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.
▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

29491258027818

For calendar year 2017 or tax year beginning , and ending

Name of foundation: LEVINE FAMILY FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address): 53 TRENOR DRIVE

Room/suite:

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

A Employer identification number: 13-3476578

B Telephone number (see instructions): 914-632-3124

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 4,190,324.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)	32,117.			
	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	50,182.	50,182.	50,182.	
	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)		121,599.		
	8	Net short-term capital gain			7,291.	
	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	82,299.	171,781.	57,473.	
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)	39,785.	39,785.	39,785.	39,785.
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,215.	5,215.	5,215.	5,215.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	250.	250.	250.	250.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	45,250.	45,250.	45,250.	45,250.
	25	Contributions, gifts, grants paid	270,500.			270,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	315,750.	45,250.	45,250.	315,750.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(233,451.)			
	b	**Net investment income** (if negative, enter -0-)		126,531.		
	c	**Adjusted net income** (if negative, enter -0-)			12,223.	

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For Paperwork Reduction Act Notice, see instructions.

BCA

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,000,425.	567,397.	567,397.
	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 (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)	2,336,912.	2,665,379.	3,622,927.
	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)	3,337,337.	3,232,776.	4,190,324.
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	3,337,337.	3,232,776.	
	30	**Total net assets or fund balances** (see instructions)	3,337,337.	3,232,776.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,337,337.	3,232,776.	

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	3,337,337.
2	Enter amount from Part I, line 27a	2	(233,451.)
3	Other increases not included in line 2 (itemize) ▶ capital gains	3	128,890.
4	Add lines 1, 2, and 3	4	3,232,776.
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	3,232,776.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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 DISTRIBUTIONS			
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				90,815.
b				30,784.
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				90,815.
b				30,784.
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	121,599.
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	7,291.

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 doesn't 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))
2016			
2015			
2014			
2013			
2012			

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 5.0, 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 2017 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	2,530.
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	2,530.
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	2,530.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 6,967.		
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	6,967.
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	4,437.
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 4,437. **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 the 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. ▶ NY			
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 2017 or the tax year beginning in 2017? See the 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 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 2017, 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

			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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☐ No

If "Yes," list the years ▶ 20____, 20____, 20____, 20____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		X

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

			Yes	No
b	If "Yes," did it have excess business holdings in 2017 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 2017)	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 2017?	4b		X

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

5a	During the year, did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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, and 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	3,195,250.
b	Average of monthly cash balances	1b	783,911.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,979,161.
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	3,979,161.
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	59,687.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,919,474.
6	**Minimum investment return.** Enter 5% of line 5	6	195,974.

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	195,974.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	2,530.		
b	Income tax for 2017. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,530.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	193,444.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	193,444.
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	193,444.

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	315,750.
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	315,750.
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	1,265.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	314,485.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7					193,444.
2 Undistributed income, if any, as of the end of 2017					
a Enter amount for 2016 only					
b Total for prior years: 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2017					
a From 2012	54,790.				
b From 2013	37,469.				
c From 2014	48,798.				
d From 2015	11,765.				
e From 2016	38,984.				
f **Total** of lines 3a through e		191,806.			
4 Qualifying distributions for 2017 from Part XII, line 4. ▶ $ 315,750.					
a Applied to 2016, 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 2017 distributable amount					193,444.
e Remaining amount distributed out of corpus		122,306.			
5 Excess distributions carryover applied to 2017 (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		314,112.			
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 2016 Subtract line 4a from line 2a. Taxable amount—see instructions					
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018					
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 2012 not applied on line 5 or line 7 (see instructions)		54,790.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a		259,322.			
10 Analysis of line 9:					
a Excess from 2013	37,469.				
b Excess from 2014	48,798.				
c Excess from 2015	11,765.				
d Excess from 2016	38,984.				
e Excess from 2017	122,306.				

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 2017, 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			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(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).)

LINDA ROTHMAN LEVINE

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

NONE

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHEDULE ATTACHED				270,500.
Total ▶ 3a				270,500.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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				50,182.	
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)				50,182.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 50,182.

