Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE LEVITT FOUNDATION

A Employer identification number: 42-6052427

Number and street (or P O box number if mail is not delivered to street address): 6001 MONTROSE ROAD — Room/suite: 600

B Telephone number: (301) 881-5950

City or town, state, and ZIP code: ROCKVILLE, MD 20852

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4,755,521.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,253.	4,253.		STATEMENT 1
	4 Dividends and interest from securities	56,948.	56,948.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	464,152.			
	b Gross sales price for all assets on line 6a 1,225,852.				
	7 Capital gain net income (from Part IV, line 2)		464,152.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	17,652.	17,652.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	543,005.	543,005.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	5,400.	5,400.		0.
	c Other professional fees STMT 5	22,640.	22,640.		0.
	17 Interest				
	18 Taxes STMT 6	3,270.	3,270.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	82.	82.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	31,392.	31,392.		0.
	25 Contributions, gifts, grants paid	713,452.			713,452.
	26 **Total expenses and disbursements.** Add lines 24 and 25	744,844.	31,392.		713,452.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<201,839.>			
	b **Net investment income** (if negative, enter -0-)		511,613.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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14091113 758874 50655 2012.05000 THE LEVITT FOUNDATION 50655__1

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		121,400.	523,147.	523,147.
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶	38,259.			
	Less: allowance for doubtful accounts ▶		7.	38,259.	38,259.
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 9	3,497,678.	2,899,188.	3,754,776.
	c Investments - corporate bonds	STMT 10	67,102.	71,342.	71,342.
	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 11	363,137.	367,997.	367,997.
	14 Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 **Total assets** (to be completed by all filers)		4,049,324.	3,899,933.	4,755,521.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 **Total liabilities** (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		4,049,324.	3,899,933.	
	30 **Total net assets or fund balances**		4,049,324.	3,899,933.	
	31 **Total liabilities and net assets/fund balances**		4,049,324.	3,899,933.	

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	4,049,324.
2	Enter amount from Part I, line 27a	2	<201,839.>
3	Other increases not included in line 2 (itemize) ▶ NET BOOK TO TAX ADJUSTMENTS	3	52,448.
4	Add lines 1, 2, and 3	4	3,899,933.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,899,933.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
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	1,225,852.		765,715.	464,152.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				464,152.

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	464,152.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

If "Yes," the foundation 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 (col. (b) divided by col. (c))
2011	1,275,038.	5,524,940.	.230779
2010	1,056,837.	6,225,608.	.169756
2009	1,328,305.	6,201,188.	.214202
2008	1,250,212.	8,492,284.	.147217
2007	1,403,897.	11,413,447.	.123004

2	**Total** of line 1, column (d)	2	.884958
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	.176992
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,906,531.
5	Multiply line 4 by line 3	5	868,417.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,116.
7	Add lines 5 and 6	7	873,533.
8	Enter qualifying distributions from Part XII, line 4	8	713,452.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	10,232.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	10,232.
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	10,232.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,875.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	12,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	24,875.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	14,643.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 14,643. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD, IA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ 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 ▶ | 15 | N/A

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for 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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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)? ☐ 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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ 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.

(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./ TREASURER 0.00	0.	0.	0.
JEANNE LEVITT 6200 AURORA AVE, #310W URBANDALE, IA 50322	SECRETARY 0.00	0.	0.	0.
RANDALL LEVITT 6001 MONTROSE RD, STE 600 ROCKVILLE, MD 20852	VICE PRESIDENT 0.00	0.	0.	0.
MARK LEVITT 6001 MONTROSE RD, STE 600 ROCKVILLE, MD 20852	VICE PRESIDENT 0.00	0.	0.	0.

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

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

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

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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. If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,127,865.
b	Average of monthly cash balances	1b	476,012.
c	Fair market value of all other assets	1c	377,373.
d	**Total** (add lines 1a, b, and c)	1d	4,981,250.
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	4,981,250.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,719.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,906,531.
6	**Minimum investment return.** Enter 5% of line 5	6	245,327.

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	245,327.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 10,232.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	10,232.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	235,095.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	235,095.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	235,095.

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	713,452.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	713,452.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	713,452.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				235,095.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 863,337.				
b From 2008 827,988.				
c From 2009 1,021,130.				
d From 2010 750,901.				
e From 2011 1,003,489.				
f **Total** of lines 3a through e	4,466,845.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 713,452.				
a Applied to 2011, 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 2012 distributable amount				235,095.
e Remaining amount distributed out of corpus	478,357.			
5 Excess distributions carryover applied to 2012 (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	4,945,202.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	863,337.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	4,081,865.			
10 Analysis of line 9:				
a Excess from 2008 827,988.				
b Excess from 2009 1,021,130.				
c Excess from 2010 750,901.				
d Excess from 2011 1,003,489.				
e Excess from 2012 478,357.				

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 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT	NONE	PUBLIC		713,452.
Total			▶ 3a	713,452.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	4,253.	
4 Dividends and interest from securities			14	56,948.	
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			14	17,652.	
8 Gain or (loss) from sales of assets other than inventory			18	464,152.	
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)		0.		543,005.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 543,005.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Mark A. Levitt 11/13/13 V.P.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PAUL WILNER	Paul Wilner	11-13-13		P00107486
Firm's name ▶ GROSSBERG COMPANY LLP			Firm's EIN ▶ 52-0807134	
Firm's address ▶ 6500 ROCK SPRING DRIVE, SUITE 200 BETHESDA, MD 20817			Phone no. 301-571-1900	

Form 990-PF (2012)

223622
12-05-12

7012 1010 0002 7704 7669

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FPA PERENNIAL FUND - CAPITAL GAIN DISTRIBUTIONS			
b	FPA PERENNIAL FUND - CAPITAL GAIN DISTRIBUTIONS			
c	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND - CAPIT			
d	HANCOCK JOHN FINL OPPTYS SH BEN INT - CAPITAL GAI			
e	MORGAN STANLEY - CAPITAL GAIN DISTRIBUTIONS			
f	MORGAN STANLEY - SEE ATTACHMENT			
g	MORGAN STANLEY - SEE ATTACHMENT			
h	ARTISAN SMALL CAP VALUE FUND - CAPITAL GAIN DISTR			
i	LONGLEAF PARTNERS FUND - LONG TERM CAPITAL GAIN R			
j	TWEEDY BROWNE VALUE FUND - CAPITAL GAIN DISTRIBUT			
k	2,995.000 SHS SEQUOIA FUND			
l	NET LTCL FROM PASSTHROUGH-CONCORD PARTNERS III			
m				
n				
o				

	(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				19,593.
b				30,481.
c				939.
d				1,423.
e				46.
f	203,423.		187,385.	16,038.
g	529,594.		494,500.	35,094.
h				992.
i				3,197.
j				1,470.
k	492,835.		83,830.	409,005.
l				<54,126.>
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				19,593.
b				30,481.
c				939.
d				1,423.
e				46.
f				16,038.
g				35,094.
h				992.
i				3,197.
j				1,470.
k				409,005.
l				<54,126.>
m				
n				
o				

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	464,152.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
ATTENTION: RANDALL J LEVITT
6001 MONTROSE ROAD STE 600
ROCKVILLE MD 20852-4873

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 42-6052427
Account Number: 637 086360 137

