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

For calendar year 2016 or tax year beginning , and ending

Name of foundation: THE PETER AND MARY LEVIN FAMILY FOUNDATION

A Employer identification number: 20-3841581

Number and street (or P O box number if mail is not delivered to street address): 3805 EDWARDS ROAD, SUITE 180 | Room/suite

B Telephone number (see instructions): 513-236-3896

City or town, state or province, country, and ZIP or foreign postal code: CINCINNATI OH 45209

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) ▶ $ 1,146,471

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))*

		(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	32	32		
	4 Dividends and interest from securities	17,137	17,137		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	52,576			
	b Gross sales price for all assets on line 6a 346,185				
	7 Capital gain net income (from Part IV, line 2)		52,576		
	8 Net short-term capital gain			0	
	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) STMT 1	4,540	4,540		
	12 **Total.** Add lines 1 through 11	74,285	74,285	0	
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) STMT 2	5,715	2,857		
	c Other professional fees (attach schedule) STMT 3	800			
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	580	580		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 5	19,757	1,363		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	26,852	4,800	0	0
	25 Contributions, gifts, grants paid	122,550			122,550
	26 **Total expenses and disbursements.** Add lines 24 and 25	149,402	4,800	0	122,550
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	-75,117			
	b **Net investment income** (if negative, enter -0-)		69,485		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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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	28,678	84,713	84,713
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶ 0			
	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) SEE STMT 6	724,565	564,094	859,129
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) SEE STATEMENT 7	104,081	137,880	202,629
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	857,324	786,687	1,146,471
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 ▶ SEE STATEMENT 8)		4,480	
	23 **Total liabilities** (add lines 17 through 22)	0	4,480	
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	857,324	782,207	
	30 **Total net assets or fund balances** (see instructions)	857,324	782,207	
	31 **Total liabilities and net assets/fund balances** (see instructions)	857,324	786,687	

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	857,324
2	Enter amount from Part I, line 27a	2	-75,117
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	782,207
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	782,207

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE STATEMENT 11	P	VARIOUS	VARIOUS
b	SEE STATEMENT 12	P	VARIOUS	VARIOUS
c	RAYMOND JAMES - CAPITAL GAIN DISTRIBUTIONS			
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	103,080		108,706	-5,626
b	241,531		184,903	56,628
c	1,574			1,574
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				-5,626
b				56,628
c				1,574
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 — 52,576

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 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	297,624	1,330,330	0.223722
2014	80,000	1,530,777	0.052261
2013	278,794	1,433,681	0.194460
2012	167,673	1,438,464	0.116564
2011	51,000	1,543,389	0.033044

2	**Total** of line 1, column (d)	2	0.620051
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	0.124010
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,101,722
5	Multiply line 4 by line 3	5	136,625
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	695
7	Add lines 5 and 6	7	137,320
8	Enter qualifying distributions from Part XII, line 4	8	122,550

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter. **(attach copy of letter if necessary—see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,390
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	1,390
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,390
6	Credits/Payments:				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,624		
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	2,624
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	1,234
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 1,234 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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
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 ▶ NONE

14 The books are in care of ▶ PETER LEVIN Telephone no ▶ 513-236-3896
3805 EDWARDS RD., STE 180
Located at ▶ CINCINNATI OH ZIP+4 ▶ 45209

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

			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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		X

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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)? N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
PETER F. LEVIN 7194 REGIMENT DRIVE	CINCINNATI OH 45244	PRESIDENT 2.00	0	0	0
KATHERINE LEVIN SHAPIRO 111 W. 89TH STREET, APT GA	NEW YORK NY 10024	DIRECTOR 0.00	0	0	0
JEAN LEVIN WYMAN 715 UPHAM PLACE NORTHWEST	VIENNA VA 22180	DIRECTOR 0.00	0	0	0
ANNE LEVIN DELYONS 7720 CREEKWOOD LANE	CINCINNATI OH 45237	DIRECTOR 0.00	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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services (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 N/A	
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 N/A	
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	1,079,051
b	Average of monthly cash balances			1b	39,449
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	1,118,500
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0		
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	1,118,500
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)			4	16,778
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,101,722
6	**Minimum investment return.** Enter 5% of line 5			6	55,086