(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) (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) (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 Kohman Levine | PRESIDENT

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
BERNARD SEGAL, ESQ	Bernard Segal	9/12/18		P02154237
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶ 53 TRENOR DRIVE NEW ROCHELLE NY 10804			Phone no 914-632-3124	

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Go to *www.irs.gov/Form990* for the latest information.**

OMB No 1545-0047

2017

Name of the organization	Employer identification number
LEVINE FAMILY FOUNDATION INC	13-3476578

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . . . ▶ $ ____________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: LEVINE FAMILY FOUNDATION INC

Employer identification number: 13-3476578

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LINDA ROTHMAN LEVINE 605 East 82nd St NEW YORK NY 10028- Foreign State or Province Foreign Country	$ 158,545.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
LEVINE FAMILY FOUNDATION INC	13-3476578

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	1,400 shares Time Warner Inc, 100 shares Home Depot	$ 158,545.	09/08/2017
		$	
		$	
		$	
		$	
		$	

Levine Family Foundation, Inc. **13-3476578** **2017**

Part II, line 10b

Stock	Shares	Fair Market Value	Basis
Activision Blizzard Inc.	700	44,324	33,787
Adient PLC	300	23,610	23,117
Allegheny Technologies Inc	1,900	45,866	35,111
Altaba Inc	500	34,925	18,641
Apache Corp	1,000	42,220	64,252
Aquabounty Technologies Inc. New	4	14	50
Armstrong World Industries Inc. New	300	18,165	13,037
Ascent Media Corp	76	873	1,623
Berkshire Hathaway Inc DE CL B New	1,000	198,220	112,562
Bioverativ Inc.	12	647	550
Blackberry LTD	3,150	35,186	23,921
Citigroup Inc. New	1,000	74,410	60,448
Comcast Corp. CL A New	1,000	40,050	36,918
Commercehub Inc Ser A	13	286	-
Commercehub Inc. Ser C	26	535	-
Dodge & Cox Income	3,608	49,639	50,008
Dell Technologies Inc. CL V	111	9,022	38,942
Delta Airlines Inc New	200	11,200	8,550
Ebay Inc.	600	22,644	20,360
Enbridge Inc.	984	38,484	33,999
First Data Corp New CL A	3,000	50,130	53,053
Flex LTD	3,400	61,166	53,057
GCP Applied Technologies Inc	1,000	31,900	18,532
General Dynamics Corp Common	210	42,725	30,369
General Electric Company	2,000	34,900	36,269
Grace WR & Company DE New	1,000	70,130	68,875
Halozyme Therapeutics Inc.	150	3,039	2,971
Harris Oakmark Int'l CL I	78	2,215	1,733
HCA Healthcare Inc	500	43,920	40,142
HD Supply Holdings Inc.	1,750	70,053	58,571
Home Depot Inc.	100	18,953	3,372
HP Inc.	1,400	29,414	23,511
ILG Inc.	400	11,392	3,766
Innoviva Inc	500	7,095	7,976
Intercontinental Exchange Inc	550	38,808	37,494
International Paper Company	1,300	75,322	71,076
Interpublic Group Company Inc.	3,000	60,480	63,810
Ishares US Medical Devices ETF	50	8,676	5,359
Lendingtree Inc. New	66	22,470	329
Liberty Expedia Holdings Inc. Ser A	52	2,305	-

Stock	Shares	Fair Market Value	Basis
Liberty Global PLC CL C	1,500	50,760	46,378
Liberty Interactive Corp. Ventures Ser A New	78	4,231	-
Liberty Interactive Corp. QVC Group Ser A	1,000	24,420	19,567
Liberty TripAdvisor Holdings Inc. Ser A	130	1,225	-
Marriott Vacations Worldwide Corp	100	13,521	1,609
Martin Marietta Materials Inc.	150	33,156	32,651
Medtronic PLC	1,100	88,825	86,646
Mueller Water Products Inc. Ser A	2,000	25,060	23,307
National Oilwell Varco Inc	1,000	36,020	66,439
Nestle SA-SPONS ADR For Reg	2,000	171,940	41,204
New America High Income Fund	1,600	15,040	36,281
Now Inc	250	2,758	7,471
Owens Corning Inc New	650	59,761	33,365
Packaging Corp. of America	250	30,138	23,261
Park Hotels & Resorts Inc.	250	7,188	6,488
Rowan Companies PLC CL A	2,000	31,320	65,316
Sociedad Quimica Y Minera De Chile SA Spons AI	100	5,937	6,053
TE Connectivity LTD	250	23,760	15,772
Time Warner Inc. New	1,400	128,058	28,745
Tyson Foods Inc CL A	600	48,642	41,156
UnitedHealth Group Inc	500	110,230	24,970
Versum Materials Inc.	1,025	38,796	29,013
Visteon Corp New	200	25,028	14,095
Wells Fargo & Co. New	200	12,134	9,579
Western Digital Corp	520	41,356	39,933
John Wiley & Sons Inc. CL A	2,000	131,500	5,719
Wyndham Worldwide Corp.	250	28,968	26,049
Yum China Holdings Inc.	700	28,014	24,533
Ziopharm Oncology Inc	202	836	2,057
Vanguard Mid Cap Value ETF	250	27,893	21,808
Vanguard Int'l High Dividend Yield Index ETF	1,000	67,000	65,170
Vanguard Capital Opportunity Fund Admiral Share	4,411	677,601	427,530
Vanguard Global Min Vol Admiral	1,889	51,117	51,154
Vanguard PRIMECAP Fund Admiral Shares	754	100,772	83,166
Vanguard Wellesley Income Fund Admiral	1,600	104,511	102,754
Portfolio Value		3,622,927	2,665,379

