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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2015**

Open to Public Inspection

For calendar year 2015 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 ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 967,293.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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	135,244.		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	24,631.	24,631.		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	51,931.			
	b Gross sales price for all assets on line 6a	753,802.			
	7 Capital gain net income (from Part IV, line 2)		51,931.		
	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	3,104.	3,104.		STATEMENT 3	
12 Total Add lines 1 through 11	214,909.	79,665.			
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	1,775.	888.	887.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 5	3,392.	46.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	16,147.	16,137.	10.
	24 Total operating and administrative expenses Add lines 13 through 23		21,314.	17,071.	897.
	25 Contributions, gifts, grants paid		48,900.		48,900.
26 Total expenses and disbursements. Add lines 24 and 25		70,214.	17,071.	49,797.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		144,695.			
b Net investment income (if negative, enter -0-)			62,594.		
c Adjusted net income (if negative, enter -0-)			N/A		

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			26,589.	8,804.	8,804.
	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	222,320.	201,974.	448,772.		
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 9	356,123.	445,940.	509,717.			
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)	605,032.	656,718.	967,293.			
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 ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted	605,032.	656,718.			
	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	605,032.	656,718.			
	31 Total liabilities and net assets/fund balances	605,032.	656,718.			

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	605,032.
2 Enter amount from Part I, line 27a	2	144,695.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	749,727.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	93,009.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	656,718.

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 753,802.		701,871.	51,931.

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			51,931.

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	51,931.
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))
2014	44,605.	858,390.	.051964
2013	42,451.	666,648.	.063678
2012	28,982.	532,302.	.054447
2011	26,862.	502,982.	.053405
2010	24,050.	462,907.	.051954

2 Total of line 1, column (d)	2	.275448
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	.055090
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	998,792.
5 Multiply line 4 by line 3	5	55,023.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	626.
7 Add lines 5 and 6	7	55,649.
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.	8	49,797.

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	1,252.
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	1,252.
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	1,252.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	1,680.	
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	1,680.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	428.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☐ 428. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	X	
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		
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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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

6b

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?

☐ 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	PRESIDENT			
5502 E CAMELHILL ROAD				
PHOENIX, AZ 85018	5.00	0.	0.	0.
SHERI A. LEVIN	SECRETARY			
5502 E CAMELHILL ROAD				
PHOENIX, AZ 85018	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

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6 (continued)

0

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	996,466.
b	Average of monthly cash balances	1b	17,536.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,014,002.
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	1,014,002.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,210.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	998,792.
6	Minimum investment return. Enter 5% of line 5	6	49,940.

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	49,940.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,252.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,252.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	48,688.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	48,688.
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	48,688.

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	49,797.
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	49,797.
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	49,797.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				48,688.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	1,816.			
b From 2011	1,950.			
c From 2012	3,177.			
d From 2013	10,889.			
e From 2014	3,331.			
f Total of lines 3a through e	21,163.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$	49,797.			
a Applied to 2014, 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 2015 distributable amount				48,688.
e Remaining amount distributed out of corpus	1,109.			
5 Excess distributions carryover applied to 2015 (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	22,272.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	1,816.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	20,456.			
10 Analysis of line 9:				
a Excess from 2011	1,950.			
b Excess from 2012	3,177.			
c Excess from 2013	10,889.			
d Excess from 2014	3,331.			
e Excess from 2015	1,109.			

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	48,900.
Total			3a	48,900.
b Approved for future payment				
NONE				
Total			3b	0.

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)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	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	24,631.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property				16	<1.>	
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income				01	3,104.	
8 Gain or (loss) from sales of assets other than inventory				18	51,931.	
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.		79,665.	0.
13 Total. Add line 12, columns (b), (d), and (e)					79,665.	79,665.

