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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 10-01-2015 , and ending 09-30-2016

Name of foundation
Donald Levin Family Foundation

% DONALD LEVIN

Number and street (or P O box number if mail is not delivered to street address)
2301 RAVINE WAY

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
GLENVIEW, IL 60025

A Employer identification number
36-3329401

B Telephone number (see instructions)
(847) 832-1700

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 43,170,018

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) *(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) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	5,500,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,024	1,024		
	4	Dividends and interest from securities	751,760	751,760		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	947,427			
	b	Gross sales price for all assets on line 6a 11,444,366				
	7	Capital gain net income (from Part IV, line 2)		947,427		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	7,200,211	1,700,211		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,975	0	0	0
	c	Other professional fees (attach schedule)	246,425	246,425		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	14,538			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,066			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	264,004	246,425	0	0
	25	Contributions, gifts, grants paid	5,500,500			5,500,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,764,504	246,425	0	5,500,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,435,707			
	b	**Net investment income** (if negative, enter -0-)		1,453,786		
	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 (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	21,855	27,252	27,252
	2	Savings and temporary cash investments	2,222,171	3,481,784	3,481,784
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	33,231,803	32,451,566	36,599,109
	c	Investments—corporate bonds (attach schedule)	2,031,578	2,985,007	3,051,395
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	15,538	10,478	10,478
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	37,522,945	38,956,087	43,170,018
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	0	0	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	6,718	4,153	
	23	**Total liabilities** (add lines 17 through 22)	6,718	4,153	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,000	1,000	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	40,000,000	45,500,000	
	29	Retained earnings, accumulated income, endowment, or other funds	-2,484,773	-6,549,066	
	30	**Total net assets or fund balances** (see instructions)	37,516,227	38,951,934	
	31	**Total liabilities and net assets/fund balances** (see instructions)	37,522,945	38,956,087	

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	37,516,227
2	Enter amount from Part I, line 27a	2	1,435,707
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	38,951,934
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	38,951,934

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	HARRIS LONG TERM - SEE ATTACHED			2015-12-31
b	HARRIS SHORT TERM - SEE ATTACHED			2015-12-31
c	JPMORGAN LONG TERM - SEE ATTACHED			2015-12-31
d	JPMORGAN SHORT TERM - SEE ATTACHED			2015-12-31
e	CAPITAL GAIN DIVIDENDS	P		

	(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	2,230,154		2,388,540	-158,386
b	2,652,944		1,925,802	727,142
c	6,176,082		5,810,085	365,997
d	357,348		372,512	-15,164
e				27,838

	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				-158,386
b				727,142
c				365,997
d				-15,164
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	947,427
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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 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	4,612,495	37,745,232	0 122201
2013	1,656,323	24,412,851	0 067846
2012	1,250,016	20,486,348	0 061017
2011	190,914	3,665,773	0 05208
2010	208,947	3,673,703	0 056876

2	**Total** of line 1, column (d).	2	0 36002
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	0 072004
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	39,995,419
5	Multiply line 4 by line 3.	5	2,879,830
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	14,538
7	Add lines 5 and 6.	7	2,894,368
8	Enter qualifying distributions from Part XII, line 4.	8	5,500,500

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 page 18 of the 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	14,538
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	
3	Add lines 1 and 2			3	14,538
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	14,538
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	10,400		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	10,400
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	4,138
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶N/A

14 The books are in care of ▶DONALD LEVIN Telephone no ▶(847) 832-1700

Located at ▶2301 RAVINE WAY GLENVIEW IL ZIP+4 ▶60025

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 |

			Yes	No
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?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any**of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		No
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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all**years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any**of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation**(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
DONALD LEVIN 2301 RAVINE WAY GLENVIEW, IL 60025	PRESIDENT, DIRECTOR 0	0	0	0
ALLAN KANDELMAN 2301 RAVINE WAY GLENVIEW, IL 60025	SECRETARY, DIRECTOR 0	0	0	0
ALAN BERRY 525 W MONROE STREET CHICAGO, IL 60661	TREASURER, DIRECTOR 0	0	0	0

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

(a) Name and address of each employee paid more than $50,000	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation

