Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

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For calendar year 2016 or tax year beginning , and ending

Name of foundation: LEVINE FAMILY FOUNDATION INC	A Employer identification number: 13-3476578
Number and street (or P O box number if mail is not delivered to street address): 53 TRENOR DRIVE; Room/suite:	B Telephone number (see instructions): 914-632-3124
City or town, state or province, country, and ZIP or foreign postal code: NEW ROCHELLE NY 10804-	
Foreign country name; Foreign province/state/county; Foreign postal code	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 3,768,009. J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	47,777.	47,777.	47,777.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		31,220.		
	8	Net short-term capital gain			106,689.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	47,777.	78,997.	154,466.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	36,746.	36,746.	36,746.	36,746.
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	870.	870.	870.	870.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	319.	319.	319.	319.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	37,935.	37,935.	37,935.	37,935.
	25	Contributions, gifts, grants paid	180,500.			180,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	218,435.	37,935.	37,935.	218,435.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	(170,658.)			
	b	**Net investment income** (if negative, enter -0-)		41,062.		
	c	**Adjusted net income** (if negative, enter -0-)			116,531.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	515,361.	1,000,425.	1,000,425.
	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)	2,854,726.	2,336,912.	2,767,584.
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,370,087.	3,337,337.	3,768,009.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, 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** (see instructions)	3,370,087.	3,337,337.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,370,087.	3,337,337.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,370,087.
2	Enter amount from Part I, line 27a	2	(170,658.)
3	Other increases not included in line 2 (itemize) ▶ CAPITAL GAINS	3	137,909.
4	Add lines 1, 2, and 3	4	3,337,338.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,337,338.

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	SCHEDULE ATTACHED			
b	CAPITAL GAIN DISTRUBUTIONS			
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				6,968.
b				24,252.
c				
d				
e				

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				

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	31,220.
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	106,689.

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))
2015			
2014			
2013			
2012			
2011			

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ____________ (attach copy of letter if necessary—see 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	821.
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	821.
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	821.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 3,788.		
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	3,788.
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	2,967.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 2,967. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶

14 The books are in care of ▶ BERNARD SEGAL Telephone no. ▶ 914-632-3124
Located at ▶ 53 TRENOR DRIVE NEW ROCHELLE NY ZIP+4 ▶ 10804-

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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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		
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 2016 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 2016.)*	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 2016?	4b		X

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

			Yes	No
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? *If "Yes" to 6b, file Form 8870.*	6b		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LINDA ROTHMAN LEVINE 605 EAST 85TH ST	PRES 5	0		
HARRY LEVINE 401 EAST 81 ST ST	TREAS 5	0		

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:			
a	Average monthly fair market value of securities		1a	2,902,448.
b	Average of monthly cash balances		1b	757,893.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,660,341.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	3,660,341.
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)		4	54,905.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,605,436.
6	**Minimum investment return.** Enter 5% of line 5		6	180,272.

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	180,272.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	821.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	821.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	179,451.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	179,451.
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	179,451.

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	218,435.
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	218,435.
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	411.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	218,024.

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 2015	(c) 2014	(d) 2015
1	Distributable amount for 2016 from Part XI, line 7					179,451.
2	Undistributed income, if any, as of the end of 2016:					
a	Enter amount for 2015 only					
b	Total for prior years: 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2016:					
a	From 2011	5,064.				
b	From 2012	54,790.				
c	From 2013	37,469.				
d	From 2014	48,798.				
e	From 2015	11,765.				
f	**Total** of lines 3a through e		157,886.			
4	Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 218,435.					
a	Applied to 2015, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2016 distributable amount					179,451.
e	Remaining amount distributed out of corpus		38,984.			
5	Excess distributions carryover applied to 2016 (*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		196,870.			
b	Prior years' undistributed income. Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b. Taxable amount—see instructions					
e	Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount—see instructions					
f	Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017					
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 2011 not applied on line 5 or line 7 (see instructions)		5,064.			
9	**Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		191,806.			
10	Analysis of line 9:					
a	Excess from 2012	54,790.				
b	Excess from 2013	37,469.				
c	Excess from 2014	48,798.				
d	Excess from 2015	11,765.				
e	Excess from 2016	38,984.				

