C&E 996

ENVELOPE POSTMARK DATE NOV 13 2019

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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2018

Open to Public Inspection

2949132706007 9

For calendar year 2018 or tax year beginning , 2018, and ending , 20

EXTENSION ATTACHED

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)
1910 W SUNSET BLVD	600	(213) 201-6100
City or town, state or province, country, and ZIP or foreign postal code		C If exemption application is pending, check here ▶ ☐
LOS ANGELES, CA 90026		

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 04

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) ▶ $ 45,359,391.

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 ▶ ☐

30 Received in Batching Ogden

NOV 21 2019

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)	12,076,555.			
	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	435,100.	435,100.		
	5a Gross rents	1,691,623.	1,691,623.		ATCH 25
	b Net rental income or (loss) 60,161.				
	6a Net gain or (loss) from sale of assets not on line 10	366,409.			
	b Gross sales price for all assets on line 6a 6,791,690.				
	7 Capital gain net income (from Part IV, line 2)		366,409.		
	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 1	327,477.	284,430.		
	12 **Total.** Add lines 1 through 11	14,897,164.	2,777,562.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	157,000.			157,000.
	14 Other employee salaries and wages	891,078.			891,078.
	15 Pension plans, employee benefits	193,205.			193,205.
	16a Legal fees (attach schedule) ATCH 2	12,400.			12,400.
	b Accounting fees (attach schedule) ATCH 3	80,128.	25,950.		54,178.
	c Other professional fees (attach schedule) [4]	208,946.	195,910.		13,036.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	19,947.	4,150.		
	19 Depreciation (attach schedule) and depletion	557,898.	501,146.		
	20 Occupancy	99,862.			99,860.
	21 Travel, conferences, and meetings	10,144.			10,144.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	2,554,499.	1,131,614.		1,309,460.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,785,107.	1,858,770.		2,740,361.
	25 Contributions, gifts, grants paid	2,340,308.			2,340,308.
	26 Total expenses and disbursements Add lines 24 and 25	7,125,415.	1,858,770.	0.	5,080,669.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	7,771,749.			
	b **Net investment income** (if negative, enter -0-)		918,792.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
NOV 15 2019
C147 IRS-OSC
OGDEN, UT

3/4

SCANNED DEC 20 2019

JSA **For Paperwork Reduction Act Notice, see instructions.**
8E1410 1 000

Form **990-PF** (2018)

5734HH L161 10/31/2019 6:45:40 PM V 18-7.1F 309939

GV 8

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing	1,470,255.	1,276,754.	1,276,754.
2	Savings and temporary cash investments	451,265.	302,607.	302,607.
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) ▶ *		* 1,875,000.	ATCH 7
	Less allowance for doubtful accounts ▶	2,000,000.	1,875,000.	1,875,000.
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges ATCH 8	236,787.	190,197.	190,197.
10a	Investments - U S and state government obligations (attach schedule) [9]	5,235,662.	4,327,602.	4,327,602.
b	Investments - corporate stock (attach schedule) ATCH 10	6,172,808.	4,283,349.	4,283,349.
c	Investments - corporate bonds (attach schedule) ATCH 11	8,158,213.	6,496,109.	6,496,109.
11	Investments - land, buildings, and equipment basis ▶ 24,560,100.			ATCH 12
	Less accumulated depreciation (attach schedule) ▶ 3,900,364.	9,447,367.	20,659,736.	23,170,000.
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 13	3,165,336.	3,048,386.	3,048,386.
14	Land, buildings, and equipment basis ▶ 315,704.			ATCH 14
	Less accumulated depreciation (attach schedule) ▶ 116,090.	151,132.	199,614.	199,614.
15	Other assets (describe ▶ ATCH 15.)	138,233.	189,773.	189,773.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	36,627,058.	42,849,127.	45,359,391.
Liabilities 17	Accounts payable and accrued expenses	119,254.	105,657.	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons	209,117.		ATCH 16
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ ATCH 17)	59,899.	43,093.	
23	**Total liabilities** (add lines 17 through 22)	388,270.	148,750.	
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.			
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	35,176,527.	41,638,116.	
30	**Total net assets or fund balances** (see instructions)	36,238,788.	42,700,377.	
31	**Total liabilities and net assets/fund balances** (see instructions)	36,627,058.	42,849,127.	

