LEVIN FAMILY CHARITABLE
FOUNDATION
ATTN TOM LEVIN
5502 E CAMELHILL RD
PHOENIX AZ 85018-1952

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number XX-XXX4340
Account Number 003 119395 035

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked) **(Continued)**

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
QUALCOMM INC	CUSIP 747525103		Symbol QCOM					
	77 000	08/14/13	03/07/14	$5,909 13	$5,160 16	$0 00	$748 97	$0 00
SOLAZYME INC	CUSIP 83415T101		Symbol: SZYM					
	1,000 000	04/07/14	08/26/14	$9,174 79	$10,720 40	$0 00	($1,545 61)	$0 00
	162.000	05/07/14	08/26/14	$1,486.32	$1,552.93	$0.00	($66.61)	$0.00
Security Subtotal	**1,162.000**			**$10,661.11**	**$12,273 33**	**$0 00**	**($1,612.22)**	**$0.00**
SONY CORP ADR 1974 NEW	CUSIP 835699307		Symbol SNE					
	837 000	06/12/14	12/17/14	$16,948 28	$13,563 50	$0 00	$3,384 78	$0 00
SUNCOKE ENERGY INC COM	CUSIP 86722A103		Symbol SXC					
	500 000	03/07/14	06/12/14	$10,063 28	$11,725 10	$0 00	($1,661 82)	$0 00
	174.000	03/27/14	06/12/14	$3,502.02	$3,991.54	$0.00	($489.52)	$0.00
Security Subtotal	**674 000**			**$13,565 30**	**$15,716 64**	**$0 00**	**($2,151.34)**	**$0.00**
Total Short Term Covered Securities				**$161,683.87**	**$170,950.72**	**$0 00**	**($9,266.85)**	**$0 00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

LEVIN FAMILY CHARITABLE
FOUNDATION
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5502 E CAMELHILL RD
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1 New York Plaza
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Identification Number 26-4310632

Taxpayer ID Number XX-XXX4340
Account Number 003 119395 035

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ATLAS RESOURCE PARTNERS LP		CUSIP 04941A101		Symbol ARP				
	600 000	06/13/14	10/09/14	$9,887 12	$11,941 86	$0 00	($2,054 74)	$0 00
LIBERTY GLOBAL PLC CL C NEW		CUSIP. G5480U120		Symbol LBTYK				
	167 000	08/16/13	04/07/14	$6,340 86	$6,223 71	$0 00	$117 15	$0 00
Total Short Term Noncovered Securities				**$16,227 98**	**$18,165.57**	**$0 00**	**($1,937.59)**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$177,911 85**	**$189,116.29**	**$0.00**	**($11,204 44)**	**$0 00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

LEVIN FAMILY CHARITABLE
FOUNDATION
ATTN TOM LEVIN
5502 E CAMELHILL RD
PHOENIX AZ 85018-1952

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number XX-XXX4340
Account Number 003 119395 035

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box D checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMER INTL GP INC NEW	CUSIP. 026874784 Symbol AIG							
	38 000	11/16/12	11/17/14	$2,049 78	$1,192 30	$0 00	$857 48	$0 00
GILEAD SCIENCE	CUSIP 375558103 Symbol GILD							
	100 000	06/11/12	02/26/14	$8,338 51	$2,487 71	$0 00	$5,850 80	$0 00
	50.000	06/11/12	10/24/14	$5,535.51	$1,243.85	$0.00	$4,291.66	$0.00
Security Subtotal	**150 000**			**$13,874 02**	**$3,731 56**	**$0.00**	**$10,142 46**	**$0 00**
MC DONALDS CORP	CUSIP 580135101 Symbol. MCD							
	92 000	01/16/13	02/20/14	$8,823 56	$8,380 98	$0 00	$442 58	$0 00
OCWEN FINANCIAL CORP NEW	CUSIP 675746309 Symbol OCN							
	100 000	05/18/12	01/21/14	$4,990 03	$1,476 82	$0 00	$3,513 21	$0 00
	200 000	05/09/12	03/07/14	$8,021 88	$3,019 64	$0 00	$5,002 24	$0 00
	300 000	05/09/12	08/04/14	$7,979 55	$4,529 46	$0 00	$3,450 09	$0 00
	400.000	05/18/12	08/04/14	$10,639.40	$5,907.28	$0 00	$4,732.12	$0.00
Security Subtotal	**1,000 000**			**$31,630.86**	**$14,933.20**	**$0 00**	**$16,697 66**	**$0 00**
PERITUS HIGH YIELD ETF	CUSIP 00768Y503 Symbol HYLD							
	450 000	06/20/13	12/10/14	$19,034 58	$22,657 41	$0 00	($3,622 83)	$0 00
	250 000	08/05/13	12/10/14	$10,574 77	$12,802 50	$0 00	($2,227 73)	$0 00
	200.000	10/15/13	12/10/14	$8,459.81	$10,346.00	$0.00	($1,886.19)	$0.00
Security Subtotal	**900 000**			**$38,069.16**	**$45,805.91**	**$0 00**	**($7,736.75)**	**$0 00**
QUALCOMM INC	CUSIP 747525103 Symbol QCOM							
	126 000	07/23/12	03/07/14	$9,669 48	$7,183 90	$0 00	$2,485 58	$0 00