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	55,086
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,390		
b	Income tax for 2016. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,390
3	Distributable amount before adjustments Subtract line 2c from line 1			3	53,696
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	53,696
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	53,696

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	122,550
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	122,550
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	122,550

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) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					53,696
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					
b From 2012	96,404				
c From 2013	209,522				
d From 2014	6,321				
e From 2015	231,859				
f **Total** of lines 3a through e		544,106			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 122,550					
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					53,696
e Remaining amount distributed out of corpus		68,854			
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		612,960			
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					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 2011 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		612,960			
10 Analysis of line 9:					
a Excess from 2012	96,404				
b Excess from 2013	209,522				
c Excess from 2014	6,321				
d Excess from 2015	231,859				
e Excess from 2016	68,854				

DAA

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 (a) 2016	Prior 3 years (b) 2015	(c) 2014	(d) 2013	(e) Total
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).)

PETER F. 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.

N/A

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:

PETER F. LEVIN 513-236-3896
7194 REGIMENT DRIVE CINCINNATI OH 45244

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

SEE STATEMENT 9

c Any submission deadlines.

APPLICATIONS ACCEPTED AT ANY TIME.

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

SEE STATEMENT 10

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*				
INTERACT FOR CHANGE 3805 EDWARDS RD., STE 180 CINCINNATI OH 45209	NONE	501(C)(3)	TO CONTINUE A DONOR-ADVISED FUND	122,550
Total			▶ 3a	122,550
b *Approved for future payment* N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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			14	32	
4 Dividends and interest from securities			14	17,137	
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			14	4,540	
8 Gain or (loss) from sales of assets other than inventory			18	52,576	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		74,285	0
13 Total. Add line 12, columns (b), (d), and (e)				13	74,285

(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)
N/A	

DAA

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee: [signature] Date: 3/2/17 Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KENNETH B. PITCHER, CPA	KENNETH B. PITCHER, CPA	02/24/17		P00844898

Firm's name ▶ PITCHER, ENDERS & DROHAN CPA'S, INC

Firm's address ▶ 7755 MONTGOMERY RD STE 325 CINCINNATI, OH 45236

Firm's EIN ▶ 27-0945414

Phone no 513-554-4600

DAA

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
BROOKFIELD BUSINESS PTNRS LP	$ 3	$ 3	$
BROOKFIELD INFRAST PTNRS LP	3,307	3,307	
BROOKFIELD PROPERTY PNTRS LP	1,230	1,230	
TOTAL	$ 4,540	$ 4,540	$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 5,715	$ 2,857	$	$
TOTAL	$ 5,715	$ 2,857	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT OTHER PROFESSIONAL FEES	$ 800	$	$	$
TOTAL	$ 800	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN INCOME TAXES	$ 380	$ 380	$	$
STATE TAX EXPENSE	200	200		
TOTAL	$ 580	$ 580	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
MANAGEMENT FEES	1,363	1,363		
CHARITABLE CONSULTING FEES	18,394			
TOTAL	$ 19,757	$ 1,363	$ 0	$ 0

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INVESTMENT IN EQUITIES	$ 703,593	$ 505,662	COST	$ 804,177
INVESTMENT IN MUTUAL FUNDS	20,972	58,432	COST	54,952
TOTAL	$ 724,565	$ 564,094		$ 859,129

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INVEST IN WEYERHAEUSER CO.	$ 22,942	$ 22,942	COST	$ 25,577
INVEST IN BROOKFIELD PROP PTNR LP	29,381	29,381	COST	32,193
INVEST IN BROOKFIELD INFRAST PTNR LP	34,605	34,600	COST	95,624
INVEST IN BROOKFIELD RENEW PTNR LP		27,144	COST	26,678
PROCEEDS FROM UNSETTLED TRADES	17,153		COST	
ISHARES TR NASDQ BIOTEC		23,813	COST	22,557
TOTAL	$ 104,081	$ 137,880		$ 202,629

