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For calendar year 2014 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)

Room/suite

6001 MONTROSE ROAD

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 foundation

I Fair market value of all assets at end of year

J Accounting method: Cash Accrual

(from Part II, col. (c), line 16)

 Other (specify) _____

► \$ 6,011,510. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	20,471.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2,151.	2,151.		STATEMENT 1
4	Dividends and interest from securities	72,701.	72,701.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	522,347.			STATEMENT 3
b	Gross sales price for all assets on line 6a	545,430.			
7	Capital gain net income (from Part IV, line 2)		520,122.		
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	22,681.	22,681.		STATEMENT 4
12	Total. Add lines 1 through 11	1640,351.	617,655.		
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 5	2,781.	2,781.	0.
c	Other professional fees	STMT 6	15,097.	15,097.	0.
17	Interest				
18	Taxes	STMT 7	3,085.	3,085.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 8	1,856.	1,856.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		22,819.	22,819.	0.
25	Contributions, gifts, grants paid		640,458.		640,458.
26	Total expenses and disbursements. Add lines 24 and 25		663,277.	22,819.	640,458.
27	Subtract line 26 from line 12:		-22,926.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		594,836.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED NOV 19 2015

Operating and Administrative Expenses

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NOV 19 2015

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
			142,702.	187,094.	187,094.
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	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 10	2,763,114.	2,849,799.	5,459,671.
	c Investments - corporate bonds	STMT 11	75,851.	0.	0.
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 12	379,452.	364,745.	364,745.
	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)		3,361,119.	3,401,638.	6,011,510.
Net Assets or Fund Balances	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.	
	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				
	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		3,361,119.	3,401,638.	
	30 Total net assets or fund balances		3,361,119.	3,401,638.	
	31 Total liabilities and net assets/fund balances		3,361,119.	3,401,638.	

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	3,361,119.
2 Enter amount from Part I, line 27a	2	-22,926.
3 Other increases not included in line 2 (itemize) ► <u>NET BOOK TO TAX ADJUSTMENTS</u>	3	63,445.
4 Add lines 1, 2, and 3	4	3,401,638.
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	3,401,638.

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	545,430.		104,445.	520,122.	
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				520,122.	
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	520,122.
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))
2013	965,240.	5,009,550.	.192680
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
2 Total of line 1, column (d)		2	.952826
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	.190565
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		4	5,379,277.
5 Multiply line 4 by line 3		5	1,025,102.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	5,948.
7 Add lines 5 and 6		7	1,031,050.
8 Enter qualifying distributions from Part XII, line 4		8	640,458.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	1 11,897.
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 ► <input type="checkbox"/> 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	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 6,100.
b	Exempt foreign organizations - tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c 20,700.
d	Backup withholding erroneously withheld	6d
7	Total credits and payments. Add lines 6a through 6d	7 26,800.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 14,903.
11	Enter the amount of line 10 to be: Credited to 2015 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 <input type="checkbox"/> No <input checked="" type="checkbox"/>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file Form 1120-POL for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
<i>If "Yes," attach a detailed description of the activities.</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
<i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	
	• By language in the governing instrument, or	
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	
<i>MD, IA</i>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10	<u>Did any persons become substantial contributors during the tax year?</u> <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>NELLIS CORPORATION</u>	Telephone no. ► <u>301-881-5950</u>
	Located at ► <u>6001 MONTROSE ROAD #600, ROCKVILLE, MD</u>	ZIP+4 ► <u>20852</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► <u>15</u> N/A
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	Yes <u>X</u> No <u></u>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
1b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►		X
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 2014?		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(l)(3) or 4942(l)(5)):		
2a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
2b	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.) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	N/A	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3b	If "Yes," did it have excess business holdings in 2014 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 2014)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
4b	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 2014?		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 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here N/Ac 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? Yes No

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

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

 Yes No

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

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

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

 Yes No

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

 Yes No

N/A

7b

X

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.