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

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

[illegible]

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

2015

Name of the organization

LEVIN FAMILY CHARITABLE FOUNDATION

Employer identification number

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

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 AND SHERI LEVIN 5502 E CAMELBACK RD PHOENIX, AZ 85018	\$ 135,244.	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.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

86-0974340

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

[illegible]

Name of organization

Employer identification number

LEVIN FAMILY CHARITABLE FOUNDATION**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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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 9395-035 - SEE ATTACHED	P	01/01/15	12/31/15
b	MORGAN STANLEY 9395-035 - SEE ATTACHED	P	01/01/15	12/31/15
c	MORGAN STANLEY 9395-035 - SEE ATTACHED	P	01/01/14	12/31/15
d	MORGAN STANLEY 9395-035 - SEE ATTACHED	P	01/01/14	12/31/15
e	ATLAS ENERGY, LP	P	01/01/15	12/31/15
f	CNX COAL RESOURCES	P	01/01/15	12/31/15
g	WILLIAMS PARTNERSHIP	P	01/01/15	12/31/15
h	ENERGY TRANSFER EQUITY, LP	P	01/01/14	12/31/15
i	ENERGY TRANSFER EQUITY, LP	P	01/01/14	12/31/15
j	CAPITAL GAINS DIVIDENDS			
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 400,205.		445,784.	<45,579.>
b 30,445.		32,577.	<2,132.>
c 226,446.		197,909.	28,537.
d 92,183.		25,240.	66,943.
e 301.			301.
f		361.	<361.>
g 114.			114.
h 3,415.			3,415.
i 3.			3.
j 690.			690.
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<45,579.>
b			<2,132.>
c			28,537.
d			66,943.
e			301.
f			<361.>
g			114.
h			3,415.
i			3.
j			690.
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	51,931.
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

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 INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ATLAS ENERGY, LP	2.	0.	2.	2.	
ENERGY TRANSFER EQUITY, LP	146.	0.	146.	146.	
MORGAN STANLEY #19395	25,173.	690.	24,483.	24,483.	
TO PART I, LINE 4	25,321.	690.	24,631.	24,631.	

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
WILLIAMS PARTNERS, LP	1	<2.>
ENERGY TRANSFER EQUITY LP	2	1.
TOTAL TO FORM 990-PF, PART I, LINE 5A		<1.>

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ATLAS ENERGY, LP	16.	16.	
NONDIVIDEND DISTRIBUTIONS	2,736.	2,736.	
PARTNERSHIP INCOME	350.	350.	
ENERGY TRANSFER EQUITY, LP	2.	2.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,104.	3,104.	

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	1,775.	888.		887.
TO FORM 990-PF, PG 1, LN 16B	1,775.	888.		887.

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	3,346.	0.		0.
FOREIGN TAXES	46.	46.		0.
TO FORM 990-PF, PG 1, LN 18	3,392.	46.		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	16,137.	16,137.		0.
ACC REPORT FEE	10.	0.		10.
TO FORM 990-PF, PG 1, LN 23	16,147.	16,137.		10.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT 7
DESCRIPTION				AMOUNT
DIFFERENCES DUE TO DONOR CARRYOVER BASIS				93,009.
TOTAL TO FORM 990-PF, PART III, LINE 5				93,009.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MORGAN STANLEY 003-119395-035	201,974.	448,772.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	201,974.	448,772.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLOSED END FUNDS/MUTUAL FUND	COST	445,940.	509,717.
TOTAL TO FORM 990-PF, PART II, LINE 13		445,940.	509,717.

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE
FOUNDATION

Investment Objectives[†]: Capital Appreciation, Aggressive Income, Speculation, Income
[†] Inform us if your investment objectives, as defined in the Expanded Disclosures, change

Investment Advisory Account

Account Detail

HOLDINGS

This section reflects positions purchased/sold on a trade date basis. "Market Value" and "Unrealized Gain/(Loss)" may not reflect the value that could be obtained in the market. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated Annual Income a) is calculated on a pre-tax basis, b) does not include any reduction for applicable non-US withholding taxes, c) may include return of principal or capital gains which could overstate such estimates, and d) for securities that have a defined maturity date within the next 12 months, is reflected only through maturity date. Actual income or yield may be lower or higher than the estimates. Current yield reflects the income generated by an investment, and does not reflect changes in its price. Structured Investments, identified on the Position Description Details line as "Asset Class Struct Inv," may appear in various statement product categories. When displayed, the accrued interest, annual income and current yield for those with a contingent income feature (e.g., Range Accrual Notes or Contingent Income Notes) are estimates and assume specified accrual conditions are met during the relevant period and payment in full of all contingent interest. For Floating Rate Securities, the accrued interest, annual income and current yield are estimates based on the current floating coupon rate and may not reflect historic rates within the accrual period.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. You have the right to instruct us to liquidate your bank deposit balance(s) or shares of any money market fund balance(s) at any time and have the proceeds of such liquidation remitted to you. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Market Value	7-Day Current Yield %	Est Ann Income	APY %
CASH	\$2,940.46			
MS AAA INSTL MONEY TRUST	3,271.93	0.290	9.49	—