Total number of others receiving over $50,000 for professional services. . . . . ▶

Part IX-A Summary of Direct Charitable Activities

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

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

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

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations,see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	38,609,704
b	Average of monthly cash balances	1b	1,984,304
c	Fair market value of all other assets (see instructions)	1c	10,478
d	**Total** (add lines 1a, b, and c)	1d	40,604,486
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	40,604,486
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	609,067
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	39,995,419
6	**Minimum investment return.** Enter 5% of line 5	6	1,999,771

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	1,999,771
2a	Tax on investment income for 2015 from Part VI, line 5	2a	14,538		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	14,538
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,985,233
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,985,233
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,985,233

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	5,500,500
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,500,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	14,538
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,485,962

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					1,985,233
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only.				0	
b Total for prior years 2013 , 2012 , 2011			0		
3 Excess distributions carryover, if any, to 2015					
a From 2010.	25,868				
b From 2011.	8,297				
c From 2012.	228,667				
d From 2013.	445,484				
e From 2014.	2,745,243				
f Total of lines 3a through e.		3,453,559			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 5,500,500					
a Applied to 2014, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2015 distributable amount.					1,985,233
e Remaining amount distributed out of corpus		3,515,267			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		6,968,826			
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.					
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 instructions				0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .		25,868			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a		6,942,958			
10 Analysis of line 9					
a Excess from 2011. . . .	8,297				
b Excess from 2012. . . .	228,667				
c Excess from 2013. . . .	445,484				
d Excess from 2014. . . .	2,745,243				
e Excess from 2015. . . .	3,515,267				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . . . ▶

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

	Tax year	Prior 3 years			**(e) Total**
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

DONALD R LEVIN

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BACK TO BASICS PROJECT 7444 STATE ROAD 45 EAST UNIONVILLE, IN 47468	NONE	EOF	UNRESTRICTED	500
ASU Foundation for a New American University PO Box 2260 Tempe, AZ 85280	None	EOF	Unrestricted	5,000,000
Lucile Packard Foundation for Children's Health 400 HAMILTON AVE STE 340 PALO ALTO, CA 94301	None	EOF	UNRESTRICTED	500,000
Total . . . . ▶ **3a**				5,500,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	1,024	
4 Dividends and interest from securities. . .			14	751,760	
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	947,427	
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). .				1,700,211	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,700,211

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2016-12-29	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Joel B Polakow				P00845521

Firm's name ▶ MILLER COOPER & CO LTD

Firm's EIN ▶

Firm's address ▶ 1751 Lake Cook Road Suite 400 Deerfield, IL 60015

Phone no (847) 205-5000

TY 2015 Accounting Fees Schedule

Name: Donald Levin Family Foundation

EIN: 36-3329401

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,975			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: Donald Levin Family Foundation

EIN: 36-3329401

TY 2015 Investments Corporate Bonds Schedule

Name: Donald Levin Family Foundation

EIN: 36-3329401

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DOUBLELINE TOTAL RET	312,898	305,150
JPM STRAT INC OPP FD-SEL	0	0
PIMCO SHORT-TERM FUND-INSTL	0	0
BLACKROCK HIGH YIELD BOND	585,655	621,041
JPM CORE BD FD-SEL	1,045,857	1,067,219
JPM UNCONSTRAINED DEBT FD	293,785	302,568
WELLS FARGO CORE BOND FUND	441,758	448,210
ISHARES JP MORGAN EM BOND FUND	305,054	307,207

