

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

Name of foundation WILLIAM S & INA LEVINE FOUNDATION INC		A Employer identification number 86-0866703	
Number and street (or P.O. box number if mail is not delivered to street address) 2801 EAST CAMELBACK ROAD NO 450		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code PHOENIX, AZ 85016		B Telephone number (see instructions) (602) 248-8181	
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) ▶ \$ 27,561,182		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	272,951	272,951		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	66,215			
	b Gross sales price for all assets on line 6a	74,097			
	7 Capital gain net income (from Part IV, line 2)		66,215		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,276,594	1,273,480		
	12 Total. Add lines 1 through 11	1,615,760	1,612,646		
	13 Compensation of officers, directors, trustees, etc.	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,070	3,070		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	449	449		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	16,739	16,739		0
	24 Total operating and administrative expenses. Add lines 13 through 23	20,258	20,258		0
	25 Contributions, gifts, grants paid	829,300			829,300
	26 Total expenses and disbursements. Add lines 24 and 25	849,558	20,258		829,300
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	766,202			
	b Net investment income (if negative, enter -0-)		1,592,388		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,659,122	843,045	843,045
	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)	4,319,439	4,319,296	6,756,853
	c Investments—corporate bonds (attach schedule)	113,033	116,662	76,243
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans	9,033,850	9,128,252	9,128,252
	13 Investments—other (attach schedule)	8,778,965	10,263,356	10,756,789
	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)	23,904,409	24,670,611	27,561,182	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	0	0	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28 Retained earnings, accumulated income, endowment, or other funds	23,904,409	24,670,611	
	29 Total net assets or fund balances (see instructions)	23,904,409	24,670,611	
30 Total liabilities and net assets/fund balances (see instructions) .	23,904,409	24,670,611		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	23,904,409
2 Enter amount from Part I, line 27a	2	766,202
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	24,670,611
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 29 .	6	24,670,611

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	66,215
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))
2018	1,560,904	25,373,511	0.061517
2017	1,152,600	24,900,749	0.046288
2016	991,725	24,598,830	0.040316
2015	2,042,721	25,475,458	0.080184
2014	1,956,258	27,029,122	0.072376

2 Total of line 1, column (d)	2	0.300681
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	0.060136
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	26,467,566
5 Multiply line 4 by line 3	5	1,591,654
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,924
7 Add lines 5 and 6	7	1,607,578
8 Enter qualifying distributions from Part XII, line 4	8	829,300

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	31,848
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	31,848
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	31,848
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	33,790
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	33,790
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached.	8	135
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,807
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax 1,807 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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) AZ		
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? <i>If "No," attach explanation.</i>	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 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		No

Part VII-A Statements Regarding Activities (continued)

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? Website address ► <u>NO WEB SITE</u>	13	Yes	
14	The books are in care of ► <u>WILLIAM S & INA LEVINE FOUNDATION</u> Telephone no. ► <u>(602) 248-8181</u>			

Located at ► 2801 EAST CAMELBACK ROAD SUITE 450 PHOENIX AZZIP+4 ► 85016

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			
16	At any time during calendar year 2019, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►	16	Yes	No

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.**

1a	During the year did the foundation (either directly or indirectly):		Yes	No
	(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 ☐ Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		No
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 2019?	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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2019 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 2019.)	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 2019?	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	☐ Yes ☐ No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	6b	No
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
See Additional Data Table				

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ►		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	
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 ►	0

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	6,450,112
b	Average of monthly cash balances.	1b	1,689,077
c	Fair market value of all other assets (see instructions).	1c	18,731,436
d	Total (add lines 1a, b, and c).	1d	26,870,625
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	26,870,625
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	403,059
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,467,566
6	Minimum investment return. Enter 5% of line 5.	6	1,323,378

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	1,323,378
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	31,848
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	31,848
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,291,530
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,291,530
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	1,291,530

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	829,300
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	829,300
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	829,300

