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EXTENDED TO FEBRUARY 16, 2016

Return of Private Foundation

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

JUL 1, 2014

, and ending

JUN 30, 2015

► 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.

Name of foundation

STEVE & BEDE LEVINSON FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)

C/O ANDERSEN, 1700 E PUTNAM AVE #408

A Employer identification number

13-3251182

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

OLD GREENWICH, CT 06870

B Telephone number

212-785-2610

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual

(from Part II, col. (c), line 16)

► \$ 4,822,537. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	85,467.	85,467.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	60,602.			
b	Gross sales price for all assets on line 6a	611,944.			
7	Capital gain net income (from Part IV, line 2)		60,602.		
8	Net short-term capital gain			N/A	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	146,069.	146,069.	0.	
13	Compensation of officers, directors, trustees, etc	75,000.	0.	0.	75,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 2	19,570.	0.	0.
b	Accounting fees				
c	Other professional fees				
17	Interest	STMT 3	34,822.	765.	0.
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 4	22,931.	22,931.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		152,323.	23,696.	0.
25	Contributions, gifts, grants paid		168,600.		168,600.
26	Total expenses and disbursements. Add lines 24 and 25		320,923.	23,696.	0.
27	Subtract line 26 from line 12:		-174,854.		
b	Excess of revenue over expenses and disbursements			122,373.	
c	Net investment income (if negative, enter -0-)				0.
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	50,822.	71,718.	71,718.
	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 5	2,873,098.	3,346,750.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans	STMT 6	144,182.	144,182.
	13	Investments - other	STMT 7	25,000.	25,000.
	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)		3,093,102.	3,587,650.
					4,822,537.
	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.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		3,093,102.	3,587,650.
	30	Total net assets or fund balances		3,093,102.	3,587,650.
	31	Total liabilities and net assets/fund balances		3,093,102.	3,587,650.

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	3,093,102.
2	Enter amount from Part I, line 27a	2	-174,854.
3	Other increases not included in line 2 (itemize) ► ASSET BASIS ADJUSTMENT	3	669,402.
4	Add lines 1, 2, and 3	4	3,587,650.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,587,650.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHMENT			P	VARIOUS	VARIOUS
b SEE ATTACHMENT			P	VARIOUS	VARIOUS
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 60,986.		53,479.	7,507.		
b 551,008.		497,913.	53,095.		
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			7,507.		
b			53,095.		
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	60,602.	
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	7,507.	

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	150,080.	4,167,617.	.036011
2012	105,665.	3,288,834.	.032128
2011	114,099.	2,958,856.	.038562
2010	119,501.	2,858,195.	.041810
2009	131,583.	2,705,729.	.048631

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2014 estimated tax payments and 2013 overpayment credited to 2014

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a	3,943.
6b	
6c	
6d	

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ►

2,719. | Refunded ► 11 0.

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

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*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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► DE

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*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*10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14 The books are in care of ► BEDE LEVINSON Telephone no. ► 212-785-2619 Located at ► C/O ANDERSEN TAX, 1700 EAST PUTNAM AVE, #408, OLD ZIP+4 ► 06870		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 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? 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.		
1a	Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	
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?	1b	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)):	1c	
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	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?	4a	X
	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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)?

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?

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

N/A

5b

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

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

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?

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

 Yes No

N/A

5b

 Yes No

6b

X

 Yes No

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
BEDE LEVINSON C/O ANDERSEN TAX, 1700 E. PUTNAM AVEN OLD GREENWICH, CT 06870	PRESIDENT 10.00	0.	0.	0.
MATTHEW LEVINSON C/O ANDERSEN TAX, 1700 E. PUTNAM AVEN OLD GREENWICH, CT 06870	VICE PRESIDENT 10.00	25,000.	0.	0.
ETHAN LEVINSON C/O ANDERSEN TAX, 1700 E. PUTNAM AVEN OLD GREENWICH, CT 06870	VICE PRESIDENT 10.00	25,000.	0.	0.
RACHEL BAILINE C/O ANDERSEN TAX, 1700 E. PUTNAM AVEN OLD GREENWICH, CT 06870	VICE PRESIDENT 10.00	25,000.	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		
3	All other program-related investments. See instructions.	

