EXTENDED TO NOVEMBER 15, 2018

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

29491321034118

For calendar year 2017 or tax year beginning , and ending

Name of foundation
THE LEVINE-SKLUT FAMILY FOUNDATION
C/O ERIC RIDENOUR, COLONY FAMILY OFFICES

A Employer identification number
56-1904190

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
6805 MORRISON BLVD, SUITE 310

B Telephone number
704-285-7300

City or town, state or province, country, and ZIP or foreign postal code
CHARLOTTE, NC 28211

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 [X] 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) ▶$ 24,197,214.

J Accounting method ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH (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 ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	260,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	460,042.	460,042.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	513,600.			STATEMENT 1
	b Gross sales price for all assets on line 6a 2,783,107.				
	7 Capital gain net income (from Part IV, line 2)		517,375.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-7,313.	-4,135.		STATEMENT 3
	12 Total. Add lines 1 through 11	1,226,329.	973,282.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	8,000.	7,200.		800.
	c Other professional fees				
	17 Interest	78.	78.		0.
	18 Taxes STMT 5	8,151.	7,587.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	95,449.	95,195.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	111,678.	110,060.		800.
	25 Contributions, gifts, grants paid	1,062,051.			1,062,051.
	26 Total expenses and disbursements Add lines 24 and 25	1,173,729.	110,060.		1,062,851.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	52,600.			
	b Net investment income (if negative, enter -0-)		863,222.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,570,798.	1,594,159.	1,594,159.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	1,448,322.	1,590,154.	1,572,909.
	b Investments - corporate stock STMT 8	11,868,443.	11,448,700.	14,044,169.
	c Investments - corporate bonds STMT 9	3,019,348.	3,471,679.	3,403,134.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	3,248,739.	3,106,294.	3,582,843.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	21,155,650.	21,210,986.	24,197,214.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	21,155,650.	21,210,986.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	21,155,650.	21,210,986.	
	31 Total liabilities and net assets/fund balances	21,155,650.	21,210,986.	

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	21,155,650.
2 Enter amount from Part I, line 27a	2	52,600.
3 Other increases not included in line 2 (itemize) ▶ OTHER BOOK / TAX DIFFERENCES	3	2,736.
4 Add lines 1, 2, and 3	4	21,210,986.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,210,986.

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	PUBLICLY TRADED SECURITIES	P		
b	FROM AMA TRUCKERBROOK REAL ASSET	P	VARIOUS	VARIOUS
c	FROM WCP REAL ESTATE FUND	P	VARIOUS	VARIOUS
d	TITAN MATERS LP	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a	2,605,085.		2,246,606.	358,479.
b	8,578.			8,578.
c			19,126.	-19,126.
d	81,521.			81,521.
e	87,923.			87,923.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

	(i) FMV 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				358,479.
b				8,578.
c				-19,126.
d				81,521.
e				87,923.

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	517,375.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

If "Yes," the foundation 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	1,185,219.	21,675,822.	.054679
2015	983,674.	23,445,297.	.041956
2014	707,155.	22,035,071.	.032092
2013	150,907.	18,082,451.	.008345
2012	231,158.	14,987,828.	.015423

2 **Total** of line 1, column (d)	2	.152495
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	.030499
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	23,026,178.
5 Multiply line 4 by line 3	5	702,275.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,632.
7 Add lines 5 and 6	7	710,907.
8 Enter qualifying distributions from Part XII, line 4	8	1,062,851.

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

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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	8,632.
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	8,632.
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	8,632.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 8,131.		
b	Exempt foreign organizations - tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 10,000.		
d	Backup withholding erroneously withheld — 6d: 0.		
7	Total credits and payments. Add lines 6a through 6d	7	18,131.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.
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	9,499.
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 9,499. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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. ▶ NC			
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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	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 ▶ N/A

14 The books are in care of ▶ ERIC RIDENOUR, COLONY FAMILY OFFICE Telephone no. ▶ 704-285-7300
Located at ▶ 6805 MORRISON BLVD, SUITE 310, CHARLOTTE, NC ZIP+4 ▶ 28211

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 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			
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 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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.) 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 2017?	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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	[ ] Yes [X] 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 [X] 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 [X] 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 [X] 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, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LORI LEVINE SKLUT 3418 KINGSMEADE COURT CHARLOTTE, NC 28226	DIRECTOR 1.00	0.	0.	0.
ERIC R. SKLUT 3418 KINGSMEADE COURT CHARLOTTE, NC 28226	DIRECTOR 1.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. 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 ▶		0

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

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 ▶	0.

