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Return of Private Foundation

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

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE LEVITT FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

6001 MONTROSE ROAD

Room/suite

600

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

ROCKVILLE, MD 20852

G Check all that apply:

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

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **► \$ 5,443,618.** (Part I, column (d) must be on cash basis) **J Accounting method:** Cash Accrual
 (from Part II, col. (c), line 16) Other (specify) _____

Part I SCANNED OCT 01 2014 Revenue	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
		Operating and Administrative Expenses			
1 Contributions, gifts, grants, etc., received		614,520.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
Interest on savings and temporary cash investments		4,509.	4,509.	STATEMENT 1	
4 Dividends and interest from securities		53,067.	53,067.	STATEMENT 2	
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		353,230.			
b Gross sales price for all assets on line 6a		587,167.			
7 Capital gain net income (from Part IV, line 2)			353,230.		
8 Net short-term capital gain					
9 Income modifications					
Gross sales less returns and allowances					
10a Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		27,806.	27,806.	STATEMENT 3	
12 Total. Add lines 1 through 11		1,053,132.	438,612.		
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	2,700.	2,700.	0.	
c Other professional fees	STMT 5	14,804.	14,804.	0.	
17 Interest					
18 Taxes	STMT 6	15,537.	15,537.	RECEIVED 93 SEP 29 2014 OCDEN, UT	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 7	1,245.	1,247.	0.	
24 Total operating and administrative expenses. Add lines 13 through 23		34,286.	34,288.	0.	
25 Contributions, gifts, grants paid		969,283.		969,283.	
26 Total expenses and disbursements. Add lines 24 and 25		1,003,569.	34,288.	969,283.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		49,563.			
b Net investment income (if negative, enter -0-)			404,324.		
c Adjusted net income (if negative, enter -0-)				N/A	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing		523,147.	142,702.	142,702.
2	Savings and temporary cash investments				
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►		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	2,899,188.	3,357,654.	4,845,613.
c	Investments - corporate bonds	STMT 10	71,342.	75,851.	75,851.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 11	367,997.	379,452.	379,452.
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		3,899,933.	3,955,659.	5,443,618.
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.	
Liabilities	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	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		3,899,933.	3,955,659.	
30	Total net assets or fund balances		3,899,933.	3,955,659.	
31	Total liabilities and net assets/fund balances		3,899,933.	3,955,659.	

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	3,899,933.
2	Enter amount from Part I, line 27a	2	49,563.
3	Other increases not included in line 2 (itemize) ► <u>NET BOOK TO TAX ADJUSTMENTS</u>	3	6,163.
4	Add lines 1, 2, and 3	4	3,955,659.
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	3,955,659.

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 587,167.		286,079.			353,230.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					353,230.
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		353,230.
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	{ 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))
2012	713,452.	4,906,531.	.145409
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

2 Total of line 1, column (d)

2 **.907363**

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 **.181473**

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 **5,009,550.**

5 Multiply line 4 by line 3

5 **909,098.**

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

6 **4,043.**

7 Add lines 5 and 6

7 **913,141.**

8 Enter qualifying distributions from Part XII, line 4

8 **969,283.**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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

6a 14,643.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 14,643.

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 10,600.

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ►

11 0.

Part VII-A Statements Regarding Activities

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?

Yes

No

1a X

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

1b X

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.

1c 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?

2 X

If "Yes," attach a detailed description of the activities.

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?

4b X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

N/A

6 X

• By language in the governing instrument, or

7 X

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 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

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

8b X

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 2013 or the taxable year beginning in 2013 (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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14	The books are in care of ► NELLIS CORPORATION Located at ► 6001 MONTROSE ROAD #600, ROCKVILLE, MD	Telephone no. ► 301-881-5950 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	<input type="checkbox"/> N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
1b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/>	<input checked="" type="checkbox"/>
1c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		<input checked="" type="checkbox"/>
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
2a	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.)	<input type="checkbox"/> 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? b If "Yes," did it have excess business holdings in 2013 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 2013)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A	
3b			<input checked="" type="checkbox"/>
4a	4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2013?		<input checked="" type="checkbox"/>
4b			<input checked="" type="checkbox"/>

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No
 Yes No
 Yes No
 Yes No
 Yes 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

6b

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

N/A

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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		
3		
Total. Add lines 1 through 3		► 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,440,741.
b	Average of monthly cash balances	1b	269,008.
c	Fair market value of all other assets	1c	376,089.
d	Total (add lines 1a, b, and c)	1d	5,085,838.
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	5,085,838.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,288.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,009,550.
6	Minimum investment return. Enter 5% of line 5	6	250,478.