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box D checked)
(Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WHOLE FOODS MARKETS INC	**CUSIP** 966837106	**Symbol** WFM						
	200 000	03/22/13	05/07/14	$7,783 84	$8,741 33	$0 00	($957 49)	$0 00
Total Long Term Covered Securities				**$111,900.70**	**$89,969.18**	**$0.00**	**$21,931 52**	**$0 00**

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
APPLE INC	CUSIP· 037833100		Symbol (Box 1d) AAPL					
	50 000	04/26/05	11/17/14	$5,703 00	$266 47	$0 00	$5,436 53	$0 00
CALAMOS CONVERTIBLE FUND I	CUSIP 128119864		Symbol (Box 1d) CICVX					
	292 740	03/17/09	06/25/14	$5,000 00	$3,997 41	$0 00	$1,002 59	$0 00
	963.916	03/17/09	07/28/14	$16,338.38	$13,162.43	$0.00	$3,175 95	$0.00
Security Subtotal	**1,256.656**			**$21,338 38**	**$17,159 84**	**$0.00**	**$4,178 54**	**$0 00**
CERNER CORP	CUSIP 156782104		Symbol (Box 1d) CERN					
	100 000	11/10/08	10/24/14	$6,107 54	$998 36	$0 00	$5,109 18	$0 00
COGNIZANT TECH SOLUTIONS CL A	CUSIP. 192446102		Symbol (Box 1d) CTSH					
	150 000	07/31/09	06/30/14	$7,315 75	$2,258 29	$0 00	$5,057 46	$0 00
	350 000	07/27/09	11/03/14	$17,108 78	$5,390 14	$0 00	$11,718 64	$0 00
	58 000	07/27/09	11/04/14	$2,829 37	$893 22	$0 00	$1,936 15	$0 00
	258.000	07/31/09	11/04/14	$12,585.83	$3,884.25	$0.00	$8,701.58	$0.00
Security Subtotal	**816 000**			**$39,839 73**	**$12,425.90**	**$0.00**	**$27,413.83**	**$0 00**
HARBOR INTERNATIONAL INST	CUSIP 411511306		Symbol (Box 1d) HAINX					
	73 153	09/08/06	11/19/14	$5,000 00	$4,154 99	$0 00	$845 01	$0 00
MASTERCARD INC CL A	CUSIP 57636Q104		Symbol (Box 1d) MA					
	100 000	01/16/09	02/25/14	$7,670 21	$1,247 00	$0 00	$6,423 21	$0 00
	50 000	01/16/09	06/30/14	$3,681 08	$623 30	$0 00	$3,057 78	$0 00
	50 000	02/05/10	06/30/14	$3,681 08	$1,119 10	$0 00	$2,561 98	$0 00
	100.000	07/28/06	09/24/14	$7,642.49	$463.20	$0.00	$7,179.29	$0.00
Security Subtotal	**300 000**			**$22,674 86**	**$3,452 60**	**$0 00**	**$19,222 26**	**$0 00**

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)**(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WELLS FARGO & CO NEW	CUSIP 949746101		Symbol (Box 1d) WFC					
	100 000	10/19/11	04/07/14	$4,888 37	$2,560 98	$0 00	$2,327 39	$0 00
	39.000	12/14/11	04/07/14	$1,906.47	$1,012.36	$0.00	$894.11	$0.00
Security Subtotal	**139 000**			**$6,794.84**	**$3,573.34**	**$0.00**	**$3,221 50**	**$0 00**
Total Long Term Noncovered Securities				**$107,458.35**	**$42,031.50**	**$0.00**	**$65,426.85**	**$0 00**
Total Long Term Covered and Noncovered Securities				**$219,359.05**	**$132,000.68**	**$0.00**	**$87,358 37**	**$0 00**
Total Short and Long Term, Covered and Noncovered Securities				**$397,270 90**	**$321,116 97**	**$0 00**	**$76,153.93**	**$0.00**

Form 1099-B Total Reportable Amounts - Does not include cost basis or adjustment amounts for noncovered securities

Total IRS Reportable Proceeds (Box 1d)	**$397,270.90**			
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)		**$260,919.90**		
Total IRS Reportable Adjustments (Box 1g)			**$0 00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any adjustments resulting from a wash sale or market discount will not be reported to the IRS. The cost basis is provided for informational purposes only and may not reflect required adjustments under the applicable tax regulations Please consult your tax advisor regarding any adjustments to your original cost basis