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AIR LEASE CORP CL A	CUSIP: 00912X302	Symbol (Box 1d): AL						
	92 000	11/14/11	08/30/12	$1,898 71	$2,120.41	$0.00	($221.70)	$0.00
	42.000	11/15/11	08/30/12	$866.80	$904.84	$0.00	($38.04)	$0.00
	108 000	11/28/11	08/30/12	$2,228 92	$2,377.13	$0 00	($148.21)	$0 00
	10 000	12/21/11	08/30/12	$206.38	$236 79	$0.00	($30.41)	$0.00
	98.000	12/22/11	08/30/12	$2,022.53	$2,320.67	$0.00	($298.14)	$0.00
Security Subtotal	350.000			$7,223.34	$7,959.84	$0.00	($736.50)	$0.00
BROOKFIELD RESIDENTIAL PPTYS	CUSIP: 11283W104	Symbol (Box 1d): BRP						
	275 000	05/03/12	08/30/12	$3,754.35	$3,250.36	$0.00	$503 99	$0.00
	125 000	08/28/12	08/30/12	$1,706.52	$1,707 54	$1 02	($1.02)	$0.00
	125.000	08/28/12	09/05/12	$1,798.08	$1,723.57	$0 00	$74.51—	$0.00
	8.000	08/30/12	09/05/12	$115.08	$110.24	$0.00	$4.84—	$0.00
Security Subtotal	533.000			$7,374.03	$6,791.71	$1.02	$582.32	$0.00
CALLOWAY RL EST INVT TR UT NEW	CUSIP: 131253205	Symbol (Box 1d): CWYUF						
	109.000	05/18/12	08/30/12	$3,242.77	$3,029 66	$0 00	$213 11	$0 00
	122.000	06/20/12	08/30/12	$3,629.53	$3,354.51	$0.00	$275.02	$0.00
	94.000	08/02/12	08/30/12	$2,796.52	$2,778.79	$0.00	$17.73	$0.00
Security Subtotal	325.000			$9,668.82	$9,162.96	$0.00	$505.86	$0.00
CBOE HOLDINGS	CUSIP: 12503M108	Symbol (Box 1d): CBOE						
	116 000	08/29/12	08/30/12	$3,282 00	$3,345.50	$0.00	($63.50)	$0 00
COLFAX CORP	CUSIP: 194014106	Symbol (Box 1d): CFX						
	94.000	01/09/12	08/30/12	$3,014.06	$2,812 28	$0.00	$201 78	$0 00
	99.000	01/26/12	08/30/12	$3,174.38	$3,082.32	$0.00	$92.06	$0.00
Security Subtotal	193.000			$6,188.44	$5,894.60	$0.00	$293.84	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
ATTENTION: RANDALL J LEVITT
6001 MONTROSE ROAD STE 600
ROCKVILLE MD 20852-4873

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
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Taxpayer ID Number: 42-6052427
Account Number 637 086360 137

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CONTINENTAL RESOURCES INC	CUSIP: 212015101		Symbol (Box 1d): CLR					
	44.000	12/15/11	08/30/12	$3,178.92	$2,748.69	$0.00	$430.23	$0.00
	38.000	12/20/11	08/30/12	$2,745.44	$2,514.16	$0.00	$231.28	$0.00
Security Subtotal	82.000			$5,924.36	$5,262.85	$0.00	$661.51	$0.00
DISH NETWORK CORP CLASS A	CUSIP: 25470M109		Symbol (Box 1d): DISH					
	108.000	10/18/11	08/30/12	$3,448.93	$2,825.85	$0.00	$623 08	$0.00
	123.000	11/04/11	08/30/12	$3,927 95	$2,863.28	$0.00	$1,064.67	$0.00
	97.000	11/30/11	08/30/12	$3,097.65	$2,388 76	$0.00	$708 89	$0.00
	98.000	04/25/12	08/30/12	$3,129.60	$3,102.42	$0.00	$27.18	$0.00
Security Subtotal	426.000			$13,604.13	$11,180.31	$0.00	$2,423.82	$0.00
DREAMWORKS ANIMATION SKG INC	CUSIP: 26153C103		Symbol (Box 1d). DWA					
	5 000	09/22/11	08/30/12	$84.89	$90.01	$0.00	($5.12)	$0 00
	133.000	09/23/11	08/30/12	$2,257.97	$2,473.73	$0.00	($215.76)	$0.00
Security Subtotal	138.000			$2,342.86	$2,563.74	$0.00	($220.88)	$0.00
EQUITY LIFESTYLE PROPERTIES	CUSIP: 29472R108		Symbol (Box 1d): ELS					
	45.000	02/16/12	08/30/12	$3,095.83	$3,083.02	$0.00	$12.81	$0.00
	48 000	02/24/12	08/30/12	$3,302 32	$3,238.52	$0.00	$63.80	$0.00
	45.000	05/04/12	08/30/12	$3,095.93	$3,135.64	$0.00	($39.71)	$0.00
Security Subtotal	138.000			$9,494.18	$9,457.18	$0.00	$37.00	$0.00
GENERAL GROWTH PROPERTIES COM	CUSIP: 370023103		Symbol (Box 1d): GGP					
	188.000	02/02/12	06/19/12	$3,270.05	$3,016.55	$0 00	$253.50	$0 00

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IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GLENCORE INTERNATIONAL PLC	CUSIP: G39420107		Symbol (Box 1d): GLCNF					
	446.000	02/09/12	08/30/12	$2,502 00	$3,126.91	$0.00	($624.91)	$0.00
GOOGLE INC-CL A	CUSIP: 38259P508		Symbol (Box 1d): GOOG					
	5.000	09/28/11	08/30/12	$3,416.92	$2,690.70	$0.00	$726 22	$0.00
	5.000	10/25/11	08/30/12	$3,416.92	$2,929.82	$0.00	$487.10	$0.00
Security Subtotal	10.000			$6,833.84	$5,620.52	$0.00	$1,213.32	$0.00
HOWARD HUGHES CORP	CUSIP: 44267D107		Symbol (Box 1d): HHC					
	11.000	11/14/11	08/30/12	$720 63	$517 50	$0 00	$203.13	$0 00
	33.000	11/15/11	08/30/12	$2,161 89	$1,534.89	$0.00	$627.00	$0.00
	31.000	11/16/11	08/30/12	$2,030.87	$1,432 89	$0.00	$597.98	$0.00
	40.000	12/06/11	08/30/12	$2,620.47	$1,902 40	$0.00	$718.07	$0 00
	12 000	12/07/11	08/30/12	$786.14	$576.96	$0.00	$209 18	$0.00
	12.000	01/11/12	08/30/12	$786.14	$575.79	$0.00	$210.35	$0 00
	36 000	01/12/12	08/30/12	$2,358 43	$1,737.32	$0.00	$621 11	$0.00
	54 000	01/27/12	08/30/12	$3,537 64	$2,791.75	$0.00	$745.89	$0.00
	21.000	02/23/12	08/30/12	$1,375 75	$1,147 00	$0.00	$228 75	$0.00
	41 000	02/24/12	08/30/12	$2,685 98	$2,260.25	$0.00	$425.73	$0 00
	32.000	03/06/12	08/30/12	$2,096 38	$1,870.24	$0.00	$226.14	$0 00
	51.000	03/09/12	08/30/12	$3,341.09	$3,203.08	$0.00	$138.01	$0.00
Security Subtotal	374.000			$24,501.41	$19,550.07	$0.00	$4,951.34	$0.00
JARDINE STRATEGIC HLDGS ADR	CUSIP: 471122200		Symbol (Box 1d): JSHLY					
	52.000	10/20/11	08/30/12	$3,405 92	$2,891.26	$0.00	$514.66	$0 00
	51.000	10/28/11	08/30/12	$3,340.42	$3,015.14	$0.00	$325.28	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
JARDINE STRATEGIC HLDGS ADR	46 000	11/09/11	08/30/12	$3,012.93	$3,014 72	$0.00	($1 79)	$0 00
	53.000	11/25/11	08/30/12	$3,471 42	$3,069.25	$0.00	$402 17	$0 00
	39 000	12/09/11	08/30/12	$2,554 44	$2,357 80	$0.00	$196 64	$0 00
	40.000	01/09/12	08/30/12	$2,619.95	$2,380.72	$0.00	$239.23	$0.00
Security Subtotal	281.000			$18,405.08	$15,728.89	$0.00	$1,676.19	$0.00
LENNAR CORPORATION		CUSIP: 526057104	Symbol (Box 1d):LEN					
	133.000	03/01/12	08/30/12	$4,218 49	$3,103.50	$0.00	$1,114.99	$0.00
	135.000	04/03/12	08/30/12	$4,281.92	$3,578.76	$0.00	$703.16	$0.00
Security Subtotal	268.000			$8,500.41	$6,682.26	$0.00	$1,818.15	$0.00
LIBERTY INTERACTIVE CO INTER A		CUSIP: 53071M104	Symbol (Box 1d):LINTA					
	180.000	06/07/12	08/30/12	$3,265 13	$2,648 95	$0.00	$616.18	$0 00
	183.000	08/20/12	08/30/12	$3,319.54	$2,736.19	$0.00	$583.35	$0.00
Security Subtotal	363.000			$6,584.67	$5,385.14	$0.00	$1,199.53	$0.00
LIMITED BRANDS INC		CUSIP: 532716107	Symbol (Box 1d):LTD					
	91 000	09/22/11	08/30/12	$4,353 34	$3,540 29	$0.00	$813.05	$0 00
	67.000	10/03/11	08/30/12	$3,205.21	$2,522.31	$0.00	$682.90	$0.00
Security Subtotal	158.000			$7,558.55	$6,062.60	$0.00	$1,495.95	$0.00
MSC INDL DIRECT CO CLASS A		CUSIP: 553530106	Symbol (Box 1d):MSM					
	41 000	04/10/12	08/30/12	$2,798 18	$3,157.77	$0.00	($359.59)	$0 00
	46.000	06/05/12	08/30/12	$3,139.43	$3,074.04	$0.00	$65.39	$0.00
Security Subtotal	87.000			$5,937.61	$6,231.81	$0.00	($294.20)	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
ATTENTION. RANDALL J LEVITT
6001 MONTROSE ROAD STE 600
ROCKVILLE MD 20852-4873

