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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

, 2009, and ending

G Check all that apply

 Initial return Initial Return of a former public charity
 Amended return Address change Name change

Final return

Use the
IRS label.
Otherwise,
print
or type.
See Specific
Instructions.THE LEVITT FOUNDATION
6001 MONTROSE ROAD #600
ROCKVILLE, MD 20852A Employer identification number
42-6052427

B Telephone number (see the instructions)

C If exemption application is pending, check here ►

D 1 Foreign organizations, check here ►

2 Foreign organizations meeting the 85% test, check here and attach computation ►

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

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

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method: Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis)*

► \$ 6,377,711.

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 the 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 (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	26,056.	26,056.		
	4 Dividends and interest from securities	75,681.	75,681.		
	5a Gross rents b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	85,057.			
	7 Capital gain net income (from Part IV, line 2)		85,057.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	186,794.	186,794.	0.	
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 sch) SEE ST 1	2,575.	2,575.		
	c Other prof fees (attach sch) SEE ST 2	35,700.	35,700.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) SEE STM 3	4,187.	4,187.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	91.	91.		
	24 Total operating and administrative expenses. Add lines 13 through 23.	42,553.	42,553.		
	25 Contributions, gifts, grants paid STM 5	1,329,747.			1,329,747.
	26 Total expenses and disbursements. Add lines 24 and 25	1,372,300.	42,553.	0.	1,329,747.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter 0) c Adjusted net income (if negative, enter 0)	-1,185,506.	144,241.	0.	

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ADMINISTRATIVE EXPENSES

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
ASSETS	1 Cash – non-interest bearing			
	2 Savings and temporary cash investments	413,261.	63,991.	63,991.
	3 Accounts receivable ►	128,414.		
	Less allowance for doubtful accounts ►	1,151.	128,414.	128,414.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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) STATEMENT 6	5,888,723.	5,213,381.	5,693,471.
	c Investments – corporate bonds (attach schedule) STATEMENT 7	67,320.	59,366.	59,366.
	11 Investments – land, buildings, and equipment. basis ►			
Less accumulated depreciation (attach schedule) ►				
12 Investments – mortgage loans				
13 Investments – other (attach schedule) STATEMENT 8	700,668.	432,469.	432,469.	
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 instructions. Also, see page 1, item I))	7,071,123.	5,897,621.	6,377,711.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►))	0.	0.	
23 Total liabilities (add lines 17 through 22))	0.	0.		
NET FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	7,071,123.	5,897,621.	
	30 Total net assets or fund balances (see the instructions))	7,071,123.	5,897,621.	
	31 Total liabilities and net assets/fund balances (see the instructions))	7,071,123.	5,897,621.	

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	7,071,123.
2 Enter amount from Part I, line 27a	2	-1,185,506.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 9	3	12,004.
4 Add lines 1, 2, and 3	4	5,897,621.
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	5,897,621.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 10				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				
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 85,057.
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 the instructions). If (loss), enter -0- in Part I, line 8		3 0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	1,250,212.	8,492,284.	0.147217
2007	1,403,897.	11,413,447.	0.123004
2006	2,055,146.	11,285,498.	0.182105
2005	1,209,525.	11,968,503.	0.101059
2004	1,481,152.	12,642,328.	0.117158

2 Total of line 1, column (d) **2** **0.670543**

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years. **3** **0.134109**

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 **4** **6,201,188.**

5 Multiply line 4 by line 3 **5** **831,635.**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **1,442.**

7 Add lines 5 and 6 **7** **833,077.**

8 Enter qualifying distributions from Part XII, line 4 **8** **1,329,747.**

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 the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	
Date of ruling or determination letter ----- (attach copy of letter if necessary - see instr.)		1
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1,442.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2 0.
3	Add lines 1 and 2	3 1,442.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4 0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5 1,442.
6	Credits/Payments:	
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 29,038.
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 29,038.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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 0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 27,596.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 27,596. Refunded ► 11 0.	

Part VII-A Statements Regarding Activities

1 a 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?

	Yes	No
1a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	X
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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

	X
--	---

c Did the foundation file **Form 1120-POL** for this year?