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	250,478.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,043.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,043.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	246,435.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	246,435.
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	246,435.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	969,283.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	969,283.
b	Cash distribution test (attach the required schedule)	5	4,043.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	965,240.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				246,435.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	827,988.			
b From 2009	1,021,130.			
c From 2010	750,901.			
d From 2011	1,003,489.			
e From 2012	478,357.			
f Total of lines 3a through e	4,081,865.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 969,283.			0.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				246,435.
e Remaining amount distributed out of corpus	722,848.			
5 Excess distributions carryover applied to 2013 (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:	4,804,713.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014			0.	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 2008 not applied on line 5 or line 7	827,988.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,976,725.			
10 Analysis of line 9:				
a Excess from 2009	1,021,130.			
b Excess from 2010	750,901.			
c Excess from 2011	1,003,489.			
d Excess from 2012	478,357.			
e Excess from 2013	722,848.			

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 2013, 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)

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 ► 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 address of the person to whom applications should be addressed:

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

c. Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHMENT	NONE	PUBLIC		969,283.
Total				► 3a 969,283.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) Amount	
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	4,509.
5 Net rental income or (loss) from real estate:			14	53,067.
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income			14	27,806.
8 Gain or (loss) from sales of assets other than inventory			18	353,230.
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.	438,612.
13 Total. Add line 12, columns (b), (d), and (e)			13	438,612.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013**Name of the organization****THE LEVITT FOUNDATION****Employer identification number****42-6052427****Organization type (check one):****Filers of:** **Section:**Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

THE LEVITT FOUNDATION

Employer identification number

42-6052427

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD S. LEVITT 2940 - 104TH STREET URBANDALE, IA 50322	\$ 614,520.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

THE LEVITT FOUNDATION

Employer identification number

42-6052427

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	13,500 SHARES OF WELLS FARGO & CO COMMON STOCK	\$ 614,520.	12/27/13
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

THE LEVITT FOUNDATION

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____*
Use duplicate copies of Part III if additional space is needed.

Use duplicate copies of Part III if additional space is needed

42-6052427

THE LEVITT FOUNDATION

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.)
a SHORT TERM CAPITAL LOSS FROM PASSTHROUGH - CONCOR			
b LONG TERM CAPITAL LOSS FROM PASSTHROUGH - CONCORD			
c 2,327.092 SHRS AREAL FUND			
d 22.329 SHRS AREAL FUND			
e 3,107.453 SHRS FAIRHOLME FUND			
f JOHN HANCOCK BTO			
g JOHN HANCOCK BTO			
h 2,995.000 SHRS SEQUOIA			
i FPA PERENNIAL FUND			
j FPA PERENNIAL FUND			
k JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND	P		
l ARTISAN SMALL CAP VALUE FUND	P		
m LONGLEAF PARTNERS FUNDS	P		
n OAKMARK INT'L FUNDS	P		
o SEQUOIA FUND	P		
(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			<186. >
b			<6,117. >
c 170,320.		117,723.	52,597.
d 1,635.		1,130.	505.
e 131,507.		67,036.	64,471.
f 41,298.		67,111.	<25,813. >
g 2,573.		2,290.	283.
h 239,834.		30,789.	209,045.
i			14,103.
j			21,940.
k			1,287.
l			2,250.
m			941.
n			584.
o			14,436.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<186. >
b			<6,117. >
c			52,597.
d			505.
e			64,471.
f			<25,813. >
g			283.
h			209,045.
i			14,103.
j			21,940.
k			1,287.
l			2,250.
m			941.
n			584.
o			14,436.
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	
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	

THE LEVITT FOUNDATION

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 TWEEDY BROWNE FUND					
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
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				2,904.	
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				2,904.	
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
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	353,230.
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	4,509.	4,509.	
TOTAL TO PART I, LINE 3	4,509.	4,509.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	53,067.	0.	53,067.	53,067.	
TO PART I, LINE 4	53,067.	0.	53,067.	53,067.	

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 MEZZANINE PARTNERS II	20,364.	20,364.	
INTEREST INCOME FROM PASSTHROUGH - WILLIAM BLAIR CAPITAL PARTNERS VI	25.	25.	
DIVIDEND INCOME FROM PASSTHROUGH - WILLIAM BLAIR CAPITAL PARTNERS VI	7,417.	7,417.	
TOTAL TO FORM 990-PF, PART I, LINE 11	27,806.	27,806.	

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	2,700.	2,700.		0.
TO FORM 990-PF, PG 1, LN 16B	2,700.	2,700.		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	14,804.	14,804.		0.
TO FORM 990-PF, PG 1, LN 16C	14,804.	14,804.		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	3,537.	3,537.		0.
EXCISE TAX BASED ON INVESTMENT INCOME	12,000.	12,000.		0.
TO FORM 990-PF, PG 1, LN 18	15,537.	15,537.		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	330.	332.		0.
PORTFOLIO DEDUCTIONS FROM PASSTHROUGH-NORTHSTAR	335.	335.		0.
SEIDLER MEZZANINE PARTNERS				
PORTFOLIO DEDUCTIONS FROM PASSTHROUGH-WILLIAM BLAIR	336.	336.		0.
CAPITAL PARTNERS VI				

PORTFOLIO DEDUCTIONS FROM
PASSTHROUGH-CONCORD PARTNERS

III	244.	244.	0.
TO FORM 990-PF, PG 1, LN 23	1,245.	1,247.	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 THE FOUNDATION, OWNS 100% OF NELLIS CORPORATION.

