EXTENSION ATTACHED 29491333014030

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 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, and ending , 20

Name of foundation: MORTIMER AND MIMI LEVITT FOUNDATION INC.

A Employer identification number: 13-6204678

Number and street (or P O box number if mail is not delivered to street address): 1910 W SUNSET BLVD SUITE 600

Room/suite:

B Telephone number (see instructions): (213) 201-6100

City or town, state or province, country, and ZIP or foreign postal code: LOS ANGELES, CA 90026

C If exemption application is pending, check here ▶ ☐

6

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation 04
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 42,660,739.

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

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

03/04

		(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)	567,310.			
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	783,563.	783,563.		
5a	Gross rents	1,185,617.	1,185,617.		
b	Net rental income or (loss) 292,215.				
6a	Net gain or (loss) from sale of assets not on line 10	1,128,009.			
b	Gross sales price for all assets on line 6a 42,633,011.				
7	Capital gain net income (from Part IV, line 2)		5,096,834.		
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	371,748.	329,759.		
12	**Total.** Add lines 1 through 11	4,036,247.	7,395,773.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	163,000.			163,000.
14	Other employee salaries and wages	1,098,607.			967,120.
15	Pension plans, employee benefits	187,715.			187,715.
16a	Legal fees (attach schedule) ATCH 2	72,997.			72,997.
b	Accounting fees (attach schedule) ATCH 3	67,200.	18,350.		18,350.
c	Other professional fees (attach schedule) [4]	219,411.	219,411.		
17	Interest				
18	Taxes (attach schedule) (see instructions) [5]	14,044.	3,176.		
19	Depreciation (attach schedule) and depletion	368,170.	301,246.		
20	Occupancy	115,855.			115,855.
21	Travel, conferences, and meetings	25,840.			25,840.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	1,801,486.	583,217.		1,118,739.
24	**Total operating and administrative expenses.** Add lines 13 through 23	4,134,325.	1,125,400.		2,669,616.
25	Contributions, gifts, grants paid	1,922,918.			1,922,918.
26	**Total expenses and disbursements.** Add lines 24 and 25	6,057,243.	1,125,400.	0.	4,592,534.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-2,020,996.			
b	**Net investment income** (if negative, enter -0-)		6,270,373.		
c	**Adjusted net income** (if negative, enter -0-)				

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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	1,276,754.	415,743.	415,743.
2	Savings and temporary cash investments	302,607.	392,247.	392,247.
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) ▶ *		* 1,750,000.	ATCH 7
	Less allowance for doubtful accounts ▶	1,875,000.	1,750,000.	1,750,000.
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges ATCH 8	190,197.	371,911.	371,911.
10a	Investments - U S and state government obligations (attach schedule) [9]	4,327,602.	2,061,671.	2,061,671.
b	Investments - corporate stock (attach schedule) ATCH 10	4,283,349.	9,310,809.	9,310,809.
c	Investments - corporate bonds (attach schedule) ATCH 11	6,496,109.	14,773,059.	14,773,059.
11	Investments - land buildings, and equipment basis ▶ 12,860,100.			ATCH 12
	Less accumulated depreciation (attach schedule) ▶ 3,976,799.	20,659,736.	8,883,301.	10,120,000.
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 13	3,048,386.	2,923,141.	2,923,141.
14	Land, buildings, and equipment basis ▶ 321,100.			ATCH 14
	Less accumulated depreciation (attach schedule) ▶ 174,075.	199,614.	147,025.	147,025.
15	Other assets (describe ▶ ATCH 15)	189,773.	395,133.	395,133.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	42,849,127.	41,424,040.	42,660,739.
Liabilities 17	Accounts payable and accrued expenses	105,657.	243,776.	
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 16)	43,093.	17,121.	
23	**Total liabilities** (add lines 17 through 22)	148,750.	260,897.	
Net Assets or Fund Balances	**Foundations that follow FASB ASC 958, check here ▶ [X] and complete lines 24, 25, 29, and 30.**			
24	Net assets without donor restrictions	42,700,377.	41,163,143.	
25	Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ [ ] and complete lines 26 through 30			
26	Capital stock, trust principal, or current funds			
27	Paid-in or capital surplus, or land, bldg , and equipment fund			
28	Retained earnings, accumulated income, endowment, or other funds			
29	**Total net assets or fund balances** (see instructions)	42,700,377.	41,163,143.	
30	**Total liabilities and net assets/fund balances** (see instructions)	42,849,127.	41,424,040.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	42,700,377.
2	Enter amount from Part I, line 27a	2	-2,020,996.
3	Other increases not included in line 2 (itemize) ▶ ATCH 17	3	483,762.
4	Add lines 1, 2, and 3	4	41,163,143.
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 29	6	41,163,143.