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,291,530
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2019:				
a From 2014.	634,486			
b From 2015.	774,986			
c From 2016.	285,319			
d From 2017.				
e From 2018.	318,420			
f Total of lines 3a through e.	2,013,211			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 829,300				
a Applied to 2018, but not more than line 2a			0	
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 2019 distributable amount.				829,300
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2019. (If an amount appears in column (d), the same amount must be shown in column (a).)	462,230			462,230
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,550,981			
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 2018. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				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).	0			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions).	172,256			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.	1,378,725			
10 Analysis of line 9:				
a Excess from 2015.	774,986			
b Excess from 2016.	285,319			
c Excess from 2017.				
d Excess from 2018.	318,420			
e Excess from 2019.				

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 2019, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
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).)

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 <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	829,300
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated.

Form **990-PF** (2019)

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

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?			Yes	No
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.				

[illegible]

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.		
	*****	2020-10-26	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

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
	BRYAN D FRANKLIN		2020-10-26		P00539559
	Firm's name ▶ VILLANUEVA & COMPANY PC				Firm's EIN ▶ 86-0737675
	Firm's address ▶ 3707 N 7TH ST STE 125 PHOENIX, AZ 85014				Phone no. (602) 235-9414

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
RTS COMMUNITY HEALTH SYSTEM STOCK RTS - WORTHLESS	P	1996-09-01	2020-01-15
STARZ COM SER A, LIQUIDATION/RECOVERY ON OLD CONVERSION	P	2001-12-08	2019-08-02
LIBERTY EXPEDIA CONV TO EXPEDIA, CASH -IN -LIEU	P	1996-09-01	2019-07-31
ARENA SHORT DURATION HIGH YIELD FUND K-1	P	2014-12-31	2019-12-31
ARENA SHORT DURATION HIGH YIELD FUND K-1	P	2019-01-02	2019-12-31
STEEL CANYON PARTNERS, LP K-1	P	2010-11-01	2019-12-31
STEEL CANYON PARTNERS, LP K-1	P	2019-01-02	2019-12-31
PACIFIC RH, LLC K-1	P	2018-01-01	2019-12-31
PACIFIC CASA, LLC K-1	P	2018-01-01	2019-12-31

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)
		3	-3
314			314
93			93
		3,108	-3,108
8,639			8,639
54,828			54,828
8,842			8,842
1,381			1,381
		4,771	-4,771

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	
			-3
			314
			93
			-3,108
			8,639
			54,828
			8,842
			1,381
			-4,771