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number 42-6052427
Account Number: 637 086360 137

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SWIRE PACIFIC SPN ADR LTD CL A	CUSIP: 870794302		Symbol (Box 1d): SWRAY					
	123.000	01/19/11	01/06/12	$1,197.28	$2,017.20	$0.00	($819.92)	$0.00
	82.000	01/26/11	01/06/12	$798.19	$1,324.07	$0.00	($525.88)	$0 00
	98.000	01/26/11	01/26/12	$1,017.83	$1,582.43	$0.00	($564.60)	$0.00
	255.000	02/15/11	01/26/12	$2,648.45	$3,723.61	$0.00	($1,075.16)	$0.00
	215.000	03/17/11	02/21/12	$2,404.09	$2,991.14	$0.00	($587.05)	$0.00
	210.000	05/06/11	02/21/12	$2,348 18	$3,207.06	$0.00	($858.88)	$0 00
	217.000	05/25/11	02/21/12	$2,426.44	$3,212.88	$0.00	($786.44)	$0.00
Security Subtotal	1,200.000			$12,840.46	$18,058.39	$0.00	($5,217.93)	$0.00
TOURMALINE OIL CORP	CUSIP: 89156V106		Symbol (Box 1d): TRMLF					
	129.000	01/25/12	08/30/12	$3,582.75	$3,146.45	$0.00	$436.30	$0.00
	115.000	03/02/12	08/30/12	$3,193.92	$2,938.19	$0.00	$255.73	$0.00
Security Subtotal	244.000			$6,776.67	$6,084.64	$0.00	$692.03	$0.00
VIACOM INC NEW CLASS B	CUSIP: 92553P201		Symbol (Box 1d): VIAB					
	67.000	03/06/12	08/30/12	$3,349.92	$3,169.29	$0.00	$180 63	$0.00
WPX ENERGY INC	CUSIP: 98212B103		Symbol (Box 1d): WPX					
	173.000	02/08/12	08/30/12	$2,673 40	$3,113.33	$0.00	($439.93)	$0.00
	181.000	02/14/12	08/30/12	$2,797.02	$3,139.93	$0.00	($342.91)	$0.00
	211.000	02/17/12	08/30/12	$3,260.61	$3,976.55	$0.00	($715.94)	$0.00
Security Subtotal	565.000			$8,731.03	$10,229.81	$0.00	($1,498.78)	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
ATTENTION: RANDALL J LEVITT
6001 MONTROSE ROAD STE 600
ROCKVILLE MD 20852-4873

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
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Identification Number: 26-4310632

Taxpayer ID Number: 42-6052427
Account Number: 637 086360 137

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Continued)

(Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WYNN RESORTS LTD	CUSIP: 983134107		Symbol (Box 1d): WYNN					
	25.000	09/30/11	08/30/12	$2,564 69	$2,911.80	$0.00	($347.11)	$0.00
Total Short Term Covered Securities				**$183,468.55**	**$174,477.37**	**$1.02**	**$8,991.18**	**$0.00**

Short Term - Noncovered Securities *

(Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
LIBERTY INTER CO VENTURE SER A	CUSIP: 53071M880		Symbol (Box 1d): LVNTA					
	0 000	08/15/12	08/15/12	$6.12	$0.00	$0 00	$6 12	$0 00
	9.000	06/07/12	08/30/12	$418.49	$349 82	$0.00	$68 67	$0 00
	9 000	06/20/12	08/30/12	$418 49	$361 34	$0.00	$57.15	$0 00
	7.000	10/05/12	10/19/12	$369.52	$251.93	$0.00	$117.59	$0.00
Security Subtotal	25.000			$1,212.62	$963.09	$0.00	$249.53	$0.00
LIBERTY MEDIA CO LIBERTY CAP A	CUSIP: 530322106		Symbol (Box 1d):					
	40.000	09/07/11	08/30/12	$4,141.92	$3,018 51	$0.00	$1,123.41	$0 00
	38 000	09/15/11	08/30/12	$3,934.82	$3,053 42	$0.00	$881 40	$0 00
	43 000	10/04/11	08/30/12	$4,452 56	$2,956.97	$0.00	$1,495 59	$0.00
	42.000	10/11/11	08/30/12	$4,349.00	$2,915.15	$0.00	$1,433.85	$0.00
Security Subtotal	163.000			$16,878.30	$11,944.05	$0.00	$4,934.25	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
ATTENTION. RANDALL J LEVITT
6001 MONTROSE ROAD STE 600
ROCKVILLE MD 20852-4873

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Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 42-6052427
Account Number: 637 086360 137

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Continued)

(Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SWIRE PACIFIC SPN ADR LTD CL A	CUSIP: 870794302		Symbol (Box 1d): SWRAY					
	0.000		02/16/12	$311.55	$0.00	$0.00	$0.00	$0.00
	0.000		02/16/12	$548.82	$0.00	$0.00	$0.00	$0.00
	0.000		02/16/12	$1,002.81	$0.00	$0.00	$0.00	$0.00
Security Subtotal	0.000			$1,863.18	$0.00	$0.00	$0.00	$0.00
Total Short Term Noncovered Securities				$19,954.10	$12,907.14	$0.00	$5,183.78	$0.00
Total Short Term Covered and Noncovered Securities				$203,422.65	$187,384.51	$1.02	16,038.14	$0.00

Long Term - Covered Securities

(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AUTONATION INC	CUSIP: 05329W102		Symbol (Box 1d): AN					
	108.000	01/05/11	08/30/12	$4,351.01	$3,061.94	$0.00	$1,289.07	$0.00
	117.000	01/18/11	08/30/12	$4,713.59	$3,295.01	$0.00	$1,418.58	$0.00
	87.000	01/25/11	08/30/12	$3,504.98	$2,537.12	$0.00	$967.86	$0.00
	96.000	02/03/11	08/30/12	$3,867.56	$2,885.92	$0.00	$981.64	$0.00
	63.000	02/09/11	08/30/12	$2,538.09	$2,138.60	$0.00	$399.49	$0.00
	137.000	02/24/11	08/30/12	$5,519.33	$4,449.77	$0.00	$1,069.56	$0.00
	102.000	03/09/11	08/30/12	$4,109.28	$3,418.46	$0.00	$690.82	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
ATTENTION: RANDALL J LEVITT
6001 MONTROSE ROAD STE 600
ROCKVILLE MD 20852-4873

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
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Identification Number: 26-4310632

Taxpayer ID Number: 42-6052427
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc..