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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	22,105,305.
b	Average of monthly cash balances	1b	1,271,525.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	23,376,830.
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	23,376,830.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	350,652.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,026,178.
6	**Minimum investment return** Enter 5% of line 5	6	1,151,309.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,151,309.
2a	Tax on investment income for 2017 from Part VI, line 5 — 2a: 8,632.		
b	Income tax for 2017. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	8,632.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,142,677.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,142,677.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,142,677.

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	1,062,851.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,062,851.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	8,632.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,054,219.

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				1,142,677.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			1,049,760.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4. ▶ $ 1,062,851.				
a Applied to 2016, but not more than line 2a			1,049,760.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				13,091.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				1,129,586.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

1 a 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
2 a 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).)

SEE STATEMENT 11

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 ▶ [X] 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.

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				
CHARITABLE CONTRIBUTIONS FROM PASSTHROUGH K-1'S				23.
JEWISH DAY SCHOOL FOR JOINED IN EDUCATION CHARLOTTE, NC	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
FOUNDATION OF SHALOM PARK CHARLOTTE, NC	NONE	PC	GENERAL OPERATING SUPPORT	50,000.
GOODWILL INDUSTRIES OF THE SOUTHERN PIEDMONT CHARLOTTE, NC	NONE	PC	GENERAL OPERATING SUPPORT	100,000.
JEWISH FAMILY SERVICES CHARLOTTE, NC	NONE	PC	GENERAL OPERATING SUPPORT	60,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,062,051.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
	(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			14	460,042.	
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	523000	-3,178.	14	-4,135.	
8 Gain or (loss) from sales of assets other than inventory	523000	-3,775.	18	517,375.	
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)		-6,953.		973,282.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 966,329.

(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)

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
		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) (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

Signature of officer or trustee: Lori A. Sklut | Date: 11/7/18 | Title: DIRECTOR

May the IRS discuss this return with the preparer shown below? See instr ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL A. SPITTLE	Michael Spittle	11/06/18		P00835098

Firm's name ▶ BLAIR, BOHLE & WHITSITT, PLLC — Firm's EIN ▶ 56-2210577

Firm's address ▶ 10815 SIKES PLACE, SUITE 100 CHARLOTTE, NC 28277 — Phone no. 704-841-9800

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
THE LEVINE-SKLUT FAMILY FOUNDATION
C/O ERIC RIDENOUR, COLONY FAMILY OFFICES

Employer identification number
56-1904190

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
THE LEVINE-SKLUT FAMILY FOUNDATION
C/O ERIC RIDENOUR, COLONY FAMILY OFFICES

Employer identification number
56-1904190

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	LORI LEVINE SKLUT 3418 KINGSMEADE COURT CHARLOTTE, NC 28226	$ 260,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization: THE LEVINE-SKLUT FAMILY FOUNDATION C/O ERIC RIDENOUR, COLONY FAMILY OFFICES

Employer identification number: 56-1904190

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

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

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

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

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

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

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

Name of organization: THE LEVINE-SKLUT FAMILY FOUNDATION C/O ERIC RIDENOUR, COLONY FAMILY OFFICES

Employer identification number: 56-1904190

Part III *Exclusively* religious, charitable, etc , contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of $1,000 or less for the year (Enter this info once) ▶ $

