EXTENSION ATTACHED

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public

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

OMB No 1545 0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation	A Employer identification number
MORTIMER AND MIMI LEVITT FOUNDATION INC	13-6204678
Number and street (or P O box number if mail is not delivered to street address) / Room/suite	B Telephone number (see instructions)
C/O LEVITT PROPERTIES,106 QUARRY RD	(973) 823-1140
City or town state or province country and ZIP or foreign postal code	C If exemption application is pending check here ▶ ☐
HAMBURG, NJ 07419	

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

D 1 Foreign organizations check here ▶ ☐

2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 40,134,570

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I column (d) must be on cash basis)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions gifts grants etc received (attach schedule)	83,295			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	513,812	513,812		ATCH 1
	5a Gross rents	1,317,257	1,317,257		ATCH 2
	b Net rental income or (loss) 386,515				
	6a Net gain or (loss) from sale of assets not on line 10	285,290			
	b Gross sales price for all assets on line 6a 11,259,032				
	7 Capital gain net income (from Part IV line 2)		285,290		
	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) (attach schedule)				
	11 Other income (attach schedule) ATCH 2	-224,527	-224,527		
	12 **Total** Add lines 1 through 11	1,975,127	1,891,832		
Operating and Administrative Expenses	13 Compensation of officers directors trustees etc	172,173			172,173
	14 Other employee salaries and wages	483,005			483,005
	15 Pension plans employee benefits	70,505			70,505
	16a Legal fees (attach schedule) ATCH 3	39,359			39,359
	b Accounting fees (attach schedule) ATCH 4	20,240	10,120		10,120
	c Other professional fees (attach schedule) [5]	342,049	259,632		82,417
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [6]	45,762	8,423		
	19 Depreciation (attach schedule) and depletion	367,135	353,757		
	20 Occupancy	83,818			83,818
	21 Travel conferences and meetings	52,244			52,244
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	1,273,277	622,072		551,205
	24 **Total operating and administrative expenses** Add lines 13 through 23	2,949,567	1,254,004		1,544,846
	25 Contributions, gifts grants paid	1,814,361			1,814,361
	26 Total expenses and disbursements Add lines 24 and 25	4,763,928	1,254,004	0	3,359,207
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,788,801			
	b **Net investment income** (if negative enter -0-)		637,828		
	c **Adjusted net income** (if negative enter -0-)				

RECEIVED
B003 NOV 15 2017 IRS-OSC
OGDEN, UT

SCANNED NOV 16 2017

9-47

18

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,875,114.	25,129.	25,129.
	2	Savings and temporary cash investments	496,174.	908,705.	908,705.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		2,125,000.	ATCH 8
		Less allowance for doubtful accounts ▶	2,250,000.	2,125,000.	2,125,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges ATCH 9	275,407.	217,662.	217,662.
	10a	Investments - U S and state government obligations (attach schedule)[10]	5,033,039.	6,012,655.	5,958,424.
	b	Investments - corporate stock (attach schedule) ATCH 11	12,035,399.	9,115,260.	9,716,775.
	c	Investments - corporate bonds (attach schedule) ATCH 12	5,049,667.	6,314,184.	6,293,615.
	11	Investments - land, buildings, and equipment basis ▶ 13,063,571.			ATCH 13
		Less accumulated depreciation (attach schedule) ▶ 3,511,610.	9,858,273.	9,551,961.	11,470,000.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 14	3,442,368.	3,217,837.	3,217,837.
	14	Land, buildings, and equipment basis ▶ 93,649.			ATCH 15
		Less accumulated depreciation (attach schedule) ▶ 32,330.	74,697.	61,319.	61,319.
	15	Other assets (describe ▶ ATCH 16)	168,174.	140,104.	140,104.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	40,558,312.	37,689,816.	40,134,570.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 17)	120,385.	40,690.	
	23	**Total liabilities** (add lines 17 through 22)	120,385.	40,690.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	1,062,261.	1,062,261.	
	29	Retained earnings, accumulated income, endowment, or other funds	39,375,666.	36,586,865.	
	30	**Total net assets or fund balances** (see instructions)	40,437,927.	37,649,126.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	40,558,312.	37,689,816.	

