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

2010

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 2010, or tax year beginning

, 2010, and ending

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

THE LEVITT FOUNDATION
6001 MONTROSE ROAD #600
ROCKVILLE, MD 20852

H Check type of organization. Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, column (c), line 16) Other (specify)
 ► \$ 6,580,946. (Part I, column (d) must be on cash basis)

A 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 ►

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)
R E V E N U E	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	16,482.	16,482.		
	4 Dividends and interest from securities	77,326.	77,326.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	259,224.			
	b Gross sales price for all assets on line 6a	697,468.			
	7 Capital gain net income (from Part IV, line 2)		259,224.		
	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)				
	SEE STATEMENT 1	-51,147.	-51,147.		
	12 Total. Add lines 1 through 11	301,885.	301,885.	0.	
A D M I N I S T R A T I V E O P E R A T I N G A N D E X P E N S E S	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)				
	c Other prof fees (attach sch)	SEE ST 2	30,467.	30,467.	
	17 Interest				
	18 Taxes (attach schedule)(see instr)	SEE STM 3	4,159.	4,159.	
	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	68.	68.		
	24 Total operating and administrative expenses. Add lines 13 through 23	34,694.	34,694.		
	25 Contributions, gifts, grants paid	STMT 5	1,059,509.		1,059,509.
	26 Total expenses and disbursements. Add lines 24 and 25	1,094,203.	34,694.	0.	1,059,509.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-792,318.			
	b Net investment income (if negative, enter -0-)		267,191.		
	c Adjusted net income (if negative, enter -0-)			0.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments		63,991.	77,725.	77,725.
	3 Accounts receivable	571.			
	Less: allowance for doubtful accounts		128,414.	571.	571.
	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	5,213,381.	5,039,757.	6,081,808.	
	c Investments – corporate bonds (attach schedule) STATEMENT 7	59,366.	63,114.	63,114.	
	11 Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule) STATEMENT 8	432,469.	357,728.	357,728.	
	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)	5,897,621.	5,538,895.	6,580,946.	
LIABILITIES	17 Accounts payable and accrued expenses			462,687.	
	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 ▶)				
	23 Total liabilities (add lines 17 through 22)	0.	462,687.		
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		X		
	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		5,897,621.	5,076,208.	
	30 Total net assets or fund balances (see the instructions)	5,897,621.	5,076,208.		
	31 Total liabilities and net assets/fund balances (see the instructions).	5,897,621.	5,538,895.		

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	5,897,621.
2 Enter amount from Part I, line 27a	2	-792,318.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3.	4	5,105,303.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	29,095.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,076,208.

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				(l) 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	259,224.
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))
2009	1,328,305.	6,201,188.	0.214202
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

2 Total of line 1, column (d) 2 0.767587

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 0.153517

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 6,225,608.

5 Multiply line 4 by line 3 5 955,737.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2,672.

7 Add lines 5 and 6 7 958,409.

8 Enter qualifying distributions from Part XII, line 4 8 1,059,509.

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.	<p>Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)</p> <p>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 2b</p> <p>c All other domestic foundations enter 2% of line 2b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)</p> <p>2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only) Others enter -0-</p> <p>3 Add lines 1 and 2</p> <p>4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-</p> <p>6 Credits/Payments:</p> <p>a 2010 estimated tax pmts and 2009 overpayment credited to 2010 ► 6a 27,596.</p> <p>b Exempt foreign organizations – tax withheld at source ► 6b</p> <p>c Tax paid with application for extension of time to file (Form 8868) ► 6c</p> <p>d Backup withholding erroneously withheld ► 6d</p> <p>7 Total credits and payments. Add lines 6a through 6d ► 7 27,596.</p> <p>8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> If Form 2220 is attached ► 8</p> <p>9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► 9 0.</p> <p>10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10 24,924.</p> <p>11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ► 11 0. Refunded...</p>
1 2,672.	
2 0.	
3 2,672.	
4 0.	
5 2,672.	
6b	
6c	
6d	
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?	<input checked="" type="checkbox"/>	X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	<input checked="" type="checkbox"/>	X
<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>		
1c Did the foundation file Form 1120-POL for this year?	<input checked="" type="checkbox"/>	X
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.
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>	
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>	<input checked="" type="checkbox"/>	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input checked="" type="checkbox"/>	X
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>	
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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	<input checked="" type="checkbox"/>	X
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► 8b	►	
MD IA	<input checked="" type="checkbox"/>	X
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>	►	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>	<input checked="" type="checkbox"/>	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>	►	
10	<input checked="" type="checkbox"/>	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 ► N/A			
14	The books are in care of ► NELLIS CORPORATION	Telephone no. ► 301-881-5950	
Located at ► 6001 MONTROSE ROAD, #600, ROCKVILLE, MD		ZIP + 4 ► 20852	
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.	N/A ► 15	N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes X No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

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? <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			
1b	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"/>			
1c	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 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)): <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2010 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 2010.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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

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

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

 Yes No

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

 Yes No

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

 Yes No

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

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.