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	36,238,788.
2	Enter amount from Part I, line 27a	2	7,771,749.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	44,010,537.
5	Decreases not included in line 2 (itemize) ▶ ATCH 18	5	1,310,160.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,700,377.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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) FMV 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	366,409.
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 doesn't 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))
2017	4,006,169.	37,688,566.	0.106297
2016	3,352,829.	37,350,726.	0.089766
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

2	**Total** of line 1, column (d)	2	0.453757
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.090751
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	41,990,990.
5	Multiply line 4 by line 3	5	3,810,724.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,188.
7	Add lines 5 and 6	7	3,819,912.
8	Enter qualifying distributions from Part XII, line 4	8	5,185,903.

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

3

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	9,188.
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	9,188.
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	9,188.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 179,071.		
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	179,071.
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	169,883.
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 169,883. **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 the 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	X	
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 ▶ CA,NY,			
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 2018 or the tax year beginning in 2018? See the 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

2

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 ▶ THE ORGANIZATION Telephone no ▶ 213-201-6100

Located at ▶ 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA ZIP+4 ▶ 90026

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 2018, 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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ 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 2018 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 2018)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	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? . . . If "Yes" to 6b, file Form 8870	6b		X
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		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? . . . ☐ Yes ☒ No			

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

1 List all officers, directors, trustees, and 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 19		157,000.	11,611.	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 20		495,784.	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 21		304,754.
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 26	2,740,361.
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 ADDITIONS TO PROPERTY AND EQUIPMENT USED FOR CHARITABLE PURPOSES	105,234.
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	105,234.

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	16,240,961.
b	Average of monthly cash balances	1b	1,667,130.
c	Fair market value of all other assets (see instructions)	1c	24,722,356.
d	**Total** (add lines 1a, b, and c)	1d	42,630,447.
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	42,630,447.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	639,457.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	41,990,990.
6	**Minimum investment return.** Enter 5% of line 5	6	2,099,550.

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	2,099,550.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	9,188.		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,188.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,090,362.
4	Recoveries of amounts treated as qualifying distributions			4	25,000.
5	Add lines 3 and 4			5	2,115,362.
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	2,115,362.

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	5,080,669.
b	Program-related investments - total from Part IX-B	1b	105,234.
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	5,185,903.
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	9,188.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,176,715.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,115,362.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years 20 16 ,20 15 ,20 14				
3 Excess distributions carryover, if any, to 2018				
a From 2013 . . . . . . 2,632,055.				
b From 2014 . . . . . . 539,758.				
c From 2015 . . . . . . 640,014.				
d From 2016 . . . . . . 1,473,049.				
e From 2017 . . . . . . 2,121,165.				
f Total of lines 3a through e	7,406,041.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 5,185,903.				
a Applied to 2017, 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 2018 distributable amount				2,115,362.
e Remaining amount distributed out of corpus	3,070,541.			
5 Excess distributions carryover applied to 2018 (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	10,476,582.			
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 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				
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 2013 not applied on line 5 or line 7 (see instructions)	2,632,055.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	7,844,527.			
10 Analysis of line 9				
a Excess from 2014 . . . 539,758.				
b Excess from 2015 . . . 640,014.				
c Excess from 2016 . . . 1,473,049.				
d Excess from 2017 . . . 2,121,165.				
e Excess from 2018 . . . 3,070,541.				

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 2018, 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			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed

ATCH 22

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

ATCH 22

c Any submission deadlines

ATCH 22

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

ATCH 22

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 23				
Total . . . . . . ▶ **3a**				2,340,308.
b *Approved for future payment*				
ATCH 23A				
Total . . . . . . ▶ **3b**				8,065,000.

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	435,100.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	60,161.	
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	366,409.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 24				284,430.	43,047.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,146,100.	43,047.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,189,147.