Long Term - Covered Securities (Continued) (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AUTONATION INC	73 000	03/29/11	08/30/12	$2,940 96	$2,525 91	$0.00	$415.05	$0 00
	93.000	04/19/11	08/30/12	$3,746.70	$3,041.37	$0.00	$705.33	$0.00
Security Subtotal	876.000			$35,291.50	$27,354.10	$0.00	$7,937.40	$0.00
DREAMWORKS ANIMATION SKG INC	CUSIP: 26153C103	Symbol (Box 1d): DWA						
	105 000	01/06/11	08/30/12	$1,782.61	$3,099.48	$0.00	($1,316.87)	$0.00
	128 000	02/22/11	08/30/12	$2,139.13	$3,541.43	$0.00	($1,402.30)	$0.00
	117 000	05/02/11	08/30/12	$1,986 33	$3,084.23	$0.00	($1,097.90)	$0.00
	126.000	06/20/11	08/30/12	$2,139 13	$2,702.01	$0.00	($562 88)	$0.00
	154.000	07/14/11	08/30/12	$2,614 49	$3,224 90	$0.00	($610.41)	$0.00
	182.000	08/05/11	08/30/12	$3,089.85	$3,544 52	$0 00	($454.67)	$0 00
	105.000	08/23/11	08/30/12	$1,782.61	$1,984.17	$0.00	($201.56)	$0.00
Security Subtotal	915.000			$15,534.15	$21,180.74	$0.00	($5,646.59)	$0.00
FRANCO-NEVADA CORP	CUSIP: 351858105	Symbol (Box 1d): FNV						
	94 000	02/09/11	08/30/12	$4,600.56	$2,811.49	$0.00	$1,789 07	$0.00
	22.000	03/09/11	08/30/12	$1,076.73	$788 71	$0.00	$288.02	$0.00
	111.000	03/10/11	08/30/12	$5,432.56	$3,903.76	$0.00	$1,528.80	$0.00
Security Subtotal	227.000			$11,109.85	$7,503.96	$0.00	$3,605.89	$0.00
GREENLIGHT CAP RE LTD A	CUSIP: G4095J109	Symbol (Box 1d): GLRE						
	129 000	03/30/11	08/30/12	$3,108.73	$3,611 96	$0,00	($503 23)	$0.00
	72 000	05/05/11	08/30/12	$1,735 10	$1,914 43	$0.00	($179 33)	$0.00
	50 000	05/06/11	08/30/12	$1,204.93	$1,343 67	$0.00	($138.74)	$0 00
	39.000	07/07/11	08/30/12	$939 85	$1,044 11	$0.00	($104 26)	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
ATTENTION: RANDALL J LEVITT
6001 MONTROSE ROAD STE 600
ROCKVILLE MD 20852-4873

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
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Identification Number: 26-4310632

Taxpayer ID Number: 42-6052427
Account Number: 637 086360 137

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Continued) (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GREENLIGHT CAP RE LTD A	37.000	07/08/11	08/30/12	$891 65	$982.28	$0.00	($90 63)	$0.00
	38.000	07/11/11	08/30/12	$915.73	$989 47	$0.00	($73.74)	$0.00
Security Subtotal	365.000			$8,795.99	$9,885.92	$0.00	($1,089.93)	$0.00
HENDERSON LAND DEVELOPMENT	CUSIP: Y31476107	Symbol (Box 1d): HLDVF						
	200 000	04/01/11	08/30/12	$1,181.97	$1,374.88	$0.00	($192 91)	$0.00
	400.000	04/08/11	08/30/12	$2,363 95	$2,907.92	$0.00	($543.97)	$0 00
	500.000	05/11/11	08/30/12	$2,954.93	$3,335.10	$0.00	($380.17)	$0.00
Security Subtotal	1,100.000			$6,500.85	$7,617.90	$0.00	($1,117.05)	$0.00
HOWARD HUGHES CORP	CUSIP: 44267D107	Symbol (Box 1d): HHC						
	57 000	01/07/11	08/30/12	$3,734 17	$3,164.53	$0.00	$569 64	$0.00
	47 000	04/25/11	08/30/12	$3,079 06	$3,009.27	$0.00	$69.79	$0 00
	7 000	04/26/11	08/30/12	$458.58	$450 52	$0.00	$8.06	$0 00
	69.000	08/09/11	08/30/12	$4,520.32	$3,305.18	$0.00	$1,215.14	$0.00
	47.000	08/18/11	08/30/12	$3,079.06	$2,428.18	$0.00	$650.88	$0.00
Security Subtotal	227.000			$14,871.19	$12,357.68	$0.00	$2,513.51	$0.00
JARDEN CORP	CUSIP: 471109108	Symbol (Box 1d): JAH						
	185.000	08/01/11	08/30/12	$8,890 58	$5,810 05	$0.00	$3,080 53	$0.00
LIMITED BRANDS INC	CUSIP: 532716107	Symbol (Box 1d): LTD						
	80.000	07/21/11	08/30/12	$3,827.11	$3,269 35	$0.00	$567 76	$0.00
	94 000	07/27/11	08/30/12	$4,496 86	$3,550 96	$0.00	$945 90	$0.00
	85.000	08/04/11	08/30/12	$4,066.31	$3,054 93	$0.00	$1,011.38	$0 00
	64.000	08/11/11	08/30/12	$3,061.69	$2,219.69	$0.00	$842.00	$0.00
Security Subtotal	323.000			$15,451.97	$12,084.93	$0.00	$3,367.04	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Continued)

(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SWIRE PACIFIC SPN ADR LTD CL A	CUSIP: 870794302	Symbol (Box 1d): SWRAY						
	3.000	02/15/11	02/21/12	$33.55	$43 81	$0.00	($10.26)	$0 00
WYNN RESORTS LTD	CUSIP: 983134107	Symbol (Box 1d): WYNN						
	20.000	07/22/11	08/30/12	$2,051 76	$3,325 04	$0 00	($1,273.29)	$0.00
Total Long Term Covered Securities				**$118,531.38**	**$107,164.13**	**$0.00**	**$11,367.25**	**$0.00**

Long Term - Noncovered Securities

(Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AUTONATION INC	CUSIP: 05329W102	Symbol (Box 1d): AN						
	27.000	12/08/10	08/30/12	$1,087 75	$709.58	$0.00	$378 17	$0.00
	112.000	12/15/10	08/30/12	$4,512.15	$3,018.83	$0.00	$1,493.32	$0.00
Security Subtotal	139.000			$5,599.90	$3,728.41	$0.00	$1,871.49	$0.00
BEIJING CAP INTL AIRPORT-H SHR	CUSIP: Y07717104	Symbol (Box 1d): BJCHF						
	4,900.000	10/11/07	08/30/12	$3,282 92	$10,723 65	$0.00	($7,440 73)	$0.00
	2,000.000	12/12/07	08/30/12	$1,339.87	$3,350.40	$0.00	($2,010.43)	$0.00
Security Subtotal	6,900.000			$4,622.89	$14,074.05	$0.00	($9,451.16)	$0.00
BERKSHIRE HATHAWAY CL-B NEW	CUSIP: 084670702	Symbol (Box 1d): BRK'B						
	232.000	12/04/07	08/30/12	$19,497.16	$22,009.68	$0.00	($2,512.52)	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
ATTENTION: RANDALL J LEVITT
6001 MONTROSE ROAD STE 600
ROCKVILLE MD 20852-4873

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 42-6052427
Account Number: 637 086360 137

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BOK FINANCIAL CORP NEW	CUSIP: 05561Q201	Symbol (Box 1d): BOKF						
	10 000	03/23/10	08/30/12	$573.99	$523.99	$0.00	$50.00	$0.00
	44.000	03/24/10	08/30/12	$2,525.54	$2,311.10	$0.00	$214.44	$0.00
Security Subtotal	54.000			$3,099.53	$2,835.09	$0.00	$264.44	$0.00
BROOKFIELD ASSET MGNT CL A LTD	CUSIP: 112585104	Symbol (Box 1d): BAM						
	1,330.000	10/10/07	08/30/12	$46,003.00	$53,043 33	$0 00	($7,040 33)	$0.00
CME GROUP INC	CUSIP: 12572Q105	Symbol (Box 1d): CME						
	230.000	03/05/09	08/30/12	$12,439 82	$8,424 43	$0.00	$4,015 39	$0 00
CNOOC LTD ADS	CUSIP: 126132109	Symbol (Box 1d): CEO						
	15.000	10/10/07	01/25/12	$2,996.97	$2,478 80	$0.00	$518 17	$0.00
	16 000	10/10/07	02/07/12	$3,459.36	$2,644 05	$0 00	$815.31	$0 00
	20.000	10/10/07	02/21/12	$4,431.94	$3,305.06	$0.00	$1,126.88	$0.00
Security Subtotal	51.000			$10,888.27	$8,427.91	$0.00	$2,460.36	$0.00
DREAMWORKS ANIMATION SKG INC	CUSIP: 26153C103	Symbol (Box 1d): DWA						
	94.000	06/24/10	08/30/12	$1,595 86	$2,665 17	$0.00	($1,069 31)	$0.00
	103.000	06/29/10	08/30/12	$1,748.65	$3,011.35	$0.00	($1,262.70)	$0.00
Security Subtotal	197.000			$3,344.51	$5,676.52	$0.00	($2,332.01)	$0.00
FOREST CY ENTERPRISE A	CUSIP: 345550107	Symbol (Box 1d): FCE'A						
	48.000	04/26/10	01/04/12	$544.80	$735.97	$0.00	($191.17)	$0 00
	133.000	05/10/10	01/04/12	$1,575 19	$1,994 49	$0.00	($419.30)	$0.00
	69 000	05/10/10	01/05/12	$816 66	$1,034 74	$0.00	($218.08)	$0 00
	50 000	07/20/10	01/05/12	$591 78	$607 20	$0.00	($15 42)	$0 00
	134.000	07/20/10	02/02/12	$1,772 48	$1,627 30	$0 00	$145 18	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
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ROCKVILLE MD 20852-4873