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?

N/A

7b

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

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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	<u>N/A</u>	
2		

All other program-related investments See instructions

All other program related investments - See instructions
3 _____

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities.	1a	5,840,906.
b	Average of monthly cash balances	1b	69,544.
c	Fair market value of all other assets (see instructions)	1c	409,964.
d	Total (add lines 1a, b, and c)	1d	6,320,414.
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	6,320,414.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	94,806.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	6,225,608.
6	Minimum investment return. Enter 5% of line 5.	6	311,280.

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	311,280.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,672.
b	Income tax for 2010. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b.	2c	2,672.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	308,608.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	308,608.
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	308,608.

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	1,059,509.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,059,509.
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	2,672.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,056,837.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				308,608.
2 Undistributed income, if any, as of the end of 2010:			0.	
a Enter amount for 2009 only			0.	
b Total for prior years: 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	653,747.			
b From 2006	1,522,957.			
c From 2007	863,337.			
d From 2008	827,988.			
e From 2009	1,021,130.			
f Total of lines 3a through e	4,889,159.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 1,059,509.				
a Applied to 2009, 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 2010 distributable amount				308,608.
e Remaining amount distributed out of corpus	750,901.			
5 Excess distributions carryover applied to 2010 (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	5,640,060.			
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 2009. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see instructions)	653,747.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	4,986,313.			
10 Analysis of line 9:				
a Excess from 2006	1,522,957.			
b Excess from 2007	863,337.			
c Excess from 2008	827,988.			
d Excess from 2009	1,021,130.			
e Excess from 2010	750,901.			

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 2010, 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 <input type="checkbox"/> 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)(ii)				
(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	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)				
<i>a Paid during the year</i>				
<i>Stmt 11</i>				<i>1,059,509</i>
Total				► 3a <i>1,059,509</i>
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

	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	16,482.	
4 Dividends and interest from securities			14	77,326.	
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			18	-51,147.	
8 Gain or (loss) from sales of assets other than inventory			18	259,224.	
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)				301,885.	
13 Total. Add line 12, columns (b), (d), and (e)	13				301,885.
(See worksheet in line 13 instructions 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 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ -51,147.	\$ -51,147.	
TOTAL	\$ -51,147.	\$ -51,147.	0.

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	\$ 23,733.	\$ 23,733.		
NORTHSTAR SEIDLER PTRS - FEES	1,740.	1,740.		
TICONDEROGA PTRS - FEES	2,369.	2,369.		
WILLIAM BLAIR CAPITAL PTRS - FEES	2,625.	2,625.		
TOTAL	\$ 30,467.	\$ 30,467.	\$ 0.	\$ 0.

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	\$ 4,159.	\$ 4,159.		
TOTAL	\$ 4,159.	\$ 4,159.	\$ 0.	\$ 0.

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	\$ 68.	\$ 68.		
TOTAL	\$ 68.	\$ 68.	\$ 0.	\$ 0.

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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:

Stmt 11

\$ 1,059,509.

TOTAL \$ 1,059,509.

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>
SEQUOIA FUND- 8,937.419SHS	COST	\$ 250,158.	\$ 1,155,519.
THIRD AVENUE VALUE FUND - 1,076.890SHS	COST	39,881.	55,740.
TWEEDY BROWNE AM VAL FND - 2084.427SHS	COST	41,941.	39,458.
LONGLEAF PARTNERS - 50,896.467SHS	COST	1,371,154.	1,438,334.
JOHN HANCOCK OPP FD - 3,544.256SHS	COST	111,012.	61,032.
WEITZ FUND - 1,030.222SHS	COST	36,831.	29,310.
ARTISAN FUNDS - 3,881.800SHS	COST	53,178.	65,408.
FAIRHOLME FUND- 2,991.714SHS	COST	64,319.	106,445.
ARIEL FUND- 2,322.148SHARES	COST	117,509.	112,787.
AMERICAN FUNDS - 40,751.584SHS	COST	1,417,226.	1,455,647.
FPA PERENNIAL FUND- 20,264.104SHS	COST	681,175.	765,780.
IVY CUNDILL GLOBAL FUND- 802.831SHS	COST	12,184.	10,838.
JOHN HANCOCK CLASSIC - 1,316.481SHS	COST	30,562.	21,959.
OAKMARK INT'L FUND- 8,004.431SHS	COST	164,693.	155,366.
HORIZON CORE VALUE MGMT	COST	645,778.	607,958.
CLAYMORE DIVIDEND & INCOME FUND 15.000SH	COST	235.	226.
ARLINGTON HOSPITALITY- 500 SHS	COST	1,921.	1.
TOTAL	\$ 5,039,757.	\$ 6,081,808.	