Total. Add lines 1 through 3**0.**

Form 990-PF (2014)

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 4,499,586.
b	Average of monthly cash balances	1b 75,815.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 4,575,401.
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 4,575,401.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 68,631.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 4,506,770.
6	Minimum investment return. Enter 5% of line 5	6 225,339.

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	1 225,339.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 1,224.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 1,224.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 224,115.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 224,115.
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	7 224,115.

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 263,170.
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	4 263,170.
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 1,224.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 261,946.

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				224,115.
2 Undistributed income, if any, as of the end of 2014			169,716.	
a Enter amount for 2013 only				
b Total for prior years: <u>2012, 2011, 2010</u>		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ <u>263,170.</u>			169,716.	
a Applied to 2013, but not more than line 2a				
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				93,454.
e Remaining amount distributed out of corpus		0.		
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		0.		
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.	130,661.
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		0.		
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

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).)

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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	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				
BLYTHEDALE CHILDREN'S HOSPITAL 95 BRADHURST AVENUE VALHALLA, NY 10595	N/A	501(C)(3) EXEMPT ORG.	GENERAL CONTRIBUTION	600.
CLASSIC MARK TOMB PARS AND PIN				500.
COLEL CHABAD 806 EASTERN PKWY BROOKLYN, NY 11213	N/A	501(C)(3) EXEMPT ORG.	GENERAL CONTRIBUTION	79,000.
FRIENDS OF ISRAEL DEFENSE FORCES 1430 BROADWAY NEW YORK, NY 10118	N/A	501(C)(3) EXEMPT ORG.	GENERAL CONTRIBUTION	27,800.
ISRAEL CANCER RESEARCH FUND 295 MADISON AVE #1030 NEW YORK, NY 10017	N/A	501(C)(3) EXEMPT ORG.	GENERAL CONTRIBUTION	1,800.
Total	SEE CONTINUATION SHEET(S)			► 3a 168,600.
b Approved for future payment				
NONE				
Total				► 3b 0.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH COMMUNITY CENTER OF HARRISON 130 UNION AVENUE HARRISON, NY 10528	N/A	501(C)(3) EXEMPT ORG.	GENERAL CONTRIBUTION	18,750.
JEWISH COMMUNITY CENTER OF MANHATTAN 334 AMSTERDAM AVE NEW YORK, NY 10023	N/A	501(C)(3) EXEMPT ORG.	GENERAL CONTRIBUTION	1,000.
KENYA EDUCATION FUND 360 E. 72ND ST. #C-3405 NEW YORK, NY 10021	N/A	501(C)(3) EXEMPT ORG.	GENERAL CONTRIBUTION	600.
LIGHTHOUSE GUILD 95 CHURCH ST WHITE PLAINS, NY 10601	N/A	501(C)(3) EXEMPT ORG.	GENERAL CONTRIBUTIONS	1,000.
NORTH SHORE HEALTH SYSTEMS 125 COMMUNITY DRIVE GREAT NECK, NY 11021	N/A	501(C)(3) EXEMPT ORG.	GENERAL CONRTIBUTION	300.
TEMPLE BETH AM 203 CHURCH PLACE YORKTOWN HEIGHTS, NY 10598	N/A	501(C)(3) EXEMPT ORG.	GENERAL CONTRIBUTION	30,290.
THE METROPOLITAN MUSEUM OF ART 1000 5TH AVE NEW YORK, NY 10028	N/A	501(C)(3) EXEMPT ORG.	GENERAL CONTRIBUTION	1,500.
THE ROK FAMILY SHUL 35 SE 9TH ST MIAMI, FL 33131	N/A	501(C)(3) EXEMPT ORG.	GENERAL CONTRIBUTION	460.
THE WINDWARD SCHOOL 13 WINWARD AVE WHITE PLAINS, NY 10605	N/A	501(C)(3) EXEMPT ORG.	GENERAL CONTRIBUTION	5,000.
Total from continuation sheets				58,900.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	85,467.	
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			18	60,602.	
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.		146,069.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	146,069.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ML #03541 - INTEREST	19.	0.	19.	19.	0.
ML #03542 - DIVIDENDS	64,045.	0.	64,045.	64,045.	0.
ML #03542 - INTEREST	7.	0.	7.	7.	0.
ML #03564 - DIVIDENDS	21,395.	0.	21,395.	21,395.	0.
ML #03564 - INTEREST	1.	0.	1.	1.	0.
TO PART I, LINE 4	<u>85,467.</u>	<u>0.</u>	<u>85,467.</u>	<u>85,467.</u>	<u>0.</u>

