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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

Name of foundation
Michael and Andrea Leven Family Foundation
% Foundation Source

A Employer identification number
27-4093841

Number and street (or P O box number if mail is not delivered to street address)
Foundation Source 501 Silverside Rd

Room/suite

B Telephone number (see instructions)
(800) 839-1754

City or town, state or province, country, and ZIP or foreign postal code
Wilmington, DE 198091377

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), *line 16)* ▶$ 4,054,718

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	450	450		
	4	Dividends and interest from securities	182,349	182,349		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	442,767			
	b	Gross sales price for all assets on line 6a 5,882,349				
	7	Capital gain net income (from Part IV, line 2)		442,767		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	5,758			
	12	**Total.** Add lines 1 through 11	631,324	625,566		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	43,814	43,814		
	17	Interest	8,208	8,208		
	18	Taxes (attach schedule) (see instructions)	10,200			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	31,849	770		31,079
	24	**Total operating and administrative expenses.** Add lines 13 through 23	94,071	52,792		31,079
	25	Contributions, gifts, grants paid	4,673,627			4,673,627
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,767,698	52,792		4,704,706
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-4,136,374			
	b	**Net investment income** (if negative, enter -0-)		572,774		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	217,597	82,924	82,924
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)	5,960,471	2,161,243	2,199,452
c	Investments—corporate bonds (attach schedule)	5,063	757	749
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	1,779,086	1,576,970	1,771,593
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)	7,962,217	3,821,894	4,054,718
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 ▶)	5,456	1,507	
23	**Total liabilities**(add lines 17 through 22)	5,456	1,507	
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	7,956,761	3,820,387	
30	**Total net assets or fund balances** (see instructions)	7,956,761	3,820,387	
31	**Total liabilities and net assets/fund balances** (see instructions)	7,962,217	3,821,894	

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	7,956,761
2	Enter amount from Part I, line 27a	2	-4,136,374
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,820,387
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	3,820,387

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	442,767
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	4,439,024	10,597,318	0 418882
2016	3,720,944	13,701,505	0 271572
2015	3,249,284	17,356,889	0 187204
2014	2,497,007	23,637,995	0 105635
2013	1,272,871	18,325,032	0 069461

2	**Total** of line 1, column (d)	2	1 052754
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	0 210551
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	6,273,608
5	Multiply line 4 by line 3	5	1,320,914
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,728
7	Add lines 5 and 6	7	1,326,642
8	Enter qualifying distributions from Part XII, line 4	8	4,704,706

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	5,728
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	5,728
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,728
6	Credits/Payments				
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	13,400		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	13,400
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,672
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 5,800	**Refunded** ▶		11	1,872

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition)	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5	Yes	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶

14 The books are in care of ▶Foundation Source Telephone no ▶(800) 839-1754

Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶198091377

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 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?.		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?. 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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?.	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		4b		No

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions. ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?. ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	5b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year? ☐ Yes ☑ No			

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Andrea Leven Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP, Dir 1 0	0	0	0
Jon Leven Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP 1 0	0	0	0
Michael A Leven Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Pres, Dir, Sec 1 0	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,424,867
b	Average of monthly cash balances.	1b	63,910
c	Fair market value of all other assets (see instructions).	1c	1,880,368
d	**Total** (add lines 1a, b, and c).	1d	6,369,145
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e		
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	6,369,145
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	95,537
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,273,608
6	**Minimum investment return.** Enter 5% of line 5.	6	313,680

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	313,680
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	5,728		
b	Income tax for 2018 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	5,728
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	307,952
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	307,952
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	307,952

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	4,704,706
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,704,706
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	5,728
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	4,698,978

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				307,952
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 2016 , 2015 , 2014				
3 Excess distributions carryover, if any, to 2018				
a From 2013. 370,999				
b From 2014. 1,334,141				
c From 2015. 2,405,692				
d From 2016. 3,053,145				
e From 2017. 3,928,835				
f **Total** of lines 3a through e.	11,092,812			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 4,704,706				
a Applied to 2017, 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 2018 distributable amount.				307,952
e Remaining amount distributed out of corpus	4,396,754			
5 Excess distributions carryover applied to 2018 *(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	15,489,566			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions) . . .	370,999			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	15,118,567			
10 Analysis of line 9				
a Excess from 2014. . . . 1,334,141				
b Excess from 2015. . . . 2,405,692				
c Excess from 2016. . . . 3,053,145				
d Excess from 2017. . . . 3,928,835				
e Excess from 2018. . . . 4,396,754				