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 2016, enter the date of the ruling . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHEDULE ATTACHED				180,500.
Total ▶ 3a				180,500.
b *Approved for future payment*				
NONE				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				47,777.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				47,777.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 47,777.

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

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) 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

Linda R. Levine 10/25/17 PRES.

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Part I line 16 c professional fees

Investment management	$36,746

Part XV Schedule of Grants and Contributions

NYU Medical Center	Harry and Rose Rothman Research Fund	50,000.00
Brandeis University	Harry and Rose Rothman Scholarship Fund	25,000.00
American Committee for Weitzman Institute	General Purposes	12,500.00
UJA Federation	General Purposes	20,000.00
American Jewish World Service	General Purposes	20,000.00
Save the Children	General Purposes	15,000.00
Animal Welfare Institute	General Purposes	18,000.00
Coalition for the Homeless	General Purposes	20,000.00
	Total	**180,500.00**

Levine Family Foundation, Inc. **13-3476578** **2016**

Part II, line 10b

Stock	Shares	Fair Market Value	Cost Basis
Alere Inc.	300	11,691	12,548
Allscripts Healthcare Solutions Inc.	1,000	10,210	11,099
Apache Corp.	1,000	63,470	64,252
Ascent Media Corp.	76	1,236	1,623
Axalta Coating Systems LTD	1,600	43,520	41,983
Berkshire Hathaway Inc. DE CL B New	1,000	162,980	112,562
Biogen Inc.	25	7,090	7,379
Blackberry LTD	3,500	24,115	26,368
Commercehub Inc. Ser A	13	195	-
Commercehub Inc. Ser C	26	391	-
Dodge & Cox Income	3,608	49,026	50,008
Dell Technologies Inc. CL V	111	6,102	38,942
Delta Airlines Inc. New	200	9,838	8,550
Flextronics Int'l LTD	3,500	50,295	43,573
Gamestop Corp. New CL A	1,000	25,260	28,991
GCP Applied Technologies Inc.	1,400	37,450	8,228
General Dynamics Corp. Common	460	79,424	64,852
General Motors Company	500	17,420	15,188
Grace WR & Company DE New	1,100	74,404	92,953
Graphic Packaging Holding Company	3,100	38,688	39,495
Halozyme Therapeutics Inc.	1,550	15,314	29,171
Harris Oakmark Int'l CL I	78	1,760	1,733
HD Supply Holdings Inc.	650	27,632	20,311
Hewlett Packard Enterprises Compan'	750	17,355	11,376
ILG Inc.	400	7,268	3,766
Innoviva Inc.	3,000	32,100	61,029
Intrexon Corp.	300	7,290	7,890
Ishares US Medical Devices ETF	50	6,658	5,359
Laboratory Corp. of Amer Holdings Ne	365	46,859	50,584
Lendingtree Inc. New	66	6,689	329
Liberty Broadband Corp. Ser C	150	11,111	9,002
Liberty Expedia Holdings Inc. Ser A	52	2,063	-
Liberty Global PLC CL C	500	14,850	15,600
Liberty Interactive Corp. Ventures Ser	78	2,876	-
Liberty Interactive Corp. QVC Group S	1,000	19,980	19,567
Liberty TripAdvisor Holdings Inc. Ser A	130	1,957	-
Lowes Companies Inc.	600	42,672	44,439
Marriott Vacations Worldwide Corp.	100	8,485	1,609
Myriad Genetics Inc.	950	15,837	34,360