(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)
11	INCOME GENERATED AT LEVITT PAVILLION EVENTS. FOR
	DESCRIPTION OF THE FOUNDATION'S DIRECT CHARITABLE
	ACTIVITIES RELATED TO THE LEVITT PAVILLIONS, SEE ATTACHMENT 25

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) (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) (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

Signature of officer or trustee: [signature] Date: 11/13/19 Title: President

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	[signature] CPA	11-08-2019		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

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					VAR	VAR
6,791,690.		6,425,281.					366,409.	
TOTAL GAIN(LOSS)							366,409.	

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.
▶ Go to *www.irs.gov/Form990* for the latest information.

OMB No 1545-0047

2018

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	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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 (entering "N/A" in column (b) instead of the contributor name and address), 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 13-6204678

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 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	$ 16,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	ELIZABETH LEVITT HIRSCH 1910 W SUNSET BLVD SUITE 600 LOS ANEGELES, CA 90026	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
3	CITY OF LOS ANGELES 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	$ 11,490.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
4	COUNTY OF LA 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	$ 5,100.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
5	TARGET 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	$ 30,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
6	ALTAMED 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization MORTIMER AND MIMI LEVITT FOUNDATION INC.

Employer identification number 13-6204678

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	BLUELA 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
8	BENJAMIN A. LEEDS FOUNDATION 3385 OVERLAND AVENUE, SUITE 1 LOS ANGELES, CA 90034	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
9	KARNEY GUREN FAMILY FOUNDATION 12720 HANOVER STREET LOS ANGELES, CA 90049	$ 30,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
10	CS BROADWAY CORP. C/O LEVITT PROPERTIES,106 QUARRY RD HAMBURG, NJ 07419	$ 11,843,852.	Person [ ] Payroll [ ] Noncash [X] (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 13-6204678

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
10	INTEREST IN "CS MILWAUKEE, LLC", A SINGLE MEMBER LLC HOLDING PROPERTY VALUED AT $11,700,000 AND RECEIVABLES VALUED AT $ 143,852	$ 11,843,852.	03/01/2018

(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 13-6204678

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

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER PROGRAM REVENUE	43,047.	
PARTNERSHIP INCOME (CS BATESVILLE LLC)	284,430.	284,430.
TOTALS	327,477.	284,430.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	12,400.			12,400.
TOTALS	12,400.			12,400.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
EISNERAMPER LLP	51,900.	25,950.		25,950.
OTHER ACCOUNTING FEES	28,228.			28,228.
TOTALS	80,128.	25,950.		54,178.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	195,910.	195,910.	
PROF FEES: OUTREACH	13,036.		13,036.
TOTALS	208,946.	195,910.	13,036.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES PAID	4,150.	4,150.		
EXCISE TAX EXPENSE	15,797.			
TOTALS	19,947.	4,150.		

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT/ROYALTY EXPENSE (ATCH 25)	1,130,316.	1,130,316.	
OTHER INVESTMENT EXPENSE	1,298.	1,298.	
LEVITT PAVILION PROGRAM EXPS**	764,347.		750,279.
ANNUAL FILINGS	1,031.		1,031.
COMPUTER AND INTERNET EXPENSES	41,478.		41,478.
CONTRACT LABOR	11,553.		11,553.
DUES AND SUBSCRIPTIONS	7,663.		7,663.
EVENT EXPENSES	308,487.		308,487.
FIRE AND PROTECTION	1,585.		1,585.
FORGIVENESS OF CHARITABLE LOAN	100,000.		
INSURANCE	22,186.		22,829.
OFFICE EXPENSES	30,808.		30,808.
PROFESSIONAL DEVELOPMENT STAFF	32,215.		32,215.
DEVELOPMENT	46,579.		46,579.
SUPPLIES	30,748.		30,748.
TELEPHONE	11,643.		11,643.
MISCELLANEOUS	12,562.		12,562.
TOTALS	2,554,499.	1,131,614.	1,309,460.