	Percentage of Holdings	Market Value	Est Ann Income
CASH, BDP, AND MMFs		\$6,212.39	\$9.49

NET UNSETTLED PURCHASES/SALES

\$548.59

CASH, BDP, AND MMFs (PROJECTED SETTLED BALANCE) 0.70%

\$6,760.98

Money market funds seek to maintain a share price of \$1.00, therefore the dollar amounts listed equal the number of shares. Additional information concerning these transactions is available upon request. For more information about the pricing of Money Market Funds, please see the Expanded Disclosures. The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account.

The "Projected Settled Balance" includes accrued interest on deposits and reflects the impact of unsettled purchases/sales.

Account Detail

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE
FOUNDATION

STOCKS COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ALLERGAN PLC SHS (AGN)									
Asset Class: Equities									
ALPHABET INC CL A (GOOGL)	9/30/13	26,000	\$144,000	\$312.500	\$3,744.00	\$8,125.00	\$4,381.00 LT	—	—
	9/10/15	19,000	646.803	778.010	12,289.26	14,782.19	2,492.93 ST		
	9/11/15	5,000	652.258	778.010	3,261.29	3,890.05	628.76 ST		
Total		24,000			15,550.55	18,672.24	3,121.69 ST	—	—
AMER INTL GP INC NEW (AIG)									
Asset Class: Equities									
	11/16/12	162,000	31.376	61.970	5,082.98	10,039.14	4,956.16 LT G		
	12/4/12	300,000	33.326	61.970	9,997.92	18,591.00	8,593.08 LT		
	12/5/12	38,000	33.674	61.970	1,279.62	2,354.86	1,075.24 LT		
Total		500,000			16,360.52	30,985.00	14,624.48 LT	560.00	1.80
APPLE INC (AAPL)									
Asset Class: Equities									
	4/26/05	100,000	5.329	105.260	532.93	10,526.00	9,993.07 LT G		
	4/26/05	100,000	5.329	105.260	532.93	10,526.00	9,993.07 LT		
	5/11/05	100,000	5.038	105.260	503.75	10,526.00	10,022.25 LT		
Total		300,000			1,569.61	31,578.00	30,008.39 LT	624.00	1.97
BUFFALO WILD WINGS INC (BWLD)									
Asset Class: Equities									
	8/18/11	13,000	57.206	159.650	743.67	2,075.45	1,331.78 LT		
	8/18/11	50,000	57.101	159.650	2,855.03	7,982.50	5,127.47 LT G		
	8/18/11	100,000	57.101	159.650	5,710.07	15,965.00	10,254.93 LT		
	8/24/11	37,000	59.565	159.650	2,203.91	5,907.05	3,703.14 LT		
Total		200,000			11,512.68	31,930.00	20,417.32 LT	—	—
CERNER CORP (CERN)									
Asset Class: Equities									
	11/10/08	52,000	9.889	60.170	514.21	3,128.84	2,614.63 LT		
	11/11/08	48,000	9.572	60.170	459.45	2,888.16	2,428.71 LT		
	11/13/08	100,000	9.166	60.170	916.62	6,017.00	5,100.38 LT G		
	11/14/08	100,000	9.400	60.170	939.98	6,017.00	5,077.02 LT G		
Total		300,000			2,830.26	18,051.00	15,220.74 LT	—	—
COGNIZANT TECH SOLUTIONS CL A (CTSH)									
Asset Class: Equities									
	7/31/09	208,000	15.055	60.020	3,131.49	12,484.16	9,352.67 LT		
	7/31/09	92,000	15.055	60.020	1,385.08	5,521.84	4,136.76 LT		
	8/12/09	200,000	17.356	60.020	3,471.24	12,004.00	8,532.76 LT		
Total		500,000			7,987.81	30,010.00	22,022.19 LT	—	—