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 2018, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2018	**(b)** 2017	**(c)** 2016	**(d)** 2015	**(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))

See Additional Data Table

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

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

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc 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* See Additional Data Table				
Total . . . . ▶ **3a**				
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	450	
4 Dividends and interest from securities			14	182,349	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	442,767	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Federal Tax Refund			01	5,758	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				631,324	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 631,324

(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)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

******	2019-09-24	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Jeffrey D Haskell				P01345770
Firm's name ▶ Foundation Source				Firm's EIN ▶
Firm's address ▶ One Hollow Ln Ste 212 Lake Success, NY 11042				Phone no (800) 839-1754

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 Publicly-traded Securities			
1 HPC DOUBLE BLK DMND D-D ESC	P	2011-12-29	2018-02-09
HPC DOUBLE BLK DMND D-D ESC	P	2011-12-29	2018-05-08
HPC DOUBLE BLK DMND D-D ESC	P	2011-12-29	2018-08-13
CS PLUS ON SX5E	P	2016-12-29	2018-04-05
MS PLUS ON SPX	P	2017-04-18	2018-08-03
CS JUMP ON SPX	P	2017-01-17	2018-04-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,988,393		4,638,943	349,450
17,164		14,404	2,760
25,787		21,279	4,508
18,931		14,956	3,975
270,574		250,000	20,574
282,250		250,000	32,250
279,250		250,000	29,250

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			349,450
			2,760
			4,508
			3,975
			20,574
			32,250
			29,250

Form 990PF Part XV Line 1a - 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).