--	--

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.

	0.
--	----

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

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e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

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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

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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

--	--

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

--	--

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?

--	--

If 'Yes,' attach the statement required by General Instruction T

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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?

--	--

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

--	--

8 a Enter the states to which the foundation reports or with which it is registered (see the instructions)

--	--

MD IA

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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

--	--

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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

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10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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10 X

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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	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>NELLIS CORPORATION</u> Telephone no ► <u>301-881-5950</u> Located at ► <u>6001 MONTROSE ROAD, #600, ROCKVILLE, MD</u> ZIP + 4 ► <u>20852</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A ► <input type="checkbox"/> N/A

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
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 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If 'Yes,' list the years ► <u>20__ , 20__ , 20__ , 20__</u> .		
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 the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20__ , 20__ , 20__ , 20__</u> .		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2009 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 2009)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

(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 Yes No Yes No Yes No Yes Nob 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 N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

 Yes 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 N/A

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
RICHARD LEVITT 6200 AURORA AVE, #310W URBANDALE, IA 50322	PRES./TREASU 0	0.	0.	0.
JEANNE LEVITT 6200 AURORA AVE., #310W URBANDALE, IA 50322	SECRETARY 0	0.	0.	0.
RANDALL LEVITT 6001 MONTROSE ROAD, SUITE 600 ROCKVILLE, MD 20852	VICE PRESIDE 0	0.	0.	0.
MARK LEVITT 6001 MONTROSE ROAD, SUITE 600 ROCKVILLE, MD 20852	VICE PRESIDE 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
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	N/A
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		

All other program-related investments See instructions

3 _____

Total. Add lines 1 through 3. ► 0.

Total. Add lines 1 through 3

0.

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Form 990-PF (2009)

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	1a	5,373,100.
a Average monthly fair market value of securities	1b	468,003.
b Average of monthly cash balances	1c	454,519.
c Fair market value of all other assets (see instructions)	1d	6,295,622.
d Total (add lines 1a, b, and c)		
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	6,295,622.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	94,434.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,201,188.
6 Minimum investment return. Enter 5% of line 5	6	310,059.

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	310,059.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,442.
b Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,442.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	308,617.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	308,617.
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	308,617.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes: a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	1,329,747.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the.	3a	
a Suitability test (prior IRS approval required)	3b	
b Cash distribution test (attach the required schedule)	4	1,329,747.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	1,442.
6 Adjusted qualifying distributions. Subtract line 5 from line 4		1,328,305.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				308,617.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only		0.		
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2009				
a From 2004 868,734.				
b From 2005 653,747.				
c From 2006 1,522,957.				
d From 2007 863,337.				
e From 2008 827,988.				
f Total of lines 3a through e 4,736,763.				
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1,329,747.			0.	
a Applied to 2008, but not more than line 2a				
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 2009 distributable amount				308,617.
e Remaining amount distributed out of corpus 1,021,130.				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5 5,757,893.				
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 2008 Subtract line 4a from line 2a Taxable amount – see instructions 0.				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010. 0.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 0.				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions) 868,734.				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a 4,889,159.				
10 Analysis of line 9:				
a Excess from 2005 653,747.				
b Excess from 2006 1,522,957.				
c Excess from 2007 863,337.				
d Excess from 2008 827,988.				
e Excess from 2009 1,021,130.				

BAA

Form 990-PF (2009)

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling				►	
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or	4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	'Assets' alternative test – enter:					
(1)	Value of all assets					
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c	'Support' alternative test – enter:					
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3)	Largest amount of support from an exempt organization					
(4)	Gross investment income					

Part XV | Supplementary Information (Complete this part only if the organization 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))

NONE

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

NONE

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

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

a The name, address, and telephone number 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 <i>See Stmt 11</i>				1,329,747.-
Total				► 3a 1,329,747.-
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 the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	26,056.	
4 Dividends and interest from securities			14	75,681.	
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	85,057.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				186,794.	
13 Total. Add line 12, columns (b), (d), and (e)					186,794.