Form 990-PF (2014)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,084,554.
b	Average of monthly cash balances	1b	170,149.
c	Fair market value of all other assets	1c	206,492.
d	Total (add lines 1a, b, and c)	1d	5,461,195.
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	5,461,195.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	81,918.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,379,277.
6	Minimum investment return. Enter 5% of line 5	6	268,964.

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	268,964.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	11,897.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,897.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	257,067.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	257,067.
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	257,067.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	640,458.
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	640,458.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	640,458.
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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				257,067.
2 Undistributed income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	1,021,130.			
b From 2010	750,901.			
c From 2011	1,003,489.			
d From 2012	478,357.			
e From 2013	722,848.			
f Total of lines 3a through e	3,976,725.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 640,458.			0.	
a Applied to 2013, 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)				
d Applied to 2014 distributable amount				257,067.
e Remaining amount distributed out of corpus	383,391.			
5 Excess distributions carryover applied to 2014 (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:	4,360,116.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b				
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	1,021,130.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	3,338,986.			
10 Analysis of line 9:				
a Excess from 2010	750,901.			
b Excess from 2011	1,003,489.			
c Excess from 2012	478,357.			
d Excess from 2013	722,848.			
e Excess from 2014	383,391.			

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 2014, enter the date of the ruling				►
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test - enter:				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test - enter:				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(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 ► 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	CHARITABLE	640,458.
Total				► 3a 640,458.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,151.	
4 Dividends and interest from securities			14	72,701.	
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	22,681.	
8 Gain or (loss) from sales of assets other than inventory			01	522,347.	
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.		619,880.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	619,880.

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

Relationship of Activities to the Accomplishment of Exempt Purposes

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	LONG TERM CAPITAL LOSS FROM PTE NORTHSTAR SEIDLER			
b	LONG TERM CAPITAL LOSS FROM PTE WILLIAM BLAIR CAP			
c	NYLIFE SECURITIES LLC - FPA PERENNIAL			
d	TWEEDY, BROWNE FUND, INC.			
e	38.730 SHARES THIRD AVENUE VALUE FUND	P	12/18/13	11/10/14
f	29.369 SHARES THIRD AVENUE VALUE FUND	P	12/18/12	11/10/14
g	24.585 SHARES THIRD AVENUE VALUE FUND	P	12/20/11	11/10/14
h	1,076.890 SHARES THIRD AVENUE VALUE FUND	P	11/20/11	11/10/14
i	UBS FINANCIAL SERVICES INC.			
j	ARTISAN FUNDS - ARTISAN SMALL CAP VALUE FUND			
k	LONGLEAF PARTNERS FUNDS			
l	OAKMARK FUNDS			
m	OAKMARK FUNDS			
n	1,042.419 SHARES SEQUOIA FUND, INC.			
o	1,100 SHARES SEQUOIA FUND, INC.			

(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			-15,754.
b			-34,604.
c			35,844.
d			3,144.
e	2,341.	2,179.	162.
f	1,775.	1,447.	328.
g	1,486.	972.	514.
h	65,090.	39,881.	25,209.
i			56,995.
j			13,384.
k			3,976.
l			305.
m			1,882.
n	230,031.	29,177.	200,854.
o	244,707.	30,789.	213,918.

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			-15,754.
b			-34,604.
c			35,844.
d			3,144.
e			162.
f			328.
g			514.
h			25,209.
i			56,995.
j			13,384.
k			3,976.
l			305.
m			1,882.
n			200,854.
o			213,918.

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.)
a SEQUOIA FUND, INC					
b SEQUOIA FUND, INC					
c WEITZ FUNDS					
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			7,970.		
b			2,002.		
c			3,993.		
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			(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			7,970.		
b			2,002.		
c			3,993.		
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	520,122.	
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	2,151.	2,151.	
TOTAL TO PART I, LINE 3	2,151.	2,151.	