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

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FOREST CY ENTERPRISE A	46.000	08/20/10	02/02/12	$608.46	$519 66	$0.00	$88 80	$0.00
	74.000	08/23/10	02/02/12	$978.83	$837 57	$0.00	$141.26	$0 00
	127.000	08/23/10	05/15/12	$1,898 15	$1,437.45	$0.00	$460 70	$0.00
	78 000	10/20/10	05/15/12	$1,165 79	$1,095.42	$0.00	$70.37	$0.00
	80.000	10/20/10	08/30/12	$1,199.59	$1,123.50	$0.00	$76 09	$0.00
	40 000	10/21/10	08/30/12	$599 79	$572.72	$0.00	$27.07	$0.00
	169.000	11/22/10	08/30/12	$2,534.13	$2,575.90	$0.00	($41.77)	$0.00
Security Subtotal	1,046.000			$14,285.65	$14,161.92	$0.00	$123.73	$0.00
FRANCO-NEVADA CORP	CUSIP: 351858105	Symbol (Box 1d): FNV						
	12.000	09/22/10	01/04/12	$472.95	$386 73	$0.00	$86.22	$0 00
	51 000	10/14/10	01/04/12	$2,010.06	$1,725.05	$0.00	$285 01	$0.00
	39.000	10/14/10	02/08/12	$1,672.40	$1,319 16	$0.00	$353 24	$0.00
	16.000	11/03/10	02/08/12	$686.11	$540.14	$0.00	$145.97	$0 00
	65 000	11/03/10	03/06/12	$2,713.82	$2,194 31	$0.00	$519.51	$0 00
	8.000	11/03/10	06/12/12	$364 28	$270.07	$0.00	$94.21	$0 00
	84 000	11/18/10	06/12/12	$3,824 90	$2,787 97	$0.00	$1,036.93	$0 00
	6.000	12/20/10	06/12/12	$273.20	$195 61	$0.00	$77 59	$0.00
	90.000	12/20/10	08/30/12	$4,404.79	$2,934.08	$0.00	$1,470.71	$0.00
Security Subtotal	371.000			$16,422.51	$12,353.12	$0.00	$4,069.39	$0.00
GREENLIGHT CAP RE LTD A	CUSIP: G4095J109	Symbol (Box 1d): GLRE						
	55.000	03/23/10	08/30/12	$1,325.43	$1,414 58	$0.00	($89 15)	$0 00
	17 000	06/08/10	08/30/12	$409 68	$395 18	$0.00	$14.50	$0 00
	36 000	06/09/10	08/30/12	$867.55	$850 72	$0.00	$16 83	$0.00
	106.000	06/10/10	08/30/12	$2,554.46	$2,565.01	$0 00	($10 55)	$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

030397 MS13OA01 145649

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
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6001 MONTROSE ROAD STE 600
ROCKVILLE MD 20852-4873

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Taxpayer ID Number: 42-6052427
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Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GREENLIGHT CAP RE LTD A	32.000	11/05/10	08/30/12	$771.16	$946.72	$0.00	($175.56)	$0.00
	61.000	11/08/10	08/30/12	$1,470.02	$1,809.52	$0.00	($339.50)	$0.00
Security Subtotal	307.000			$7,398.30	$7,981.73	$0.00	($583.43)	$0.00
GRUPO TELEVISA S.A.GLOBAL DEP	CUSIP: 40049J206	Symbol (Box 1d): TV						
	107.000	10/21/09	01/26/12	$2,189 76	$2,201.96	$0.00	($12.20)	$0 00
	175.000	10/21/09	03/07/12	$3,565.38	$3,601.34	$0.00	($35.96)	$0.00
	153.000	10/21/09	04/11/12	$3,121.71	$3,148 60	$0.00	($26.89)	$0 00
	228.000	10/21/09	04/25/12	$4,599.97	$4,692.03	$0.00	($92.06)	$0.00
Security Subtotal	663.000			$13,476.82	$13,643.93	$0.00	($167.11)	$0.00
HENDERSON LAND DEVELOPMENT	CUSIP: Y31476107	Symbol (Box 1d): HLDVF						
	3,000 000	10/13/08	08/30/12	$17,729 60	$10,547.70	$0.00	$7,181 90	$0.00
	900.000	10/28/10	08/30/12	$5,318.88	$6,538.86	$0.00	($1,219.98)	$0.00
Security Subtotal	3,900.000			$23,048.48	$17,086.56	$0.00	$5,961.92	$0.00
IMPERIAL OIL LTD COM NEW	CUSIP: 453038408	Symbol (Box 1d): IMO						
	57 000	10/10/07	02/29/12	$2,732.56	$2,694 27	$0.00	$38.29	$0.00
	185.000	10/10/07	08/30/12	$8,459.01	$8,744.56	$0.00	($285.55)	$0.00
Security Subtotal	242.000			$11,191.57	$11,438.83	$0.00	($247.26)	$0.00
JARDEN CORP	CUSIP: 471109108	Symbol (Box 1d): JAH						
	57 000	03/10/10	08/30/12	$2,739.26	$1,989.82	$0.00	$749 44	$0 00
	62 000	03/11/10	08/30/12	$2,979.55	$2,152 63	$0.00	$826.92	$0.00
	95 000	06/24/10	08/30/12	$4,565.44	$2,728.60	$0.00	$1,836 84	$0 00
	55 000	07/14/10	08/30/12	$2,643 15	$1,613 63	$0.00	$1,029.52	$0.00
	116.000	08/09/10	08/30/12	$5,574 64	$3,301 00	$0.00	$2,273.64	$0 00
	90.000	08/31/10	08/30/12	$4,325 15	$2,427.20	$0.00	$1,897.95	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
ATTENTION: RANDALL J LEVITT
6001 MONTROSE ROAD STE 600
ROCKVILLE MD 20852-4873

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
JARDEN CORP	121.000	09/13/10	08/30/12	$5,814.92	$3,596.05	$0.00	$2,218.87	$0.00
	95 000	09/24/10	08/30/12	$4,565 44	$2,890.59	$0.00	$1,674.85	$0.00
	82.000	10/26/10	08/30/12	$3,940 69	$2,771.28	$0 00	$1,169.41	$0.00
	96.000	11/15/10	08/30/12	$4,613 49	$3,083.52	$0 00	$1,529.97	$0.00
	97.000	12/20/10	08/30/12	$4,661 55	$3,090.59	$0.00	$1,570.96	$0.00
Security Subtotal	966.000			$46,423.28	$29,644.91	$0.00	$16,778.37	$0.00
LEUCADIA NAT CP	CUSIP: 527288104	Symbol (Box 1d): LUK						
	428.000	10/10/07	08/30/12	$9,220.19	$21,669.64	$0.00	($12,449.45)	$0.00
	169.000	05/06/10	08/30/12	$3,640.68	$3,985.95	$0.00	($345.27)	$0.00
	390.000	08/27/10	08/30/12	$8,401.58	$8,204.86	$0.00	$196.72	$0.00
	92.000	10/11/10	08/30/12	$1,981.91	$2,258 22	$0.00	($276 31)	$0 00
	49.000	10/12/10	08/30/12	$1,055.59	$1,202.67	$0.00	($147.08)	$0.00
Security Subtotal	1,128.000			$24,299.95	$37,321.34	$0.00	($13,021.39)	$0.00
LIBERTY MEDIA CO LIBERTY CAP A	CUSIP: 530322106	Symbol (Box 1d):						
	47.000	06/08/10	02/29/12	$4,189.94	$1,841.31	$0 00	$2,348.63	$0 00
	16.000	06/08/10	08/30/12	$1,656.77	$626.83	$0.00	$1,029.94	$0 00
	65.000	06/21/10	08/30/12	$6,730 61	$2,859.58	$0.00	$3,871.03	$0.00
	43.000	07/14/10	08/30/12	$4,452 56	$1,999 81	$0.00	$2,452.75	$0.00
	63.000	08/06/10	08/30/12	$6,523 52	$2,962.06	$0.00	$3,561 46	$0 00
	56.000	08/12/10	08/30/12	$5,798 68	$2,571 25	$0.00	$3,227 43	$0.00
	46 000	09/07/10	08/30/12	$4,763.20	$2,224.95	$0.00	$2,538.25	$0 00
	61 000	12/14/10	08/30/12	$6,316.42	$3,750 83	$0.00	$2,565 59	$0.00
	17.000	07/15/11	08/30/12	$1,760.31	$1,421 36	$0.00	$338.95	$0 00
	59 000	07/18/11	08/30/12	$6,005 78	$5,029 04	$0 00	$976.74	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.) **(Continued)**