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WOLLIN & NEUSCHATZ ASSOCIATES	11,675.	0.	0.	11,675.
LONNIE WOLLIN PC	7,895.	0.	0.	7,895.
TO FORM 990-PF, PG 1, LN 16B	<u>19,570.</u>	<u>0.</u>	<u>0.</u>	<u>19,570.</u>

FORM 990-PF	TAXES			STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ML #03542 - FOREIGN TAXES PAID	765.	765.	0.	0.
PRIOR YEAR BALANCE DUE	34,057.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	<u>34,822.</u>	<u>765.</u>	<u>0.</u>	<u>0.</u>

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ML #03542 - INVESTMENT EXPENSES	19,587.	19,587.	0.	0.
ML #03564 - INVESTMENT EXPENSES	3,194.	3,194.	0.	0.
ML #03541 - EMA ANNUAL FEE	150.	150.	0.	0.
TO FORM 990-PF, PG 1, LN 23	22,931.	22,931.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PRIOR YEAR INVESTMENTS	0.	0.
ALLERGAN PLC	787,968.	1,660,533.
FAIRPOINT COMMUNICATIONS	10.	0.
IDEARC INC	103.	0.
ISHARES TRUST SHS ISHARE EAFE MINIMUM V	144,897.	162,697.
ISHARES TRUST SHS ISHARE MSCI USA MINIM	324,192.	398,268.
POWERSHARES ETF FTSE RAFI US 1000 PORT	324,015.	397,253.
POWERSHARES FTSE RAFI DEVELO	153,505.	160,547.
SPDR S P DIVID ETF	355,795.	399,825.
SPDR S&P MIDCAP 400 ETF TRUST	55,547.	69,895.
VANGUARD TOTAL STK MKT	373,874.	468,215.
VANGUARD SMALL CAP VALUE ETF	55,663.	69,387.
VANGUARD SMALL CAP GROWTH ETF	56,227.	69,626.
VANGUARD FTSE EMERGING MARKETS ETF	170,583.	184,522.
VANGUARD FTSE DEVELOPED MARKETS ETF	100,898.	107,766.
AQR DIVERSIFIED ARBITRAGE FUND CL I	35,143.	33,123.
AQR MANAGED FUTURES STRATEGY FUND CL I	44,400.	40,777.
BLACKROCK GLOBAL LONG SHORT CREDIT FUND CL I	33,300.	33,017.
BOSTON PARTNERS LONG/SHORT RESEARCH FD INSTL	44,400.	44,429.
DRIEHAUS ACTIVE INCOME FUND	33,599.	33,185.
GOLDMAN SACHS ABSOLUTE RETURN TRACKER FD INSTL	65,789.	65,899.
GOTHAM ABSOLUTE RETURN FUND INSTL CLASS	44,400.	42,256.
NATIXIS ASG GLOBAL ALTERNATIVES FUND CL Y	64,378.	63,609.
NEUBERGER BERMAN LONG SHORT FUND INSTL CL	44,400.	43,731.
THE MERGER FUND CL INV	33,664.	33,077.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,346,750.	4,581,637.