Statement 8 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
UNEXPIRED CALL PROCEEDS	$	$ 4,480
TOTAL	$ 0	$ 4,480

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
PETER F. LEVIN	$
TOTAL	$ 0

Statement 9 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

THE FOUNDATION ACCEPTS WRITTEN APPLICATIONS FROM ORGANIZATIONS EXEMPT FROM TAXATION UNDER INTERNAL REVENUE CODE 501(C)(3) AND DESCRIBED IN SECTION 509 (A)(1), (2) OR (3).

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

APPLICATIONS ACCEPTED AT ANY TIME.

Statement 10 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

IN AWARDING GRANTS, THE FOUNDATION SEEKS TO STRENGTHEN THE WORLD THROUGH SERVICES THAT WORK TO ELIMINATE SOCIAL AND CIVIL INJUSTICE, THEREBY PROVIDING INDIVIDUALS AND FAMILIES WITH DIGNITY, A BETTER QUALITY OF LIFE AND INCREASED ECONOMIC AND SOCIAL OPPORTUNITY. THE FOUNDATION SHALL CONSIDER SUPPORTING ORGANIZATIONS THAT ADVANCE THIS FOCUS AREA BY AFFECTING CHANGE IN PEOPLE'S ATTITUDES AND PUBLIC POLICY; INCREASING THE ABILITY OF PEOPLE TO FREELY EXPRESS THEIR BELIEFS; PROVIDING A SAFETY NET FOR DISADVANTAGED INDIVIDUALS; ACCESS TO EDUCATION AND THE ARTS; ACCESS TO HEALTH SERVICES; SUPPORTING THE JEWISH COMMUNITY; AND SUPPORTING OTHER COMMUNITIES OF INTEREST INCLUDING GREATER CINCINNATI, AND SCHOOLS, COLLEGES AND UNIVERSITIES CONNECTED TO THE LEVIN FAMILY.

The Peter & Mary Levin Family Foundation
Short-term Gains & Losses
December 31, 2016

Date Acquired	Date Sold	Quantity	Security	Proceeds	Cost Basis	Gain/Loss Short Term
6/20/2016	6/28/2016	0.140	BROOKFIELD BUSINESS PARTNERS (BBU)	2 55	2 99	(0.44)
6/20/2016	10/6/2016	12 450	BROOKFIELD BUSINESS PARTNERS (BBU)	312.87	266 27	46 60
6/20/2016	10/6/2016	6 900	BROOKFIELD BUSINESS PARTNERS (BBU)	173 40	147.57	25 83
6/20/2016	10/6/2016	19 650	BROOKFIELD BUSINESS PARTNERS (BBU)	493 80	420 26	73.54
3/2/2016	11/9/2016	800.000	BROOKFIELD MTG OPP (BOIOLDD)	11,311.25	11,674 03	(362 78)
2/2/2016	11/9/2016	450 000	BROOKFIELD MTG OPP (BOIOLDD)	6,362 58	6,601 78	(239.20)
2/4/2016	11/9/2016	400 000	BROOKFIELD MTG OPP (BOIOLDD)	5,655.62	5,904 79	(249 17)
5/12/2016	10/21/2016	-3.000	CALL ANHEUSER BUSCH INBEV SA/ (03524A3LA4)	1,139 97	198.27	941 70
7/23/2015	4/13/2016	2,000 000	CHEUNG KONG PROPERTY HLDGS (CHKGF)	12,974.68	16,863 15	(3,888 47)
6/15/2016	10/18/2016	1,140.000	FANNIE MAE PFD NON-CUMULATIVE (FNMAS)	4,669 64	5,139 95	(470 31)
6/16/2016	10/21/2016	1,180 000	FEDERAL HOME LOAN MORTGAGE (FMCKJ)	4,709 94	5,365.97	(656 03)
12/23/2015	4/29/2016	90.000	GRAINGER W W INCORPORATED (GWW)	21,062 65	18,550 57	2,512 08
2/22/2016	7/14/2016	0 518	LIBERTY GLOBAL PLC (LILAK)	17 98	19 93	(1.95)
10/9/2015	4/26/2016	515 000	MSG NETWORK INCORPORATED CLASS (MSGN)	8,806 74	10,403 22	(1,596 48)
8/28/2015	4/29/2016	115.000	UNION PAC CORPORATION (UNP)	10,243 64	9,984.56	259 08
6/11/2015	4/29/2016	170 000	UNION PAC CORPORATION (UNP)	15,142.77	17,162.29	(2,019 52)
			Total Short Term Loss	103,080.08	108,705.60	(5,625 52)