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JEWISH FEDERATION OF GREATER CHARLOTTE CHARLOTTE, NC	NONE	PC	GENERAL OPERATING SUPPORT	365,000.
LEVINE JCC CHARLOTTE, NC	NONE	PC	GENERAL OPERATING SUPPORT	151,508.
LOAVES AND FISHES CHARLOTTE, NC	NONE	PC	GENERAL OPERATING SUPPORT	25,000.
CAROLINAS HEALTHCARE FOUNDATION CHARLOTTE, NC	NONE	PC	GENERAL OPERATING SUPPORT	24,520.
TEACH FOR AMERICA CHARLOTTE, NC	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
TEMPLE ISRAEL CHARLOTTE, NC	NONE	PC	GENERAL OPERATING SUPPORT	78,000.
THE FRIENDSHIP CIRCLE CHARLOTTE, NC	NONE	PC	GENERAL OPERATING SUPPORT	6,000.
THOMPSON CHILD AND FAMILY FOCUS MATTHEWS, NC	NONE	PC	GENERAL OPERATING SUPPORT	33,000.
UNC ARTS & SCIENCES FOUNDATION CHAPEL HILL, NC	NONE	PC	GENERAL OPERATING SUPPORT	94,000.
CRISIS ASSISTANCE MINISTRY CHARLOTTE, NC	NONE	PC	GENERAL OPERATING SUPPORT	35,000.
Total from continuation sheets				842,028.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TEEN HEALTH CONNECTION CHARLOTTE, NC	NONE	PC	GENERAL OPERATING SUPPORT	20,000.
Total from continuation sheets				

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	22,901.	0.	0.	-22,901.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES				

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,605,085.	2,246,606.	0.	0.	358,479.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM AMA TRUCKERBROOK REAL ASSET	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,578.	0.	0.	0.	8,578.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM WCP REAL ESTATE FUND	PURCHASED	VARIOUS	VARIOUS

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,605,085.	2,246,606.	0.	0.	358,479.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM AMA TRUCKERBROOK REAL ASSET	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,578.	0.	0.	0.	8,578.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM WCP REAL ESTATE FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	22,901.	0.	0.	-22,901.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TITAN MATERS LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
81,521.	0.	0.	0.	81,521.

CAPITAL GAINS DIVIDENDS FROM PART IV	87,923.
TOTAL TO FORM 990-PF, PART I, LINE 6A	513,600.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CAPITAL GAIN DISTRIBUTIONS: 1099	87,923.	87,923.	0.	0.	
DIVIDENDS: 1099	384,975.	0.	384,975.	384,975.	
INTEREST AND DIV: K-1S	3,553.	0.	3,553.	3,553.	
INTEREST: 1099	71,514.	0.	71,514.	71,514.	
TO PART I, LINE 4	547,965.	87,923.	460,042.	460,042.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME: FROM K-1'S (NET OF UBTI)	-7,313.	-4,135.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-7,313.	-4,135.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,000.	7,200.		800.
TO FORM 990-PF, PG 1, LN 16B	8,000.	7,200.		800.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES PAID	564.	0.		0.
FOREIGN TAXES PAID	7,587.	7,587.		0.
TO FORM 990-PF, PG 1, LN 18	8,151.	7,587.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER DEDUCTIONS FROM K-1S	21,947.	21,693.		0.
INVESTMENT MANAGEMENT FEES	73,502.	73,502.		0.
TO FORM 990-PF, PG 1, LN 23	95,449.	95,195.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	X		532,585.	508,200.
SEE STATEMENT A		X	1,057,569.	1,064,709.
TOTAL U.S. GOVERNMENT OBLIGATIONS			532,585.	508,200.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,057,569.	1,064,709.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,590,154.	1,572,909.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	11,448,700.	14,044,169.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,448,700.	14,044,169.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	3,471,679.	3,403,134.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,471,679.	3,403,134.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEDGE FUNDS & PRIVATE EQUITY - SEE STATEMENT A	COST	3,106,294.	3,582,843.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,106,294.	3,582,843.