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

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
ISRAEL BOND 5.9%- 01/14	COST	\$ 15,156.	\$ 15,156.
ISRAEL BOND 6.45% 08/14	COST	47,958.	47,958.
TOTAL	\$ 63,114.	\$ 63,114.	

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

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS			
CONCORD III (FORMERLY TICONDEROGA PTS III	COST	\$ 17,947.	\$ 17,947.
PAINTINGS - "THE NAZI DRAWINGS"	COST	103,556.	103,556.
NORTHSTAR SEIDLER PARTNERSHIP	COST	226,796.	226,796.
WILLIAM BLAIR CAPITAL VI LP	COST	9,429.	9,429.
	TOTAL	\$ 357,728.	\$ 357,728.

STATEMENT 9
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NET BOOK TO TAX ADJMTS.

TOTAL	\$ 29,095.
	\$ 29,095.

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	FROM PASS TROUGH K-1'S	PURCHASED	VARIOUS	VARIOUS
2	JOHN HANCOCK BANK & THRIFT-CAP GAIN DISTR	PURCHASED	VARIOUS	VARIOUS
3	SMITH BARNEY-CAP GAIN DISTR.	PURCHASED	VARIOUS	VARIOUS
4	CAPITOL SECURITIES-CAP GAIN DISTR.	PURCHASED	VARIOUS	VARIOUS
5	THE FAIRHOLME FUND-CAP GAIN DISTR.	PURCHASED	VARIOUS	VARIOUS
6	SEQUOIA-CAP GAIN DISTR.	PURCHASED	VARIOUS	VARIOUS
7	TWEEDY BROWNE VALUE FUND-CAP GAIN DISTR.	PURCHASED	VARIOUS	VARIOUS
8	3862.734 SEQUOIA	PURCHASED	VARIOUS	VARIOUS
9	208.000 CHINA UNICOM (HONG KONG) LTD-SETTLED2011	PURCHASED	VARIOUS	VARIOUS
10	92.000 GAZPROM O A O SPON ADR-SETTLED2011	PURCHASED	VARIOUS	12/29/2010
11	437.000 ALLEGHENY ENERGY INC	PURCHASED	10/10/2007	VARIOUS
12	685.000 ANGLO AMERICAN PLC ADR NEW	PURCHASED	VARIOUS	VARIOUS
13	46.000 BHP BILLITON LTD	PURCHASED	7/31/2008	6/09/2010
14	30.000 BLACKROCK INC	PURCHASED	VARIOUS	7/14/2010
15	70.000 CARNIVAL CP NEW PAIRED COM	PURCHASED	9/09/2008	5/11/2010
16	222.000 CHINA UNICOM (HONG KONG) LTD	PURCHASED	3/25/2009	12/09/2010
17	835.000 EL PASO CORPORATION	PURCHASED	10/07/2007	VARIOUS
18	387.000 ENCANA CORP	PURCHASED	10/10/2007	VARIOUS
19	350.000 FANNIE MAE	PURCHASED	12/24/2007	10/06/2010
20	464.000 GAZPROM O A O SPON ADR	PURCHASED	10/10/2007	VARIOUS
21	1,302.000 GENON ENERGY INC COM	PURCHASED	10/10/2007	12/15/2010
22	158.000 GENZYME CORP	PURCHASED	4/24/2009	8/27/2010
23	600.000 HENDERSON LAND DEV WARRANTS	PURCHASED	6/03/2010	7/19/2010
24	613.000 HUANENG PWR INTL SPN ADR N SHS	PURCHASED	10/10/2007	VARIOUS
25	96.000 IMPERIAL OIL LTD COM NEW	PURCHASED	10/10/2007	12/20/2010
26	366.000 LEGG MASON INC	PURCHASED	VARIOUS	VARIOUS
27	102.000 LENDER PROCESSING SERV	PURCHASED	VARIOUS	VARIOUS