** SEE FORM 990PF, PART IX-A (AND ATTACHMENT 26) FOR A DESCRIPTION OF THE LEVITT PAVILION PROGRAM.

ATTACHMENT 7

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	2,000,000.
ENDING BALANCE DUE	1,875,000.
ENDING FAIR MARKET VALUE	1,875,000.
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	2,000,000.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	1,875,000.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	1,875,000.

ATTACHMENT 8

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

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREPAID TAXES		191,283.	179,071.	179,071.
OTHER PREPAID		45,504.	11,126.	11,126.
	TOTALS	236,787.	190,197.	190,197.

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

ATTACHMENT 9

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US & STATE GOV'T OBLIGATIONS (SEE DETAIL ATTACHED)	5,235,662.	4,327,602.	4,327,602.
US OBLIGATIONS TOTAL	5,235,662.	4,327,602.	4,327,602.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORP STOCK & FIXED INCOME FUND (SEE DETAIL ATTACHED)	6,172,808.	4,283,349.	4,283,349.
TOTALS	6,172,808.	4,283,349.	4,283,349.

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COUPON CORPORATE BONDS (SEE DETAIL ATTACHED)	8,158,213.	6,496,109.	6,496,109.
TOTALS	8,158,213.	6,496,109.	6,496,109.

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 12

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
BUILDING	SL	3,293,000			3,293,000	1,537,438	84,436		1,621,874
LAND	L	586,960			586,960				
LEASEHOLD IMPROVEM	SL	47,445			47,445	2,129	1,217		3,346
LEASEHOLD IMPROVM	SL	8,946			8,946		895		895
LEASEHOLD IMPROVM	SL		13,515		13,515		58		58
BUILDING	SL	2,621,200			2,621,200	666,500	67,210		733,710
LAND	L	467,246			467,246				
BUILDING	SL	4,723,800			4,723,800	1,191,043	121,123		1,312,166
LAND	L	851,919.			851,919				
LEASEHOLD IMPROVEM	SL	14,491			14,491	1,087	1,449		2,536
LEASEHOLD IMPROVEM	SL	13,591			13,591	113	1,359		1,472
LEASEHOLD IMPROVM	SL	217,987			217,987	908	10,899		11,807
BUILDING	SL		9,945,000		9,945,000		212,500		212,500
LAND	L		1,755,000		1,755,000				
TOTALS		12846585			24560100	3,399,218			3,900,364

ATTACHMENT 13

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CS BATESVILLE LLC	3,165,336.	3,048,386.	3,048,386.
TOTALS	3,165,336.	3,048,386.	3,048,386.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 14

		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	45,708	13,378		59,086
OFFICE FURNITURE	SL	8,106			8,106	2,316	1,158		3,474.
COMPUTERS & EQUIPT	SL	4,426			4,426	885	885		1,770.
PRODUCTION EQUIPT	SL	104,289			104,289	10,429	20,858		31,287
OFFICE FURNITURE	SL		1,612		1,612		230		230
COMPUTERS & EQUIPT	SL		2,680		2,680		447		447
COMPUTERS & EQUIPT	SL		3,299		3,299		550		550
COMPUTERS & EQUIPT	SL		1,664		1,664		139		139
COMPUTERS & EQUIPT	SL		2,680		2,680		447.		447
PRODUCTION EQUIPT	SL		56,250		56,250		11,250		11,250
PRODUCTION EQUIPT	SL		37,049.		37,049		7,410		7,410
TOTALS		210,470			315,704	59,338			116,090

ATTACHMENT 15

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DUE FROM MANAGING AGENT	23,019.	80,251.	80,251.
DUE FROM TENANT	65,223.	92,672.	92,672.
DEFERRED LEASING COMM, NET	49,991.	16,850.	16,850.
TOTALS	138,233.	189,773.	189,773.

ATTACHMENT 16

FORM 990PF, PART II - LOANS FROM OFFICERS, DIRECTORS, ETC.