TY 2015 Investments Corporate Stock Schedule

Name: Donald Levin Family Foundation

EIN: 36-3329401

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLIED MATERIALS	0	0
BAKER HUGHES	0	0
BANK OF AMERICA	1,330,474	1,291,125
CARTER	99,952	294,814
FEDEX	145,597	296,956
FRANKLINN RESOURCES	0	0
GENERAL MOTORS	1,253,190	1,146,897
ALPHABET INC CAP STK CL A	1,239,484	1,929,744
INTEL	740,473	973,950
JP MORGAN CHASE	1,147,331	1,425,026
LIBERTY INTERACTIVE	72,109	120,060
ORACLE	1,158,247	1,158,760
TD AMERITRADE	769,456	905,668
TE CONNECTIVITY	122,470	231,768
UNILEVER	0	0
VISA	106,144	463,120
WELLS FARGO	800,531	792,612
ISHARES RUSSELL VALUE INDEX	0	0
ISHARES RUSSELL GROWTH INDEX	105,616	154,588
SPDR S&P 500 ETF TRUST	3,122,493	3,892,751
ISHARES CORE MID-CAP	753,084	1,000,510
ISHARES MSCI EAFE INDEX	1,239,877	1,250,422
MFS INTL VALUE-I	675,962	863,025
AMAZON	0	0
AMERICAN EXPRESS	0	0
ANADARKO	943,812	868,032
APACHE	940,619	1,009,146
CATERPILLAR	1,014,540	1,242,780
CITIGROUP	1,280,205	1,199,642
GENERAL ELECTRIC	1,060,110	1,261,812

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTERPUBLIC GROUP	752,726	822,480
ITRON	495,143	767,815
MICROSOFT	1,039,108	1,428,480
TENET HEALTHCARE	792,727	398,816
GLENCORE	1,574,739	1,153,625
DEUTSCHE XTRAC MSCI EAFE HEDGE	0	0
VANGUARD FTSE EUROPE ETF	0	0
BROWN ADV JAPAN ALPHA OPP-IS	353,953	279,504
JPM GLBL RES ENH INDEX	1,530,173	1,565,458
AXALTA COATING SYSTEMS	339,846	395,780
FIAT CHRYSLER	513,808	426,646
HERC HOLDINGS	263,642	269,600
HOWARD HUGHES	509,076	561,050
JONES LANG LASALLE	791,130	751,014
LIBERTY BROADBAND	958,312	1,415,304
HARTFORD CAPITAL APPREC-I	589,403	619,715
JPM US LARGE CAP CORE PLUS FD	302,675	311,928
PRIMECAP ODYSSEY STOCK FD	502,918	550,192
ASTON/PICTET INTERNATIONAL-I	578,653	622,611
DODGE & COX INTL STOCK FD	441,758	485,883

TY 2015 Other Assets Schedule

Name: Donald Levin Family Foundation

EIN: 36-3329401

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	15,538	10,478	10,478

TY 2015 Other Expenses Schedule

Name: Donald Levin Family Foundation

EIN: 36-3329401

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS EXPENSE	1,051			
IL FILING FEES	15			

TY 2015 Other Liabilities Schedule

Name: Donald Levin Family Foundation

EIN: 36-3329401

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED ILLINOIS FILING FEES	15	15
ACCRUED FEDERAL EXCISE TAX	6,703	4,138

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491038007077

TY 2015 Other Professional Fees Schedule

Name: Donald Levin Family Foundation

EIN: 36-3329401

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKER'S MANAGEMENT FEE	246,425	246,425		

TY 2015 Taxes Schedule

Name: Donald Levin Family Foundation

EIN: 36-3329401

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	14,538			

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491038007077

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 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	Employer identification number
Donald Levin Family Foundation	36-3329401

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 other 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
Donald Levin Family Foundation	36-3329401

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	Donald Levin 2301 Ravine Way Glenview, IL60025	$ 5,500,000	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)

Name of organization
Donald Levin Family Foundation

Employer identification number
36-3329401

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

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

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

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

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

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

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

Name of organization	Employer identification number
Donald Levin Family Foundation	36-3329401

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 information once. See instructions.) ▶ $** ____________

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

HARRIS ASSOCIATES
REALIZED GAINS AND LOSSES
LEVIN, DONALD FAMILY FDN
PF 2454-900466 MJM/AMB DSFIXE
From 01-01-15 Through 12-31-15

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
04-07-11	10-29-15	1,600 00	Unilever (GB shs) ADR	49 536 00		71,968 11		22,432 11
05-25-11	10-29-15	1,200 00	Unilever (GB shs) ADR	38,038 08		53 976 09		15,938 01
01-09-15	11-04-15	1,200 00	Amazon	357,558 48		756,777 47	399,218 99	
01-21-15	11-04-15	800 00	Amazon	237,584 48		504 518 32	266,933 84	