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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			
		PURCHASED	SELL	10/11/2007	SELL	VARIOUS	SELL		
28	1,312.000 LONDON STK EXCHANGE PLC - NEW	PURCHASED	SELL	10/11/2007	SELL	VARIOUS	SELL		
29	463.000 PHILIP MORRIS INC	PURCHASED	SELL	10/11/2007	SELL	VARIOUS	SELL		
30	36.000 RIO TINTO PLC SPON ADR	PURCHASED	SELL	10/10/2007	SELL	7/07/2010	SELL		
31	342.000 RRI ENERGY INC COM	PURCHASED	SELL	10/10/2007	SELL	11/11/2010	SELL		
32	550.000 TIME WARNER INC NEW	PURCHASED	SELL	10/10/2007	SELL	VARIOUS	SELL		
33	374.000 WALT DISNEY CO HLDG CO	PURCHASED	SELL	11/20/2008	SELL	VARIOUS	SELL		
		(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	468.			0.	468.				\$ 468.
2	982.			0.	982.				982.
3	23.			0.	23.				23.
4	1,330.			0.	1,330.				1,330.
5	4,766.			0.	4,766.				4,766.
6	17,808.			0.	17,808.				17,808.
7	1,983.			0.	1,983.				1,983.
8	477,134.			108,118.	369,016.				369,016.
9	2,986.			2,986.	0.				0.
10	2,323.			2,323.	0.				0.
11	10,518.			24,297.	-13,779.				-13,779.
12	14,847.			8,571.	6,276.				6,276.
13	2,893.			3,469.	-576.				-576.
14	4,646.			5,461.	-815.				-815.
15	2,755.			2,874.	-119.				-119.
16	3,054.			2,387.	667.				667.
17	10,187.			14,387.	-4,200.				-4,200.
18	11,771.			12,673.	-902.				-902.
19	99.			13,400.	-13,301.				-13,301.
20	10,869.			21,762.	-10,893.				-10,893.
21	4,664.			35,051.	-30,387.				-30,387.
22	10,587.			8,354.	2,233.				2,233.
23	77.			126.	-49.				-49.
24	14,407.			30,626.	-16,219.				-16,219.
25	3,653.			4,538.	-885.				-885.
26	10,513.			29,755.	-19,242.				-19,242.
27	3,020.			4,258.	-1,238.				-1,238.
28	12,445.			46,525.	-34,080.				-34,080.
29	23,973.			17,899.	6,074.				6,074.
30	1,668.			3,371.	-1,703.				-1,703.
31	1,300.			9,207.	-7,907.				-7,907.
32	17,182.			18,432.	-1,250.				-1,250.
33	12,537.			7,394.	5,143.				5,143.
								TOTAL \$ 259,224.	

THE LEVITT FOUNDATION

FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2010

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Adath Jeshurun Minnetonka, MN 55305	None	Public	Charitable	100.00
American Jewish International Relations Inst. Washington, DC 20015	None	Public	Charitable	180.00
American Israel Education Foundation Washington, DC 20001	None	Public	Charitable	75,000.00
American Islamic Forum for Democracy Phoenix, AZ 85006	None	Public	Charitable	5,000.00
American Jewish Committee Milwaukee, WI 53217	None	Public	Charitable	100.00
ASMEA Washington, DC 20033	None	Public	Charitable	2,500.00
Aspen Music Festival Aspen, CO 81611	None	Public	Charitable	1,750.00
American University Washington DC 20016	None	Public	Charitable	1,680.00
Boys & Girls Club Des Moines, IA 50316	None	Public	Charitable	6,000.00
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
Camp Ramah in Wisconsin Chicago, IL 60601	None	Public	Charitable	1,000.00
Cancer Wellness Center Northbrook, IL 60062	None	Public	Charitable	250.00
Cato Institute Washington, DC 20001	None	Public	Charitable	500.00
Center for Creative Change Washington, DC 20016	None	Public	Charitable	5,000.00
Christians for Fair Witness on the Middle East New York, NY 10115	None	Public	Charitable	1,000.00
Charles E. Smith Jewish Day School Rockville, MD 20852	None	Public	Charitable	42,180.00

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FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2010