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	72,701.	0.	72,701.	72,701.	
TO PART I, LINE 4	72,701.	0.	72,701.	72,701.	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 3

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				PURCHASED		
LONG TERM CAPITAL LOSS FROM PTE NORTHSTAR SEIDLER MEZZANINE PARTNERS II, LP	0.	0.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
				0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				PURCHASED		
LONG TERM CAPITAL LOSS FROM PTE WILLIAM BLAIR CAPITAL PARTNERS VI, LP	0.	0.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
				0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				PURCHASED		
NYLIFE SECURITIES LLC - FPA PERENNIAL	0.	0.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
				0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED DATE SOLD	
TWEEDY, BROWNE FUND, INC.					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	3,144.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED DATE SOLD	
38.730 SHARES THIRD AVENUE VALUE FUND					
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,341.	2,179.	0.	0.	162.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED DATE SOLD	
29.369 SHARES THIRD AVENUE VALUE FUND					
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,775.	1,447.	0.	0.	328.	

(A)

DESCRIPTION OF PROPERTY

24.585 SHARES THIRD AVENUE
VALUE FUNDMANNER DATE
ACQUIRED ACQUIRED DATE SOLD

PURCHASED 12/20/11 11/10/14

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,486.	972.	0.	0.	514.

(A)

DESCRIPTION OF PROPERTY

1,076.890 SHARES THIRD
AVENUE VALUE FUNDMANNER DATE
ACQUIRED ACQUIRED DATE SOLD

PURCHASED 11/20/11 11/10/14

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
65,090.	39,881.	0.	0.	25,209.

(A)

DESCRIPTION OF PROPERTY

UBS FINANCIAL SERVICES INC.

MANNER DATE
ACQUIRED ACQUIRED DATE SOLD

PURCHASED

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	56,995.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ARTISAN FUNDS - ARTISAN SMALL CAP VALUE FUND		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	13,384.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONGLEAF PARTNERS FUNDS		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	3,976.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OAKMARK FUNDS		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	305.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OAKMARK FUNDS		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	1,882.

(A)
DESCRIPTION OF PROPERTY1,042.419 SHARES SEQUOIA
FUND, INC.MANNER DATE
ACQUIRED ACQUIRED DATE SOLD

PURCHASED

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
230,031.	29,177.	0.	0.	200,854.

(A)
DESCRIPTION OF PROPERTY1,100 SHARES SEQUOIA FUND,
INC.MANNER DATE
ACQUIRED ACQUIRED DATE SOLD

PURCHASED

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
244,707.	30,789.	0.	0.	213,918.

(A)
DESCRIPTION OF PROPERTY

SEQUOIA FUND, INC

MANNER DATE
ACQUIRED ACQUIRED DATE SOLD

PURCHASED

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	7,970.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED	
SEQUOIA FUND, INC		PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	2,002.	
(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED			
WEITZ FUNDS		PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	3,993.	
(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED			
OTHER MISCELLANEOUS INCOME		PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	705.	
(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED			
TAX EXEMPT INCOME		PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	1,520.	
NET GAIN OR LOSS FROM SALE OF ASSETS					522,347.
CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					522,347.

FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME FROM PASSTHROUGH - NORTHSTAR SEIDLER MEZZANINE PARTNERS II	22,680.	22,680.	
INTEREST INCOME FROM PASSTHROUGH - WILLIAM BLAIR CAPITAL PARTNERS VI	1.	1.	
TOTAL TO FORM 990-PF, PART I, LINE 11	22,681.	22,681.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,781.	2,781.		0.
TO FORM 990-PF, PG 1, LN 16B	2,781.	2,781.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	15,097.	15,097.		0.
TO FORM 990-PF, PG 1, LN 16C	15,097.	15,097.		0.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD	3,085.	3,085.			0.
TO FORM 990-PF, PG 1, LN 18	3,085.	3,085.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	50.	50.			0.
PORTFOLIO DEDUCTIONS FROM PASSTHROUGH-NORTHSTAR					
SEIDLER MEZZANINE PARTNERS	1,662.	1,662.			0.
PORTFOLIO DEDUCTIONS FROM PASSTHROUGH-WILLIAM BLAIR					
CAPITAL PARTNERS VI	144.	144.			0.
TO FORM 990-PF, PG 1, LN 23	1,856.	1,856.			0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN FUNDS - 44,166.788 SHS	1,588,889.	2,082,012.
ARLINGTON HOSPITALITY - 500 SHS	1,921.	0.
ARTISAN FUNDS - 4,545.733 SHS	78,244.	79,055.
GUGGENHEIM EQUITY 15.000 SHS	222.	266.
FPA PERENNIAL FUND - 22,310.480 SHS	860,269.	1,286,028.
IVY CUNDILL GLOBAL FUND - 803.873 SHS	12,198.	13,457.
JOHN HANCOCK CLASSIC - 1,370.450 SHS	31,939.	36,980.
JOHN HANCOCK OPP FD- 1,472.000 SHS	47,268.	34,680.
LONGLEAF PARTNERS - 1,118.152 SHS	30,068.	34,931.
OAKMARK INT'L FUND - 2,185.530 SHS	36,231.	51,010.
SEQUOIA FUND - 1,000.00 SHARES	27,990.	235,000.
THIRD AVENUE VALUE FUND	0.	0.
TWEEDY BROWNE AM VAL FUND - 2,420.036 SHARES	53,178.	57,116.
WEITZ FUND - 1,121.331 SHARES	40,931.	50,796.
WELLS FARGO 27,332.000 SHARES	40,451.	1,498,340.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,849,799.	5,459,671.