(See worksheet in the instructions for line 13 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 2,575.	\$ 2,575.	\$ 0.	\$ 0.
TOTAL	<u>\$ 2,575.</u>	<u>\$ 2,575.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	\$ 30,022.	\$ 30,022.	\$ 0.	\$ 0.
NORTHSTAR SEIDLER PTRS - FEES	1,615.	1,615.		
TICONDEROGA PTRS - FEES	765.	765.		
WILLIAM BLAIR CAPITAL PTRS - FEES	3,298.	3,298.		
TOTAL	<u>\$ 35,700.</u>	<u>\$ 35,700.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	\$ 4,187.	\$ 4,187.	\$ 0.	\$ 0.
TOTAL	<u>\$ 4,187.</u>	<u>\$ 4,187.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 91.	\$ 91.	\$ 0.	\$ 0.
TOTAL	<u>\$ 91.</u>	<u>\$ 91.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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STATEMENT 5
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY: CHARITABLE
 DONEE'S NAME: SEE ATTACHED STATEMENT
 DONEE'S ADDRESS:

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN:

See Stmt 11

\$ 1,329,747.

TOTAL \$ 1,329,747.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PACIFIC FIN.-CLIPPER FUND- SHS	COST	\$ 0.	\$ 0.
SEQUOIA FUND- 12,800.153SHS	COST	358,276.	1,406,737.
BROCADE COM. (MCDATA CORP.)- SHS	COST	0.	0.
THIRD AVENUE VALUE FUND - 1,056.817SHS	COST	38,859.	48,952.
TWEEDY BROWNE AM VAL FND - 1,959.709SHS	COST	39,578.	35,706.
LONGLEAF PARTNERS - 50,646.274SHS	COST	1,364,064.	1,220,069.
JOHN HANCOCK OPP FD - 3,455SHS	COST	109,629.	48,716.
WEITZ FUND - 1,030.222SHS	COST	36,831.	24,437.
WATSCO INC. - SHS	COST	0.	0.
ARTISAN FUNDS - 3,878.201SHS	COST	53,117.	55,575.
FAIRHOLME FUND- 2,819.454SHS	COST	58,445.	84,837.
ARLINGTON HOSPITALITY- 500 SHS	COST	1,921.	0.
ARIEL FUND- 2,321.958SHARES	COST	117,500.	89,535.
AMERICAN FUNDS - 39,655.554SHS	COST	1,381,190.	1,351,461.
FPA PERENNIAL FUND- 20,206.096SHS	COST	678,993.	619,115.
IVY CUNDILL GLOBAL FUND- 802.831SHS	COST	12,184.	9,770.
PHOENIX FOCUSED VALUE- 0SHS	COST	0.	0.
JOHN HANCOCK CLASSIC - 1,309797SHS	COST	30,452.	18,861.
OAKMARK INT'L FUND- 7,938.565SHS	COST	163,425.	133,685.
ANHEUSER BUSCH- 0SHS	COST	0.	0.
ROYCE VALUE TRUST	COST	0.	0.
WELLS FARGO	COST	0.	0.
DELPHI VALUE FUND - SHS	COST	0.	0.
HORIZON CORE VALUE MGMT	COST	768,917.	546,015.
DREYMAN/CLAMORE - SHS	COST	0.	0.
TOTAL		<u>\$ 5,213,381.</u>	<u>\$ 5,693,471.</u>