HARRIS ASSOCIATES
REALIZED GAINS AND LOSSES
LEVIN, DONALD FAMILY FDN
PF 2454-900466 MJM/AMB DSFIXE
From 01-01-16 Through 09-30-16

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-21-12	02-16-16	2,000 00	Baker Hughes	94 211 00		81,684 22		-12 526 78
12-18-12	02-16-16	900 00	Baker Hughes	37 681 30		36,757 90		-923 40
01-21-15	02-16-16	5,700 00	Baker Hughes	328 661 43		232 800 02		-95 861 41
05-25-11	02-16-16	400 00	Unilever (GB shs) ADR	12 679 36		17,223 60		4 544 24
12-18-13	02-16-16	1,300 00	Unilever (GB shs) ADR	50,734 97		55,976 71		5 241 74
01-07-15	02-16-16	6,300 00	Unilever (GB shs) ADR	248,607 37		271,271 77		22 664 40
12-18-13	04-14-16	2,200 00	Franklin Resources	120,660 98		87,867 01		-32,793 97
10-28-14	04-14-16	1,050 00	Franklin Resources	56,863 91		41,936 53		-14 927 38
10-28-14	04-14-16	200 00	Franklin Resources	10,831 22		7,986 82		-2,844 40
10-28-14	04-14-16	50 00	Franklin Resources	2,707 81		1,991 26		-716 55
01-13-15	04-14-16	250 00	Franklin Resources	13,113 30		9,956 29		-3 157 01
01-13-15	04-14-16	400 00	Franklin Resources	20,981 28		15,983 65		-4,997 63
08-19-15	04-14-16	8,000 00	American Express	647,438 40		497,916 49	-149 521 91	
09-25-15	04-14-16	3,100 00	American Express	232,933 69		192,942 64	-39,991 05	
10-29-15	04-14-16	1,700 00	American Express	127,432 00		105,807 25	-21,624 75	
01-13-15	04-15-16	5,000 00	Franklin Resources	262,266 00		197,708 68		-64 557 32
01-13-15	04-15-16	450 00	Franklin Resources	23,603 94		17,804 98		-5,798 96
01-14-15	04-15-16	350 00	Franklin Resources	18,016 32		13,848 32		-4,168 00
01-14-15	04-18-16	4,450 00	Franklin Resources	229,064 64		176,724 69		-52,339 95
02-17-15	04-18-16	1,050 00	Franklin Resources	56,600 15		41,699 09		-14,901 06
02-17-15	04-19-16	2,800 00	Franklin Resources	150,933 72		112,826 41		-38 107 31
02-17-15	04-19-16	1 150 00	Franklin Resources	61,990 64		46,166 88		-15 823 76
04-13-15	04-19-16	3,000 00	Franklin Resources	155,871 30		120,435 34		-35,435 96
02-06-15	06-09-16	8,500 00	General Electric	209,826 61		255,590 27		45,763 66
06-12-12	08-09-16	4,700 00	Applied Materials	50 694 06		125,964 71		75 270 65
12-18-13	08-09-16	5,000 00	Applied Materials	84 365 00		134,005 01		49 640 01
09-29-15	08-09-16	17,651 00	Applied Materials	256,673 19		473 064 48	216,391 29	
09-30-15	08-09-16	200 00	Applied Materials	2 930 48		5,360 20	2,429 72	
10-02-15	08-09-16	4,349 00	Applied Materials	63,251 42		116,557 56	53 306 14	