Account Detail

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE
FOUNDATION

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
COMCAST CORP (NEW) CLASS A (CMCSA)									
Next Dividend Payable 01/20/16, Asset Class: Equities	11/5/15	250,000	61.735	56.430	15,433.78	14,107.50	(1,326.28) ST	250.00	1.77
CONSTELLATION BRANDS INC CL A (STZ)									
Next Dividend Payable 02/20/16, Asset Class: Equities	7/30/15	152,000	119.159	142.440	18,112.21	21,650.88	3,538.67 ST	188.00	0.86
GILEAD SCIENCE (GILD)									
Next Dividend Payable 03/20/16, Asset Class: Equities	6/11/12	200,000	24.872	101.190	4,974.30	20,238.00	15,263.70 LT G		
	6/11/12	150,000	24.877	101.190	3,731.56	15,178.50	11,446.94 LT		
Total		350,000			8,705.86	35,416.50	26,710.64 LT	602.00	1.69
HAIN CELESTIAL GROUP INC (HAIN)									
Next Dividend Payable 03/20/16, Asset Class: Equities	8/9/11	300,000	13.741	40.390	4,122.30	12,117.00	7,994.70 LT G		
	8/9/11	100,000	13.695	40.390	1,369.52	4,039.00	2,669.48 LT		
Total		400,000			5,491.82	16,156.00	10,664.18 LT	—	—
HONEYWELL INTERNATIONAL INC (HON)									
Next Dividend Payable 03/20/16, Asset Class: Equities	2/25/09	150,000	28.426	103.570	4,263.94	15,535.50	11,271.56 LT	357.00	2.29
JAZZ PHARMACEUTICALS PLC (JAZZ)									
Next Dividend Payable 03/20/16, Asset Class: Equities	7/16/12	65,000	47.262	140.560	3,072.06	9,136.40	6,064.34 LT		
	8/16/12	17,000	47.610	140.560	809.37	2,389.52	1,580.15 LT		
Total		82,000			3,881.43	11,525.92	7,644.49 LT	—	—
MASTERCARD INC CL A (MA)									
Next Dividend Payable 02/20/16, Asset Class: Equities	2/5/10	60,000	22.382	97.360	1,342.92	5,841.60	4,498.68 LT		
	12/27/10	200,000	22.462	97.360	4,492.40	19,472.00	14,979.60 LT		
	2/25/11	140,000	24.824	97.360	3,475.35	13,630.40	10,155.05 LT		
Total		400,000			9,310.67	38,944.00	29,633.33 LT	304.00	0.78
NIKE INC B (NKE)									
Next Dividend Payable 01/04/16, Asset Class: Equities	8/22/11	28,000	20.043	62.500	561.19	1,750.00	1,188.81 LT G		
	6/29/12	572,000	21.634	62.500	12,374.86	35,750.00	23,375.14 LT		
Total		600,000			12,936.05	37,500.00	24,563.95 LT	384.00	1.02
REGENERON PHARM (REGN)									
Next Dividend Payable 01/04/16, Asset Class: Equities	8/29/13	18,000	243.036	542.870	4,374.64	9,771.66	5,397.02 LT	—	—
VERIZON COMMUNICATIONS (VZ)									
Next Dividend Payable 02/20/16, Asset Class: Equities	12/14/10	150,000	34.457	46.220	5,168.57	6,933.00	1,764.43 LT	339.00	4.88
VUZIX CORP COM (VUZI)									
Next Dividend Payable 02/20/16, Asset Class: Equities	5/19/15	1,000,000	5.670	7.590	5,669.60	7,590.00	1,920.40 ST	—	—
WELLS FARGO & CO NEW (WFC)									
Next Dividend Payable 02/20/16, Asset Class: Equities	12/14/11	461,000	25.958	54.360	11,966.64	25,059.96	13,093.32 LT		
	12/5/12	39,000	32.880	54.360	1,282.32	2,120.04	837.72 LT		