	Shares	Fair Market Value	Cost Basis
National Oilwell Varco Inc.	1,000	37,440	66,439
Nestle SA-SPONS ADR For Reg	2,500	179,350	51,505
New America High Income Fund	1,600	14,816	36,281
Newell Brands Inc.	400	17,860	17,958
Now Inc.	250	5,118	7,471
Olin Corp. New	700	17,927	14,535
Owens Corning Inc. New	850	43,826	42,674
Plains GP Hldgs. LP Inc. CL A New	375	13,005	10,494
Post Holdings Inc.	50	4,020	3,708
Rowan Companies PLC CL A	2,000	37,780	65,316
S&P Global Inc.	500	53,770	52,689
Sealed Air Corp. New	900	40,806	33,284
Semgroup Corp. CL A	1,800	75,150	40,891
Sirius XM Hldgs Inc.	15,000	66,750	55,391
Spectra Energy Corp.	1,000	41,090	33,999
Steris PLC USD	1,100	74,129	78,466
TE Connectivity LTD	250	17,320	15,772
Tyson Foods Inc. CL A	900	55,512	48,132
UnitedHealth Group Inc.	500	80,020	24,970
Versum Materials Inc.	325	9,123	7,142
Visteon Corp. New	350	28,119	25,225
Wells Fargo & Co. New	200	11,022	9,579
Western Digital Corp.	200	13,590	13,966
John Wiley & Sons Inc. CL A	2,000	109,000	5,719
Wyndham Worldwide Corp.	950	72,552	72,207
Yahoo Inc.	500	19,335	18,641
Ziopharm Oncology Inc.	202	1,081	2,057
Vanguard Mid Cap Value ETF	250	24,298	21,808
Vanguard Capital Opportunity Fund A	4,024	499,928	373,063
Vanguard PRIMECAP Fund Investor Sł	506	53,129	52,815
Vanguard Strategic Equity Fund	1,519	49,165	50,000
Portfolio Value		**2,767,584**	**2,336,912**

Levine Family Foundation, Inc. **13-3476578** **2016**

Part V Capital Gains and Losses

Short Term Capital Gains

COMPANY	DATE OF PURCHASE	DATE OF SALE	SELLING PRICE	COST	GAIN/(LOSS)
Rite Aid Corp.	6/24/15	1/19/16	15,340	17,689	(2,349)
Rite Aid Corp.	7/10/15	1/19/16	7,670	8,777	(1,107)
Rite Aid Corp.	7/15/15	1/19/16	7,670	8,798	(1,128)
Rite Aid Corp.	7/17/15	1/19/16	7,670	8,897	(1,227)
Rite Aid Corp.	8/21/15	1/19/16	7,670	8,217	(548)
Rite Aid Corp.	10/20/15	1/19/16	7,670	6,439	1,231
Tyson Foods Inc. CL A	6/12/15	2/8/16	23,909	16,635	7,274
Lyondellbasell Industries NV Ord Shs CL A	8/4/15	2/17/16	8,047	9,119	(1,072)
Perrigo Company PLC	1/5/16	2/22/16	12,300	14,250	(1,950)
Perrigo Company PLC	1/12/16	2/22/16	12,300	14,500	(2,200)
Perrigo Company PLC	2/18/16	2/22/16	6,150	6,585	(435)
Intrexon Corp.	5/20/15	2/23/16	7,912	10,412	(2,500)
Intrexon Corp.	12/10/15	2/23/16	7,912	8,140	(227)
Intrexon Corp.	12/23/15	2/23/16	4,747	4,652	95
Intrexon Corp.	12/23/15	2/23/16	3,165	3,097	68
Valspar Corp.	7/10/15	4/6/16	21,356	16,542	4,814
Yahoo Inc.	3/2/16	4/7/16	14,422	13,191	1,231
Yahoo Inc.	3/7/16	4/7/16	10,816	10,217	599
Yahoo Inc.	3/10/16	4/7/16	7,211	6,463	748
Yahoo Inc.	3/10/16	4/7/16	7,211	6,463	748
Seagate Technology PLC	2/23/16	4/11/16	17,821	15,860	1,962
Seagate Technology PLC	3/2/16	4/11/16	10,693	10,029	664
Seagate Technology PLC	3/14/16	4/11/16	7,129	6,899	229
Seagate Technology PLC	3/17/16	4/11/16	3,564	3,529	36
Axalta Coating Systems LTD	11/18/15	4/15/16	29,649	28,562	1,088
Valspar Corp.	7/10/15	4/19/16	5,346	4,135	1,210
Valspar Corp.	7/24/15	4/19/16	10,692	8,098	2,594
Hewlett Packard Enterprises Company	1/27/16	4/26/16	5,186	3,992	1,194
Lexmark International Inc. New CL A	7/29/15	4/26/16	38,419	34,462	3,957
Lexmark International Inc. New CL A	10/29/15	4/26/16	11,526	9,554	1,972
Lowes Companies Inc.	2/4/16	4/27/16	19,132	16,945	2,187
Valspar Corp.	7/24/15	5/6/16	16,038	12,147	3,891
Tyson Foods Inc. CL A	6/12/15	5/10/16	6,829	4,159	2,671
Tyson Foods Inc. CL A	6/24/15	5/13/16	6,946	4,437	2,509
Valspar Corp.	8/27/15	5/19/16	39,125	27,379	11,746
Valspar Corp.	8/27/15	5/19/16	14,324	10,039	4,286
Valspar Corp.	10/7/15	5/19/16	32,069	22,646	9,423
Packaging Corp. of America	11/19/15	5/24/16	6,603	6,652	(49)