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FORM 990-PF	MORTGAGE LOANS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOANS	144,182.	144,182.
TOTAL TO FORM 990-PF, PART II, LINE 12	144,182.	144,182.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISRAEL BONDS	COST	25,000.	25,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,000.	25,000.

Steven & Bede Levinson Foundation, Inc
Short-Term Capital Gains

<u>Description</u>	<u>Account</u>	<u>Date of Acquisition</u>	<u>Date of Sale</u>	<u>Amount</u>	<u>Cost Basis</u>	<u>Adjustments</u>	<u>Gain/(Loss)</u>
VANGUARD TOTAL STK MKT ETF	2GP-03542	8/30/2013	8/20/2014	12,008.62	9,935.52	0.00	2,073.10
ISHARES TRUST SHS ISHARE EAFE MINIMUM V	2GP-03542	8/30/2013	8/20/2014	5,030.30	4,454.23	0.00	576.07
VANGUARD MSCI EMERGING MARKETS ETF	2GP-03542	8/30/2013	8/20/2014	9,959.20	8,278.16	0.00	1,681.04
POWERSHARES ETF FTSE RAFI US 1000 PORT	2GP-03542	8/30/2013	8/20/2014	1,958.40	1,618.17	0.00	340.23
ISHARES TRUST SHS ISHARE MSCI USA MINIM	2GP-03542	8/30/2013	8/20/2014	11,985.54	10,346.88	0.00	1,638.66
SPDR S P DIVID ETF	2GP-03542	8/30/2013	8/20/2014	8,986.69	7,908.84	0.00	1,077.85
THE MERGER FUND CL INV	2GP-03564	12/30/2014	4/14/2015	0.32	0.31	0.00	0.01
HIGHLAND LG/SHRT EQTY Z	2GP-03564	12/2/2014	4/15/2015	100.64	95.60	0.00	5.04
HIGHLAND LG/SHRT EQTY Z	2GP-03564	12/2/2014	4/16/2015	12.58	12.14	0.00	0.44
HIGHLAND LG/SHRT EQTY Z	2GP-03564	12/2/2014	4/17/2015	6.57	6.24	0.00	0.33
HIGHLAND LG/SHRT EQTY Z	2GP-03564	12/2/2014	4/18/2015	1,660.57	1,577.40	0.00	83.17
CALAMOS MKT NTRL INC I	2GP-03564	6/19/2014	4/19/2015	26.04	25.94	0.00	0.10
CALAMOS MKT NTRL INC I	2GP-03564	9/18/2014	4/20/2015	13.02	12.96	0.00	0.06
CALAMOS MKT NTRL INC I	2GP-03564	9/18/2014	4/21/2015	52.08	52.09	0.00	(0.01)
CALAMOS MKT NTRL INC I	2GP-03564	12/18/2014	4/22/2015	65.10	64.00	0.00	1.10
CALAMOS MKT NTRL INC I	2GP-03564	12/18/2014	4/23/2015	13.02	12.82	0.00	0.20
CALAMOS MKT NTRL INC I	2GP-03564	12/18/2014	4/24/2015	195.30	191.99	0.00	3.31
CALAMOS MKT NTRL INC I	2GP-03564	12/18/2014	4/25/2015	26.04	25.60	0.00	0.44
CALAMOS MKT NTRL INC I	2GP-03564	3/19/2015	4/26/2015	10.34	10.18	0.00	0.16
CALAMOS MKT NTRL INC I	2GP-03564	3/19/2015	4/27/2015	78.13	77.22	0.00	0.91
GOLDMAN SACHS ABSOLUTE	2GP-03564	12/31/2014	4/28/2015	1.40	1.38	0.00	0.02
ABERDEEN EQUITY LONG	2GP-03564	12/22/2014	4/28/2015	7.81	8.69	0.00	(0.88)
ABERDEEN EQUITY LONG	2GP-03564	12/22/2014	4/28/2015	7,342.97	7,363.90	0.00	(20.93)
IQ HEDGE MULTI-STRAT	2GP-03564	1/6/2015	5/26/2015	27.19	26.43	0.00	0.76
IQ HEDGE MULTI-STRAT	2GP-03564	1/6/2015	4/28/2015	1,417.70	1,371.93	0.00	45.77
TOTAL				60,985.57	53,473.62	0.00	7,506.95