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	40,437,927.
2	Enter amount from Part I, line 27a	2	-2,788,801.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	37,649,126.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,649,126.

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)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

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	285,290.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	2,758,921.	42,624,910.	0.064726
2014	2,648,576.	42,802,622.	0.061879
2013	5,925,091.	45,198,955.	0.131089
2012	2,739,939.	43,534,696.	0.062937
2011	3,377,858.	43,709,766.	0.077279

2	**Total** of line 1, column (d)	2	0.397910
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.079582
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	37,350,726.
5	Multiply line 4 by line 3	5	2,972,445.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,378.
7	Add lines 5 and 6	7	2,978,823.
8	Enter qualifying distributions from Part XII, line 4	8	3,359,207.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	6,378.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	6,378.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	6,378.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 197,661.		
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	197,661.
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	191,283.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 191,283. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for 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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY, CA			
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 2016 or the taxable year beginning in 2016 (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)*

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

Website address ▶ N/A

14 The books are in care of ▶ KATHY EBERLY OVITT Telephone no ▶ 973-823-1140

Located at ▶ 106 QUARRY ROAD HAMBURG, NJ ZIP+4 ▶ 07419

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

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) *Transfer any income or assets to a disqualified person (or make any of either available for* the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

		Yes	No
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)? **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? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums *on a personal benefit contract?* ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 18		172,173.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 19		263,746.	0.	0.

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 20		248,005.
Total number of others receiving over $50,000 for professional services ▶		

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 SEE ATTACHMENT 24	1,205,871.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	20,917,513.
b	Average of monthly cash balances	1b	1,801,230.
c	Fair market value of all other assets (see instructions)	1c	15,200,776.
d	**Total** (add lines 1a, b, and c)	1d	37,919,519.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	37,919,519.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	568,793.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	37,350,726.
6	**Minimum investment return.** Enter 5% of line 5	6	1,867,536.

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	1,867,536.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	6,378.		
b	Income tax for 2016. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,378.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,861,158.
4	Recoveries of amounts treated as qualifying distributions			4	25,000.
5	Add lines 3 and 4			5	1,886,158.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,886,158.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	3,359,207.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,359,207.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	6,378.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,352,829.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,886,158.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012 579,298.				
c From 2013 2,632,055.				
d From 2014 539,758.				
e From 2015 640,014.				
f Total of lines 3a through e	4,391,125.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 3,359,207.				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount				1,886,158.
e Remaining amount distributed out of corpus	1,473,049.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,864,174.			
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	5,864,174.			
10 Analysis of line 9				
a Excess from 2012 579,298.				
b Excess from 2013 2,632,055.				
c Excess from 2014 539,758.				
d Excess from 2015 640,014.				
e Excess from 2016 1,473,049.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a 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))

ANNEMARIE LEVITT

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

N/A

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:

ATCH 21

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

IN WRITING

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 22				
Total . . . . . . ▶ **3a**				1,814,361.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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					
4 Dividends and interest from securities			14	513,812.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	386,515.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	285,290.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 23				-224,527.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				961,090.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 961,090.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ Karen Ebers Orth | 11.14.17 | ▶ Chief Financial Officer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARIE ARRIGO	Marie Arrigo CPA	11/13/2017		P00058583
Firm's name ▶ EISNERAMPER LLP			Firm's EIN ▶ 13-1639826	
Firm's address ▶ 750 THIRD AVENUE NEW YORK, NY 10017-2703			Phone no 212-949-8700	

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 **2016**

Name of the organization	Employer identification number
MORTIMER AND MIMI LEVITT FOUNDATION INC.	13-6204678

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
- [X] 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

[X] 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 Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization MORTIMER AND MIMI LEVITT FOUNDATION INC.