Andrea Leven
Mıchael A Leven

Form 990PF Part XV Line 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*				
ALPHA EPSILON PI FOUNDATION INC 8815 WESLEYAN RD INDIANAPOLIS, IN 46268	N/A	PC	Alpha Epsilon Pi Michael A Leven Advanced Leadership Institute Program	91,500
AMERICAN FRIENDS OF BEIT HATFUTSOT 633 3RD AVE 21ST FL NEW YORK, NY 10017	N/A	PC	Faith and Culture film in support of the Museum of Jewish People at Beit Hatfutsot	50,000
AMERICAN FRIENDS OF THE ISRAEL SPORT CENTER FOR TH 1 NORTHFIELD PLZ STE 300 NORTHFIELD, IL 60093	N/A	PC	Atlanta Project Adaptive Fitness Center and operating expenses for ISCD	100,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE INC 220 E 42ND ST STE 400 NEW YORK, NY 10017	N/A	PC	Entwine Program	70,000
AYN RAND INSTITUTE THE CENTER FOR THE ADVANCEMENT 6 HUTTON CENTRE DR STE 600 SANTA ANA, CA 92707	N/A	PC	Charitable Event	125,000
BIRTHRIGHT ISRAEL FOUNDATION PO BOX 21615 NEW YORK, NY 10087	N/A	PC	Birthright Israel Program	125,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
BNAI BRITH YOUTH ORGANIZATION INC 800 8TH ST NW WASHINGTON, DC 20001	N/A	PC	Support curriculum development and deployment for the BBYO Leadership Academy Campaign	90,000
BOSTON LATIN SCHOOL ASSOCIATION 27 SCHOOL ST STE 300 BOSTON, MA 02108	N/A	PC	director salary fund	28,942
BOSTON LATIN SCHOOL ASSOCIATION 27 SCHOOL ST STE 300 BOSTON, MA 02108	N/A	PC	Michael A Leven '55 Family Fund for Athletics	200,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
BOSTON LATIN SCHOOL ASSOCIATION 27 SCHOOL ST STE 300 BOSTON, MA 02108	N/A	PC	Viterbi-Leven Fund for Technology to provide technology support personnel at BLS	50,000
BOSTON UNIVERSITY TRUSTEES OF BOSTON UNIVERSITY 595 COMMONWEALTH AVE STE 700 BOSTON, MA 02215	N/A	PC	The Michael A Leven MSMS Program	150,000
BRANDEIS UNIVERSITY60 TURNER ST WALTHAM, MA 02453	N/A	PC	Jewish Futures Project	75,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
CAMP YOUNG JUDAEA INC 5410 BELLAIRE BLVD STE 207 BELLAIRE, TX 77401	N/A	PC	Izzy Ezagui Book Project	70,000
CAPITAL RESEARCH CENTER 1513 16TH ST NW WASHINGTON, DC 20036	N/A	PC	Soros Study project	36,185
CENTER FOR ENTREPRENEURIAL JEWISH PHILANTHROPY 435 STRATTON RD NEW ROCHELLE, NY 10804	N/A	PC	General & Unrestricted	150,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
CENTRAL FUND OF ISRAEL 980 AVE OF THE AMERICAS FRNT 3 NEW YORK, NY 10018	N/A	PC	JVP Campaign Work Megamot Shalom	50,000
DELEGATION OF JEWISH AMERICAN STUDENTS 1806 COLFAX ST EVANSTON, IL 60201	N/A	PC	KAHAL Campus Scale Grant Fund	50,000
ELI AND BESSIE COHEN CAMPS 888 WORCESTER ST STE 350 WELLESLEY, MA 02482	N/A	PC	Aaron and Blanche Gordon Facility at Camp Tevya PrOJECT	125,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
FOUNDATION FOR THE DEFENSE OF DEMOCRACIES INC PO BOX 33249 WASHINGTON, DC 20033	N/A	PC	Military Center/QME projects & CSIF, including cryptocurrency research	100,000
FOUNDATION OF THE HOSPITALITY SALES AND MARKETING 7918 JONES BRANCH DR STE 300 MCLEAN, VA 22102	N/A	SO I	HSMAI Europe Grant for 2018-2019	50,000
FOUNDATION OF THE HOSPITALITY SALES AND MARKETING 7918 JONES BRANCH DR STE 300 MCLEAN, VA 22102	N/A	SO I	Charitable Event	100,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
FUENTE LATINA INC 1125 NE 125TH ST STE 300 3 NORTH MIAMI, FL 33161	N/A	PC	Miami Office Operations Project	125,000
HEBREW BENEVOLENT CONGREGATION THE TEMPLE 1589 PEACHTREE ST NE ATLANTA, GA 30309	N/A	PC	Andrea and Michael Leven Jewish Identity Institute	200,000
HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE - PEN 121 SIBLEY AVE ARDMORE, PA 19003	N/A	PC	Center for Jewish Innovation Fund	50,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
HILLELS OF GEORGIA INC 735 GATEWOOD RD NE ATLANTA, GA 30322	N/A	PC	Campus SuperStar Appeal Program	25,000
INSTITUTE FOR HUMANE STUDIES 3434 WASHINGTON BLVD MS 1C5 ARLINGTON, VA 22201	N/A	PC	Director of Placement Strategy Fund	100,000
INSTITUTE FOR HUMANE STUDIES 3434 WASHINGTON BLVD MS 1C5 ARLINGTON, VA 22201	N/A	PC	Leven Fellowships Fund	100,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
INTERCOLLEGIATE STUDIES INSTITUTE INC 3901 CENTERVILLE RD WILMINGTON, DE 19807	N/A	PC	Charitable Event	60,000
INTERFAITHFAMILY COM INC 90 OAK ST 4TH FL NEWTON, MA 02464	N/A	PC	General & Unrestricted	81,000