The Peter & Mary Levin Family Foundation
Long-term Gains & Losses
December 31, 2016

Date Acquired	Date Sold	Quantity	Security	Proceeds	Cost Basis	Gain/Loss Long Term
8/18/2010	4/29/2016	50 000	ANHEUSER BUSCH INBEV SA/NV (BUD)	6,223 92	2,686.53	3,537 39
8/18/2010	12/5/2016	275.000	ANHEUSER BUSCH INBEV SA/NV (BUD)	28,414 58	14,775 91	13,638.67
3/15/2011	12/5/2016	35.000	ANHEUSER BUSCH INBEV SA/NV (BUD)	3,616 40	1,948 44	1,667 96
10/16/2009	4/29/2016	260 000	BANK NEW YORK MELLON (BK)	10,483.28	7,121 87	3,361 41
2/17/2010	4/29/2016	140 000	BANK NEW YORK MELLON (BK)	5,644 85	3,891 52	1,753 33
2/12/2010	9/22/2016	0 500	BROOKFIELD INFRAST PARTNERS LP (BIP)	16.69	5 54	11.15
6/4/2010	4/13/2016	1,000.000	CHEUNG KONG PROPERTY HLDGS (CHKGF)	6,487.34	4,285 64	2,201.70
6/4/2010	4/29/2016	1,000 000	CK HUTCHISON HLDGS LIMITED SHS (CKHUF)	11,729 79	6,927 31	4,802 48
12/23/2014	11/15/2016	165 000	DIAGEO P L C SPON ADR NEW (DEO)	16,538 86	19,031 63	(2,492 77)
9/29/2014	11/15/2016	170 000	DIAGEO P L C SPON ADR NEW (DEO)	17,040 03	19,492 73	(2,452 70)
8/13/2014	2/2/2016	520.000	EBAY INCORPORATED (EBAY)	12,090.32	10,798 79	1,291.53
11/3/2014	2/24/2016	24 000	GRAHAM HLDGS COMPANY (GHC)	11,669.27	11,715 97	(46.70)
1/23/2009	4/29/2016	550 000	MICROSOFT CORPORATION (MSFT)	27,491 98	9,504 77	17,987 21
4/23/2014	4/26/2016	410 000	MSG NETWORK INCORPORATED CLASS (MSGN)	7,011 19	5,808 86	1,202 33
10/13/2008	1/22/2016	610.000	NESTLE S A SPONSORED ADR (NSRGY)	43,187.81	23,097 18	20,090 63
7/17/2008	1/22/2016	95 000	NESTLE S A SPONSORED ADR (NSRGY)	6,725 97	4,153 41	2,572 56
9/21/2015	9/28/2016	155 000	TRIBUNE MEDIA COMPANY CLASS A (TRCO)	5,575 69	6,089 05	(513.36)
5/22/2015	9/28/2016	600 000	TRIBUNE MEDIA COMPANY CLASS A (TRCO)	21,583.34	33,567 83	(11,984 49)
			Total Long-term Gain	241,531.31	184,902.98	56,628 33