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STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISRAEL BONDS - 6/14/07	COST	\$ 0.	\$ 0.
ISRAEL BOND - 7.2% - 7/09	COST	0.	0.
AOL TIME WARNER- 6.15% 5/07	COST	0.	0.
SAFEWAY INC. 7%- 09/07	COST	0.	0.
WALT DISNEY 5.8% 10/08	COST	0.	0.
TYCO INTL. GROUP-6.125% 11/08	COST	0.	0.
ISRAEL BOND 5.9%- 01/14	COST	14,311.	14,311.
ISRAEL BOND 6.45% 08/14	COST	45,055.	45,055.
ISRAEL BOND 4.8% 11/08	COST	0.	0.
	TOTAL \$	<u>59,366.</u>	\$ <u>59,366.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CONCORD III (FORMERLY TICONDEROGA PTS III	COST	\$ 30,750.	\$ 30,750.
PAINTINGS - "THE NAZI DRAWINGS"	COST	103,556.	103,556.
NORTHSTAR SEIDLER PARTNERSHIP	COST	268,040.	268,040.
WILLIAM BLAIR CAPITAL VI LP	COST	30,123.	30,123.
CAPITAL BANK- 4.27% 12/07	COST	0.	0.
CAPITAL BANK 5.03% 7/07	COST	0.	0.
CAPITAL BK- 4.89% 6/08	COST	0.	0.
	TOTAL \$	<u>432,469.</u>	\$ <u>432,469.</u>

STATEMENT 9
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET BOOK TO TAX ADJMTS		\$ 12,004.
	TOTAL \$	<u>12,004.</u>

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	4,875.000 BROCADE COMMUNICATIONS	PURCHASED	VARIOUS	5/05/2009
2	8,285.000 WATSCO INC. CLASS B	PURCHASED	VARIOUS	5/05/2009
3	76.382 CLAYMORE	PURCHASED	VARIOUS	12/29/2009
4	0.400 DREMAN/CLAYMORE	PURCHASED	VARIOUS	1/04/2009
5	1,458.618 CLAYMORE	PURCHASED	VARIOUS	12/29/2009

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
6	50.000 AOL INC	PURCHASED	8/22/2008	12/23/2009
7	1.000 BERKSHIRE HATHAWAY B	PURCHASED	12/04/2007	10/22/2009
8	227.000 BURLINGTON NO SANTA FE CP	PURCHASED	6/11/2008	11/24/2009
9	123.000 CNOOC LTD ADS	PURCHASED	1/10/2007	3/05/2009
10	259 LAS VEGAS SANDS CORP.	PURCHASED	10/10/2007	3/10/2009
11	1,575,000 NV ENERGY INC COM	PURCHASED	10/10/2007	8/24/2009
12	364.000 NYSE EURONEXT	PURCHASED	10/10/2007	3/11/2009
13	0.000 RIO TINTO PLC SPON ADR	PURCHASED	7/17/2009	7/17/2009
14	138.055 TIME WARNER CABLE INC NEW	PURCHASED	8/22/2008	VARIOUS
15	199.000 UNION PACIFIC CORP	PURCHASED	8/28/2008	10/29/2009
16	88.000 VISA INC CL A	PURCHASED	8/28/2008	2/23/2009
17	99.325 CLIPPER FUND - SHARES REDEEMED	PURCHASED	VARIOUS	12/23/2009
18	3,289.584 CLIPPER FUND - SHARES REDEEMED	PURCHASED	VARIOUS	12/28/2009
19	653.637 DELPHI VALUE FUND	PURCHASED	VARIOUS	4/27/2009
20	49.791 DELPHI VALUE FUND	PURCHASED	VARIOUS	4/27/2009
21	2,178.184 SEQUOIA FUND	PURCHASED	12/11/2000	11/09/2009
22	97.000 LAS VEGAS SANDS CORPORATION	PURCHASED	8/15/2008	3/10/2009
23	FROM PASS THROUGH K-1'S	PURCHASED	VARIOUS	VARIOUS
24	MORGAN STANLEY - CAP DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	28,373.		29,893.	-1,520.				\$ -1,520.
2	390,127.		28,369.	361,758.				361,758.
3	1,191.		613.	578.				578.
4	4.		4.	0.				0.
5	22,737.		104,771.	-82,034.				-82,034.
6	1,175.		1,348.	-173.				-173.
7	3,305.		4,743.	-1,438.				-1,438.
8	22,295.		24,003.	-1,708.				-1,708.
9	9,691.		20,326.	-10,635.				-10,635.
10	424.		35,631.	-35,207.				-35,207.
11	19,289.		25,338.	-6,049.				-6,049.
12	6,223.		30,874.	-24,651.				-24,651.
13	205.		0.	205.				205.
14	4,388.		6,517.	-2,129.				-2,129.
15	11,284.		16,627.	-5,343.				-5,343.
16	4,850.		6,641.	-1,791.				-1,791.
17	5,430.		4,336.	1,094.				1,094.
18	180,169.		211,260.	-31,091.				-31,091.
19	5,199.		11,588.	-6,389.				-6,389.
20	396.		400.	-4.				-4.
21	242,127.		261,752.	-19,625.				-19,625.
22	159.		5,440.	-5,281.				-5,281.
23	0.		43,512.	-43,512.				-43,512.
24	2.		0.	2.				2.
							TOTAL \$	<u>85,057.</u>