COMPANY	DATE OF PURCHASE	DATE OF SALE	SELLING PRICE	COST	GAIN/(LOSS)
Albemarle Corp.	3/17/16	5/25/16	3,912	3,102	811
Packaging Corp. of America	11/19/15	5/27/16	6,823	6,652	171
Service Corp Int'l	1/25/16	6/1/16	2,757	2,350	407
Packaging Corp. of America	11/19/15	6/6/16	6,913	6,652	261
Packaging Corp. of America	12/18/15	6/6/16	3,456	3,027	430
Allscripts Healthcare Solutions Inc.	6/17/15	6/8/16	13,529	14,572	(1,043)
Allscripts Healthcare Solutions Inc.	6/24/15	6/8/16	13,529	14,432	(903)
Packaging Corp. of America	12/18/15	6/8/16	3,549	3,026	523
Packaging Corp. of America	1/12/16	6/8/16	7,099	5,902	1,197
Packaging Corp. of America	1/25/16	6/8/16	3,549	2,653	896
Packaging Corp. of America	1/25/16	6/15/16	6,593	5,307	1,286
Newell Brands Inc.	3/30/16	6/16/16	4,795	4,491	304
HSN Inc. DE	1/21/16	6/17/16	18,974	19,289	(314)
HSN Inc. DE	1/21/16	6/17/16	4,979	5,066	(86)
Albemarle Corp.	3/17/16	6/20/16	4,148	3,101	1,046
Newell Brands Inc.	3/30/16	6/20/16	4,902	4,491	411
Newell Brands Inc.	3/30/16	6/20/16	4,899	4,491	409
Packaging Corp. of America	1/25/16	6/20/16	6,770	5,307	1,463
Packaging Corp. of America	2/3/16	6/20/16	13,539	9,840	3,699
Lyondellbasell Industries NV Ord Shs CL A	8/4/15	6/28/16	7,162	9,119	(1,957)
Lyondellbasell Industries NV Ord Shs CL A	8/14/15	6/28/16	17,904	21,927	(4,023)
Lyondellbasell Industries NV Ord Shs CL A	8/21/15	6/28/16	10,743	12,432	(1,689)
Hewlett Packard Enterprises Company	1/27/16	7/1/16	9,290	6,653	2,637
Olin Corp. New	4/19/16	7/1/16	5,030	3,858	1,172
Packaging Corp. of America	3/4/16	7/1/16	19,933	15,846	4,087
Service Corp Int'l	1/25/16	7/1/16	10,776	9,400	1,376
Herc Holdings Inc.	6/9/16	7/7/16	10	11	(1)
Eastman Chemical Company	10/7/15	7/8/16	20,499	21,026	(527)
Eastman Chemical Company	10/26/15	7/8/16	34,165	36,112	(1,947)
Lyondellbasell Industries NV Ord Shs CL A	8/21/15	7/8/16	7,660	8,288	(628)
Lyondellbasell Industries NV Ord Shs CL A	4/14/16	7/8/16	7,660	8,807	(1,147)
Lyondellbasell Industries NV Ord Shs CL A	6/3/16	7/8/16	15,319	15,919	(600)
Lyondellbasell Industries NV Ord Shs CL A	6/6/16	7/8/16	15,319	16,186	(867)
Monsanto Company New	8/17/15	7/13/16	30,612	31,022	(410)
Olin Corp. New	5/18/16	7/20/16	2,598	2,085	513
Olin Corp. New	5/18/16	7/20/16	2,598	2,077	521
Ebay Inc.	11/17/15	7/22/16	5,953	5,724	229
Ebay Inc.	11/17/15	7/27/16	6,325	5,724	601
NCR Corp. New	6/28/16	7/27/16	6,431	5,177	1,254
Hertz Rental Car Holding Company Inc.	6/9/16	8/1/16	4,782	4,495	287
Newell Brands Inc.	4/6/16	8/1/16	5,368	4,477	891
Herc Holdings Inc.	Various	8/10/16	4,362	4,406	(44)
Hewlett Packard Enterprises Company	1/27/16	8/10/16	2,158	1,331	828
Hertz Rental Car Holding Company Inc.	Various	8/15/16	14,428	13,407	1,021