LENDER: CS KANSAS CITY
ORIGINAL AMOUNT: 209,117.
REPAYMENT TERMS: INTEREST FREE LOAN, NO DUE DATE
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: CHARITABLE

BEGINNING BALANCE DUE	209,117.
ENDING BALANCE DUE	NONE
TOTAL BEGINNING LOANS FROM OFFICERS, DIRECTORS, ETC.	209,117.
TOTAL ENDING LOANS FROM OFFICERS, DIRECTORS, ETC.	NONE

** DISQUALIFIED PERSON (COMPANY OWNED BY BOARD MEMBER) MADE INTEREST FREE ADVANCES TO THE FOUNDATION TO PAY FOR CHARITABLE EXPENDITURES. ALL AMOUNTS WERE REPAID IN 2018

ATTACHMENT 17

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
TENANT DEPOSITS		29,210.	
ACCRUED INCOME		30,689.	43,093.
	TOTALS	59,899.	43,093.

ATTACHMENT 18

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAIN	1,238,893.
PRIOR PERIOD ADJUSTMENT	71,267.
TOTAL	1,310,160.

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

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
ELIZABETH LEVITT-HIRSCH 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	DIRECTOR / PRESIDENT 30.00	0.	0.	0.
KATHY EBERLY OVITT 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	DIRECTOR / TREASURER 10.00	0.	0.	0.
MALCOLM CHAIFETZ (DEC'D 3/11/18) 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	DIRECTOR / SECRETARY 1.00	0.	0.	0.
PETER E. LEVITT 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	DIRECTOR 1.00	0.	0.	0.
SHARON YAZOWSKI 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	EXECUTIVE DIRECTOR 40.00	157,000.	11,611.	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 PROGRAMS INCLUDING OUTREACH RELATING TO THE LEVITT PAVILLIONS.

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

ATTACHMENT 19 (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
JOANN BOURNE (BEG. 12/5/18) 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	DIRECTOR .25	0.	0.	0.
LARRY CHAIFETZ (BEG. 12/5/18) 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	DIRECTOR .25	0.	0.	0.
STEPHEN DOUGLASS (BEG. 12/5/18) 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	DIRECTOR .25	0.	0.	0.
ANDREW HIRSCH (BEG. 12/5/18) 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	DIRECTOR .25	0.	0.	0.
JOHN MCNAMARA (BEG. 12/5/18) 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	DIRECTOR .25	0.	0.	0.
PASY WANG (BEG. 12/5/18) 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	DIRECTOR .25	0.	0.	0.

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

ATTACHMENT 19 (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
ANNEMARIE LEVITT (DEC'D 1/6/19) 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	DIRECTOR / VICE PRESIDENT 1.00	0.	0.	0.
	GRAND TOTALS	157,000.	11,611.	0.

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

ATTACHMENT 20

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 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026 SENIOR DIRECTOR OF COMMUNICATIONS & STRATEGIC INITIATIVES	SENIOR DIRECTOR 40.00	125,021.	0.	0.
HEIDI SNYDER 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026 DIRECTOR OF OPERATIONS	DIRECTOR 40.00	113,026.	0.	0.
PATRICIA SANCHEZ 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026 SENIOR DIRECTOR OF PROGRAMS	SENIOR DIRECTOR 40.00	110,803.	0.	0.
AURORA CERDA 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026 DIRECTOR OF COMMUNITY RELATIONS	DIRECTOR 40.00	75,484.	0.	0.
MATTHEW A HIMES 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026 DIRECTOR OF PROGRAMMING AND PRODUCTION	DIRECTOR 40.00	71,450.	0.	0.
	TOTAL COMPENSATION	495,784.	0.	0.

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

ATTACHMENT 21

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
UBS 590 MADISON AVENUE NEW YORK, NY 10022	INVESTMENT ADVISORY	195,910.
EISNERAMPER LLP 750 THIRD AVENUE NEW YORK, NY 10017	TAX & ACCOUNTING	51,900.
EDWARD S. DARNELL 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026		56,944.
	TOTAL COMPENSATION	304,754.