FORM 990-PF | PART XV - LINE 1A LIST OF FOUNDATION MANAGERS | STATEMENT 11

NAME OF MANAGER

LORI LEVINE SKLUT
ERIC R. SKLUT

The Levine-Sklut Family Foundation
EIN: 56-1904190
Year Ended: 12/31/2017

STATEMENT A

Description	Total Market Value	Total Cost Basis
FIDELITY GOVERNMENT CASH RESERVES (FDRXX)	$1,442,368 99	not applicable

Mutual Funds

Description	Total Market Value	Total Cost Basis
Stock Funds		
ARTISAN INTL VALUE FUND ADVISOR (APDKX)	$1,361,589 51	$1,195,892 25
DFA US CORE EQUITY II(DFQTX)	757,376 47	569,057 82
DFA EMERGING MRKTS CORE EQU PORTF (DFCEX)	1,230,055 11	837,518 16
DFA LARGE CAP INTL PORTFOLIO INSTL CL (DFALX)	1,159,962 55	985,075 25
FPA CRESCENT FUND(FPACX)	486,403 47	408,282 95
VULCAN VALUE PARTNERS SMALL CAP (VVPSX)	682,545 64	645,216 78
HARBOR EMERGING MARKETS EQUITY INSTL (HAEMX)	659,055 55	535,050 00
OAKMARK INTL INVESTOR CL(OAKIX)	678,933 73	563,768 37
IVA WORLDWIDE FUND CL I(IVWIX)	468,811 43	437,706 33
LITMAN GREGORY MSTRS ALT STRATEGIES INSTL (MASFX)	1,408,628 30	1,375,075 00
EAGLE MLP STRATEGY FUND CL I(EGLIX)	731,909 31	918,280 77
Total Stock Funds (66% of account holdings)	$9,625,271 07	$8,470,923 68
Bond Funds		
FIDELITY CONSERVATIV INCOME BOND FD CL I (FCNVX)	$835,772 68	$835,000 00
ARTISAN HIGH INCOME FUND ADVISOR (APDFX)	227,752 29	225,025 00

Fidelity INVESTMENTS

The Levine-Sklut Family Foundation
EIN: 56-1904190
Year Ended: 12/31/2017

STATEMENT A

Description	Total Market Value	Total Cost Basis
TEMPLETON GLOBAL BOND ADVISOR CLASS (TGBAX)	573,693 81	627,124 91
VIRTUS SEIX FLOATING RATE HIGH INCOME I (SAMBX)	592,617 90	606,903 80

Description	Total Market Value	Total Cost Basis
Equity ETPs		
SPDR S&P 500 ETF TRUST UNIT SER 1 S&P (SPY)	$1,304,945 40	$947,482 93

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Description	Total Market Value	Total Cost Basis
FIDELITY GOVERNMENT CASH RESERVES (FDRXX)	$65,710 31	not applicable

Description	Total Market Value	Total Cost Basis
ACCENTURE PLC CLS A USD0.0000225(ACN)	$37,507 05	$19,036 71t
ALPHABET INC CAP STK CL A(GOOGL)	110,607 00	57,386 99t
APPLE INC(AAPL)	248,768 10	138,384 68t
BECTON DICKINSON CO(BDX)	34,249 60	12,831 39t
BERKSHIRE HATHAWAY INC DEL CL B NEW (BRKB)	230,926 30	163,416 07t
BIOGEN INC COM(BIIB)	200,699 10	154,279 31
C H ROBINSON WORLDWIDE INC COM NEW (CHRW)	171,498 25	115,146 75t
CISCO SYS INC COM(CSCO)	130,220 00	77,212 99t
COCA COLA CO(KO)	42,668 40	31,296 86t
COGNIZANT TECH SOLUTIONS CORP(CTSH)	102,268 80	75,515 56t
DISNEY WALT CO(DIS)	90,308 40	82,623 80
EXPEDITORS INTL WASH INC COM(EXPD)	108,032 30	76,345 89t
INTL BUSINESS MACH(IBM)	85,915 20	79,928 73
JOHNSON & JOHNSON(JNJ)	74,750 20	39,478 92t
MICROSOFT CORP (MSFT)	166,803 00	64,994 10t
NIKE INC CLASS B(NKE)	91,948 50	45,016 13t
NOVO-NORDISK A S ADR(NVO)	206,629 50	140,528 18t
ORACLE CORP COM(ORCL)	131,202 00	101,989 78t
PEPSICO INC(PEP)	72,551 60	51,000 99t
PROCTER AND GAMBLE CO COM(PG)	124,956 80	101,701 46t
STARBUCKS CORP COM USD0.001(SBUX)	97,343 85	98,955 75
3M COMPANY (MMM)	37,659 20	13,538 71t