FORM 990-PF

CORPORATE BONDS

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISRAEL BOND 5.9% - 01/14	0.	0.
ISRAEL BOND 6.45% - 08/14	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NORTHSTAR SEIDLER PARTNERSHIP	COST	253,064.	253,064.
PAINTINGS - "THE NAZI DRAWINGS"	COST	103,556.	103,556.
WILLIAM BLAIR CAPITAL VI LP	COST	8,125.	8,125.
TOTAL TO FORM 990-PF, PART II, LINE 13		364,745.	364,745.

The Levitt Foundation
2014 Form 990-PF, Part XV, Line 3a
Grants & Contributions Paid During The Year

Name & Address	Amount
Adas Israel Congregation Washington, DC 20008	\$ 4,600
AJC Washington, DC 20005	1,350
American Cancer Society Oklahoma City, OK 73123	25
American Society for Yad Vashem New York, NY 10110	1,588
American University Washington DC, 20016	180
Association for the Study of Middle East & Africa Washington, DC 20033	500
BBYO Washington DC, 20016	7,500
Belin Blank Center Iowa City, IA 52242	100
Blank Park Zoo Foundation Des Moines, IA 50315	1,050
Boys & Girls Club of Central Iowa West Des Moines, IA 50265	300
Brigham & Women's Hospital Boston, MA 02215	25
Building Steps Brooklandville, MD 21022	1,200
Camp Ramah in Wisconsin Chicago, IL 60601	1,000
Capital Camps Rockville, MD 20852	20,000
Chabad Adel Fund Potomac, MD 20854	500
Chabad Shul of Potomac Potomac, MD 20854	5,000
Charles E. Smith Jewish Day School Rockville, MD 20852	3,600

**The Levitt Foundation
2014 Form 990-PF, Part XV, Line 3a
Grants & Contributions Paid During The Year**

Name & Address	Amount
Clal - The National Jewish Center for Learning & Leadership New York, NY 10016	750
Colorado College Colorado Springs, CO 80901	250
Congregation Beth El Bethesda, MD 20814	13,500
Congregation Beth Israel San Diego, CA 92122	500
Crohn's & Colitis Foundation of America New York, NY 10016	1,200
Des Moines Art Center Des Moines, IA 50312	5,080
Des Moines Metro Opera Indianola, IA 50125	50
Des Moines Performing Arts Des Moines, IA 50309	1,500
Des Moines Symphony Foundation Des Moines, IA 50309	1,400
Doctors Without Borders USA Hagerstown, MD 21741	100
Endowment for Middle East Truth Washington, DC 20036	1,000
Everyone Reading New York, NY 10010	3,000
Friends of Arava Institute Boston, MA 02215	11,600
The Friendship Circle Potomac, MD 20854	720
George W Bush Foundation Dallas, TX 75356	500
Greater Washington Community Kollel Silver Spring, MD 20901	25,000
Hebrew Home of Greater Washington Rockville, MD 20852	500