COMPANY	DATE OF PURCHASE	DATE OF SALE	SELLING PRICE	COST	GAIN/(LOSS)
Ebay Inc.	11/17/15	8/18/16	18,347	17,171	1,176
Ebay Inc.	4/6/16	8/18/16	6,116	4,981	1,135
Ritchie Brothers Auctioneers Inc.	8/9/16	8/30/16	16,816	13,995	2,821
Ebay Inc.	4/7/16	9/8/16	6,556	4,855	1,701
Ebay Inc.	4/28/16	9/8/16	6,556	4,979	1,577
Ebay Inc.	5/2/16	9/8/16	6,556	4,857	1,699
Ebay Inc.	6/30/16	9/8/16	6,556	4,677	1,879
Las Vegas Sands Corp.	7/27/16	9/16/16	11,694	9,981	1,713
Albemarle Corp.	3/23/16	10/10/16	8,392	6,200	2,192
Albemarle Corp.	4/1/16	10/10/16	8,392	6,405	1,987
Albemarle Corp.	4/21/16	10/10/16	8,392	6,581	1,811
Albemarle Corp.	5/2/16	10/10/16	8,392	6,790	1,602
HD Supply Holdings Inc.	9/7/16	10/10/16	9,944	9,401	543
Las Vegas Sands Corp.	7/28/16	10/20/16	5,791	5,045	747
Las Vegas Sands Corp.	8/11/16	10/20/16	5,791	5,227	564
Las Vegas Sands Corp.	8/24/16	10/20/16	5,791	5,126	665
Masco Corp.	1/19/16	10/27/16	15,463	12,685	2,778
Pitney Bowes Inc.	6/28/16	11/3/16	4,449	5,086	(636)
Pitney Bowes Inc.	11/1/16	11/3/16	4,449	4,440	9
HD Supply Holdings Inc.	9/7/16	11/15/16	3,768	3,134	634
Masco Corp.	10/26/16	11/15/16	6,329	6,116	213
CF Industries Holdings Inc.	10/13/16	11/16/16	8,308	6,691	1,617
Plains GP Hldgs. LP Inc. CL A New	6/30/16	11/17/16	17	14	3
Air Products & Chemicals Inc.	1/8/16	11/17/16	27,749	21,854	5,895
Air Products & Chemicals Inc.	4/4/16	11/17/16	6,937	6,595	342
Masco Corp.	10/26/16	11/17/16	9,565	9,174	392
Masco Corp.	11/3/16	11/17/16	6,377	5,937	440
Yum China Holdings Inc.	11/11/16	11/17/16	5,398	5,219	179
Hewlett Packard Enterprises Company	1/27/16	11/23/16	3,462	1,996	1,466
Hewlett Packard Enterprises Company	1/27/16	11/28/16	2,323	1,331	993
Autodesk Inc.	7/15/16	12/2/16	13,725	11,580	2,145
HD Supply Holdings Inc.	9/7/16	12/2/16	3,928	3,134	794
HD Supply Holdings Inc.	9/13/16	12/2/16	3,928	3,136	792
Hewlett Packard Enterprises Company	1/27/16	12/14/16	2,399	1,331	1,068
HD Supply Holdings Inc.	9/13/16	12/16/16	4,163	3,136	1,026
Axalta Coating Systems LTD	1/19/16	12/19/16	8,165	7,101	1,064
Hewlett Packard Enterprises Company	1/27/16	12/19/16	2,384	1,331	1,053
Hewlett Packard Enterprises Company	1/27/16	12/20/16	2,373	1,331	1,043
Hewlett Packard Enterprises Company	1/27/16	12/22/16	2,373	1,331	1,043
Allegheny Technologies Inc.	12/23/16	12/27/16	5,002	4,934	68
Jones Lang Lasalle Inc.	8/8/16	12/27/16	20,305	23,564	(3,259)
Jones Lang Lasalle Inc.	9/12/16	12/27/16	20,305	22,809	(2,504)
Jones Lang Lasalle Inc.	11/2/16	12/27/16	5,076	4,435	642
			1,222,847	**1,113,554**	**109,293**