Employer identification number

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	PETER LEVITT C/O LEVITT PROPERTIES,106 QUARRY RD HAMBURG, NJ 07419	$ 15,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	ACHIEVING AMERICA FAMILY FOUNDATION 450 SAN RAFAEL AVENUE PASADENA, CA 91105	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
3	KARNEY GUREN FAMILY FOUNDATION 12720 HANOVER STREET LOS ANGELES, CA 90049	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
4	FANNY & STEPHEN ROSENAK FOUNDATION 9485 SUNSET DRIVE RM/STE A280 MIAMI, FL 33173	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
5	FRANCES & BENJAMIN BENENSON FOUNDATION 708 THIRD AVENUE NEW YORK, NY 10017	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
6	TEENA HOSTOVICH C/O LEVITT PROPERTIES,106 QUARRY RD HAMBURG, NJ 07419	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization MORTIMER AND MIMI LEVITT FOUNDATION INC.

Employer identification number

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
7	CITY NATIONAL BANK 555 S FLOWER STREET, 11TH FLOOR LOS ANGELES, CA 90071	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization MORTIMER AND MIMI LEVITT FOUNDATION INC.

Employer identification number

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
		$	

(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 MORTIMER AND MIMI LEVITT FOUNDATION INC.

Employer identification number

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 information once. See instructions.) ▶ $

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

(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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SALE OF PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VAR	VAR
11259032.		10973742.					285,290.	
TOTAL GAIN(LOSS)							285,290.	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAXABLE INTEREST / DIVIDENDS	513,812.	513,812.
TOTAL	513,812.	513,812.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME (CS BATESVILLE LLC)	-224,527.	-224,527.
TOTALS	-224,527.	-224,527.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	39,359.			39,359.
TOTALS	39,359.			39,359.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	20,240.	10,120.		10,120.
TOTALS	20,240.	10,120.		10,120.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	259,632.	259,632.	
PROF FEES: OUTREACH	15,230.		15,230.
PROF FEES: CONSULTING	32,704.		32,704.
PROF FEES: STAFF SUPPORT	34,483.		34,483.
TOTALS	342,049.	259,632.	82,417.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES PAID	8,423.	8,423.		
EXCISE TAX EXPENSE	37,339.			
TOTALS	45,762.	8,423.		

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT AND ROYALTY EXPENSES	576,985.	576,985.	
OTHER INVESTMENT EXPENSES	44,493.	44,493.	
LEVITT PAVILION PROGRAM EXPS **	353,093.		353,093.
PROFESSIONAL DEVELOPMENT	40,481.		40,481.
HR AND EMPLOYEE EXPENSES	28,816.		28,816.
COMPUTER AND INTERNET EXPENSES	85,441.		85,441.
OFFICE EXPENSES	29,400.		29,400.
DUES AND SUBSCRIPTIONS	9,473.		9,473.
INSURANCE	2,962.		2,962.
ANNUAL FILING FEES	1,539.		1,539.
BANK FEES	594.	594.	
FORGIVENESS OF CHARITABLE LOAN	100,000.		
TOTALS	1,273,277.	622,072.	551,205.

** SEE FORM 990PF, PART IX-A (AND ATTACHMENT 24) FOR A DESCRIPTION OF THE LEVITT PAVILION PROGRAM.

ATTACHMENT 8

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	FRIENDS OF THE LEVITT PAVILION INC.
ORIGINAL AMOUNT:	2,500,000.
INTEREST RATE:	3.0000 %
DATE OF NOTE:	04/17/2013
MATURITY DATE:	04/17/2043
REPAYMENT TERMS:	SEE ATTACHMENT
PURPOSE OF LOAN:	CHARITABLE
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE	2,250,000.
ENDING BALANCE DUE	2,125,000.
ENDING FAIR MARKET VALUE	2,125,000.
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	2,250,000.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	2,125,000.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	2,125,000.

ATTACHMENT 9

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREPAID TAXES	251,989.	214,650.	214,650.
OTHER PREPAID	23,418.	3,012.	3,012.
TOTALS	275,407.	217,662.	217,662.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 10

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US & STATE GOV'T OBLIGATIONS (SEE DETAIL ATTACHED)	5,033,039.	6,012,655.	5,958,424.
US OBLIGATIONS TOTAL	5,033,039.	6,012,655.	5,958,424.

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORP STOCK & FIXED INCOME FUND (SEE DETAIL ATTACHED)	12,035,399.	9,115,260.	9,716,775.
TOTALS	12,035,399.	9,115,260.	9,716,775.