TRADE ACTIVITY

Note **L** indicates Long Term Realized Gain/Loss

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
2/4 2/9	Sale High Cost	ISHARES RUSSELL 1000 VALUE INDEX FUND @ 91 81 77,028.59 BROKERAGE 12 59 TAX &/OR SEC 1 42 SANFORD C. BERNSTEIN & CO INC.(SCB (ID 464287-59-8)	(839 000)	91.793	77,014.58	(74,973 46)	2,041.12 L
2/4 2/9	Sale High Cost	ISHARES RUSSELL 1000 GROWTH @ 92 74 217,289 81 BROKERAGE 35 14 TAX &/OR SEC 4 00 MERRILL LYNCH PIERCE FENNER & SMIT (ID 464287-61-4)	(2,343 000)	92 723	217,250.67	(186,865.49)	30,385 18 L
2/4 2/9	Sale High Cost	ISHARES CORE S&P MIDCAP ETF @ 130 4443 252,279.27 BROKERAGE 29.01 TAX &/OR SEC 4 64 CREDIT SUISSE FIRST BOSTON LLC (ID 464287-50-7)	(1,934.000)	130 427	252,245.62	(230,731 61)	21,514 01 L
2/19 2/22	Sale High Cost	JPM STRAT INC OPP FD - SEL FUND 3844 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 10 86 (ID 4812A4-35-1)	(18,286 738)	10.86	198,593 98	(216,697 84)	(18,103 86) L
Total Settled Sales/Maturities/Redemptions					**$745,104.85**	**($709,268.40)**	**$35,836.45** L

TRADE ACTIVITY

Note L indicates Long Term Realized Gain/Loss

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
3/21 3/22	Sale High Cost	JPM STRAT INC OPP FD - SEL FUND 3844 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 11 17 (ID: 4812A4-35-1)	(25,560.162)	11.17	285,507 01	(302,887 92)	(17,380 91) L
3/21 3/22	Sale High Cost	PIMCO SHORT-TERM FD-INSTL (ID: 693390-60-1)	(67,008.930)	9 67	647,976 35	(663,779.82)	(15,803 47) L
3/21 3/24	Sale High Cost	ISHARES RUSSELL 1000 VALUE INDEX FUND @ 99 4884 440,634 12 BROKERAGE 66 44 TAX &/OR SEC 9 61 INVESTMENT TECHNOLOGY GROUP (ITG) (ID 464287-59-8)	(4,429 000)	99 471	440.558 07	(381,388 07)	59,170.00 L
Total Settled Sales/Maturities/Redemptions					**$1,374,041.43**	**($1,348,055.81)**	**$25,985.62 L**

J.P.Morgan

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TRADE ACTIVITY

Note L indicates Long Term Realized Gain/Loss

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
4/1 4/6	Sale High Cost	ISHARES MSCI EAFE INDEX FUND @ 56 451 436,648.48 BROKERAGE 116.02 TAX &/OR SEC 9 51 BARCLAYS CAPITAL LE (ID 464287-46-5)	(7,735 000)	56.435	436,522 95	(501,505.22)	(64,982.27) L

TRADE ACTIVITY

Note **L** indicates Long Term Realized Gain/Loss

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
5/5 5/6	Sale High Cost	PIMCO SHORT-TERM FD-INSTL (ID 693390-60-1)	(45,618.720)	9 70	442,501 58	(449,102.39)	(6,600.81) L
5/5 5/10	Sale High Cost	ISHARES RUSSELL 1000 VALUE INDEX FUND @ 99 75 297,155.25 BROKERAGE 44 69 TAX &/OR SEC 6 48 MERRILL LYNCH PIERCE FENNER & SMIT (ID 464287-59-8)	(2,979 000)	99.733	297,104 08	(251,101 85)	46,002.23 L
5/5 5/10	Sale High Cost	ISHARES MSCI EAFE INDEX FUND @ 57 25 294,036.00 BROKERAGE 77 04 TAX &/OR SEC 6 41 MERRILL LYNCH PIERCE FENNER & SMIT (ID 464287-46-5)	(5,136 000)	57.234	293,952 55	(321,383.93)	(27,431.38) L
5/5 5/10	Sale High Cost	ISHARES RUSSELL 1000 GROWTH @ 98 46 294,493.86 BROKERAGE 44 87 TAX &/OR SEC 6 43 UBS SECURITIES LLC (ID: 464287-61-4)	(2,991.000)	98 443	294,442 56	(230,164 93)	64,277.63 L
Total Settled Sales/Maturities/Redemptions					**$1,328,000.77**	**($1,251,753.10)**	**$76,247.67 L**