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
WILLIAM S LEVINE	PRESIDENT/DIRECTOR 0.25	0	0	0
2801 EAST CAMELBACK ROAD SUITE 450 PHOENIX, AZ 85016				
JAY DAVID LEVINE	DIRECTOR 0.10	0	0	0
2801 EAST CAMELBACK ROAD SUITE 450 PHOENIX, AZ 85016				
JONATHAN LEVINE	DIRECTOR 0.10	0	0	0
2801 EAST CAMELBACK ROAD SUITE 450 PHOENIX, AZ 85016				
JULIE SCHOEN	DIRECTOR 0.10	0	0	0
2801 EAST CAMELBACK ROAD SUITE 450 PHOENIX, AZ 85016				
ANDREW COHN	DIRECTOR 0.10	0	0	0
2801 EAST CAMELBACK ROAD SUITE 450 PHOENIX, AZ 85016				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN FRIENDS OF THE ISRAEL PHILHARMONIC ORCHESTRA 122 E 42ND ST SUITE 4507 NEW YORK, NY 10168	NONE	PC	OPERATIONAL	12,500
BAYIT LEPLEITOT INC1362 E 21ST ST BROOKLYN, NY 11210	NONE	PC	GIRLS TOWN JERUSALEM PROGRAM	7,500
BETH JOSEPH CONGREGATION 515 E BETHANY HOME RD PHOENIX, AZ 85012	NONE	PC	PHOENIX HEBREW ACADEMY	15,000
Total ▶ 3a				829,300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS HOPE GIRLS HOPE 3443 N CENTRAL AVE ARCADE 7 PHOENIX, AZ 85012	NONE	PC	2019 SUCCESS STARTS WITH HOPE BREAKFAST	5,000
CAREER CONCEPTS FOR YOUTH 3112 E MARIPOSA STL B PHOENIX, AZ 85016	NONE	PC	STAY IN SCHOOL & ACHIEVE PROGRAM	5,000
CHABAD LUBAVITCH OF ARIZONA 2110 E LINCOLN DRIVE PHOENIX, AZ 85016	NONE	PC	OPERATIONAL SUPPORT	10,000
Total ▶ 3a				829,300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CHABAD OF MESA941 S MAPLE MESA, AZ 85206	NONE	PC	OPERATIONAL SUPPORT	2,500
CHABAD OF MESA941 S MAPLE MESA, AZ 85206	NONE	PC	OPERATIONAL SUPPORT	1,800
CHABAD OF SCOTTSDALE 10215 N SCOTTSDALE RD SCOTTSDALE, AZ 85253	NONE	PC	AJC 2019 MEDIA CAMPAIGN	10,000
Total ▶ 3a				829,300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
DAVID LABKOVSKI PROJECT 7258 PONDERA CIRCLE WEST HILLS, CA 92307	NONE	PC	OPERATIONAL SUPPORT FOR HOLOCAUST HISTORY THROUGH ART PROGRAMS	5,000
HAROLD GRINSPOON FOUNDATION 67 HUNT STREET SUITE 100 AGAWAM, MA 01001	NONE	PC	HOLOCAUST EDUCATIONAL MATERIALS	50,000
JEWISH FREE LOAN SOCIETY 3443 N CENTRAL AVE 707 PHOENIX, AZ 85012	NONE	PC	LOAN FUND FOR JEWISH FAMILIES	5,000
Total ▶ 3a				829,300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
JEWISH NATIONAL FUND 78 RANDALL AVE ROCKVILLE CENTRE, NY 11570	NONE	PC	OPERATIONAL SUPPORT	20,000
KATAHDIN FOUNDATION 514 N HAYWORTH SUITE 105 LOS ANGELES, CA 90048	NONE	PC	FILM PRODUCTION AND DISTRIBUTION OF "WHO WILL WRITE OUR HISTORY"	25,000
NATIONAL COUNCIL OF YOUNG ISRAEL 7100 W CAMINO REAL SUITE 302-20 BOCA RATON, FL 33433	NONE	PC	OPERATIONAL SUPPORT	25,000
Total ► 3a				829,300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
NISKANEN CENTER 820 FIRST ST NE 675 WASHINGTON, DC 20002	NONE	PC	OPERATIONAL SUPPORT	25,000
PHOENIX COMMUNITY KOLLEL 6516 N 7TH ST 104 PHOENIX, AZ 85014	NONE	PC	OPERATIONAL SUPPORT	10,000
RYAN HOUSE110 WEST MERRILL ST PHOENIX, AZ 85013	NONE	PC	COMMUNITY BREAKFAST FUNDRAISER	2,500
Total ▶ 3a				829,300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
THE CIESLA FOUNDATION 5005 LINNEAN AVE NW WASHINGTON, DC 20008	NONE	PC	DOCUMENTARY FILM ABOUT MOE BERG	275,000
THE CIESLA FOUNDATION 5005 LINNEAN AVE NW WASHINGTON, DC 20008	NONE	PC	DOCUMENTARY FILM ABOUT MOE BERG	300,000
TORAH HIGH SCHOOL 9001 TOWNE CENTER DRIVE SAN DIEGO, CA 92122	NONE	PC	OPERATIONAL SUPPORT	5,000
Total ▶ 3a				829,300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
VALLEY BEIT MIDRASH 4645 E MARILYN ROAD PHOENIX, AZ 85032	NONE	PC	SUPPORT FOR JEWISH VALUES EDUCATION PROGRAM	7,500
WOMEN'S BOARD BARROW NEUROLOGICAL FOUNDATION 3219 E CAMELBACK ROAD 417 PHOENIX, AZ 85018	NONE	PC	OPERATIONAL SUPPORT	5,000
Total ▶ 3a				829,300