Morgan Stanley

Account Detail

Portfolio Management Active Assets Account
003-119395-035

**LEVIN FAMILY CHARITABLE
FOUNDATION**

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
Total		500,000			13,248.96	27,180.00	13,931.04 LT	750.00	2.75
<i>Next Dividend Payable 03/2016, Asset Class: Equities</i>									
WHEELER REAL EST INVT (WHLR)									
	10/2/15	6,000,000	1.934	1.930	11,601.60	11,580.00	(21.60) ST		
	12/2/15	5,000,000	1.800	1.930	9,002.00	9,650.00	648.00 ST		
Total		11,000,000			20,603.60	21,230.00	626.40 ST	2,310.00	10.88
<i>Next Dividend Payable 01/31/16, Asset Class: All</i>									
COMMON STOCKS					\$186,756.56	\$432,892.20	\$238,254.76 LT	\$6,668.00	1.54%
							\$7,880.88 ST		

PREFERRED STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
GOLDMAN SACHS GRP INC FLTG RT (GSA)	8/28/15	800,000	\$19.022	\$19.850	\$15,217.36	\$15,880.00	\$662.64 ST	\$758.00	4.77
<i>Moody BAA1 S&P BB, Next Dividend Payable 02/2016, Asset Class FI & Pref</i>									
	Percentage of Holdings				Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
STOCKS	46.49%				\$201,973.92	\$448,772.20	\$238,254.76 LT	\$7,426.00	1.66%
							\$8,543.52 ST		

EXCHANGE-TRADED & CLOSED-END FUNDS

Global Investment Manager Analysis (GIMA) status codes (FL, AL or NL), may be shown for certain exchange-traded funds and are not guarantees of performance. Refer to "GIMA Status in Investment Advisory Programs" in the June or December statement for a description of these status codes.

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
BLACKROCK LTD DURATION INC (BLW)	10/29/15	1,500,000	\$14.700	\$14.580	\$22,050.00	\$21,870.00	\$(180.00) ST		
	12/2/15	500,000	14.387	14.580	7,193.70	7,290.00	96.30 ST		
	Total	2,000,000			29,243.70	29,160.00	(83.70) ST	2,088.00	7.16
Next Dividend Payable 01/08/16; Asset Class: FI & Pref									
BLACKSTONE/GSO STRAT CREDIT FD (BGB)	9/29/15	2,600,000	14.240	13.370	37,024.52	34,762.00	(2,262.52) ST	3,276.00	9.42
Next Dividend Payable 01/20/16; Asset Class: FI & Pref									
FIRST TR INTERM DUR PRF&INC FD (FPF)	6/10/15	616,000	21.925	21.270	13,505.49	13,102.32	(403.17) ST		
	8/4/15	384,000	21.627	21.270	8,304.84	8,167.68	(137.16) ST		
	8/26/15	500,000	21.576	21.270	10,787.75	10,635.00	(152.75) ST		
Total		1,500,000			32,598.08	31,905.00	(693.08) ST	2,925.00	9.16
Next Dividend Payable 01/20/16; Asset Class: FI & Pref									