INTERFAITHFAMILY COM INC 90 OAK ST 4TH FL NEWTON, MA 02464	N/A	PC	InterfaithFamily/Atlanta Project	90,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
ISRAEL EMERGENCY ALLIANCE - STANDWITHUS 6505 WILSHIRE BLVD 5TH FL LOS ANGLELES, CA 90048	N/A	PC	Summer 2018 INSIGHT trips for College Leaders ProgRAM	25,000
JERUSALEM FOUNDATION INC 420 LEXINGTON AVE STE 1645 NEW YORK, NY 10170	N/A	PC	Jerusalem Press Club	40,000
JEWISH EDUCATION CENTER OF SOUTH FLORIDA INC 500 NE SPANISH RIVER BLVD STE 15 BOCA RATON, FL 33431	N/A	PC	Camp Nageela summer camp Program	18,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
JEWISH JUMPSTART 2801 OCEAN PARK BLVD 348 SANTA MONICA, CA 90405	N/A	PC	to fund the hiring of a shareholder advocacy professional for Jewish communal concerns	50,000
JEWISH KIDS GROUPS FOUNDATION INC 1440 SPRING ST NW ATLANTA, GA 30309	N/A	PC	Interfaith Family Enrollment Initiative	50,000
JOHNSON & WALES UNIVERSITY - CHARLOTTE CAMPUS 801 W TRADE ST CHARLOTTE, NC 28202	N/A	PC	Free Markets and the American Identity Course and Center for Free Market Studies Project	42,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
KINGS COLLEGE56 BROADWAY NEW YORK, NY 10004	N/A	PC	Cornerstone Building Campaign	150,000
KOL HANEARIM INC767 3RD AVE NEW YORK, NY 10017	N/A	PC	2019 Scholarships FUND for Jewish college students to staff Kol HaNearim summer programs at children's homes in Israel	15,000
METRO ATLANTA COMMUNITY MIKVAH INCORPORATED 700 MOUNT VERNON HWY NE ATLANTA, GA 30328	N/A	PC	2018 Mitzvah for the Mikvah Program	20,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
MOISHE HOUSE441 SAXONY RD BARN 2 ENCINITAS, CA 92024	N/A	PC	Moishe House Boca-South Palm Beach Project	60,000
MUSEUM OF THE BIBLE INC 7507 SW 44TH ST OKLAHOMA CITY, OK 73179	N/A	PC	the Jerusalem and Rome Exhibit Program	50,000
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY 101 S INDEPENDENCE MALL E PHILADELPHIA, PA 19106	N/A	PC	Educational Programming	50,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
NEW YORK UNIVERSITY 25 W 4TH ST 4TH FL NEW YORK, NY 10012	N/A	PC	Charitable Event	25,000
P E F ISRAEL ENDOWMENT FUNDS INC 630 3RD AVE 15TH FL NEW YORK, NY 10017	N/A	PC	in support of 90 Leven Fellows scholarship FUND for the 2018-19 academic year at Hadassah Academic College, AND towards the costs of supporting activities	155,000
P E F ISRAEL ENDOWMENT FUNDS INC 630 3RD AVE 15TH FL NEW YORK, NY 10017	N/A	PC	TO FUND THE construction of two biotechnology laboratories on the campus of Hadassah College	150,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
P E F ISRAEL ENDOWMENT FUNDS INC 630 3RD AVE 15TH FL NEW YORK, NY 10017	N/A	PC	IMPACT-se Palestinian Curriculum Campaign	25,000
PACE ACADEMY INC 966 W PACES FERRY RD NW ATLANTA, GA 30327	N/A	PC	Aim High Campaign in support of the Upper School and the Riverview Stadium Expansion Project	100,000
PRAGER UNIVERSITY FOUNDATION 15021 VENTURA BLVD 552 SHERMAN OAKS, CA 91403	N/A	PC	General & Unrestricted	100,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
ROBERT W WOODRUFF ARTS CENTER - ALLIANCE THEATRE 1280 PEACHTREE ST NE ATLANTA, GA 30309	N/A	PC	Alliance Theatre Campaign	25,000
SIMON WIESENTHAL CENTER 1399 S ROXBURY DR LOS ANGELES, CA 90035	N/A	PC	People, Book, Land Exhibit production partnership with Hillel International Program	50,000
SWC MUSEUM CORP 1399 S ROXBURY DR LOS ANGELES, CA 90035	N/A	PC	Museum of Tolerance - Jerusalem Project	50,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
THE ELECTRIC INFRASTRUCTURE SECURITY 13400 WASHINGTON BLVD STE 206 MARINA DEL REY, CA 90292	N/A	PC	Complex Catastrophe 2017 Video Development ProjeCT	125,000
THE JEWISH INSTITUTE FOR NATIONAL SECURITY OF AMER 1101 14TH ST NW STE 1030 WASHINGTON, DC 20005	N/A	PC	in support of the COO position	100,000
TRUSTEES OF TUFTS COLLEGE PO BOX 3306 BOSTON, MA 02241	N/A	PC	to establish the Michael and Andrea Leven Scholars at the School of Arts and Sciences at Tufts University	110,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
TURNING POINT USA NFP 217 1/2 ILLINOIS ST LEMONT, IL 60439	N/A	PC	Campus Leadership Project	225,000
UNION OF ORTHODOX JEWISH CONGREGATIONS OF AMERICA 7200 W CAMINO REAL STE 214 BOCA RATON, FL 33433	N/A	PC	TJJ Israel Summer Scholarships FUND	40,000
YEHUDI INC3790 ROYAL PALM AVE MIAMI BEACH, FL 33140	N/A	PC	The Michael and Andrea Leven Family Foundation Costa Rica Fellowships Program	36,000
Total . . . . ▶ **3a**				4,673,627