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LIBERTY MEDIA CO LIBERTY CAP A	33 000	07/29/11	08/30/12	$3,417 08	$2,845.70	$0.00	$571.38	$0 00
	40 000	08/17/11	08/30/12	$4,141 92	$3,146.24	$0.00	$995 68	$0 00
	33.000	08/26/11	08/30/12	$3,417.08	$2,445.05	$0.00	$972.03	$0.00
Security Subtotal	578.000			$59,173.87	$33,724.01	$0.00	$25,449.86	$0.00
MARKET VECTORS GAMING ETF	CUSIP: 57060U829	Symbol (Box 1d): BJK						
	119.000	03/13/09	02/22/12	$4,037.63	$1,791.39	$0.00	$2,246.24	$0 00
	67.000	04/29/09	02/22/12	$2,273.29	$1,296.70	$0.00	$976.59	$0.00
	53.000	04/29/09	04/26/12	$1,931 32	$1,025.74	$0.00	$805.58	$0.00
	35 000	05/08/09	04/26/12	$1,275.40	$777.13	$0.00	$498.27	$0.00
	185.000	05/08/09	08/30/12	$5,874.13	$4,107.69	$0.00	$1,766.44	$0 00
	220 000	05/21/09	08/30/12	$6,985.45	$4,664.81	$0.00	$2,320.64	$0.00
	60.000	03/25/11	08/30/12	$1,905.13	$1,934.36	$0.00	($29.23)	$0.00
Security Subtotal	739.000			$24,282.35	$15,597.82	$0.00	$8,684.53	$0.00
MASTERCARD INC CL A	CUSIP: 57636Q104	Symbol (Box 1d): MA						
	6 000	08/28/08	04/03/12	$2,627 44	$1,446 65	$0.00	$1,180.79	$0 00
	8.000	08/28/08	05/01/12	$3,717.77	$1,928.86	$0 00	$1,788.91	$0.00
	7.000	08/28/08	06/06/12	$2,919.41	$1,687.75	$0.00	$1,231.66	$0 00
	3.000	08/28/08	06/20/12	$1,285 18	$723 32	$0.00	$561 86	$0.00
	2 000	02/26/09	06/20/12	$856 79	$311 16	$0.00	$545 63	$0.00
	8.000	02/26/09	08/28/12	$3,394 86	$1,244 65	$0.00	$2,150 21	$0.00
	24.000	02/26/09	08/30/12	$10,109.29	$3,733.94	$0.00	$6,375.35	$0.00
Security Subtotal	58.000			$24,910.74	$11,076.33	$0.00	$13,834.41	$0.00

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Morgan Stanley

Corporate Tax Statement
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Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

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NYSE EURONEXT		CUSIP: 629491101	Symbol (Box 1d): NYX					
	119.000	10/10/07	06/05/12	$2,856.31	$9,971.71	$0.00	($7,115.40)	$0.00
	244.000	10/10/07	08/24/12	$6,112.87	$20,379.65	$0.00	($14,266.78)	$0.00
Security Subtotal	363.000			$8,969.18	$30,351.36	$0.00	($21,382.18)	$0.00
ORCHARD SUPPLY HARDWARE CL A		CUSIP: 685691404	Symbol (Box 1d): OSH					
	1.000	04/27/10	08/30/12	$14.30	$105 02	$0.00	($90 72)	$0.00
	2.000	05/26/10	08/30/12	$28.60	$105.26	$0.00	($76.66)	$0 00
	2.000	06/16/10	08/30/12	$28 60	$101.45	$0.00	($72 85)	$0 00
	2 000	06/23/10	08/30/12	$28 60	$93 96	$0.00	($65 36)	$0.00
	2.000	07/07/10	08/30/12	$28.60	$75 54	$0.00	($46 94)	$0 00
	2 000	07/15/10	08/30/12	$28 60	$97.61	$0.00	($69.01)	$0 00
	1 000	07/22/10	08/30/12	$14.30	$54 59	$0.00	($40.29)	$0.00
	2.000	07/29/10	08/30/12	$28.60	$91.36	$0.00	($62.76)	$0.00
	2 000	08/05/10	08/30/12	$28.60	$93.40	$0.00	($64 80)	$0.00
	1.000	11/17/10	08/30/12	$14.30	$28.49	$0.00	($14 19)	$0 00
	2.000	11/18/10	08/30/12	$28.59	$86.39	$0.00	($57.80)	$0.00
Security Subtotal	19.000			$271.69	$933.07	$0.00	($661.38)	$0.00
ORCHARD SUPPLY HRDWRE CL A PFD		CUSIP: 685691503	Symbol (Box 1d): OSHSP					
	1 000	04/27/10	08/30/12	$1 70	$3.20	$0.00	($1.50)	$0.00
	2.000	05/26/10	08/30/12	$3 40	$3.20	$0.00	$0.20	$0.00
	2.000	06/16/10	08/30/12	$3 40	$3.09	$0.00	$0 31	$0.00
	2.000	06/23/10	08/30/12	$3 40	$2.86	$0.00	$0.54	$0 00
	2.000	07/07/10	08/30/12	$3 40	$2 30	$0.00	$1.10	$0 00
	2 000	07/15/10	08/30/12	$3.40	$2 97	$0.00	$0 43	$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
ATTENTION: RANDALL J LEVITT
6001 MONTROSE ROAD STE 600
ROCKVILLE MD 20852-4873

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 42-6052427
Account Number: 637 086360 137

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ORCHARD SUPPLY HRDWRE CL A	1 000	07/22/10	08/30/12	$1 70	$2.44	$0.00	($0.74)	$0.00
	2.000	07/29/10	08/30/12	$3 40	$2 78	$0.00	$0 62	$0.00
	2.000	08/05/10	08/30/12	$3 40	$2 84	$0.00	$0.56	$0.00
	1.000	11/17/10	08/30/12	$1.70	$0 87	$0.00	$0.83	$0 00
	2.000	11/18/10	08/30/12	$3.39	$2.63	$0.00	$0.76	$0.00
Security Subtotal	19.000			$32.29	$29.18	$0.00	$3.11	$0.00
SEARS HOLDING CORP	CUSIP: 812350106	Symbol (Box 1d): SHLD						
	24 000	04/27/10	08/30/12	$1,277.87	$2,801.04	$0.00	($1,523.07)	$0.00
	34.000	05/26/10	08/30/12	$1,810.46	$2,807.34	$0.00	($996.88)	$0 00
	35.000	06/16/10	08/30/12	$1,863.71	$2,705.78	$0.00	($842.07)	$0 00
	35.000	06/23/10	08/30/12	$1,863 71	$2,505 88	$0.00	($642 17)	$0.00
	34.000	07/07/10	08/30/12	$1,810 46	$2,014.79	$0.00	($204 33)	$0.00
	41 000	07/15/10	08/30/12	$2,183.20	$2,603.18	$0.00	($419.98)	$0 00
	46 000	07/22/10	08/30/12	$2,449 45	$2,911 84	$0.00	($462.39)	$0.00
	37 000	07/29/10	08/30/12	$1,970.21	$2,436 67	$0.00	($466 46)	$0.00
	36 000	08/05/10	08/30/12	$1,916.96	$2,491.15	$0.00	($574 19)	$0.00
	5 000	08/05/10	08/30/12	$266 24	$359.36	$0.00	($93 12)	$0 00
	12.000	11/17/10	08/30/12	$638 99	$789 33	$0.00	($150 34)	$0 00
	12 000	11/17/10	08/30/12	$638.99	$759.97	$0.00	($120 98)	$0 00
	38 000	11/18/10	08/30/12	$2,023.44	$2,304.09	$0.00	($280.66)	$0.00
	38.000	11/18/10	08/30/12	$2,023.45	$2,393.11	$0.00	($369.66)	$0.00
Security Subtotal	427.000			$22,737.24	$29,883.53	$0.00	($7,146.29)	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LEVITT FOUNDATION
ATTENTION: RANDALL J LEVITT
6001 MONTROSE ROAD STE 600
ROCKVILLE MD 20852-4873