TRADE ACTIVITY

Note: **L** indicates Long Term Realized Gain/Loss

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
6/8 6/9	Sale High Cost	MFS INTL VALUE-I (ID: 55273E-82-2)	(5,983 308)	38 04	227,605.04	(200,081 82)	27,523 22 L
6/8 6/13	Sale High Cost	ISHARES RUSSELL 1000 GROWTH @ 101.80 274,249.20 BROKERAGE 40 41 TAX &/OR SEC 5 98 SANFORD C BERNSTEIN & CO INC (SCB (ID· 464287-61-4)	(2,694 000)	101 783	274,202 81	(206,355 51)	67,847.30 L
6/8 6/13	Sale High Cost	ISHARES RUSSELL 1000 VALUE INDEX FUND @ 103 89 152,198 85 BROKERAGE 21.98 TAX &/OR SEC 3 32 UBS SECURITIES LLC (ID 464287-59-8)	(1,465 000)	103 873	152,173.55	(120,992 45)	31,181 10 L
Total Settled Sales/Maturities/Redemptions					**$653,981.40**	**($527,429.78)**	**$126,551.62** L

TRADE ACTIVITY

Note. L indicates Long Term Realized Gain/Loss S indicates Short Term Realized Gain/Loss

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
7/12 7/13	Sale High Cost	MFS INTL VALUE-I (ID. 55273E-82-2)	(1,986 056)	38 10	75,668 75	(66,413 71)	9,255 04 L
7/12 7/15	Sale High Cost	ISHARES RUSSELL 1000 VALUE INDEX FUND @ 104 98 311,265.71 BROKERAGE 44.48 TAX &/OR SEC 6 79 MERRILL LYNCH PIERCE FENNER & SMIT (ID: 464287-59-8)	(2,965 000)	104 963	311,214 44	(241,410.35)	69,804.09 L
7/12 7/15	Sale High Cost	ISHARES RUSSELL 1000 GROWTH @ 103 11 160,439.16 BROKERAGE 23 34 TAX &/OR SEC 3 50 MERRILL LYNCH PIERCE FENNER & SMIT (ID: 464287-61-4)	(1,556 000)	103 093	160,412.32	(112,042.58)	48,369.74 L
7/13 7/18	Sale High Cost	VANGUARD FTSE EUROPE ETF @ 47 1301 94 26 BROKERAGE 0.03 DEUTSCHE BANC ALEX BROWN INC (ID: 922042-87-4)	(2.000)	47 115	94 23	(110.77)	(16 54) S
7/13 7/18	Sale High Cost	VANGUARD FTSE EUROPE ETF @ 47 0934 36,026 45 BROKERAGE 11.47 TAX &/OR SEC 78 DEUTSCHE BANC ALEX BROWN INC (ID 922042-87-4)	(765 000)	47 077	36,014.20	(42,371.05)	(6,356 85) S
7/13 7/18	Sale High Cost	VANGUARD FTSE EUROPE ETF @ 47.05 13,456.30 BROKERAGE 7 15 TAX &/OR SEC .29 KNIGHT EQUITY MARKETS L.P (ID. 922042-87-4)	(286.000)	47 024	13,448 86	(15,840.68)	(2,391 82) S