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	5,096,834.
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))
2018	5,176,715.	41,990,990.	0.123282
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

2	**Total** of line 1, column (d)	2	0.445950
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	0.089190
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	39,028,567.
5	Multiply line 4 by line 3	5	3,480,958.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	62,704.
7	Add lines 5 and 6	7	3,543,662.
8	Enter qualifying distributions from Part XII, line 4	8	4,597,930.

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 ▶ [X] and enter 1% of Part I, line 27b		1	62,704.
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	62,704.
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	62,704.
6	Credits/Payments			
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a 370,383.		
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	370,383.
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	307,679.
11	Enter the amount of line 10 to be **Credited to 2020 estimated tax** ▶ 100,000. **Refunded** ▶		11	207,679.

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		
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 2019 or the tax year beginning in 2019? 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 2019, 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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ 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 2019 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 Form 4720, Schedule C to determine if the foundation had excess business holdings in 2019)	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 2019?	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		
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 18		163,000.	13,882.	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		518,316.	45,964.	0.

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

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

3 Five highest-paid independent contractors for professional services. 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		340,148.
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 25	2,675,012.
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	5,396.
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	5,396.

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	22,491,656.
b	Average of monthly cash balances	1b	2,476,984.
c	Fair market value of all other assets (see instructions)	1c	14,654,271.
d	**Total** (add lines 1a, b, and c)	1d	39,622,911.
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	39,622,911.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	594,344.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	39,028,567.
6	**Minimum investment return.** Enter 5% of line 5	6	1,951,428.

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	1,951,428.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	62,704.		
b	Income tax for 2019 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	62,704.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,888,724.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,888,724.
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	1,888,724.

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	4,592,534.
b	Program-related investments - total from Part IX-B	1b	5,396.
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	4,597,930.
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	62,704.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,535,226.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,888,724.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only				
b Total for prior years 20 17 ,20 16 ,20 15				
3 Excess distributions carryover, if any, to 2019				
a From 2014 — 539,758.				
b From 2015 — 640,014.				
c From 2016 — 1,473,049.				
d From 2017 — 2,121,165.				
e From 2018 — 3,070,541.				
f **Total** of lines 3a through e	7,844,527.			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ $ 4,597,930.				
a Applied to 2018, 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 2019 distributable amount				1,888,724.
e Remaining amount distributed out of corpus	2,709,206.			
5 Excess distributions carryover applied to 2019 (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	10,553,733.			
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 2018 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				
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 2014 not applied on line 5 or line 7 (see instructions)	539,758.			
9 **Excess distributions carryover to 2020.** Subtract lines 7 and 8 from line 6a	10,013,975.			
10 Analysis of line 9				
a Excess from 2015 — 640,014.				
b Excess from 2016 — 1,473,049.				
c Excess from 2017 — 2,121,165.				
d Excess from 2018 — 3,070,541.				
e Excess from 2019 — 2,709,206.				

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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	
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))

N/A

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 21

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

ATCH 21

c Any submission deadlines

ATCH 21

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

ATCH 21

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**				1,922,918.
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	783,563.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	292,215.	
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	1,128,009.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 23				329,759.	41,989.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,533,546.	41,989.