Levine Family Foundation, Inc. 13-3476578 2016

Part V Capital Gains and Losses

Long Term Capital Gains

COMPANY	DATE OF PURCHASE	DATE OF SALE	SELLING PRICE	COST	GAIN/(LOSS)
Micron Technology Inc.	12/3/14	1/21/16	5,334	17,920	(12,585)
Micron Technology Inc.	12/3/14	1/22/16	5,642	17,920	(12,278)
Micron Technology Inc.	12/4/14	1/22/16	4,513	14,452	(9,939)
Delta Airlines Inc. New	1/7/15	1/25/16	11,641	11,707	(66)
Micron Technology Inc.	12/4/14	1/25/16	1,069	3,613	(2,544)
Micron Technology Inc.	12/24/14	1/25/16	2,139	7,003	(4,864)
Micron Technology Inc.	12/24/14	1/27/16	1,061	3,501	(2,440)
Micron Technology Inc.	1/8/15	1/27/16	4,245	13,480	(9,235)
Micron Technology Inc.	1/8/15	1/27/16	1,062	3,370	(2,308)
Intrexon Corp.	7/8/14	2/23/16	15,825	12,507	3,318
Wells Fargo & Co. New	8/29/11	2/23/16	48,116	25,080	23,036
Wells Fargo & Co. New	8/14/14	2/23/16	24,058	25,140	(1,082)
Sandisk Corp.	7/30/14	3/1/16	14,690	18,691	(4,001)
Sandisk Corp.	7/30/14	3/7/16	11,443	14,018	(2,576)
Sandisk Corp.	7/30/14	3/10/16	11,494	14,018	(2,524)
Sandisk Corp.	2/27/15	3/10/16	3,831	4,049	(217)
Sandisk Corp.	2/27/15	3/28/16	34,028	36,438	(2,410)
Masco Corp.	12/5/14	4/1/16	6,354	4,446	1,908
Masco Corp.	12/5/14	4/6/16	7,882	5,558	2,325
Masco Corp.	12/5/14	4/19/16	3,240	2,223	1,017
Pitney Bowes Inc.	8/7/14	4/27/16	21,270	25,689	(4,419)
CST Brands Inc.	2/26/15	6/2/16	44,919	44,450	469
CST Brands Inc.	5/14/15	6/2/16	44,919	40,912	4,007
Allscripts Healthcare Solutions Inc.	4/23/15	6/8/16	27,059	24,619	2,440
Allscripts Healthcare Solutions Inc.	5/11/15	6/8/16	13,529	13,968	(439)
Sealed Air Corp. New	8/7/14	6/8/16	9,102	6,688	2,414
Myriad Genetics Inc.	9/16/14	6/15/16	4,570	5,629	(1,059)
Sealed Air Corp. New	8/7/14	6/15/16	9,470	6,688	2,782
Masco Corp.	12/5/14	6/16/16	10,940	8,114	2,826
Masco Corp.	12/5/14	6/16/16	1,048	778	270
Masco Corp.	12/5/14	6/20/16	1,582	1,112	471
Masco Corp.	1/7/15	6/20/16	6,328	4,411	1,917
Eastman Chemical Company	2/2/15	6/28/16	33,034	34,705	(1,671)
Eastman Chemical Company	3/31/15	7/1/16	34,129	34,787	(658)
Masco Corp.	1/7/15	7/13/16	5,021	3,308	1,713
Sirius XM Hldgs Inc.	7/11/14	7/14/16	16,566	13,561	3,005
Sirius XM Hldgs Inc.	7/11/14	7/14/16	4,142	3,388	753
Tyson Foods Inc. CL A	6/24/15	7/22/16	3,614	2,218	1,396
Masco Corp.	1/7/15	7/26/16	5,301	3,308	1,993