Form 990PF Part XV Line 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*				
ZIONIST ORGANIZATION OF AMERICA 633 3RD AVE STE 31-B NEW YORK, NY 10017	N/A	PC	Fuel For Truth Program	70,000
Total . . . . ▶ **3a**				4,673,627

TY 2018 Depreciation Schedule

Name: Michael and Andrea Leven Family Foundation

EIN: 27-4093841

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491269003129

TY 2018 Investments Corporate Bonds Schedule

Name: Michael and Andrea Leven Family Foundation

EIN: 27-4093841

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALGONQUIN POWER & UTIL CORP -	757	749

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TY 2018 Investments Corporate Stock Schedule

Name: Michael and Andrea Leven Family Foundation

EIN: 27-4093841

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	6,230	6,669
ACCENTURE PLC	16,398	28,907
ADOBE SYSTEMS, INC	19,174	36,651
AEGON NV PFD - 6.375%	3,102	2,994
AEGON NV PFD - 6.500%	1,553	1,477
AEGON NV PFD STOCK SER I FLOAT	1,763	1,338
AGNC INVESTMENT PFD SER C	752	758
ALIGN TECHNOLOGY, INC	6,050	13,822
ALLSTATE CORP 6.625% SER D	845	759
ALLSTATE CORP SER E PFD STK 6.	1,931	1,784
ALLSTATE CORP SUB DE FIXED TO	4,486	3,886
ALPHABET INC CL A	9,727	15,674
ALPHABET INC CL C	21,501	38,318
ALTRIA GROUP INC	5,390	3,803
AMER INTERNATIONAL GROUP INC	10,014	7,094
AMERICAN CENTURY EMERGING MRKT	24,600	20,270
AMERICAN FINANCIAL GROUP	817	733
AMERICAN HOMES 4 R	824	733
AMERICAN HOMES 4 RENT PFD D	841	721
AMERICAN HOMES 4 RENT PFD E	1,678	1,462
AMTRUST FINANCIAL SERVICES	1,658	1,284
AMTRUST FINANCIAL SERVICES INC	2,492	1,280
AMTRUST FINANCIAL SERVICES, IN	837	655
ANGEL OAK MULTI-STRATEGY INCOM	21,118	20,896
ANNALY CAPITAL MANAGEMENT INC	750	743
APOLLO INVESTMENT CORPORATION	2,379	2,210
APPLE INC	13,598	24,923
ARCH CAP GROUP LTD NON CUM DEP	1,697	1,382
ARCH CAPITAL GROUP LTD PFD - 5	1,654	1,391
ASPEN INSURANCE HOLDINGS LIMIT	3,461	2,761

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ASPEN INSURANCE PERP	3,390	2,751
ASSURED GUARANTY MUNICIPAL HOL	2,416	2,290
AT&T INC NT PFD - 5.625% - 08/	2,008	1,878
AT&T, INC	10,361	7,135
AUTOMATIC DATA PROCESSING INC	23,942	34,485
BAC CAPITAL PFD 6.20%	5,024	4,770
BAC CAPITAL TR V PFD - 6.500%	3,222	2,995
BAC CAPITAL TRUST I PREFERRED	3,288	3,027
BANCO SANTANDER PFD - CLASS B	1,773	1,420
BANK AMERICA CORPORATION PERP	1,501	1,506
BANK OF AMERICA CORP PFD	779	768
BARON EMERGING MARKETS FUND	19,346	22,048
BCE INC	8,539	7,629
BLACKROCK STRAT INC OPP PORTFO	22,451	22,192
BOEING CO	13,432	14,513
BOOKING HOLDINGS INC	12,280	15,502
BRIGHTSPHERE INVT GROUP LLC	3,495	2,987
CAPITAL ONE FINANCIAL CO NON-C	4,138	3,752
CAPITAL ONE FINANCIAL CO NON	797	758
CHARLES SCHWAB SER D PFD	3,262	2,975
CHEVRON CORP	8,082	7,615
CHS INC - PFD CLASS B	3,399	2,880
CHS INC PFD - 6.750% - 12/31/2	6,855	5,726
CHS INC PFD 7.10% CL B	7,056	5,802
CHUBB LIMITED	19,152	18,473
CISCO SYSTEMS INC	19,177	21,622
CITIGROUP CAP TR IX PFD - 6.00	1,629	1,530
CITIGROUP CAPITAL XIII - 7.875	2,979	3,013
CITIGROUP INC	18,938	14,004
CITIGROUP INC PFD SER D - 6.87	9,815	8,967