**The Levitt Foundation
2014 Form 990-PF, Part XV, Line 3a
Grants & Contributions Paid During The Year**

Name & Address	Amount
Highpoint Center for Printmaking Minneapolis, MN 55408	100
Iowa City Community Theater Iowa City, IA 52246	25
Iowa Jewish Senior Life Center Des Moines, IA 50312	200
Israel Tennis Centers Foundation Deerfield Beach, FL 33442	3,300
The Israel Project Washington, DC 20006	150,000
Jewish Community Relations Council of Greater Washington Rockville, MD 20852	6,000
Jewish Family Service of the Desert Palm Springs, CA 92262	100
Jewish Federation of Greater Des Moines Waukee, IA 50263	25,000
The Jewish Federation of Greater Washington Rockville, MD 20852	135,500
Jewish Historical Society of Greater Washington Washington, DC 20001	1,000
The Jewish Institute for National Security Affairs Washington, DC 20005	5,000
The Jewish Policy Center Washington, DC 20001	5,000
Jewish Primary Day School of the Nation's Capital Washington, DC 20011	5,040
Jewish Social Service Agency Rockville, MD 20849	3,000
Judy Kerns Pence Cancer Center Milwaukee, WI 53201	50
KOLOT New York, NY 10017	5,000
The Leukemia & Lymphoma Society West Des Moines, IA 50265	50

**The Levitt Foundation
2014 Form 990-PF, Part XV, Line 3a
Grants & Contributions Paid During The Year**

Name & Address	Amount
Leveling the Playing Field Rockville, MD 20852	1,500
Mentor Iowa Des Moines, IA 50312	80
Middle East Forum Philadelphia, PA 19102	1,000
Museum of Arts & Design New York, NY 10019	5,000
Museum of Contemporary Art Chicago Chicago, IL 60611	50
Museum of Modern Art New York, NY 10102	70
National Council of Jewish Women Scottsdale, AZ 85250	50
National Jewish Health Denver, CO 80206	100
National Parkinson Foundation Hagerstown, MD 21741	25
North Shore Congregation Israel Glencoe, IL 60022	50,000
Online New Association - MJ Bear Fellowship Fund Washington, DC 20002	1,900
Palm Springs Art Museum Palm Springs, CA 92263	2,550
Palm Springs Friends of the Philharmonic Palm Desert, CA 92255	3,000
RespectAbility Bethesda, MD 20814	1,000
Science Center of Iowa Des Moines, IA 50309	1,000
The Sunflower Bakery Rockville, MD 20852	250
The Temple Atlanta, GA 30309	50

The Levitt Foundation
 2014 Form 990-PF, Part XV, Line 3a
 Grants & Contributions Paid During The Year

Name & Address	Amount
Temple Israel Omaha, NE 68144	100
Temple Israel Minneapolis, MN 55405	25
Tifereth Israel Synagogue Des Moines, IA 50312	20,650
Tolerance in Motion Wayzata, MN 55391	250
Tools for Tomorrow La Quinta, CA 92263	75
Tufts University Medford, MA 02155	100
The University of Iowa Foundation Iowa City, IA 52244	80,275
Walker Art Center Minneapolis, MN 55403	250
Washington District of Columbia Jewish Community Center Washington, DC 20036	500
The Washington Institute for Near East Policy Washington, DC 20036	10,000
The Washington Legal Clinic for the Homeless Washington, DC 20009	1,200
YMCA Des Moines, IA 50309	75
Less: Prior Years' Voided Checks	(200)
TOTAL	\$ 640,458

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

2014

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 organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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) (2014)

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	\$ 20,471.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>

Name of organization

Employer identification number

THE LEVITT FOUNDATION

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	13,832 SHARES OF WELLS FARGO & CO COMMON STOCK	\$ 20,471.	12/31/14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received

Name of organization

Employer identification number

THE LEVITT FOUNDATION

42-6052427

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info once) ► \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		
				Relationship of transferor to transferee		
(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		
				Relationship of transferor to transferee		
(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		
				Relationship of transferor to transferee		