14,804.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN FUNDS- 44,166.788 SHS	1,542,140.	2,001,640.
ARIEL FUND- 2,349.421 SHS	0.	0.
ARLINGTON HOSPITALITY- 500 SHS	1,921.	0.
ARTISAN FUNDS- 4,545.733 SHS	63,570.	85,687.
GUGGENHEIM EQUITY 15.000 SHS	216.	275.
FAIRHOLME FUND- 3,107.453 SHS	0.	0.
FPA PERENNIAL FUND- 22,310.480 SHS	768,663.	1,105,038.
IVY CUNDILL GLOBAL FUND- 803.873 SHS	12,198.	14,421.
JOHN HANCOCK CLASSIC - 1,370.450 SHS	31,545.	33,370.
JOHN HANCOCK OPP FD- 1,472.000 SHS	45,754.	34,666.
LONGLEAF PARTNERS - 986.495 SHS	25,874.	33,294.
OAKMARK INT'L FUND- 2,048.893 SHS	33,009.	53,927.
SEQUOIA FUND- 3,142.419 SHS	87,956.	700,508.
THIRD AVENUE VALUE FUND- 1,169.574 SHS	44,479.	66,982.
TWEEDY BROWNE AM VAL FUND- 2,420.036 SHS	48,871.	54,911.
WEITZ FUND - 1,033.756 SHS	36,938.	46,374.
WELLS FARGO 13500.000 SHS	614,520.	614,520.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,357,654.	4,845,613.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISRAEL BOND 5.9%- 01/14	18,000.	18,000.
ISRAEL BOND 6.45%- 08/14	57,851.	57,851.
TOTAL TO FORM 990-PF, PART II, LINE 10C	75,851.	75,851.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CONCORD III (FORMERLY TICONDEROGA PTS III)	COST	0.	0.
NORTHSTAR SEIDLER PARTNERSHIP	COST	267,928.	267,928.
PAINTINGS - "THE NAZI DRAWINGS"	COST	103,556.	103,556.
WILLIAM BLAIR CAPITAL VI LP	COST	7,968.	7,968.
TOTAL TO FORM 990-PF, PART II, LINE 13		379,452.	379,452.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

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 (other than individual)	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

NELLIS CORPORATION

• The books are in the care of ► **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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension

is for the organization's return for

► calendar year **2013** 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 4,043.
b If this application is for Forms 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	\$ 14,643.
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	\$ 0.

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

THE LEVITT FOUNDATION

FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2013

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Amanda the Panda West Des Moines, IA 50265	None	Public	Charitable	100.00
American Israel Education Foudation Washington, DC 20001	None	Public	Charitable	75,000.00
Aspen Music Festival Aspen, CO 81611	None	Public	Charitable	1,710.00
American University Washington DC 20016	None	Public	Charitable	180.00
BBYO, Inc Washington DC 20016	None	Public	Charitable	7,500.00
Bread of the World Washington, DC 20024	None	Public	Charitable	500.00
Bravo Greater DM Des Moines, IA 50309	None	Public	Charitable	1,000.00
Briar Cliff University Sioux City, IA 51104	None	Public	Charitable	100.00
Building Steps Brooklandville, MD	None	Public	Charitable	1,200.00
Camp Ramah in Wisconsin Chicago, IL 60601	None	Public	Charitable	1,200.00
Capital Camps Rockville, MD 20852	None	Public	Charitable	20,000.00
Central Presbyterian Church Des Moines, IA 50312	None	Public	Charitable	25.00
Chabad Shul of Potomac Potomac, MD 20854	None	Public	Charitable	5,000.00
CLAL-The National Jewish Center fo Learning & Leadership New York, NY 10016	None	Public	Charitable	500.00
Colorado College Colorado Springs, CO 80901	None	Public	Charitable	250.00
Community Foundation of Greater Des Moines Des Moines, IA 50309	None	Public	Charitable	500.00
Congregation Beth El Bethesda, MD 20814	None	Public	Charitable	8,500.00
Convergence Washington, DC 20036	None	Public	Charitable	180.00