ATTACHMENT 22

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

MS. SHARON YAZOWSKI
1910 W SUNSET BLVD SUITE 600
LOS ANGELES, CA 90026
213-201-6100

FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND INFORMATION THEY SHOULD INCLUDE:

IN WRITING

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

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

ATTACHMENT 23

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PUBLIC CHARITIES - SEE SCHEDULE ATTACHED	NONE PC	GENERAL SUPPORT	2,340,308
		TOTAL CONTRIBUTIONS PAID	2,340,308

Mortimer and Mimi Levitt Foundation
Tax Year. 2018
Schedule of Grants Paid

Name of Grant Receipient	Address					Amount
Advancement Project California	1910 W Sunset Blvd	Suite 500	Los Angeles	CA	90026	$ 2,500 00
American Contemporary Ballet	700 S Flower St	Suite 3200	Los Angeles	CA	90017	250 00
AMP Concerts	1013 Vassar Dr NE		Albuquerque	NM	87106	25,000 00
Arthritis Foundation	800 W 6th St,	#1010	Los Angeles	CA	90277	100 00
Arts Alliance of Portage County, Inc	P O Box 565		Stevens Point	WI	54481	25,000 00
Benedict Canyon Association	P O Box 1265		Beverly Hills	CA	90213	100.00
Berea Arts Council, Inc	444 Chestnut St		Berea	KY	40403	25,000 00
BizFed Institute	6055 East Washington Blvd	Suite 260	Commerce	CA	90040	8,000 00
Boys & Girls Club of Santa Monica	1220 Lincoln Blvd		Santa Monica	CA	90401	350 00
Brewery Arts Center	449 W King St		Carson City	NV	89703	25,000 00
BronxWorks	60 East Tremont Ave		Bronx	NY	10453	5,000 00
California Center for the Arts Escondido Foundation	340 N Escondido Blvd		Escondido	CA	92025	25,000 00
California Dance Institute	3303 Wilshire Blvd.	Suite 310	Los Angeles	CA	90010	200 00
California State University, Northridge Foundation - VPAC	Cal State University, Foundation	18111 Nordoff St	Northridge	CA	91330	150 00
Catamount Film & Arts Co	115 Eastern Ave.	P O Box 324	St Johnsbury	VT	05819	25,000 00
Cowan Community Action Group, Inc	81 Sturgill Branch		Whitesburg	KY	41858	25,000 00
Discover Downtown Middlesboro, Inc	P O Box 1156		Middlesboro	KY	40965	25,000.00
Elton John Aids Foundation	584 Broadway	Room 906	New York	NY	10012	6,500 00
Friends of Levitt Pavilion Arlington	505 E Border St		Arlington	TX	76010	198,001 00
Friends of Levitt Pavilion Dayton	2312 Far Hills Ave	Suite 194	Dayton	OH	45419	750,001 00
Friends of Levitt Pavilion Denver	2648 Eudora St		Denver	CO	80207	250,000 00
Friends of Levitt Pavilion SteelStacks	25 W Third St		Bethlehem	PA	18015	146,532 00
Friends of Levitt Shell Memphis	420 N Cleveland St		Memphis	TN	38104	150,000 00
Friends of Levitt Shell Sioux Falls	524 N Main Ave	#106	Sioux Falls	SD	57104	306,686 00
Galva Arts Council Inc	P O Box 29		Galva	IL	61434	25,000.00
Grand Performances	350 S Grand Ave	Suite A-4	Los Angeles	CA	90071	150 00
Jacksonville Main Street	222 W. State	P O Box 152	Jacksonville	IL	62651	7,500 00
Jazzanooga	431 E ML King Blvd	#100	Chattanooga	TN	37403	25,000 00
John Michael Kohler Arts Center	608 New York Ave		Sheboygan	WI	53081	25,000 00