COMPANY	DATE OF PURCHASE	DATE OF SALE	SELLING PRICE	COST	GAIN/(LOSS)
Masco Corp.	6/18/15	7/26/16	7,068	4,950	2,118
Masco Corp.	6/18/15	7/27/16	3,630	2,475	1,155
Tyson Foods Inc. CL A	6/24/15	7/28/16	7,274	4,437	2,837
Sealed Air Corp. New	9/16/14	8/1/16	4,729	3,698	1,031
EMC Corp.	10/3/00	9/7/15	962	962	-
EMC Corp.	10/4/00	9/7/15	1,203	1,203	-
EMC Corp.	10/10/00	9/7/15	1,203	1,203	-
EMC Corp.	10/11/00	9/7/15	1,203	1,203	-
EMC Corp.	10/23/00	9/7/15	2,405	2,405	-
EMC Corp.	10/30/00	9/7/15	601	601	-
EMC Corp.	11/20/00	9/7/15	481	481	-
EMC Corp.	11/29/00	9/7/15	481	481	-
EMC Corp.	12/15/00	9/7/15	481	481	-
EMC Corp.	12/21/00	9/7/15	3,006	3,006	-
EMC Corp.	1/3/01	9/7/15	2,405	2,405	-
EMC Corp.	2/7/01	9/7/15	1,804	1,804	-
EMC Corp.	2/12/01	9/7/15	2,405	2,405	-
EMC Corp.	3/9/01	9/7/15	1,804	1,804	-
EMC Corp.	5/25/01	9/7/15	1,203	1,203	-
EMC Corp.	5/29/01	9/7/15	1,203	1,203	-
EMC Corp.	5/30/01	9/7/15	601	601	-
EMC Corp.	6/11/01	9/7/15	601	601	-
Dell Technologies Inc. CL V	10/3/00	9/14/16	22	(302)	324
Delta Airlines Inc. New	1/7/15	10/19/16	29,971	35,122	(5,151)
Delta Airlines Inc. New	2/12/15	10/19/16	3,996	4,382	(386)
Masco Corp.	6/18/15	10/27/16	6,185	4,950	1,235
Graphic Packaging Holding Compan	8/1/14	10/28/16	18,906	18,107	799
Delta Airlines Inc. New	2/12/15	11/2/16	8,407	8,763	(357)
Graphic Packaging Holding Compan	8/1/14	11/3/16	12,481	12,071	410
Delta Airlines Inc. New	2/12/15	11/8/16	6,492	6,573	(80)
Delta Airlines Inc. New	2/12/15	11/10/16	6,882	6,573	310
Delta Airlines Inc. New	2/12/15	11/15/16	7,145	6,573	572
Delta Airlines Inc. New	2/12/15	11/17/16	11,996	10,954	1,041
Delta Airlines Inc. New	2/13/15	11/17/16	23,991	22,008	1,983
Delta Airlines Inc. New	5/28/15	11/17/16	14,395	12,825	1,570
Graphic Packaging Holding Compan	8/1/14	11/28/16	6,455	6,036	419
Wyndham Worldwide Corp.	7/29/15	12/1/16	7,294	8,241	(946)
Axalta Coating Systems LTD	11/24/15	12/6/16	5,239	5,793	(555)
Sirius XM Hldgs Inc.	7/11/14	12/6/16	17,538	13,554	3,984
Axalta Coating Systems LTD	11/24/15	12/19/16	2,722	2,897	(175)
Graphic Packaging Holding Compan	8/6/14	12/19/16	6,385	6,031	354
Graphic Packaging Holding Compan	8/6/14	12/27/16	5,036	4,825	211
Vanguard Healthcare ETF	12/11/14	12/27/16	64,151	64,568	(418)
			826,651	**833,619**	**(6,968)**