ATTACHMENT 12

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COUPON CORPORATE BONDS (SEE DETAIL ATTACHED)	5,049,667.	6,314,184.	6,293,615.
TOTALS	5,049,667.	6,314,184.	6,293,615.

ATTACHMENT 14

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CS BATESVILLE LLC	3,442,368.	3,217,837.	3,217,837.
TOTALS	3,442,368.	3,217,837.	3,217,837.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 15

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
OFFICE FURNITURE	SL	93,649			93,649	18,952	13,378		32,330.
TOTALS		93,649			93,649	18,952			32,330.

ATTACHMENT 16

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DUE FROM MANAGING AGENT	50,156.	33,555.	33,555.
DUE FROM TENANT	73,115.	57,095.	57,095.
DEFERRED LEASING COMM, NET	44,903.	46,240.	46,240.
OTHER MISCELLANEOUS RECEIVABLE		3,214.	3,214.
TOTALS	168,174.	140,104.	140,104.

ATTACHMENT 17

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
TENANT DEPOSITS		23,966.	23,966.
ACCRUED EXPENSES		96,419.	16,724.
	TOTALS	120,385.	40,690.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 18

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ANNEMARIE LEVITT C/O LEVITT PROPERTIES,106 QUARRY RD HAMBURG, NJ 07419	VICE PRESIDENT 1.00	0.	0.	0.
ELIZABETH LEVITT-HIRSCH C/O LEVITT PROPERTIES,106 QUARRY RD HAMBURG, NJ 07419	PRESIDENT 30.00	0.	0.	0.
KATHY EBERLY OVITT C/O LEVITT PROPERTIES,106 QUARRY RD HAMBURG, NJ 07419	TREASURER 1.00	0.	0.	0.
MALCOLM CHAIFETZ C/O LEVITT PROPERTIES,106 QUARRY RD HAMBURG, NJ 07419	SECRETARY 1.00	0.	0.	0.
PETER E. LEVITT C/O LEVITT PROPERTIES,106 QUARRY RD HAMBURG, NJ 07419	DIRECTOR 1.00	0.	0.	0.
SHARON YAZOWSKI C/O LEVITT PROPERTIES,106 QUARRY RD HAMBURG, NJ 07419	EXECUTIVE DIRECTOR 40.00	172,173.	0.	0.

SHARON YAZOWSKI IS NOT COMPENSATED FOR HER SERVICES AS A DIRECTOR OF THE FOUNDATION. THE AMOUNT LISTED ABOVE REFLECTS COMPENSATION FOR SERVICES PROVIDED IN ORGANIZING AND OVERSEEING THE FOUNDATION'S CHARITABLE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 18 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PROGRAMS INCLUDING OUTREACH RELATING TO THE LEVITT PAVILIONS.				
	GRAND TOTALS	172,173.	0.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 19

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
VANESSA SILBERMAN C/O LEVITT PROPERTIES INC. 168 QUARRY ROAD HAMBURG, NJ 07419	SR. DIRECTOR OF COMMUNICATIONS & STRATEGIC INITIATIVES 40.00	80,999.	0.	0.
PATRICIA SANCHEZ C/O LEVITT PROPERTIES INC. 168 QUARRY ROAD HAMBURG, NJ 07419	SR. DIRECTOR OF PROGRAMS 40.00	99,413.	0.	0.
HEIDI SNYDER C/O LEVITT PROPERTIES INC. 168 QUARRY ROAD HAMBURG, NJ 07419	DIRECTOR OF OPERATIONS 40.00	83,334.	0.	0.
	TOTAL COMPENSATION	263,746.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 20

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
UBS 590 MADISON AVENUE NEW YORK, NY 10022	INVESTMENT ADVISORY	248,005.
	TOTAL COMPENSATION	248,005.

ATTACHMENT 21

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MS. KATHY EBERLY OVITT
C/O LEVITT PROPERTIES,106 QUARRY RD
HAMBURG, NJ 07419
973-823-1140

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 22

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PUBLIC CHARITIES C/O LEVITT PROPERTIES, 106 QUARY ROAD HAMBURG, NJ 07419	PUBLIC CHARITIES PC	GENERAL SUPPORT	1,814,361
		TOTAL CONTRIBUTIONS PAID	1,814,361

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 23

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME			16	-224,527.	
TOTALS				-224,527.	