THE LEVITT FOUNDATION

FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2009

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Alzheimers Association of Iowa West Des Moines, IA	None	Public	Charitable	500 00
American Cancer Society Des Moines, IA	None	Public	Charitable	25 00
American University Washington, DC	None	Public	Charitable	180 00
Animal Rescue League of Iowa Des Moines, IA	None	Public	Charitable	50 00
Bravo Greater Des Moines Operating Fund Des Moines, IA	None	Public	Charitable	15,000 00
Boys & Girls Club Des Moines, IA 50316	None	Public	Charitable	2,500 00
Brandeis University Waltham, MA 02454	None	Public	Charitable	250 00
Building Steps Brooklandville, MD	None	Public	Charitable	1,200 00
Camera Boston, MA 02135	None	Public	Charitable	1,000 00
Camp Ramah in New England Needham Heights, MA 02494	None	Public	Charitable	1,200 00
Casa Estrella Foundation La Jolla, CA	None	Public	Charitable	2,000 00
Catholic Charities Des Moines, IA	None	Public	Charitable	100 00
Consensus Building Institute Washington, DC	None	Public	Charitable	150 00
Chabad Shul of Potomac Potomac, MD 20851	None	Public	Charitable	180 00
Charles E. Smith Jewish Day School Rockville, MD 20852	None	Public	Charitable	50,000 00
Civic Center of Greater Des Moines Des Moines, IA	None	Public	Charitable	600 00
Civitan Gaithersburg, MD	None	Public	Charitable	23 00
CLAL-The National Jewish Center to Learning & Leadership New York, NY 10016	None	Public	Charitable	1,000 00

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RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Colorado College Colorado Springs, CO 80901	None	Public	Charitable	500 00
Community Foundation of Greater Des Moines Des Moines, IA 50309	None	Public	Charitable	206,350 00
Community United Methodist Church Elm Grove, Wisconsin	None	Public	Charitable	100.00
Congregation Beth El Bethesda, MD 20814	None	Public	Charitable	3,000 00
Courage Center Minneapolis, MN	None	Public	Charitable	100 00
Des Moines Art Center Des Moines, IA 50312	None	Public	Charitable	42,700 00
Des Moines Jewish Foundation Des Moines, IA	None	Public	Charitable	1,000 00
Des Moines Public Library Foundation Des Moines, IA	None	Public	Charitable	265 00
Des Moines Symphony Des Moines, IA 50309	None	Public	Charitable	1,000 00
Engcam Camp Shalom Des Moines IA 50312	None	Public	Charitable	100 00
Friends of BBYO Rockville, MD 20852	None	Public	Charitable	360 00
Friends of ICSEP West Conshohoken, PA 19428	None	Public	Charitable	500 00
Friends of Ikamva Labantu New Rockelle, NY 10804	None	Public	Charitable	1,000 00
Gesher Jewish Day School Fairfax, VA 22031	None	Public	Charitable	6,000 00
Global Justice Center New York, NY 10010	None	Public	Charitable	1,000 00
Greater Des Moines Art Foundation Des Moines, IA 50309	None	Public	Charitable	100 00
Greater Kansas City Community Foundation Kansas City, MO 64105	None	Public	Charitable	2,000 00
Hadassah Golden Valley, MN 55422	None	Public	Charitable	100 00

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FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2009