THE LEVITT FOUNDATION

FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2013

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Des Moines Art Center Des Moines, IA 50312	None	Public	Charitable	30,005.00
Desert Community Foundation Palm Desert, CA 92211	None	Public	Charitable	250.00
Des Moines University Des Moines, IA 50312	None	Public	Charitable	1,000.00
Des Moines Performing Arts Des Moines, IA 50309	None	Public	Charitable	21,500.00
Des Moines Symphony Foundation Des Moines, IA 50309	None	Public	Charitable	15,050.00
Des Moines Zoo Des Moines, IA 50315	None	Public	Charitable	25.00
Frienda of Yemin Orde Bethesda, MD 20814	None	Public	Charitable	250.00
Greater Washington Community Kollel Silver Spring, MD 20901	None	Public	Charitable	36,000.00
Hadassah St. Louis Park, MN 55416	None	Public	Charitable	1,000.00
Hewbrew Home of Greater Washinton Rockville, MD 20852	None	Public	Charitable	500.00
Hirshhorn Museum Washington, DC 20013	None	Public	Charitable	50,000.00
Highpoint Center for Printmaking Minneapolis, MN 55408	None	Public	Charitable	100.00
Iowa Jewish Senior Life Des Moines, IA 50312	None	Public	Charitable	150.00
Israel Tennis Center Deerfield Beach, FL 33442	None	Public	Charitable	3,800.00
Israel Childerens Center Deerfield Beach, FL 33442	None	Public	Charitable	1,500.00
Jewish Family Service San Diego, CA 92123	None	Public	Charitable	15,068.00
JCRC Rockville, MD 20852	None	Public	Charitable	1,000.00
Jerusalem Fellowship Airmont, NY 10952	None	Public	Charitable	1,000.00

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FORM 990-PF GRANTS AND CONTRIBUTION PAID DURING THE YEAR - 2013

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Jewish Community Center of Greater Washington Rockville, MD 20852	None	Public	Charitable	3,860.00
Minnetonka, MN 55305	None	Public	Charitable	50.00
Jewish Family Service Palm Springs, CA 92262	None	Public	Charitable	6,000.00
Jewish Federation of San Diego County San Diego, CA 92123	None	Public	Charitable	6,000.00
JINSA Washington, DC 20005	None	Public	Charitable	2,500.00
Jewish Social Service Agency Rockville, MD 20849	None	Public	Charitable	2,500.00
Jewish United Fund of Metropolitan Chicago Chicago, IL 60606	None	Public	Charitable	54,000.00
JPDS-NC Washington, DC 20011	None	Public	Charitable	1,800.00
Leveling the Playing Field Rockville, MD 20852	None	Public	Charitable	1,500.00
Lion of Judah Rancho Mirage, CA 92270	None	Public	Charitable	1,000.00
Mariners Hospital Foundation Tavernier, FL 33070	None	Public	Charitable	25.00
Mayo Clinic Health Solutions Rochester, MN 55902	None	Public	Charitable	20,000.00
Minneapolis Institute of Art Minneapolis, MN 55404	None	Public	Charitable	100.00
Museum of Arts & Design New York, NY 10019	None	Public	Charitable	5,000.00
Museum of Contemporary Art Chicago, IL 60611	None	Public	Charitable	30.00
National Alliance on Mental Illness Arlington, VA 22203	None	Public	Charitable	25.00
Partnership for Jewish Life & Learning Rockville, MD 20814	None	Public	Charitable	750.00
Palm Springs Art Museum Palm Springs, CA 92263	None	Public	Charitable	2,750.00

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RECIPIENT NAME AND ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Palm Springs Friends of the Philharmonic Palm Desert, CA 92255	None	Public	Charitable	3,000.00
St. Jude Childrens Hospital Memphis, TN 38105	None	Public	Charitable	25.00
St. Lukes Episcopal Des Moines, IA 50311	None	Public	Charitable	25.00
Temple B'nai Jeshurun Des Moines, IA 50312	None	Public	Charitable	100.00
The Brenton Arboretum Dallas Center, IA 50063	None	Public	Charitable	250.00
The Heritage Foundation Washington, DC 20007	None	Public	Charitable	250.00
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	65,100.00
The Jewish Federation of Greater Washington Rockville, MD 20852	None	Public	Charitable	185,000.00
The Woman's Foundation San Francisco, CA 94104	None	Public	Charitable	2,500.00
Tifereth Israel Des Moines, IA 50312	None	Public	Charitable	16,025.00
United Way of Central Iowa Des Moines, IA 50314	None	Public	Charitable	25,000.00
University of Iowa Foundation Iowa City, IA 52244	None	Public	Charitable	80,250.00
University of Michigan Hillel Ann Arbor, MI 48104	None	Public	Charitable	1,000.00
Walker Art Center Minneapolis, MN 55403	None	Public	Charitable	30,000.00
Washington Legal Clinic for the Homeless, Inc. Washington, DC 20009	None	Public	Charitable	1,200.00
YMCA Capital Fund Des Moines, IA 50309	None	Public	Charitable	25.00
				\$ <u>969,283.00</u>