Account Detail

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE
FOUNDATION

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est. Ann Income	Current Yield %
<i>Next Dividend Payable 01/2016, Asset Class: Equities</i>									
GABELLI DIV & INCM TR (GDV)	11/24/15	1,000,000	18.965	18.460	18,964.80	18,460.00	(504.80) ST		
	12/30/15	1,100,000	18.632	18.460	20,495.42	20,306.00	(189.42) ST		
Total		2,100,000			39,460.22	38,766.00	(694.22) ST	2,772.00	7.15
<i>Next Dividend Payable 03/2016, Asset Class: Equities</i>									
GUGGENHEIM S&P 500 EQU WEIGHT (RSP)	7/28/14	200,000	76.810	76.640	15,362.00	15,328.00	(34.00) LT		
	8/4/14	199,000	74.850	76.640	14,895.13	15,251.36	356.23 LT		
	10/20/14	5,000	73.250	76.640	366.25	383.20	16.95 LT		
	2/3/15	24,000	79.572	76.640	1,909.72	1,839.36	(70.36) ST		
	9/14/15	82,000	75.850	76.640	6,219.70	6,284.48	64.78 ST		
	9/29/15	100,000	71.920	76.640	7,191.99	7,664.00	472.01 ST		
	12/10/15	80,000	77.273	76.640	6,181.84	6,131.20	(50.64) ST		
Total		690,000			52,126.63	52,881.60	339.18 LT	899.00	1.70
<i>Next Dividend Payable 03/2016, Asset Class: Equities</i>									
ISHARES COHEN&STEERS REIT ETF (ICF)	11/30/09	200,000	47.930	99.240	9,586.00	19,848.00	10,262.00 LT	654.00	3.29
<i>Next Dividend Payable 03/2016, Asset Class: Equities</i>									
ISHARES CORE HIGH DIVIDEND ETF (HDV)	6/17/11	250,000	52.077	73.410	13,019.13	18,352.50	5,333.37 LT	720.00	3.92
<i>Next Dividend Payable 03/2016, Asset Class: Equities</i>									
ISHARES IBOXX \$ HY COR BD ETF (HYG)	10/16/08	150,000	71.190	80.580	10,678.50	12,087.00	1,408.50 LT		
	12/10/14	525,000	88.836	80.580	46,638.64	42,304.50	(4,334.14) LT		
Total		675,000			57,317.14	54,391.50	(2,925.64) LT	3,210.00	5.90
<i>Next Dividend Payable 01/2016, Asset Class: FI & Pref</i>									
ISHARES MORTGAGE RE EST CP ETF (REM)	12/18/15	1,500,000	9.837	9.560	14,756.10	14,340.00	(416.10) ST		
	12/21/15	1,300,000	9.805	9.560	12,746.50	12,428.00	(318.50) ST		
Total		2,800,000			27,502.60	26,768.00	(734.60) ST	3,212.00	11.99
<i>Next Dividend Payable 03/2016, Asset Class: Alt</i>									
ISHARES NASDAQ BIOTECH ETF (IBB)	9/21/11	89,000	98.326	338.330	8,751.01	30,111.37	21,360.36 LT		
	10/20/11	41,000	95.616	338.330	3,920.26	13,871.53	9,951.27 LT		
Total		130,000			12,671.27	43,982.90	31,311.63 LT	12.00	0.02
<i>Next Dividend Payable 03/2016, Asset Class: Equities</i>									
ISHARES RUSSELL 3000 ETF (IWN)	1/20/11	150,000	75.696	120.310	11,354.40	18,046.50	6,692.10 LT		
	3/14/11	41,000	77.053	120.310	3,159.16	4,932.71	1,773.55 LT		
	12/30/11	100,000	74.505	120.310	7,450.50	12,031.00	4,580.50 LT		
	1/9/12	150,000	75.613	120.310	11,341.95	18,046.50	6,704.55 LT		

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2015

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Account Detail

Portfolio Management Active Assets Account
003-119395-035
LEVIN FAMILY CHARITABLE
FOUNDATION

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
GIMA Status: AL; Next Dividend Payable 03/2016; Asset Class: Equities									
TOTAL		441,000			33,306.01	53,056.71	19,750.70 LT	1,055.00	1.98
ISHARES S&P US PFD STK IDX FD (PFF)									
	12/17/08	166,000	27.100	38.850	4,498.60	6,449.10	1,950.50 LT		
	2/17/09	300,000	21.480	38.850	6,444.00	11,655.00	5,211.00 LT		
TOTAL		466,000			10,942.60	18,104.10	7,161.50 LT	1,043.00	5.76
GIMA Status: AL; Next Dividend Payable 01/2016; Asset Class: FI & Pref									
PERITUS HIGH YIELD ETF (HYLD)									
	9/14/15	500,000	38.330	32.640	19,165.00	16,320.00	(2,845.00) ST		
	10/2/15	500,000	36.144	32.640	18,071.95	16,320.00	(1,751.95) ST		
	12/15/15	200,000	32.723	32.640	6,544.64	6,528.00	(16.64) ST		
TOTAL		1,200,000			43,781.59	39,168.00	(4,613.59) ST	4,256.00	10.86
GIMA Status: AL; Next Dividend Payable 01/2016; Asset Class: FI & Pref									
SPDR S&P MIDCAP 400 ETF TRUST (MDY)									
	10/1/15	81,000	246.353	254.040	19,954.62	20,577.24	622.62 ST		
	12/10/15	24,000	257.350	254.040	6,176.40	6,096.96	(79.44) ST		
TOTAL		105,000			26,131.02	26,674.20	543.18 ST	361.00	1.35
Next Dividend Payable 01/29/16; Asset Class: Equities									

Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
50.54%	\$424,710.51	\$487,820.51	\$71,232.74 LT (8,122.74) ST	\$26,483.00	5.43%
EXCHANGE-TRADED & CLOSED-END FUNDS					

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. Global Investment Manager Analysis (GIMA) status codes (FL, AL or NL), may be shown for certain mutual funds and are not guarantees of performance. Refer to "GIMA Status in Investment Advisory Programs" in the June or December statement for a description of these codes.

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
HARBOR INTERNATIONAL INST (HAINX)									
	9/8/06	116,995	\$56.799	\$59.430	\$6,645.15	\$6,953.01	\$307.86 LT		
	9/13/06	175,312	57.041	59.430	10,000.00	10,418.79	418.79 LT		
Purchases		292,307			16,645.15	17,371.80	726.65 LT		
Long Term Reinvestments		65,396			3,950.30	3,886.48	(63.82) LT		

Account Detail

Portfolio Management Active Assets Account
003-119395-035

LEVIN FAMILY CHARITABLE
FOUNDATION

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
Short Term Reinvestments		10,748			634.05	638.75	4.70 ST		
Total		368,451			21,229.50	21,897.04	662.83 LT 4.70 ST	398.00	1.81
Total Purchases vs Market Value						21,897.04			
Cumulative Cash Distributions					16,645.15	3,387.26			
Net Value Increase/(Decrease)						8,639.15			

GIMA Status FL: Dividend Cash, Capital Gains Reinvest, Asset Class: Equities

MUTUAL FUNDS	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	2.27%	\$21,229.50	\$21,897.04	\$662.83 LT \$4.70 ST	\$398.00	1.82%

TOTAL MARKET VALUE		\$647,913.93	\$965,250.73	\$310,150.33 LT \$425.48 ST	\$34,316.49	3.55%
TOTAL VALUE (includes accrued interest)	100.00%		\$965,250.73		\$0.00	

G - This tax lot has been marked as a gift. Gift basis rules apply at the time of sale. Unrealized Gain/(Loss) totals only reflect positions that have both cost basis and market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

ALLOCATION OF ASSETS

	Cash	Equities	Fixed Income & Preferred Securities	Alternatives	Annuiti- & Insurance	Structured Investments	Other
Cash, BDP, MMFs	\$6,760.98	—	—	—	—	—	—
Stocks	—	\$411,662.20	\$15,880.00	\$21,230.00	—	—	—
ETFs & CEFs	—	233,713.91	207,490.60	46,616.00	—	—	—
Mutual Funds	—	21,897.04	—	—	—	—	—
TOTAL ALLOCATION OF ASSETS	\$6,760.98	\$667,273.15	\$223,370.60	\$67,846.00	—	—	—

Active Assets Account
003-113582-035

LEVIN FAMILY CHARITABLE
FOUNDATION

Brokerage Account

Account Detail

Investment Objectives[†]: Income, Capital Appreciation

[†] Inform us if your investment objectives, as defined in the Expanded Disclosures, change.