Steven & Bede Levinson Foundation, Inc
Long-Term Capital Gains

Description	Account	Date of Acquisition	Date of Sale	Amount	Cost Basis	Adjustments	Gain/(Loss)
VANGUARD TOTAL STK MKT ETF	2GP-03542	8/30/2013	10/29/2014	17,083.54	14,266.39	0.00	2,817.15
VANGUARD TOTAL STK MKT ETF	2GP-03542	8/30/2013	11/25/2014	10,036.16	7,982.39	0.00	2,053.77
VANGUARD TOTAL STK MKT ETF	2GP-03542	8/30/2013	12/12/2014	17,799.02	14,521.15	0.00	3,277.87
VANGUARD SMALL CAP VALUE ETF	2GP-03542	8/30/2013	11/25/2014	2,455.20	1,974.28	0.00	480.92
VANGUARD SMALL CAP VALUE ETF	2GP-03542	8/30/2013	12/12/2014	1,968.74	1,630.93	0.00	337.81
VANGUARD SMALL CAP GROWTH ETF	2GP-03542	8/30/2013	12/12/2014	3,942.31	3,458.94	0.00	483.37
ISHARES TRUST SHS ISHARE EAFE MINIMUM V	2GP-03542	8/30/2013	12/12/2014	3,926.70	3,644.37	0.00	282.33
POWERSHARES ETF FTSE RAFI US 1000 PORT	2GP-03542	8/30/2013	10/29/2014	19,045.69	15,961.00	0.00	3,084.69
POWERSHARES ETF FTSE RAFI US 1000 PORT	2GP-03542	8/30/2013	11/25/2014	10,035.42	8,017.28	0.00	2,018.14
POWERSHARES ETF FTSE RAFI US 1000 PORT	2GP-03542	8/30/2013	12/12/2014	14,846.73	12,209.80	0.00	2,636.93
ISHARES TRUST SHS ISHARE MSCI USA MINIM	2GP-03542	8/30/2013	10/29/2014	24,992.02	21,216.00	0.00	3,776.02
ISHARES TRUST SHS ISHARE MSCI USA MINIM	2GP-03542	8/30/2013	11/25/2014	9,991.72	8,094.72	0.00	1,897.00
ISHARES TRUST SHS ISHARE MSCI USA MINIM	2GP-03542	8/30/2013	12/12/2014	22,765.25	18,572.16	0.00	4,193.09
SPDR S P DIVID ETF	2GP-03542	8/30/2013	10/29/2014	20,032.46	17,493.29	0.00	2,539.17
SPDR S P DIVID ETF	2GP-03542	8/30/2013	11/25/2014	10,021.47	8,310.99	0.00	1,710.48
SPDR S P DIVID ETF	2GP-03542	8/30/2013	12/12/2014	17,853.38	15,080.43	0.00	2,772.95
SPDR S&P MIDCAP 400 ETF TRUST	2GP-03542	8/30/2013	11/25/2014	2,057.31	1,947.01	0.00	437.22
SPDR S&P MIDCAP 400 ETF TRUST	2GP-03542	8/30/2013	12/12/2014	2,057.31	1,730.67	0.00	326.64
VANGUARD TOTAL STK MKT ETF	2GP-03542	8/30/2013	3/13/2015	9,891.30	7,897.47	0.00	1,993.83
VANGUARD SMALL CAP	2GP-03542	8/30/2013	3/13/2015	3,923.93	3,242.75	0.00	681.18
ISHARES TRUST SHS ISHARE	2GP-03542	8/30/2013	3/13/2015	4,946.39	4,454.23	0.00	492.16
POWERSHARES ETF FTSE	2GP-03542	8/30/2013	3/13/2015	3,968.73	3,236.33	0.00	732.40