TY 2019 Accounting Fees Schedule**Name:** WILLIAM S & INA LEVINE FOUNDATION INC**EIN:** 86-0866703

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	3,070	3,070		0

TY 2019 General Explanation Attachment**Name:** WILLIAM S & INA LEVINE FOUNDATION INC**EIN:** 86-0866703**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		PART VII-B, QUESTION 1(A) (3)	LEVINE INVESTMENTS, LP, A RELATED PARTY, DONATED OFFICE SPACE AND ADMINSTRATIVE SERVICES TO WILLIAM S. AND INA LEVINE FOUNDATION, INC. DURING 2019 AT NO CHARGE. THIS ACT IS AN EXCEPTED ACT OF SELF-DEALING UNDER IRC SECTION 4941(D)(2)(C).

TY 2019 Investments Corporate Bonds Schedule**Name:** WILLIAM S & INA LEVINE FOUNDATION INC**EIN:** 86-0866703**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PUTNUM HIGH YIELD TRUST FUND	116,662	76,243

TY 2019 Investments Corporate Stock Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC
EIN: 86-0866703

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AES CORP	93,850	80,675
AMERISOURCEBERGEN CORP	57,973	213,740
ANALOG DEVICES INC	89,538	323,720
AT & T CORP	26,018	117,045
AVANOS MED INC (FNA HALYARD HEALTH)	136	101
BAKER HUGHES INC	36,658	12,841
BANK OF AMERICA CORPORATION	52,496	35,748
BARRICK GOLD	43,585	26,565
BECTON DICKINSON & CO	147,542	187,115
BOSTON BEER COMPANY INC. A	66,610	685,420
BP AMOCO P L C SPONS ADR	136,543	86,047
CAMPBELL SOUP CO	23,864	30,443
CHUBB CORP	24,222	43,585
CITIGROUP INC	3,656	5,672
COCA-COLA CO	23,585	53,468
COMCAST CORP CLA A	28,987	93,178
COMMUNITY HEALTH SYSTEMS	6,543	458
CORNING INC	37,973	53,271
CSS INDS INC	21,312	2,822
D.R.HORTON INC	29,463	57,497
DEUTSCHE TELEKOM AG SPON ADR	90,527	83,128
DISCOVERY COMM INC CMN A	4,633	9,724
DISCOVERY COMM INC CMN C	4,633	27,167
DISNEY (WALT) CO	6,542	27,624
EXPEDIA	177	6,272
FRESENIUS MEDICAL CARE ADR	25,326	39,776
GCI LIBERTY IN CL A COM (FNA LIBERTY INTERACTIVE)	3,403	17,358
HUNTINGTON INGALLS	2,701	18,565
IDT CORP CL B	5,127	8,551
JP MORGAN CHASE	21,786	64,960