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CITIGROUP INC PFD SER J - 7.12	2,476	2,200
CLEARBRIDGE ENERGY MLP FUND	18,439	19,123
CMS ENERGY CORPORATION PFD	772	746
COLONY CAP INC NEW CUM PFD E	804	694
COLONY CAP INC NEW CUM PFD J -	2,392	1,753
COMCAST CORP	11,158	10,385
CONOCOPHILLIPS	6,847	8,729
CONSTELLATION BRANDS INC	4,283	3,538
CORNING INC	5,067	6,193
CROWN CASTLE INTL	8,445	10,428
DIAGEO PLC ADS	9,391	11,344
DIGITAL REALTY TR PFD SER H -	3,362	2,975
DIGITAL REALTY TRUST PFD SER C	1,110	1,086
DOLLAR GENERAL CORP	22,686	30,262
DOUBLELINE TOTAL RETURN BOND	14,597	14,007
DOWDUPONT INC	9,889	9,306
DUKE ENERGY CORP NEWJR SB DB -	775	738
EBAY PFD STK SENIOR NOTES - 6.	3,190	3,032
ELI LILLY & CO	3,602	5,439
ENBRIDGE INC PFD 6.375%	4,873	4,496
ENSTAR GROUP 7.00% NON CUML SE	2,296	2,129
EXXON MOBIL CORP	7,323	6,205
FACEBOOK INC	35,833	35,525
FARMLAND PARTNERS PFD SER B	1,930	1,333
FEDERATED FLOATING RATE STRATE	4,278	4,118
FITB - 6.625% - PFD SER 1	5,067	4,372
FNB CORP 7.25% PFD	3,210	2,800
GARTNER INC	14,079	20,582
GENUINE PARTS COMPANY	4,813	4,993
GLOBAL INDEMNITY LTD	2,207	2,133

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GLOBAL NET LEASE CUM RED PRF S	449	444
GMAC CAPITAL TRUST I - 8.125%	9,687	9,658
GOLDMAN SACHS EMERGING MARKETS	28,350	21,746
GOLDMAN SACHS GP PFD - 6.375%	5,842	5,207
GOLDMAN SACHS GROUP PFD SER J	3,338	2,952
GOLDMAN SACHS GROUP PFD SHS SE	1,642	1,522
GOLDMAN SACHS PFD SER D - 4.00	2,524	1,995
GUGGENHEIM LIMITED DURATION FU	6,996	6,957
GUGGENHEIM MACRO OPPORTUNITIES	24,061	23,502
GUGGENHEIM TOTAL RETURN BOND F	22,360	22,162
HARTFORD FINL SVCS GRP PFD - 7	3,416	2,981
HARTFORD FINL SVCS GRP PFD G -	752	757
HEALTH CARE PPTY INVS INC	5,499	5,111
HERSHA HOSPITALITY TRUST	56,549	46,098
HERSHA HOSPITALITY TRUST PFD E	249,999	207,900
HERSHA HOSPITALITY TRUST PREF	249,999	219,999
HILTON WORLDWIDE HOLDINGS, INC	9,159	10,626
HOME DEPOT INC	7,820	10,309
HSBC HOLDINGS PLC	4,830	5,139
HUNTINGTON BANCSHARES	2,409	2,209
INTEL CORP	4,578	5,866
INVESCO MTG CAP- 7.75% PFD SER	766	765
JOHNSON & JOHNSON	6,292	7,098
JOHNSON CONTROLS INTERNATIONAL	8,230	5,900
JP MORGAN 6.10% PFD G	1,637	1,532
JP MORGAN CHASE	12,817	17,474
JP MORGAN CHASE & CO PFD SER D	775	776
JP MORGAN CHASE PFD SER Y - 6.	822	761
JPM NON-CUM PFD SER W - 6.300%	1,659	1,522
KEYCORP 6.125% DEP PFD SERIES	4,638	4,493