ISHARES TRUST SHS ISHARE	2GP-03542	8/30/2013	3/13/2015	6,954.46	5,581.44	0.00	1,373.02
SPDR S&P MIDCAP 400 ETF	2GP-03542	8/30/2013	3/13/2015	4,860.63	3,894.01	0.00	966.62
VANGUARD TOTAL STK MKT ETF	2GP-03542	8/30/2013	6/24/2015	10,116.13	7,812.55	0.00	2,303.58
VANGUARD SMALL CAP VALUE	2GP-03542	8/30/2013	6/24/2015	5,087.05	3,948.56	0.00	1,138.49
VANGUARD SMALL CAP	2GP-03542	8/30/2013	6/24/2015	3,011.96	2,378.02	0.00	633.94
ISHARES TRUST SHS ISHARE	2GP-03542	8/30/2013	6/24/2015	5,087.17	4,338.54	0.00	748.63
VANGUARD FTSE EMERGING	2GP-03542	8/30/2013	6/24/2015	3,038.35	2,709.22	0.00	329.13
POWERSHARES ETF FTSE	2GP-03542	8/30/2013	6/24/2015	5,102.82	4,045.42	0.00	1,057.40
ISHARES TRUST SHS ISHARE	2GP-03542	8/30/2013	6/24/2015	2,050.47	1,632.00	0.00	418.47
POWERSHARES FTSE RAFI	2GP-03542	8/30/2013	6/24/2015	2,024.60	1,857.60	0.00	167.00
VANGUARD FTSE DEVELOPED	2GP-03542	8/30/2013	6/24/2015	5,061.70	4,505.25	0.00	556.45
THE MERGER FUND CL INV	2GP-03564	8/30/2013	4/28/2015	10,099.68	10,191.47	0.00	(101.79)
HIGHLAND LGSHRT EQTY Z	2GP-03564	8/30/2013	4/28/2015	40,482.44	39,549.22	0.00	933.22
HIGHLAND LGSHRT EQTY Z	2GP-03564	12/20/2013	4/28/2015	12.57	12.29	0.00	0.28
HIGHLAND LGSHRT EQTY Z	2GP-03564	12/20/2013	4/28/2015	138.37	135.52	0.00	2.86
HIGHLAND LGSHRT EQTY Z	2GP-03564	12/20/2013	4/28/2015	3,245.64	3,178.56	0.00	67.08
CALAMOS MKT NTRL INC I	2GP-03564	9/19/2013	4/28/2015	21,040.32	20,508.20	0.00	532.12
CALAMOS MKT NTRL INC I	2GP-03564	9/19/2013	4/28/2015	65.10	63.81	0.00	1.29
CALAMOS MKT NTRL INC I	2GP-03564	12/19/2013	4/28/2015	13.01	12.76	0.00	0.25
CALAMOS MKT NTRL INC I	2GP-03564	12/19/2013	4/28/2015	65.10	63.81	0.00	1.29
CALAMOS MKT NTRL INC I	2GP-03564	12/19/2013	4/28/2015	442.68	433.84	0.00	8.84
CALAMOS MKT NTRL INC I	2GP-03564	3/20/2014	4/28/2015	13.02	12.81	0.00	0.21
CALAMOS MKT NTRL INC I	2GP-03564	3/20/2014	4/28/2015	91.14	89.95	0.00	1.19
GOLDMAN SACHS ABSOLUTE	2GP-03564	8/30/2013	4/28/2015	45,498.60	45,015.60	0.00	483.00
ABERDEEN EQUITY LONG	2GP-03564	12/23/2013	4/28/2015	631.20	737.40	0.00	(106.20)
ABERDEEN EQUITY LONG	2GP-03564	8/30/2013	4/28/2015	104,999.63	97,280.37	0.00	7,719.26
IQ HEDGE MULTI-STRAT	2GP-03564	1/6/2014	4/28/2015	1,417.69	1,360.65	0.00	57.04
TOTAL				551,007.91	497,913.22	0.00	53,094.69