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Hebrew Day School Silver Spring, MD 20902	None	Public	Charitable	180 00
Hirshhorn Museum and Sculpture Garden Washington, DC 20013	None	Public	Charitable	54,545 00
Home School Foundation Purcellville, VA 20134	None	Public	Charitable	25 00
Hospice of Central Iowa West Des Moines, IA 50266	None	Public	Charitable	25 00
International Community Foundation National City, CA 91950	None	Public	Charitable	5,000 00
International Sephardic Education Foundation New York, NY 10001	None	Public	Charitable	1,000 00
Israel Children's Center Deerfield Beach, FL 33442	None	Public	Charitable	5,600 00
Jackie Family Robison YMCA San Diego, CA 92102	None	Public	Charitable	1,000 00
JDUB Records New York, NY	None	Public	Charitable	360 00
Jaffa Shrine Altoona, PA 16601	None	Public	Charitable	250 00
John Stoddard Cancer Center Des Moines, IA 50309	None	Public	Charitable	100 00
Jewish Coalition Against Domestic Abuse Rockville, MD 20852	None	Public	Charitable	500 00
JCRC of Greater Washington Rockville, MD 20852	None	Public	Charitable	6,000 00
Jewish Community Center of Greater Washington Rockville, MD 20852	None	Public	Charitable	680 00
Jewish Community Foundation San Diego, CA 92123	None	Public	Charitable	1,000 00
Jewish Family Service Palm Springs, CA 92262	None	Public	Charitable	3,075 00
Jewish National Fund New York, NY 10021	None	Public	Charitable	5,350 00
Jewish Social Service Agency Rockville, MD 20849	None	Public	Charitable	7,500 00

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FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2009

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Jewish United Fund of Metropolitan Chicago Chicago, IL 60606	None	Public	Charitable	36,000 00
Jewish Women's Foundation of San Diego San Diego, CA 92123	None	Public	Charitable	6,500 00
La Jolla YMCA La Jolla, CA 92037	None	Public	Charitable	250.00
Lawrence Family Jewish Community Center La Jolla, CA 92037-1348	None	Public	Charitable	5,000.00
Leukemia and Lymphoma Society West Des Moines, IA 50265	None	Public	Charitable	250 00
Lion of Judah Rancho Mirage, CA 92270	None	Public	Charitable	1,000 00
Madrid Home Madrid, IA 50156	None	Public	Charitable	50 00
Mariners Hospital Foundation Tavernier, FL 33070	None	Public	Charitable	25 00
Mayo Foundation Rochester, MN 55905	None	Public	Charitable	15,000 00
Minnesota Medical Foundation Fund St Paul, MN 55164	None	Public	Charitable	25 00
Mission of Love Charities Upper Marlboro, MD 20772	None	Public	Charitable	250 00
Museum of Arts & Design New York, NY 10019	None	Public	Charitable	25,000 00
Museum Associates Council Palm Springs, CA 92236	None	Public	Charitable	1,000 00
Museum of Contemporary Art Chicago, IL 60611	None	Public	Charitable	30 00
Museum of Modern Art New York, NY 10102	None	Public	Charitable	60 00
Nancy Geltman Shiller Cancer Resource Library Minneapolis, MN	None	Public	Charitable	50 00
North Shore Congregation Glencoe, IL 60022	None	Public	Charitable	150,000 00
New York University New York, NY 10003	None	Public	Charitable	7,500 00

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FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2009