LA's Best	200 N Spring Ste	Suite M-120	Los Angeles	CA	90012	500 00
Legal Momentum	16 East 34th St	6th Floor	New York	NY	10016	250 00
Liberty Hill Foundation	6420 Wilshire Blvd	Suite 700	Los Angeles	CA	90048	6,000 00
Los Angeles Children's Chorus	585 E Colorado Blvd		Pasadena	CA	91101	225 00
Los Angeles Master Chorale	135 N Grand Ave.		Los Angeles	CA	90012	2,950 00
Los Angeles Philharmonic Association	151 South Grand Ave.		Los Angeles	CA	90012	11,000 00
Marion Cultural Alliance	23 SW Broadway St		Ocala	Fl	34471	25,000 00
Marshfield Rotary Club	P O Box 463		Mansfield	WI	54449	1,500.00
Miles of Music 5K	1818 S Western Ave		Los Angeles	CA	90006	312 00
My Friend's Place	P O Box 3867		Hollywood	CA	90078	30,000 00
National Partnership for Women & Families	1875 Connecticut Ave., NW	Suite 650 D C	Washington	DC	20009	1,500 00
NeighborWorks Blackstone River Valley	719 Front St	#103	Woonsocket	RI	02895	25,000 00
New Village Girls Academy	333 S Grande Ave.	47th Floor	Los Angeles	CA	90071	300 00
Nightingale-Bamford School	20 East 92nd Ste		New York	NY	10128	1,000 00
PATH	340 N Madison Ave		Los Angeles	CA	90004	500 00
Polly Rucker Scholarship	St Thomas More Parish School	5927 Wigton Dr	Houston	TX	77096	250 00
Scripps College	1030 Columbia Ave	Claremont	Claremont	CA	91711	3,500 00
Southern California Public Radio	474 S Raymond Ave		Pasadena	CA	91105	886 00
The Gabriella Foundation	222 E 16th St	Unit E	Los Angeles	CA	90015	350 00
The Joyce Theater	175 Eight Ave.		New York	NY	10011	500 00
The Music Center	135 N Grand Ave		Los Angeles	CA	90012	14,665 00
The Women's Foundation of California	300 Frank H Ogawa Plaza	Suite 420	Oakland	CA	94612	150.00
Trenton Downtown Association	16 East Hanove St		Newark	NJ	08608	25,000 00
United Arts Council of Greater Greensboro	P O Box 877		Greensboro	NC	27402	5,000 00
United Friends of the Children	1055 Wilshire Blvd	Suite 1955	Los Angeles	CA	90017	100 00
University of Southern Mississippi	118 College Dr	Box 5121	Hattiesburg	MS	39406	7,500 00
Utica Monday Nite	2807 Milton Place		Utica	NY	13501	25,000 00
Venice Family Clinic	604 Rose Ave		Venice	CA	90291	250.00
Young Concert Artists	1776 Broadway	Suite 1500	New York	NY	10019	5,000.00
Youth Policy Institute	6464 Sunset Blvd	Suite 650 D C	Los Angeles	CA	90028	100 00
Sunshine Foundation-Mercer County Chapter	P O Box 55130		Trenton	NJ	08638	1,500 00
Jill Chaifetz Education Helpline	151 West 30th Street	5Th Floor	New York	NY	10001	5,000 00
Wakeman Boys and Girls Club	Attn Development Office	2414 Fairfield Avenue,	Bridgeport	CT	06605	2,500 00
AASR - Learning Center	Valley of Central Jersey	103 Dunns Mills Rd	Bordentown	NJ	08505	2,500 00
Harvest House	P O Box 374		Glenwood	NJ	07418	2,500 00