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VORNADO REALTY TR S B I	CUSIP: 929042109		Symbol (Box 1d): VNO					
	106.000	03/24/09	08/30/12	$8,562.48	$3,841.49	$0.00	$4,720.99	$0.00
	1.000	06/15/09	08/30/12	$80.78	$47.60	$0.00	$33.18	$0.00
Security Subtotal	107.000			$8,643.26	$3,889.09	$0.00	$4,754.17	$0.00
Total Long Term Noncovered Securities				$411,062.26	$387,336.15	$0.00	$23,726.11	$0.00
Total Long Term Covered and Noncovered Securities				$529,593.64	$494,500.28	$0.00	$35,093.36	$0.00
Total Short and Long Term, Covered and Noncovered Securities				$733,016.29	$681,884.79	$1.02	$49,268.32	$0.00

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	$733,016.29			
Total Cost or Other Basis (Box 3)		$281,641.50		
Total Wash Sale Loss Disallowed (Box 5)			$1.02	
Total Fed Tax Withheld (Box 4)				$0.00

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

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FF-28

THE LEVITT FOUNDATION

EIN: 42-6052427

FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2012

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
American Cancer Society San Diego, CA 90218	None	Public	Charitable	500.00
American Diebetes Society Urbandal, IA 50322	None	Public	Charitable	25.00
Adas Israel Congregation Washington, DC 20008	None	Public	Charitable	25,000.00
Alexander Muss High School in Israel Rockville Centre, NY 11570	None	Public	Charitable	180.00
American Israeli Cooperative Enterprise Chevy Chase, MD 20815	None	Public	Charitable	180.00
American Israel Education Foudation Washington, DC 20001	None	Public	Charitable	75,000.00
American Islamic Forum for Democracy Phoenix, AZ 85001	None	Public	Charitable	500.00
Aspen Music Festival Aspen, CO 81611	None	Public	Charitable	1,210.00
American University Washington DC 20016	None	Public	Charitable	180.00
BBYO, Inc Washington DC 20016	None	Public	Charitable	7,500.00
Blank Childrens Development Center Des Moines, IA 50309	None	Public	Charitable	100.00
Blank Park Zoo Des Moines, IA 50315	None	Public	Charitable	500.00
B'nai Jeshurun Des Moines, IA 50315	None	Public	Charitable	100.00
Boys & Girls Club Des Moines, IA 50316	None	Public	Charitable	5,025.00
Bravo Greater DM Des Moines, IA 50309	None	Public	Charitable	2,500.00
Buena Vista University Storm Lake, IA 50588	None	Public	Charitable	100.00
Building Steps Brooklandville, MD	None	Public	Charitable	1,200.00
Camp Ramah in New England Needham Heights, MA 02494	None	Public	Charitable	1,200.00

THE LEVITT FOUNDATION

EIN: 42-6052427

FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2012

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Camp Ramah in Wisconsin Chicago, IL 60601	None	Public	Charitable	1,000.00
Capital Camps Rockville, MD 20852	None	Public	Charitable	20,000.00
Center for Creative Change Washington, DC 20016	None	Public	Charitable	2,500.00
Chabad Shul of Potomac Potomac, MD 20854	None	Public	Charitable	5,000.00
Charles E. Smith Jewish Day School Rockville, MD 20852	None	Public	Charitable	2,500.00
Citizens United for Research in Epilepsy Chicago, Il 60654	None	Public	Charitable	16,000.00
City If Hope Los Angeles, CA 20017	None	Public	Charitable	100.00
Civic Center of Greater Des Moines Des Moines, IA	None	Public	Charitable	1,250.00
CLAL-The National Jewish Center fo Learning & Leadership New York, NY 10016	None	Public	Charitable	360.00
Colorado College Colorado Springs, CO 80901	None	Public	Charitable	500.00
Cure PSP Timonium, MD 21093	None	Public	Charitable	25.00
Congregation Beth El Bethesda, MD 20814	None	Public	Charitable	8,360.00
Convergence Washington, DC 20036	None	Public	Charitable	430.00
David Horowitz Freedom Center Houston, TX 77219	None	Public	Charitable	50.00
Des Moines Art Center Des Moines, IA 50312	None	Public	Charitable	30,400.00
Des Moines Botanical Des Moines, IA 50316	None	Public	Charitable	16,766.67
Eisenhower Schnitzer Novak Breast Center Rancho Mirage, CA 92270	None	Public	Charitable	50.00
Eisenhower Neuroscience Institute Rancho Mirage, CA 92270	None	Public	Charitable	100.00

THE LEVITT FOUNDATION

EIN: 42-6052427

FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2012

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Foundation for the Children of the Californians San Diego, CA 92108	None	Public	Charitable	25.00
Foundation for Democracy in Iran Rockville, MD 20852	None	Public	Charitable	250.00
Francis Parker School San Diego, CA 92111	None	Public	Charitable	2,500.00
Friendship Circle Potomac, MD 20854	None	Public	Charitable	360.00
Glanton Scholarship Fund/Des Moines University Des Moines, IA 50312	None	Public	Charitable	100.00
Greater Washington Community Kollel Silver Spring, MD 20901	None	Public	Charitable	18,000.00
HCI Foundation West Des Moine, IA 50266	None	Public	Charitable	50.00
Highpoint Center for Printmaking Minneapolis, MN 55408	None	Public	Charitable	100.00
Honest Reporting Skokie, IL 60077	None	Public	Charitable	100.00
Indiana University Foundation Indianapolis, IN 46206	None	Public	Charitable	200.00
Iowa Coalition Against Domestic Violence Des Moines, IA 50312	None	Public	Charitable	50.00
International Community Foundation National City, CA 91950	None	Public	Charitable	1,500.00
Israel Tennis Center Deerfield Beach, FL 33442	None	Public	Charitable	3,800.00
Israel Childeren's Center Deerfield Beach, FL 33442	None	Public	Charitable	1,500.00
Jackie Family Robison YMCA San Diego, CA 92102	None	Public	Charitable	1,000.00
JCADA Rockville, MD 20847	None	Public	Charitable	1,500.00
JCRC Rockville, MD 20852	None	Public	Charitable	3,700.00
Jewish Community Center of Greater Washington Rockville, MD 20852	None	Public	Charitable	360.00