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KIMBERLY-CLARK CORP	1,598	3,301
LIBERTY BROADBAND CORP COM SER A (100 SHS)	5,484	12,456
LIBERTY BROADBAND CORP COM SER C (260 SHARES)	10,880	32,695
LIBERTY GLOBAL PLC SHS CL A (292 SHS)	8,205	6,640
LIBERTY GLOBAL PLC SHS CL C (884 SHS)	8,087	19,267
LIBERTY LATIN AMERICA LTD CL A (50 SHS)	0	965
LIBERTY LATIN AMERICA LTD CL C (154 SHS)	0	2,997
LIBERTY MEDIA CORP DEL COM SER A BRAVES (40 SHS)	33,591	1,186
LIBERTY MEDIA CORP DEL COM SER A SIRIUS XM (400 SHS)	33,591	19,336
LIBERTY MEDIA CORP DEL COM SER A FORMULA ONE (100 SHS)	0	4,378
LIBERTY MEDIA CORP DEL COM SER C FORMULA ONE (200 SHS)	37,600	9,193
LIBERTY MEDIA COPR DEL COM SER C SIRIUS XM (800 SHS)	32,655	38,512
LIBERTY MEDIA CORP DEL COM SER C BRAVES (141 SHS)	0	4,165
LIBERTY TRIP ADVISOR HOLDINGS	7,082	1,455
LIONSGATE	7,115	2,691
LUMENTIUM HOLDINGS	153	12,133
MICROSOFT CORP	16,102	87,681
NORTHROP GRUMMAN COR	29,873	153,067
PROCTER & GAMBLE CO	32,712	63,949
QUEST DIAGNOSTICS INC	17,060	34,386
QUORUM HEALTH CORPORATION	1,069	37
QURATE RETAIL GROUP (FNA ROVI CORPORATION)	7,592	12,535
RAFAEL HOLDINGS	2,599	10,579
SEALED AIR CORP NEW	31,087	39,352
TEJON RANCH	313,250	134,232
THERMO FISHER SCIENTIFIC INC	11,848	85,116
TIVO INC COM	528	2,459
TRAVELERS COS	2,549	6,711
UNIVERSAL HLTH SVCS	112,004	583,021
US BANCORP NEW	118,358	206,092

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BAUSCH HEALTH CO (FNA VALEANT PHARMACEUTICALS)	305,435	227,362
VERIZON	2,876	138,211
VIACOMCBS CL B	965,491	610,496
VIAVI SOLUTIONS, INC.	166	11,535
WAL-MART STORES INC	47,425	121,336
WELLS FARGO & CO NEW	47,932	81,884
ZEDGE	0	611
GENIE ENERGY LTD	7,543	10,638
AVALONBAY COMMUNITIES INC.	48,387	79,057
REALTY INCOME CORP	895,960	1,472,600

TY 2019 Investments - Other Schedule**Name:** WILLIAM S & INA LEVINE FOUNDATION INC**EIN:** 86-0866703**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
STEEL CANYON PARTNERS	AT COST	582,720	623,112
PACIFIC PROVING	AT COST	7,947,944	8,686,358
ARENA SHORT DURATION HIGH YIELD F	AT COST	1,380,587	1,334,207
PACIFIC CASA, LLC	AT COST	100	100
PACIFIC FH RESORT LLC	AT COST	6,996	6,996
PACIFIC RH, LLC	AT COST	282	282
PACIFIC MARINA COVES LLC	AT COST	344,727	105,734

TY 2019 Other Expenses Schedule**Name:** WILLIAM S & INA LEVINE FOUNDATION INC**EIN:** 86-0866703**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	10	10		0
OFFICE EXPENSE	411	411		0
K-1: ARENA SHORT TERM DURATION HIGH YIELD FUND LP	10,785	10,785		0
K-1: STEEL CANYON PARTNERS LP	5,533	5,533		0

TY 2019 Other Income Schedule**Name:** WILLIAM S & INA LEVINE FOUNDATION INC**EIN:** 86-0866703**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MORTGAGE INTEREST	1,209,782	1,209,782	1,209,782
ARENA SHORT DURATION FUND K-1	1,153	1,153	1,153
PACIFIC MARINA COVES K-1	-59	-59	-59
PACIFIC PROVING K-1	62,149	62,149	62,149
FEDERAL TAX REFUND	3,114	0	3,114
OTHER INCOME	455	455	455

TY 2019 Taxes Schedule**Name:** WILLIAM S & INA LEVINE FOUNDATION INC**EIN:** 86-0866703

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	449	449		0