NewBridge Fund	7 Industrial Road		Pequannock	NJ	07440	2,500 00
Samaritan Inn	901 Swartswood Rd		Newton	NJ	07860	2,500 00
SCARC	11 US Route 206	Suite 100	Augusta	NJ	07822	250 00
Sussex County Food Pantry	48 Wyker Road		Franklin	NJ	07416	2,500.00
Alzheimers Disease Research	22512 Gateway Center Drive	P O Box 1950	Clarksburg	MD	20871-1950	100 00
Audubon Society (Connecticut)	314 Unquowa Road		Fairfield	CT	06824	50 00
Kids Wish Network	Wish Fulfillment Center	P O Box 2012	Milford	NH	03055-2012	100 00
New York Pops	333 W 52nd Street	Suite 900	New York	NY	10019-6238	150 00
St Josephs Indian School	P O Box 300		Chamberlain	SD	57325-9919	50 00
Metropolitan Opera	Lincoln Center		New York	NY	10023	7,500 00
Young Concert Artists Inc	250 West 57th Street	Suite 1222	New York	NY	10107	7,500 00
St Bonaventure Indian Mission and School	P O Box 610		Thoreau	NM	87323-0610	50 00
St Josephs Indian School	P O Box 300		Chamberlain	SD	57325-9919	50 00
Metro Museum of Art	1000 Fifth Avenue		New York	NY	10028	1,500 00
St Josephs Indian School	P O Box 300		Chamberlain	SD	57325-9919	100 00
St Josephs Indian School	P O Box 300		Chamberlain	SD	57325-9919	100 00
Total Grants Paid 2018						**$ 2,340,308.00**

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 23A

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PUBLIC CHARITIES - SEE SCHEDULE ATTACHED	NONE PC	GENERAL SUPPORT	8,065,000
		TOTAL CONTRIBUTIONS PAID	8,065,000

SCHEDULE OF GRANTS APPROVED FOR FUTURE PAYMENT

Name of Grant Recipient	Address	Balance as of 12/31/18
Friends of Levitt Arlington	505 E. Border St, Arlington TX 76010	$ 300,000.00
Friends of Levitt Dayton	2312 Far Hills Ave, Suite 194, Dayton OH 45419	$ 750,000.00
Friends of Levitt Denver	2648 Eudora St., Denver CO 80207	$ 500,000.00
Friends of Levitt Fort Lauderdale	333 New River Drive E, Suite 1500, Ft. Lauderdale FL 33301	$ 1,500,000.00
Friends of Levitt Houston	11415 Chimney Rock Road, Suite 201, Houston TX 77035	$ 1,500,000.00
Friends of Levitt Memphis	420 N. Cleveland St., Memphis, TN 38104	$ 450,000.00
Friends of Levitt Sioux Falls	524 N. Main Ave #106, Sioux Falls SD 57104	$ 1,200,000.00
Friends of Levitt SteelStacks	25 W. Third Street, Bethlehem PA 18015	$ 450,000.00
Friends of Levitt Westport	260 Compo Road S, Westport CT 06880	$ 1,100,000.00
		$ 7,750,000.00
Friends of Levitt Arlington	505 E. Border St, Arlington TX 76010	$ 30,000.00
Friends of Levitt Memphis	420 N. Cleveland St., Memphis, TN 38104	$ 50,000.00
Friends of Levitt SteelStacks	25 W. Third Street, Bethlehem PA 18015	$ 10,000.00
		$ 90,000.00
AMP Middlesboro / Discover Downtown Middlesboro	P.O. Box 1156, Middlesboro KY 40965	$ 75,000.00
AMP Sheboygan / John Michael Kohler Arts Center	608 New York Ave., Sheboygan WI 53081	$ 75,000.00
AMP Trenton / Trenton Downtown Association, Inc.	16 East Hannover St., Newark NJ 08608	$ 75,000.00
		$ 225,000.00
		$ 8,065,000.00

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

ATTACHMENT 24

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME			16	284,430.	
OTHER PROGRAM REVENUE					43,047.
TOTALS				284,430.	43,047.

RENT AND ROYALTY SUMMARY

ATTACHMENT 25

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
ALLTEL, VIRGINIA BEA	367,485.	86,606.	229,750.	51,129.
SOCIAL SECURITY BLDG	316,883.	67,210.	168,725.	80,948.
VA HOSPITAL, PUEBLO	530,939.	134,830.	169,104.	227,005.
CS MILWAUKEE	476,316.	212,500.	562,737.	-298,921.
TOTALS	1,691,623.	501,146.	1,130,316.	60,161.

SEE DETAILED SCHEDULES OF EACH OF THE PREOPERTIES, ATTACHED

FEDERAL FOOTNOTES ATTACHMENT 26

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.