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Civic Center of Greater Des Moines Des Moines, IA	None	Public	Charitable	795.00
CLAL-The National Jewish Center fo Learning & Leadership New York, NY 10016	None	Public	Charitable	1,800.00
Colorado College Colorado Springs, CO 80901	None	Public	Charitable	500.00
Community Foundation of Greater Des Moine Des Moines, IA 50309	None	Public	Charitable	106,250.00
Compassion and Choices Denver, CO 80250	None	Public	Charitable	25.00
Congregation Beth El Bethesda, MD 20814	None	Public	Charitable	24,100.00
Congregation Shaarey Zedek Southfield, MI 48034	None	Public	Charitable	500.00
Court Appointed Special Advocate Des Moines, IA 50319	None	Public	Charitable	250.00
Dana Farber Cancer Institute Boston, MA 02284	None	Public	Charitable	100.00
DC Council of BBYO Rockville, MD 20852	None	Public	Charitable	360.00
Des Moines Art Center Des Moines, IA 50312	None	Public	Charitable	29,074.00
Des Moines Metro Opera Indianola, IA 50125	None	Public	Charitable	50.00
Des Moines Symphony Des Moines, IA 50309	None	Public	Charitable	5,000.00
Easter Seals Iowa Des Moines IA 50312	None	Public	Charitable	250.00
Friends of Des Moines Botanical Center Des Moines IA 50316	None	Public	Charitable	250.00
Friendship Circle Potomac, MD 20854	None	Public	Charitable	500.00
George W Bush Presidential Center Dallas, TX 75656	None	Public	Charitable	1,000.00
Gesher Jewish Day School Fairfax, VA 22031	None	Public	Charitable	6,000.00

THE LEVITT FOUNDATION

FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2010

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Good Sports Newtonville, MA 02460	None	Public	Charitable	250.00
Greater Washington Community Kollel Silver Spring, MD 20901	None	Public	Charitable	10,000.00
Hirshhorn Museum and Sculpture Garden Washington, DC 20013	None	Public	Charitable	54,545.00
Hospice of the Valley Phoenix, AZ 85014	None	Public	Charitable	100.00
International Community Foundation National City, CA 91950	None	Public	Charitable	1,200.00
Investigative Project on Terrorism Foundation Washington, DC 20015	None	Public	Charitable	500.00
Israel Children's Center Deerfield Beach, FL 33442	None	Public	Charitable	3,800.00
Jackie Family Robison YMCA San Diego, CA 92102	None	Public	Charitable	1,250.00
JCAD A Rockville, MD 20847	None	Public	Charitable	500.00
JCC Ranch Camp Denver, CO 80246	None	Public	Charitable	100.00
JDRF International New York, NY 10004	None	Public	Charitable	100.00
Jewish Community Center of Greater Washington Rockville, MD 20852	None	Public	Charitable	2,480.00
Jewish Community Center Minneapolis, MN 55416	None	Public	Charitable	500.00
Jewish Family and Children's Service Minnetonka, MN 55305	None	Public	Charitable	200.00
Jewish Family Service Palm Springs, CA 92262	None	Public	Charitable	980.00
Jewish Family Service San Diego, CA 92123	None	Public	Charitable	3,650.00
Jewish Social Service Agency Rockville, MD 20849	None	Public	Charitable	8,500.00
Jewish United Fund of Metropolitan Chicago Chicago, IL 60606	None	Public	Charitable	36,000.00

THE LEVITT FOUNDATION

FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2010

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Jewish Women's Foundation of San Diego San Diego, CA 92123	None	Public	Charitable	4,500.00
Junior League of Des Moines Des Moines, IA 50312	None	Public	Charitable	50.00
La Jolla Payhouse La Jolla, CA 92039	None	Public	Charitable	4,696.00
La Jolla YMCA La Jolla, CA 92037	None	Public	Charitable	250.00
Leukemia and Lymphoma Society West Des Moines, IA 50265	None	Public	Charitable	250.00
Mayo Clinic Health Solutions Rochester, MN 55902	None	Public	Charitable	20,000.00
Minneapolis Institute of Art Minneapolis, MN 55404	None	Public	Charitable	100.00
Minnesota Medical Foundation Fund St. Paul, MN 55164	None	Public	Charitable	100.00
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
NAMI Montgomery County Rockville, MD 20852	None	Public	Charitable	360.00
North Shore Congregation Glencoe, IL 60022	None	Public	Charitable	50,000.00
New York University New York, NY 10003	None	Public	Charitable	7,500.00
Online News Association Washington, DC 20035	None	Public	Charitable	1,000.00
Operation Embrace Potomac, MD 20854	None	Public	Charitable	5,000.00
Partnership for Jewish Life & Learning Rockville, MD 20814	None	Public	Charitable	750.00
Palm Springs Art Museum Palm Springs, CA 92263	None	Public	Charitable	1,570.00
Palm Springs Friends of the Philharmonic Palm Desert, CA 92255	None	Public	Charitable	2,300.00