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Description	Total Market Value	Total Cost Basis
TOTAL SYS SVCS INC (TSS)	52,199 40	10,796 18
UNITED TECHNOLOGIES CORP COM USD1 (UTX)	206,663 40	158,485 80
VARIAN MED SYS INC COM (VAR)	47,238 75	27,987 49
WAL-MART STORES INC COM (WMT)	210,337 50	138,888 18

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Description	Total Market Value	Total Cost Basis
FIDELITY GOVERNMENT CASH RESERVES	$86,079 74	not applicable
	$86,079.74	

Description	Maturity	Total Market Value *Accrued Interest (AI)*	Total Cost Basis
FEDL HOME LN MTG CRP POOL #G13581	11/01/21	$11,098 90 *$26 63*	$11,566 30
FEDL NATL MTG ASSN POOL #256910	09/01/22	7,335 38 *7 50*	16,001 50[t]
FEDL HOME LN MTG CRP POOL #G13333	11/01/22	3,797 81 *9 71*	4,994 77[c]
FEDL HOME LN MTG CRP POOL #G13301	10/01/23	50,292 40 *117 01*	54,112 80[c]
FEDL HOME LN MTG CRP POOL #G13339	12/01/23	72,033 56 *166 61*	74,004 17
FEDL NATL MTG ASSN POOL #995425	01/01/24	24,041 87 *22 56*	24,906 47
FEDL NATL MTG ASSN POOL #AD0538	05/01/24	33,857 73 *31 60*	34,919 78
FEDL HOME LN MTG CRP POOL #G13741	01/01/25	4,777 59 *10 12*	5,505 73[c]

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Description	Total Market Value *Accrued Interest (AI)*	Total Cost Basis
FEDL NATL MTG ASSN POOL #AL8380	21,431 03 *18 65*	22,286 12
FEDL NATL MTG ASSN POOL #AL3919	19,029 35 *16 64*	19,168 96
	$247,695 62	$267,466 60
JPMORGAN CHASE &CO NOTE	$74,951 25 *$155 73*	$75,048 80 B
GOLDMAN SACHS GRP INC BE MTN	75,685 40 *186 67*	75,292 12 B t
BP CAP MKTS P L C NOTE CALL MAKE WHOLE	74,958 80 -	75,225 17 B
WELLS FARGO CO MTN BE	74,389 00 *805 00*	75,000 85 B
ROYAL BANK OF CANADA BOND	103,750 50 -	105,152 50 B
AT&T INC NOTE CALL MAKE WHOLE	75,809 25 *800 00*	76,163 86 B
ONTARIO PROV CDA BOND	99,590 00 -	101,581 19 B t
VISA INC NOTE CALL MAKE WHOLE	76,098 75 *99 17*	76,471 88 B

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Description	Total Market Value *Accrued Interest (AI)*	Total Cost Basis
APPLE INC NOTE CALL MAKE WHOLE	74,228 25 *290 00*	73,484 95 B t
ORACLE CORP NOTE CALL MAKE WHOLE	74,061 75 *530 00*	74,042 10 B
MORGAN STANLEY CALL MAKE WHOLE	73,085 60 *467 15*	71,556 47 B
QUALCOMM INC NOTE CALL MAKE WHOLE	68,296 20 *231 19*	69,875 10 B
MICROSOFT CORP NOTE CALL MAKE WHOLE	76,570 50 *377 60*	77,623 32 B
ANHEUSER BUSCH INBEV FIN INC NOTE	77,398 50 *1,140 62*	78,178 82 B
BANK AMER CORP MTN CALL MAKE WHOLE	74,424 00 *473 67*	72,927 70 B
	$1,173,297 75	$1,177,624 83
BUILD NYC RESOURCE CORP N Y REV REV REF	$49,967 00 *$77 87*	$50,017 15 B
FRESNO CNTY CALIF PENSION OBLIG	15,237 30 *263 95*	13,653 75 B t
LAS VEGAS NEV CTFS PARTN COPS CITY HALL	37,457 35 *756 47*	36,653 94 B t