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KIMBERLY CLARK CORP	5,906	5,811
KIMCO REALTY PFD SER I - 6.000	804	768
MASTERCARD INC	23,230	39,239
MATTHEWS ASIA PACIFIC EQUITY I	23,392	22,677
MATTHEWS PACIFIC TIGER FUND	21,828	24,179
MB FINANCIAL INC - 6.00% - PR	794	718
MERCK & CO INC	5,948	7,259
MICROSOFT CORP	60,217	71,404
MORGAN STANLEY - 6.375% PFD CL	6,618	5,879
MORGAN STANLEY PFD K	1,547	1,481
MORGAN STANLEY PFD SER A	1,657	1,441
MORGAN STANLEY PFD SER E - 7.1	3,366	2,953
MORGAN STANLEY PFD SER F - 6.8	6,696	5,905
N S GROUP INC	1,577	1,430
NATIONAL RETAIL PROP PFD SER E	1,625	1,472
NATIONAL STORAGE AFFILIATES TR	799	718
NESTLE S.A	20,150	21,535
NEW YORK CMNTY BANCORP CUML SE	4,707	4,130
NEXTERA ENERGY, INC	21,384	25,030
NIKE INC-CL B	23,494	38,182
NISOURCE INC 6.5% SER B PFD	1,469	1,477
NOVARTIS AG ADR	5,552	6,522
NVIDIA CORP	28,506	14,018
O'REILLY AUTOMOTIVE INC	22,288	35,122
OPPENHEIMER DEVELOPING MARKETS	16,660	17,083
ORACLE CORP	17,438	21,446
PARTNERRE LTD PFD H	6,853	5,769
PEOPLES UNITED FINANCIAL INC	5,567	4,775
PEPSICO INC	3,186	5,303
PFIZER INC	5,249	6,940

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PHILIP MORRIS INTL	6,447	4,807
PNC FINANCIAL GROUP INC	13,225	10,522
PNC FINANCIAL SERVICES PFD SER	8,177	7,079
PROCTER GAMBLE CO	4,939	6,986
PRUDENTIAL FINANCIAL INC PFD -	768	733
PUBLIC STORAGE SERIES Z CUM 6.	706	676
QWEST CORP PFD STOCK - 6.625%	1,684	1,225
QWEST CORP SR NOTES 6.500% - 0	5,272	3,842
QWEST CORPORATION	4,939	3,690
RAYTHEON CO	15,345	19,169
REGENERON PHARMACEUTICALS INC	19,595	19,796
REGIONS FINANCIAL CORP NEW MON	2,533	2,182
REINSURANCE GROUP OF AMERICA I	7,276	6,382
REINSURANCE GRP OF AMER 6.20%	5,002	4,203
ROYAL DUTCH SHEL PLC SPONS ADR	6,886	7,133
SCE TRUST IV NEW MONEY PFD SER	1,012	711
SCE TRUST IV PFD K	1,968	1,441
SCHLUMBERGER LTD	39,222	18,726
SELECT SECTOR SPDR ENERGY FUND	23,838	21,105
SELECT SECTOR SPDR UTILITIES	5,468	5,345
SELECT SECTOR SPDR-HEALTH CARE	22,786	21,281
SIEMENS AG	8,768	7,178
STARBUCKS CORP COM	23,681	29,753
STATE STREET 5.35% - CLASS B	4,139	3,606
STATE STREET CORP NEW MONEY PF	4,702	4,235
STIFEL FINANCIAL CORPS SER A 6	1,632	1,483
STIFEL FINL CORP SER B 5.200%	902	739
SUNTRUST BKS INC	9,583	7,112
SYNOVUS FINCL CORP PFD SER D -	770	721
TCF FINANCIAL PFD SER D	909	822