THE LEVITT FOUNDATION

FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2010

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Panim Institute of BBYO Washington, DC 20006	None	Public	Charitable	50,000.00
P.E F Israel Endowment Fund New York, NY 10017	None	Public	Charitable	3,500.00
Positive Outreach West Des Moines, IA 50265	None	Public	Charitable	100.00
Roosevelt High School Foundation Des Moines, IA 50312	None	Public	Charitable	2,000.00
Sacred Heart Catholic Church Sioux City, IA 51103	None	Public	Charitable	100.00
Science Center of Iowa Des Moines, IA 50309	None	Public	Charitable	500.00
Science and Environmental Policy Project Arlington, VA 22202	None	Public	Charitable	250.00
Solomon Schechter Day School Northbrook, IL 60062	None	Public	Charitable	100.00
Sunflower Bakery Gaithersburg, MD 20877	None	Public	Charitable	500.00
Syracuse University Syracuse, NY 13224	None	Public	Charitable	500.00
Temple Israel Minneapolis, MN 55419	None	Public	Charitable	100.00
The Avon Foundation New York, NY 10105	None	Public	Charitable	100.00
The Brenton Arboretum Dallas Center, IA 50063	None	Public	Charitable	250.00
The Center Des Moines, IA 50309	None	Public	Charitable	50.00
The Des Moines Playhouse Des Moines, IA 50312	None	Public	Charitable	100.00
The Gillespie School La Jolla, CA 92037	None	Public	Charitable	6,000.00
The Heritage Foundation Washington, DC 20002	None	Public	Charitable	500.00
The Israel Project Washington, DC 20006	None	Public	Charitable	100,000.00

THE LEVITT FOUNDATION

FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2010

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
The Jewish Federation of Greater Des Moines Des Moines, IA 50312	None	Public	Charitable	26,100 00
The Jewish Federation of Palm Springs Rancho Mirage, CA 92270	None	Public	Charitable	1,550 00
The Jewish Federation of Greater Washington Rockville, MD 20852	None	Public	Charitable	82,000 00
The Life Center Des Moines, IA 50312	None	Public	Charitable	2,500.00
Tifereth Israel Synagogue Des Moines, IA 50312	None	Public	Charitable	11,744.00
The Washington Institute for Near East Policy Washington, DC 20036	None	Public	Charitable	10,000.00
The Women's Foundation of California San Francisco, CA 94101	None	Public	Charitable	1,000.00
United Jewish Federation of San Diego County San Diego, CA 92123	None	Public	Charitable	500 00
United Way of Central Iowa Des Moines, IA 50314	None	Public	Charitable	55,000.00
University of Iowa Foundation Iowa City, IA 52244	None	Public	Charitable	32,500 00
University of California San Diego La Jolla, CA 92093	None	Public	Charitable	50.00
University of Oklahoma Foundation Norman, OK 73019	None	Public	Charitable	1,000.00
Vaad Harabanim of Greater Washington Silver Spring, MD 20904	None	Public	Charitable	500 00
Walker Art Center Minneapolis, MN 55403	None	Public	Charitable	123,600 00
Washington Legal Clinic for the Homeless, Inc Washington, DC 20009	None	Public	Charitable	1,200.00
				\$ <u>1,059,509.00</u>

Application for Extension of Time To File an
Exempt Organization ReturnDepartment 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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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.

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	

Enter the Return code for the return that this application is for (file a separate application for each return).

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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 is for.

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 11, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- calendar year 20 10 or
- tax year beginning , 20 , and ending , 20 .

2 If the tax year entered in line 1 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 \$ <u>5,000.</u>
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	3b \$ <u>27,596.</u>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions..	3c \$ <u>0.</u>

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 Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

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

Enter the Return code for the return that this application is for (file a separate application for each return).

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 1041-A	08
Form 990-BL	02	Form 4720	09
Form 990-EZ	03	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (section 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06		

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 11.

5 For calendar year 2010, or other tax year beginning _____, 20 _____, and ending _____, 20 _____.

6 If the tax year entered in line 5 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 \$ 5,000.
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.	b \$ 27,596.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	c \$ 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 ► **Ann Sanfacon** Title ► **CPA for taxpayer**

BAA

FIFZ0502L 11/15/10

Date ► **8/4/11**
Form 8868 (Rev 1-2011)