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Description	Total Market Value *Accrued Interest (AI)*	Total Cost Basis
FLORIDA ST MUN PWR AGY REV REV BDS SER.	37,102 80 *560 00*	35,736 58 B t
PORT AUTH N Y &N J CONSOLIDATED BDS	42,326 80 *176 97*	41,785 37 B t
UNIVERSITY CALIF REVS FOR PREVIOUS	25,392 25 *91 17*	25,000 00 B t
LAS VEGAS VALLEY NEV WTR DIST LTD GO SNWA	25,983 00 *81 42*	25,571 28 B t
WINSTON-SALEM N C LTD OBLIG LTD OBLIG	50,030 00 *107 92*	50,290 29 B
FLORIDA HURRICANE CATASTROPHE FD FIN	86,112 65 *1,272 87*	86,363 45 B t
AUSTIN TEX WTR &WASTEWATER SY S REV	50,194 50 *162 53*	50,012 10 B
NEW ROCHELLE N Y REF PUB IMPT SER.B	35,158 20 *304 63*	33,742 24 B t
MONTGOMERY CNTY VA ECONOMIC DEV AUTH	52,106 00 *147 92*	51,824 62 B
JEFFERSON CNTY COLO SCH DIST NO R-1 CTFS	55,368 50 *69 67*	55,127 14 B
TAMPA BAY WTR FLA A REGL WTR SUPPLY AUTH	24,503 00 *145 06*	25,000 00 B t

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Description	Total Market Value *Accrued Interest (AI)*	Total Cost Basis
ANCHORAGE ALASKA CTFS PARTN TAXABLE	79,917 60 *71 08*	80,019 91 B
FLORIDA ST DEPT MGMT SVCS CTFS PARTN COPS	42,204 00 *1,018 50*	42,614 06 B t
NORTH CAROLINA EASTN MUN PWR AGY PWR SYS	28,599 25 *818 75*	28,199 54 B t
GEORGIA ST GO BDS SER 2015I	55,952 05 *682 92*	54,936 40 B
UNIVERSITY OKLA REVS REV B OU CANCER	34,214 70 *995 10*	34,496 91 B t
UNIVERSITY N C CHAPEL HILL REV	58,815 60 *123 95*	60,016 60 B
SAN FRANCISCO CALIF CITY &CNT Y REDEV	86,807 95 *1,286 69*	86,549 62 B
WISCONSIN ST GEN FD ANNUAI APPROPRIATION	91,258 20 *473 10*	89,957 90 B
	$1,064,708 70	$1,057,568 85
FEDERAL NATL MTG ASSN	$59,288 40 *$22 50*	$59,336 60 B
FEDERAL HOME LN MTG CORP MTN	53,090 95 *238 91*	54,511 25 B

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Description	Total Market Value / *Accrued Interest (AI)*	Total Cost Basis
FEDERAL NATL MTG ASSN NOTE	72,450 75 *308 07*	75,015 15 B
FEDERAL HOME LN MTG CORP NOTE	75,674 25 *831 25*	76,255 69 B c

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Other Investment Detail	Market Value	Cost Basis
AMA Tuckerbrook LP	565,725 60	315,886 82
WCP Real Estate Fd	25,663 51	52,482.00
GCP SPV	8,586.83	48,386 49
AMA Multi Strat Ltd (offshore)	11,488.80	23,947 46
Lakewood Capital Offshore Fund	1,251,696.73	1,000,000 00
Carlyle GMS Finance Inc	367,690.50	385,632 05
Magnitude US Partners	1,342,032.34	1,270,000.00
Dividends Receivable	9,958.68	9,958.68
	3,582,842.99	**3,106,293.50**