Levine Family Foundation, Inc.	**13-3476578**	**2017**

Part I line 16 c professional fees

Investment management	$39,785

Part XV Schedule of Grants and Contributions

NYU Langone Medical Center	Harry and Rose Rothman Research Fund	50,000.00
Brandeis University	Harry and Rose Rothman Scholarship Fund	35,000.00
American Committee for Weitzman Institute	General Purposes	22,500.00
ACLU Foundation	General Purposes	25,000.00
American Jewish World Service	General Purposes	20,000.00
Animal Welfare Institute	General Purposes	18,000.00
Coalition for the Homeless	General Purposes	20,000.00
Planned Parenthood	General Purposes	25,000.00
Save the Children	General Purposes	15,000.00
Southern Poverty Law Center	General Purposes	20,000.00
UJA Federation	General Purposes	20,000.00
	Total	270,500.00

Part VII -A Item 10 Substantial Contributor

Linda Rothman Levine
605 East 82nd Street
New York, NY 10028

Levine Family Foundation, Inc. 13-3476578 2017

Part V Capital Gains and Losses

Short Term Capital Gains

Number of Shares	COMPANY	DATE OF PURCHASE	DATE OF SALE	SELLING PRICE	COST	GAIN/ LOSS
150	Axalta Coating Systems L	1/19/16	1/6/17	4,146	3,550	596
100	Hewlett Packard Enterpri	1/27/16	1/6/17	2,338	1,331	1,008
50	Visteon Corp. New	5/6/16	1/6/17	4,192	3,710	482
350	Hewlett Packard Enterpri	1/27/16	1/10/17	8,033	4,657	3,376
300	Hewlett Packard Enterpri	4/11/16	1/10/17	6,885	5,388	1,497
250	Lowes Companies Inc.	8/30/16	1/10/17	17,903	19,206	(1,303)
50	Lowes Companies Inc.	9/8/16	1/10/17	3,581	3,721	(141)
100	Newell Brands Inc.	4/14/16	1/12/17	4,710	4,431	280
200	Newell Brands Inc.	4/15/16	1/12/17	9,421	8,837	584
100	Newell Brands Inc.	11/15/16	1/12/17	4,710	4,691	20
0.49	Aquabounty Technologie	1/18/17	1/18/17	7	6	1
1000	Graphic Packaging Holdir	2/23/16	2/1/17	12,653	11,660	993
150	Lowes Companies Inc.	9/8/16	2/2/17	10,824	11,164	(339)
50	Lowes Companies Inc.	10/13/16	2/2/17	3,608	3,552	57
100	Lowes Companies Inc.	10/26/16	2/2/17	7,216	6,796	420
1000	Flex LTD	6/29/16	2/3/17	15,545	11,817	3,728
500	Flex LTD	6/29/16	2/8/17	7,752	5,908	1,843
500	Flex LTD	7/15/16	2/8/17	7,752	6,445	1,307
150	Steris PLC USD	2/25/16	2/9/17	10,020	9,706	313
200	Steris PLC USD	3/2/16	2/9/17	13,360	13,022	338
50	S&P Global Inc.	1/13/17	2/17/17	6,507	5,618	889
1000	Unilever PLC Sponsored /	2/13/17	2/17/17	48,420	41,860	6,560
70	General Dynamics Corp. (	4/19/16	2/21/17	13,249	9,531	3,718
200	Olin Corp. New	8/24/16	2/24/17	6,180	4,316	1,864
200	Olin Corp. New	8/25/16	2/24/17	6,180	4,256	1,924
200	Olin Corp. New	9/13/16	2/24/17	6,180	3,832	2,348
100	Olin Corp. New	11/1/16	2/24/17	3,090	2,132	958
50	Perrigo Company PLC	2/8/17	3/2/17	3,709	3,896	(187)
150	Perrigo Company PLC	2/15/17	3/2/17	11,128	12,544	(1,416)
50	Perrigo Company PLC	2/28/17	3/2/17	3,709	3,752	(43)
50	Caseys Genl Stores Inc.	1/27/17	3/15/17	5,467	5,591	(123)
150	Gamestop Corp. New CL	7/22/16	3/15/17	3,693	4,633	(940)
150	Gamestop Corp. New CL	7/26/16	3/15/17	3,693	4,670	(977)
148	Gamestop Corp. New CL	7/27/16	3/15/17	3,644	4,654	(1,010)
2	Gamestop Corp. New CL	7/27/16	3/15/17	49	65	(16)
200	Gamestop Corp. New CL	7/28/16	3/15/17	4,924	6,215	(1,291)
100	Gamestop Corp. New CL	10/13/16	3/15/17	2,462	2,574	(112)
250	Gamestop Corp. New CL	10/19/16	3/15/17	6,155	6,181	(26)