RENT AND ROYALTY SUMMARY

ATTACHMENT 25

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
ALLTEL **	440,807.	165,424.	212,569.	62,814.
SOCIAL SECURITY BLDG**	382,874.	67,210.	167,869.	147,795.
VA HOSPITAL **	493,576.	121,123.	196,547.	175,906.
TOTALS	1,317,257.	353,757.	576,985.	386,515.

** SEE DETAILS ATTACHED

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

RENTAL	416,199.
REIMBURSEMENTS	24,608.
	440,807.

OTHER DEDUCTIONS

CLEANING	7,362.
INSURANCE	8,077.
LEGAL AND OTHER PROFESSIONAL FEES	45.
MANAGEMENT FEES	23,286.
REPAIRS	45,217.
SUPPLIES	436.
TAXES	30,335.
UTILITIES	45,488.
PM-GENERAL	1,170.
PH-HVAC	3,260.
CONTRACT LABOR	5,341.
FIRE&PROTECTION	5,478.
LANDSCAPE	4,725.
PROPERTY RENT	7,200.
WASTE MANAGEMENT	3,060.
POSTAGE	7.
AMORTIZATION LEASE COMM	22,082.
	212,569.

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

RENTAL INCOME	259,978.
REIMBURESEMENTS	122,896.
	382,874.

OTHER DEDUCTIONS

CLEANING	20,403.
INSURANCE	3,302.
LEGAL AND OTHER PROFESSIONAL FEES	850.
MANAGEMENT FEES	15,874.
REPAIRS	5,302.
TAXES	74,593.
UTILITIES	27,758.
ALARM	568.
PH-HVAC	1,720.
FIRE & PROTECTION	81.
LANDSCAPE	4,506.
EXTERMINATING	1,215.
SNOW REMOVAL	8,730.
WASTE MANAGEMENT	2,770.
MISC. EXPENSES	197.
	167,869.

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

RENTAL INCOME	477,076.
REIMBURESEMENTS	16,500.
	493,576.

OTHER DEDUCTIONS

CLEANING	6,216.
INSURANCE	6,939.
MANAGEMENT FEES	26,500.
REPAIRS	52,558.
SUPPLIES	2,436.
TAXES	16,724.
PH-HVAC	7,860.
CONTRACT LABOR	38,113.
FIRE&PROTECTION	12,520.
LANDSCAPE	11,435.
EXTERMINATING	2,248.
SNOW REMOVAL	2,778.
WASTE MANAGEMENT	9,601.
MEALS	8.
POSTAGE	7.
TRAVEL	604.
	196,547.

FEDERAL FOOTNOTES

ATTACHMENT 24

FORM 990PF, PART IX-A
SUMMARY OF DIRECT CHARITABLE ACTIVITIES:

THE MORTIMER AND MIMI LEVITT FOUNDATION SUPPORTS THE PROGRAMS OF LOCAL FRIENDS OF LEVITT PAVILION ORGANIZATIONS THROUGH INTERPAVILION ACTIVITIES AND CONSULTATION. THE FOUNDATION SUPPORTS AND ASSISTS IN THE PRODUCTION OF FREE CONCERTS AS WELL AS GUIDES CIVIC AND COMMUNITY LEADERS IN DEVELOPING NEW LOCAL LEVITT PROGRAMS. THE GOAL OF THE FOUNDATION IS TO INSPIRE AND STRENGTHEN COMMUNITIES THROUGH LIVE MUSIC EXPERIENCES. CENTRAL TO THIS MISSION IS THE CREATION, DEVELOPMENT, AND SUPPORT OF LEVITT PAVILIONS AS COMMUNITY GATHERING SPACES. THE FOUNDATION HELPS CITIES NATIONWIDE ESTABLISH AND SUSTAIN THEIR OWN PAVILIONS AND LEVITT PROGRAMS, RESULTING IN STRONGER, HEALTHIER, AND MORE INTERCONNECTED NEIGHBORHOODS AND COMMUNITIES.

ATTACHMENT 24