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Northern Clay Center Minneapolis, MN 55406	None	Public	Charitable	100 00
Oakridge Neoghborhood Services Des Moines, IA 50314	None	Public	Charitable	500 00
One Israel Fund Hewlett, NY 11557	None	Public	Charitable	124 00
Partnership for Jewish Life & Learning Rockville, MD 20814	None	Public	Charitable	21,800 00
Palm Springs Art Museum Palm Springs, CA 92263	None	Public	Charitable	2,870.00
Palm Springs Friends of the Philharmonic Palm Desert, CA 92255	None	Public	Charitable	2,175 00
Panim Rockville, MD 20852	None	Public	Charitable	50,000.00
Plymouth Congregational Church Des Moines, IA 50312	None	Public	Charitable	100 00
Project Elijah Foundation Des Moines, IA 50319	None	Public	Charitable	1,000 00
Psi Upsilon Annual Fund Indianapolis, IN 46240	None	Public	Charitable	100 00
Rochester Art Center Rochester, MN 55904	None	Public	Charitable	1,000 00
Roosevelt High School Foundation Des Moines, IA 50312	None	Public	Charitable	2,000 00
Temple B'Nai'd Jeshurun Des Moines, IA 50312	None	Public	Charitable	100 00
The Brenton Arboretum Dallas Center, IA 50063	None	Public	Charitable	250 00
The Gillespie School La Jolla, CA 92037	None	Public	Charitable	8,950 00
The Homestead Pleasant Hill, IA 50327	None	Public	Charitable	250 00
The Israel Project Washington, DC 20006	None	Public	Charitable	100,000 00
The Jewish Federation of Greater Des Moines Des Moines, IA 50312	None	Public	Charitable	20,261 00

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FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2009

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
The Jewish Federation of Greater Washington Rockville, MD 20852	None	Public	Charitable	131,600 00
The Jewish Institute for National Security Affairs (JINSA) Washington, DC 20036	None	Public	Charitable	40,000 00
The Life Center Des Moines, IA 50312	None	Public	Charitable	1,000 00
Tifereth Israel Synagogue Des Moines, IA 50312	None	Public	Charitable	10,375 00
The Washington Institute for Near East Policy Washington, DC 20036	None	Public	Charitable	5,000 00
United Jewish Federation of San Diego County San Diego, CA 92123	None	Public	Charitable	2,500 00
United States Holocaust Memorial Museum Washington, DC 20024	None	Public	Charitable	6,800 00
United Way of Central Iowa Des Moines, IA 50314	None	Public	Charitable	30,000 00
University of Iowa Foundation Iowa City, IA 52244	None	Public	Charitable	44,129 12
University of Michigan Ann Arbor, MI 48109	None	Public	Charitable	150 00
Voices for Children San Diego, CA 92123	None	Public	Charitable	2,000 00
Walker Art Center Minneapolis, MN 55403	None	Public	Charitable	143,000 00
Washington Legal Clinic for the Homeless, Inc Washington, DC 20009	None	Public	Charitable	1,200 00
Westchester Jewish Community Services White Plains, NY 10603	None	Public	Charitable	18,000 00
Youth Emergency Services & Shelter Des Moines, IA 50309	None	Public	Charitable	100 00
			\$	<u>1,329,747.12</u>

Application for Extension of Time To File an
Exempt Organization Return

OMB No. 1545 1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► *All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Electronic Filing (e-file) Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Type or print	Name of Exempt Organization THE LEVITT FOUNDATION	Employer identification number 42-6052427
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions 6001 MONTROSE ROAD #600	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ROCKVILLE, MD 20852	

Check type of return to be filed (file a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► NELLIS CORPORATION

Telephone No ► 301-881-5950 FAX No ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► calendar year 20 09 or

► tax year beginning , 20 , and ending , 20

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ 29,038.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ 29,038.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print <small>File by the extended due date for filing the return. See instructions</small>	Name of Exempt Organization THE LEVITT FOUNDATION	<small>Employer identification number</small> 42-6052427
	Number, street, and room or suite number. If a P O box, see instructions HARITON, MANCUSO & JONES, P.C. 11140 ROCKVILLE PIKE	
	City, town or post office, state and ZIP code. For a foreign address see instructions ROCKVILLE, MD 20852	
	<small>For IRS use only</small>	

Check type of return to be filed (File a separate application for each return).

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► **NELLIS CORPORATION**
Telephone No. ► **301-881-5950** FAX No ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **11/15**, 20 **10**.
- 5 For calendar year **2009**, or other tax year beginning , 20 **09**, and ending , 20 **10**.
- 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension **INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE FROM THIRD PARTIES.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$ 29,038.
c Balance Due. Subtract line 8a from line 8b. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instrs	8c \$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete and that I am authorized to prepare this form

Signature ► **John Sanfacon** Title ► **CPA for taxpayer** Date ► **8/6/10**