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TCW EMERGING MARKETS INCOME FU	21,833	20,741
TELEPHONE & DATA SYSTEMS INC	4,887	4,377
TEMPLETON EMERGING MRKTS SMALL	12,342	11,539
TORCHMARK CAP TR III PFD C	1,564	1,482
TRAVELERS COMPANIES INC	6,128	6,227
TWO HARBORS INVT CO - 7.25%	1,592	1,510
TWO HARBORS PREF B 7.625 %	862	844
UNILEVER N V N Y	4,503	5,810
UNITED STATES CELLULAR CORPORA	810	707
UNITED STATES CELLULAR CORP	1,560	1,395
UNITEDHEALTH GROUP INC	7,538	9,965
URSTADT BIDDLE PRO CUM RED PRE	528	491
US BANCORP DEL SER K PFD - 5.5	878	864
US BANCORP PFD STK - 6.500%	2,820	2,542
VALLEY NATIONAL BANKCORP PFD S	912	772
VALLEY NATL BANCORP - 6.250% -	1,734	1,440
VEREIT INC PFD SER F	4,251	3,904
VERIZON COMMUNICATIONS	9,283	10,682
VISA INC	24,145	41,165
WALGREENS BOOTS ALLIANCE	4,587	4,510
WALT DISNEY HOLDINGS CO	6,241	12,610
WELLS FARGO & CO	7,908	6,636
WELLS FARGO NON-CUM PFD STOCK	320	301
WELLS FARGO PFD NON-CUM - 5.85	3,226	2,924
WELLS FARGO PFD SER R - 6.625%	11,806	10,959
WELLS FARGO PFD SHS SER W - 5.	778	714
WELLTOWER INC.	7,620	7,705
WESTERN ALLIANCE BAN CORP	1,531	1,487
WINTRUST FIN CORP - 6.500% - P	4,158	3,665
WR BERKLEY CORP PFD C	1,647	1,427

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WR BERKLEY CORP PFD D	893	785
ZIONS BANCORPORATION 6.3% SRS	4,827	4,385
ZOETIS INC	13,915	17,022

TY 2018 Investments - Other Schedule

Name: Michael and Andrea Leven Family Foundation

EIN: 27-4093841

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKSTONE RE DEBT STRATEGIES		268,899	282,214
CITI TRIGGER JUMP ON EEM		200,000	167,400
CS JUMP ON SPX		250,000	218,250
CS JUMP ON SX5E		200,000	172,800
HPC MILLENNIUM INT LTD D ESC		300,000	503,410
HPC STARBOARD VALUE LTD D ESC		100,000	169,102
JPM JUMP ON SPX WITH AVERAGING		250,000	231,750
RIVERVIEW (F/K/A AIP) SELECT M		8,071	26,667

TY 2018 LiquidationExplanationStmt

Name: Michael and Andrea Leven Family Foundation

EIN: 27-4093841

Statement: As explained below, the Foundation has no plans for dissolution. This statement is submitted to report the distribution of certain assets during the year. The distributions resulted in a substantial contraction of assets. The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions: During the taxable year ending December 31, 2018, the Foundation made distributions from assets from sources other than current income.Collectively, the distributions in excess of current income totaled $4,673,627. This amount represents 25% or more of the Foundation's net assets of $9,082,807 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2018. Although the Foundation technically experienced a substantial contraction, it will continue in existence and has no plans for dissolution. The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a; each such grant was made solely for the charitable purpose specified therein.

TY 2018 Other Expenses Schedule

Name: Michael and Andrea Leven Family Foundation

EIN: 27-4093841

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	31,054			31,054
Bank Charges	770	770		
State or Local Filing Fees	25			25

TY 2018 Other Income Schedule

Name: Michael and Andrea Leven Family Foundation

EIN: 27-4093841

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Federal Tax Refund	5,758		

TY 2018 Other Liabilities Schedule

Name: Michael and Andrea Leven Family Foundation

EIN: 27-4093841

Description	Beginning of Year - Book Value	End of Year - Book Value
OUTSTANDING OPTIONS	5,456	1,507

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TY 2018 Other Professional Fees Schedule

Name: Michael and Andrea Leven Family Foundation

EIN: 27-4093841

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	43,814	43,814		

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TY 2018 Taxes Schedule

Name: Michael and Andrea Leven Family Foundation

EIN: 27-4093841

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2018	5,600			
990-T EXTENSION FOR 2017	4,600			