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
7/18 7/19	Sale High Cost	JPM CORE BD FD - SEL FUND 3720 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 11.99 (ID. 4812C0-38-1)	(10,924 084)	11 99	130,979.77	(128,904.19)	2,075.58 S
7/14 7/19	Sale High Cost	VANGUARD FTSE EUROPE ETF @ 47.64 18,674 88 BROKERAGE 5 88 TAX &/OR SEC .40 MERRILL LYNCH PIERCE FENNER & SMIT (ID: 922042-87-4)	(392 000)	47 624	18,668.60	(21,710 04)	(3,041.44) S
7/14 7/19	Sale High Cost	VANGUARD FTSE EUROPE ETF @ 47.5992 15,041 34 BROKERAGE 4 74 TAX &/OR SEC .32 DEUTSCHE BANC ALEX BROWN INC (ID: 922042-87-4)	(316 000)	47 583	15,036 28	(17,498 03)	(2,461 75) S
7/14 7/19	Sale High Cost	VANGUARD FTSE EUROPE ETF @ 47.595 37,362 07 BROKERAGE 11 77 TAX &/OR SEC 81 MERRILL LYNCH PIERCE FENNER & SMIT (ID 922042-87-4)	(785 000)	47 579	37,349 49	(43,466 07)	(6,116 58) S
7/14 7/19	Sale High Cost	VANGUARD FTSE EUROPE ETF @ 47 62 11,190.70 BROKERAGE 3.52 TAX &/OR SEC 24 DEUTSCHE BANC ALEX BROWN INC (ID 922042-87-4)	(235,000)	47.604	11,186.94	(13,012 14)	(1,825.20) S
7/18 7/19	Sale High Cost	MFS INTL VALUE-I (ID 55273E-82-2)	(4,021 979)	37 97	152,714 53	(134,494 98)	18,219 55 L
7/18 7/19	Sale High Cost	DOUBLELINE TOTL RET BND-I (ID 258620-10-3)	(10,445.422)	10 93	114,168 46	(118,868 90)	(4,700.44) L
Total Settled Sales/Maturities/Redemptions					**$1,076,956.87**	**($956,143.49)**	**$140,947.98 L ($20,134.60) S**

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TRADE ACTIVITY

Note **L** indicates Long Term Realized Gain/Loss **S** indicates Short Term Realized Gain/Loss

Trade Date Settle Date	Type Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
8/25 8/26	Sale High Cost	PRIMECAP ODYSSEY STOCK FD (ID 74160Q-30-1)	(3,732 033)	25 34	94,569 72	(90,053 95)	4,515 77 S
8/25 8/30	Sale High Cost	DEUTSCHE X-TRACKERS MSCI EAF @ 25.99 209,687 32 BROKERAGE 121.02 TAX &/OR SEC 4 58 SANFORD C BERNSTEIN & CO INC (SCB (ID 233051-20-0)	(8,068 000)	25 974	209,561 72	(245,391 78)	(35,830 06) L
8/25 8/30	Sale High Cost	ISHARES RUSSELL 1000 GROWTH @ 104 57 307,644.94 BROKERAGE 44 13 TAX &/OR SEC 6 71 UBS SECURITIES LLC (ID· 464287-61-4)	(2,942,000)	104.553	307,594.10	(210,428 98)	97,165 12 L
Total Settled Sales/Maturities/Redemptions					**$611,725.54**	**($545,874.71)**	**$61,335.06 L** **$4,515.77 S**

TRADE ACTIVITY

Note. **L** indicates Long Term Realized Gain/Loss **S** indicates Short Term Realized Gain/Loss

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
9/16 9/21	Sale High Cost	DEUTSCHE X-TRACKERS MSCI EAF @ 25.80 19,143 60 BROKERAGE 18 55 TAX &/OR SEC 41 FIRST NEW YORK SECURITIES LLC (ID: 233051-20-0)	(742,000)	25 774	19,124.64	(22,494 55)	(3,369 91) L
9/16 9/21	Sale High Cost	DEUTSCHE X-TRACKERS MSCI EAF @ 25 78 48,157 04 BROKERAGE 46 70 TAX &/OR SEC 1 04 MERRILL LYNCH PROF CLEARING CORP. (ID 233051-20-0)	(1,868 000)	25.754	48,109.30	(56,268 23)	(8,158 93) L
9/16 9/21	Sale High Cost	DEUTSCHE X-TRACKERS MSCI EAF @ 25 7846 139,726.74 BROKERAGE 81.28 TAX &/OR SEC 3,04 DEUTSCHE BANC ALEX BROWN INC (ID: 233051-20-0)	(5,419,000)	25 769	139,642 42	(160,613 02)	(20,970 60) L
9/16 9/21	Sale High Cost	DEUTSCHE X-TRACKERS MSCI EAF @ 25 7724 100,280 40 BROKERAGE 58.36 TAX &/OR SEC 2 18 UBS SECURITIES LLC (ID 233051-20-0)	(3,891 000)	25.757	100,219 86	(103.189 97)	(3,425 32) L 455.21 S
Total Settled Sales/Maturities/Redemptions					**$307,096.22**	**($342,565.77)**	**($35,924.76) L** **$455.21 S**