Levine Family Foundation, Inc. 13-3476578 2017

Part V Capital Gains and Losses

Long Term Capital Gains

Number of Shares	COMPANY	DATE OF PURCHASE	DATE OF SALE	SELLING PRICE	COST	Gain or Loss
1500	Sirius XM Hldgs Inc.	7/18/14	1/5/17	6,921	5,171	1,750
100	Wyndham Worldwide Corp.	7/29/15	1/17/17	7,697	8,241	(544)
100	Graphic Packaging Holding Company	8/6/14	1/18/17	1,284	1,206	78
200	Graphic Packaging Holding Company	8/26/14	1/18/17	2,569	2,525	44
1500	Sirius XM Hldgs Inc.	7/18/14	1/18/17	6,876	5,171	1,705
150	S&P Global Inc.	4/28/15	1/25/17	17,808	15,691	2,117
100	Sealed Air Corp. New	9/16/14	1/27/17	4,909	3,698	1,211
1200	Sirius XM Hldgs Inc.	7/18/14	1/30/17	5,664	4,137	1,527
0.5	Bioverativ Inc.	1/4/16	2/1/17	22	23	(1)
300	Graphic Packaging Holding Company	8/26/14	2/1/17	3,796	3,787	9
500	Graphic Packaging Holding Company	9/15/14	2/1/17	6,327	6,457	(130)
1000	Graphic Packaging Holding Company	12/24/14	2/1/17	12,653	13,860	(1,206)
800	Sirius XM Hldgs Inc.	7/18/14	2/3/17	3,803	2,758	1,045
200	Sirius XM Hldgs Inc.	9/3/14	2/3/17	951	728	223
100	Grace WR & Company DE New	1/30/15	2/9/17	7,143	6,905	239
500	Steris PLC USD	10/26/15	2/9/17	33,399	37,180	(3,781)
250	Steris PLC USD	1/5/16	2/9/17	16,700	18,558	(1,858)
100	Wyndham Worldwide Corp.	8/21/15	2/9/17	8,146	7,734	412
1000	Innoviva Inc.	6/9/14	2/13/17	11,361	24,932	(13,571)
1000	Innoviva Inc.	2/26/15	2/13/17	11,361	17,685	(6,324)
500	Innoviva Inc.	5/28/15	2/13/17	5,680	7,976	(2,296)
150	Sealed Air Corp. New	9/16/14	2/13/17	7,119	5,547	1,572
75	Wyndham Worldwide Corp.	8/21/15	2/13/17	6,119	5,800	319
75	Wyndham Worldwide Corp.	8/21/15	2/14/17	6,142	5,800	341
25	Wyndham Worldwide Corp.	11/25/15	2/14/17	2,047	1,897	151
150	S&P Global Inc.	4/28/15	2/17/17	19,522	15,691	3,831
100	S&P Global Inc.	5/11/15	2/17/17	13,015	10,752	2,263
100	S&P Global Inc.	5/28/15	2/17/17	13,015	10,555	2,460
250	Tyson Foods Inc. CL A	7/10/15	2/28/17	15,640	10,752	4,888
100	Tyson Foods Inc. CL A	10/20/15	3/1/17	6,337	4,613	1,724
400	GCP Applied Technologies Inc.	1/30/15	3/2/17	12,504	6,869	5,634
3000	Sirius XM Hldgs Inc.	9/3/14	3/15/17	16,216	10,921	5,295
100	Tyson Foods Inc. CL A	10/20/15	3/15/17	6,242	4,613	1,629
150	Axalta Coating Systems LTD	1/19/16	3/24/17	4,665	3,550	1,115
1000	Sirius XM Hldgs Inc.	9/3/14	3/24/17	5,104	3,640	1,464
100	Wyndham Worldwide Corp.	11/25/15	3/24/17	8,450	7,587	863
800	Sirius XM Hldgs Inc.	9/3/14	3/30/17	4,141	2,912	1,228
2200	Sirius XM Hldgs Inc.	8/5/15	3/30/17	11,387	8,779	2,608