HOLDINGS

This section reflects positions purchased/sold on a trade date basis. "Market Value" and "Unrealized Gain/(Loss)" may not reflect the value that could be obtained in the market. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated Annual Income a) is calculated on a pre-tax basis, b) does not include any reduction for applicable non-US withholding taxes, c) may include return of principal or capital gains which could overstate such estimates, and d) for securities that have a defined maturity date within the next 12 months, is reflected only through maturity date. Actual income or yield may be lower or higher than the estimates. Current yield reflects the income generated by an investment, and does not reflect changes in its price. Structured Investments, identified on the Position Description Details line as "Asset Class Struct Inv," may appear in various statement product categories. When displayed, the accrued interest, annual income and current yield for those with a contingent income feature (e.g., Range Accrual Notes or Contingent Income Notes) are estimates and assume specified accrual conditions are met during the relevant period and payment in full of all contingent interest. For Floating Rate Securities, the accrued interest, annual income and current yield are estimates based on the current floating coupon rate and may not reflect historic rates within the accrual period.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program and Money Market Funds are generally displayed on a settlement date basis. You have the right to instruct us to liquidate your bank deposit balance(s) or shares of any money market fund balance(s) at any time and have the proceeds of such liquidation remitted to you. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Market Value	7-Day Current Yield %	Est Ann Income	APY %
MS ACTIVE ASSETS MONEY TRUST	\$2,042.15	0.050	\$1.02	—
CASH, BDP, AND MMFS	\$2,042.15		\$1.02	

Money market funds seek to maintain a share price of \$1.00, therefore the dollar amounts listed equal the number of shares. Additional information concerning these transactions is available upon request. For more information about the pricing of Money Market Funds, please see the Expanded Disclosures. The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account.

Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income Accrued Interest	Current Yield %
\$0.00	\$2,042.15		\$1.02	0.05%
TOTAL MARKET VALUE				
\$0.00	\$2,042.15		\$0.00	
TOTAL VALUE (includes accrued interest)	\$2,042.15			

Unrealized Gain/(Loss) totals only reflect positions that have both cost basis and market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

Donations 2015

<u>Date Written</u>	<u>Check #</u>	<u>Amount</u>	<u>Payable to</u>
1/13/2015	CC	\$ 2,000.00	UofA Foundation/Wildcat Scholarship Fund
1/19/2015	CC	\$ 2,000.00	Arizona Friends of Foster Children Foundation
1/19/2015	CC	\$ 2,000.00	Tgen Foundation-Colon Cancer
1/19/2015	CC	\$ 2,000.00	Waste Not, Inc
1/27/2015	1002	\$ 10,000.00	Mayo Clinic
2/19/2015	CC	\$ 2,000.00	Ryan House
2/20/2015	CC	\$ 2,000.00	Friends of the Israel Defense Forces
2/25/2015	CC	\$ 2,500.00	Affordable Living for the Aging
3/16/2015	1916	\$ 500.00	Board of Visitor
3/24/2015	CC	\$ 1,000.00	Jewish National Fund
3/26/2015	CC	\$ 2,000.00	Jewish Family & Children's Service
4/15/2015	CC	\$ 1,000.00	Arizona Helping Hands Inc
5/6/2015	CC	\$ 1,000.00	FasterCures / Milken Institute
5/19/2015	CC	\$ 1,000.00	Boys & Girls Clubs of Metro Phoenix
6/24/2015	CC	\$ 1,000.00	United Food Bank
6/24/2015	CC	\$ 1,000.00	KJZZ 91.5 FM
7/17/2015	CC	\$ 3,650.00	Congregation Beth Israel
7/27/2015	CC	\$ 500.00	Ronald McDonald House
8/10/2015	CC	\$ 1,500.00	Play for PINK
9/7/2015	CC	\$ 1,000.00	Harlem Lacrosse & Leadership
9/11/2015	CC	\$ 1,500.00	Free Arts
9/18/2015	CC	\$ 250.00	Hospice of the Valley
9/25/2015	CC	\$ 2,000.00	Jewish Community Foundation
10/19/2015	CC	\$ 1,500.00	Childcrisis.org
11/3/2015	CC	\$ 1,000.00	Fisher House
11/3/2015	CC	\$ 1,000.00	Special Operations Warrior Foundation
11/20/2015	CC	\$ 1,000.00	Desert Botanical Garden
12/24/2015	CC	\$ 1,000.00	Alzheimer's Association
		<u>\$ 48,900.00</u>	