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THE LEVITT FOUNDATION

EIN: 42-6052427

FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2012

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Jewish Community Foundaion of San Diago San Diago, CA 92123	None	Public	Charitable	27,500.00
Jewish Family and Children's Service Minnetonka, MN 55305	None	Public	Charitable	175.00
Jewish Family Service Palm Springs, CA 92262	None	Public	Charitable	1,000.00
JINSA Washington, DC 20005	None	Public	Charitable	5,000.00
Jewish Social Service Agency Rockville, MD 20849	None	Public	Charitable	3,900.00
Jewish United Fund of Metropolitan Chicago Chicago, IL 60606	None	Public	Charitable	18,000.00
Leukemia and Lymphoma Society West Des Moines, IA 50265	None	Public	Charitable	25.00
Lord Loves the Children La Jolla, CA 92037	None	Public	Charitable	1,000.00
Mayo Clinic Health Solutions Rochester, MN 55902	None	Public	Charitable	20,100.00
Middle East Forum Philadelphia, PA 19102	None	Public	Charitable	500.00
Museum of Contempory Art Chicago, IL 60611	None	Public	Charitable	30.00
N.C. Little Hospic Edina, MN 55435	None	Public	Charitable	25.00
New York Medical College Vahalla, NY 10595	None	Public	Charitable	500.00
Operation Embrace Potomac, MD 20854	None	Public	Charitable	1,500.00
Orchard Place Des Moines, IA 50312	None	Public	Charitable	25.00
Partnership for Jewish Life & Learning Rockville, MD 20814	None	Public	Charitable	750.00
Palm Springs Desert Museum Palm Springs, CA 92263	None	Public	Charitable	2,550.00
Palm Springs Friends of the Philharmonic Palm Desert, CA 92255	None	Public	Charitable	2,460.00

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THE LEVITT FOUNDATION

EIN: 42-6052427

FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2012

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Service Dogs of Virginia Charlottesville, VA 22902	None	Public	Charitable	50.00
Susan G. Komen for the Cure Sandy, UT 84093	None	Public	Charitable	500.00
Tamarisk Employee Scholarship Fund Rancho Mirage, CA 92270	None	Public	Charitable	50.00
Temple B;nai Jeshurun Des Moines, IA 50312	None	Public	Charitable	175.00
The Gillespie School La Jolla, CA 92037	None	Public	Charitable	9,000.00
The Israel Project Washington, DC 20006	None	Public	Charitable	150,000.00
The Jewish Federation of Greater Des Moines Waukee, IA 50263	None	Public	Charitable	2,000.00
The Jewish Federation of Greater Washington Rockville, MD 20852	None	Public	Charitable	134,500.00
The Jewish Policy Center Washington, DC 20001	None	Public	Charitable	7,500.00
The Life Center Des Moines, IA 50312	None	Public	Charitable	4,950.00
The Woman's Foundation San Francisco, CA 94104	None	Public	Charitable	2,500.00
Trinity Episcopal Parish Waterloo, IA 50701	None	Public	Charitable	100.00
University of Iowa Foundation Iowa City, IA 52244	None	Public	Charitable	54,050.00
Valley Evangelical Free Church West Des Moines, IA 50265	None	Public	Charitable	100.00
Washington Legal Clinic for the Homeless, Inc. Washington, DC 20009	None	Public	Charitable	1,200.00
Yale Law School New Haven, CT 06503	None	Public	Charitable	250.00
				$ 713,451.67

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	4,253.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,253.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	56,948.	0.	56,948.
TOTAL TO FM 990-PF, PART I, LN 4	56,948.	0.	56,948.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME FROM PASSTHROUGH - NORTHSTAR SEIDLER PARTNERS	17,532.	17,532.	
INTEREST INCOME FROM PASSTHROUGH - WILLIAM BLAIR CAPITAL PARTNERS VI	115.	115.	
MISC INCOME	5.	5.	
TOTAL TO FORM 990-PF, PART I, LINE 11	17,652.	17,652.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,400.	5,400.		0.
TO FORM 990-PF, PG 1, LN 16B	5,400.	5,400.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	20,824.	20,824.		0.
PORTFOLIO DEDUCTIONS FROM PASSTHROUGH-NORTHSTAR SEIDLER PARTNERS	1,596.	1,596.		0.
PORTFOLIO DEDUCTIONS FROM PASSTHROUGH-CONCORD PARTNERS III	117.	117.		0.
PORTFOLIO DEDUCTIONS FROM PASSTHROUGH-WILLIAM BLAIR CAPITAL PARTNERS VI	103.	103.		0.
TO FORM 990-PF, PG 1, LN 16C	22,640.	22,640.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	3,270.	3,270.		0.
TO FORM 990-PF, PG 1, LN 18	3,270.	3,270.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	82.	82.		0.
TO FORM 990-PF, PG 1, LN 23	82.	82.		0.

FOOTNOTES	STATEMENT 8
THE FOLLOWING AMOUNT WHICH IS INCLUDED IN OTHER PROFESSIONAL FEES (PART I LINE 16C), WAS PAID TO NELLIS CORPORATION FOR MANAGEMENT SERVICES. RICHARD LEVITT, PRESIDENT/TREASURER OF OF THE FOUNDATION, OWNS 100% OF NELLIS CORPORATION.	16,517.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN FUNDS- 43,101.819 SHS	1,498,217.	1,603,388.
ARIEL FUND- 2,349.421 SHS	118,853.	120,314.
ARLINGTON HOSPITALITY- 500 SHS	1,921.	0.
ARTISAN FUNDS- 4,378.617 SHS	60,499.	67,212.
CLAYMORE DIVIDEND & INCOME FUND 15.000 SHS	229.	250.
FAIRHOLME FUND- 3,107.453 SHS	67,036.	97,698.
FPA PERENNIAL FUND- 20,613.862 SHS	694,145.	847,024.
HORIZON CORE VALUE MGMT	0.	0.
IVY CUNDILL GLOBAL FUND- 803.414 SHS	12,190.	10,918.
JOHN HANCOCK CLASSIC - 1,355.149 SHS	31,186.	23,688.
JOHN HANCOCK OPP FD- 3,807.287 SHS	115,155.	67,008.
LONGLEAF PARTNERS - 954.907 SHS	24,855.	25,200.
OAKMARK INT'L FUND- 1,992.010 SHS	31,555.	41,693.
SEQUOIA FUND- 4,242.419 SHS	118,745.	714,042.
THIRD AVENUE VALUE FUND- 1,130.844 SHS	42,300.	56,361.
TWEEDY BROWNE AM VAL FUND- 2,265.093 SHS	45,364.	44,781.
WEITZ FUND - 1,033.758 SHS	36,938.	35,199.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,899,188.	3,754,776.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISRAEL BOND 5.9%- 01/14	16,997.	16,997.
ISRAEL BOND 6.45%- 08/14	54,345.	54,345.
TOTAL TO FORM 990-PF, PART II, LINE 10C	71,342.	71,342.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CONCORD III (FORMERLY TICONDEROGA PTS III)	COST	3,285.	3,285.
NORTHSTAR SEIDLER PARTNERSHIP	COST	252,878.	252,878.
PAINTINGS - "THE NAZI DRAWINGS"	COST	103,556.	103,556.
WILLIAM BLAIR CAPITAL VI LP	COST	8,278.	8,278.
TOTAL TO FORM 990-PF, PART II, LINE 13		367,997.	367,997.

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

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).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE LEVITT FOUNDATION	Employer identification number (EIN) or 42-6052427
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 6001 MONTROSE ROAD, NO. 600	Social security number (SSN)
	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) 0 4

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

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 the care of ▶ NELLIS CORPORATION 6001 MONTROSE ROAD #600 - ROCKVILLE, MD 20852

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 NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______, and ending ______.

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
AN ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN.

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	$ 24,875.
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	$ 24,875.
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.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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 ▶ Title ▶ Date ▶

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ▶ [X]
- 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		
File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE LEVITT FOUNDATION	Employer identification number (EIN) or 42-6052427
	Number, street, and room or suite no. If a P.O. box, see instructions. 6001 MONTROSE ROAD, NO. 600	Social security number (SSN)
	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) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 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
6001 MORNTROSE ROAD #600 - ROCKVILLE, MD 20852
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 AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______________ , and ending ______________ .

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	$ 24,875.
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	$ 12,875.
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	$ 12,000.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form 8868 (Rev. 1-2013)

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

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).

Enter filer's identifying number, see instructions

Type or print. File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions THE LEVITT FOUNDATION	Employer identification number (EIN) or 42-6052427
	Number, street, and room or suite no. If a P.O. box, see instructions. 6001 MONTROSE ROAD, NO. 600	Social security number (SSN)
	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) 0 4

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

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 the care of ▶ NELLIS CORPORATION 6001 MORNTROSE ROAD #600 - ROCKVILLE, MD 20852

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 NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______, and ending ______.

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
AN ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN. Additional information is needed to complete return

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	$ 24,875.
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	$ 24,875.
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.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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 ▶ [signature] Title ▶ CPA Date ▶ 8-9-13

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