13 Total Add line 12, columns (b), (d), and (e) . . . 13 2,575,535.

(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 PAVILION EVENTS. FOR
	DESCRIPTION OF THE FOUNDATION'S DIRECT CHARITABLE
	ACTIVITIES RELATED TO THE LEVITT PAVILIONS, 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 | Date 10/15/2020 | Title EXECUTIVE DIRECTOR BOARD SECRETARY

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	10/08/2020		P00058583
Firm's name ▶ EISNERAMPER LLP			Firm's EIN ▶ 13-1639826	
Firm's address ▶ 733 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.
▶ Go to *www.irs.gov/Form990* for the latest information.

OMB No 1545-0047

2019

Name of the organization
MORTIMER AND MIMI LEVITT FOUNDATION INC.

Employer identification number
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, 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	CITY OF LOS ANGELES,DEPT CULTURAL AFFAIR 201 NORTH FIGUEROA ST #1400 LOS ANGELES, CA 90012	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	UBS BUSINESS SOLUTIONS 299 PARK AVENUE, 8-9 & 11 FL NEW YORK, NY 10171	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
3	TARGET 521 W 25TH STREET NEW YORK, NY 10001	$ 30,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
4	ACHIEVING AMERICA FAMILY FOUNDATION 450 SAN RAFAEL AVE PASADENA, CA 91105	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
5	FIRST 5 LA 750 N ALAMEDA STREET LOS ANGELES, CA 90012	$ 7,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
6	FANNY & STEPHEN ROSENAK FOUNDATION 9485 SUNSET DRIVE MIAMI, FL 33173	$ 25,000.	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	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)
8	FRANCES & BENJAMIN BENENSON FOUNDATION 155 E 4TH STREET, 28TH FL NEW YORK, NY 10017	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
9	CS BROADWAY CORP. C/O LEVITT PROPERTIES,106 QUARRY RD HAMBURG, NJ 07419	$ 62,253.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
10	ESTATE OF ANNEMARIE LEVITT C/O LEVITT PROPERTIES,106 QUARRY RD HAMBURG, NJ 07419	$ 20,207.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
11	ESTATE OF ANNEMARIE LEVITT C/O LEVITT PROPERTIES,106 QUARRY RD HAMBURG, NJ 07419	$ 221,676.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
12	LEONARD LAUDER 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	$ 5,000.	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
13	LIZ & MARC GUREN 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
14	MOLLY MUNGER 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
15	OLIVIA NEECE 1910 W SUNSET BLVD SUITE 600 LOS ANGELES, CA 90026	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
16	LOS ANGELES MEDICAL CENTER FOUNDATION 2010 WILSHIRE BLVD., 2ND FLOOR LOS ANGELES, CA 90057	$ 7,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
17	SIGMA FOODS INC 4140 WORLD HOUSTON PARKWAY SUITE 110 HOUSTON, TX 77032	$ 11,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
18	UCLA UNIVERSITY OF CALIFORNIA, LOS ANGELES LOS ANGELES, CA 90095	$ 5,000.	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
19	COUNTY OF LA 1055 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90017	$ 5,700.	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 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
11	SEE ATTACHED STATEMENT OF VARIOUS SECURITIES TRANSFERRED	$ 221,676.	12/31/2019
		$	
		$	
		$	
		$	
		$	

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 to Schedule B – Stock Contributed

Date	Activity	Description	Quantity	Value ($)	Price ($)	Proceeds from investment transactions ($)	Funds withdrawn for investments bought ($)	Accrued interest ($)
Dec 31	Transfer	ALTRIA GROUP INC FM UT 58897 1100 SYMBOL MO	41 000	2,046 31				
Dec 31	Transfer	COMCAST CORP NEW CL A FM UT 58897 1100 SYMBOL CMCSA	89 000	4,002 33				
Dec 31	Transfer	AMERICAN INTL GROUP INC COM NEW FM UT 58897 1100 SYMBOL AIG	91 000	4,671 03				
Dec 31	Transfer	APPLE INC FM UT 58897 1100 SYMBOL AAPL	6 000	1,761 90				

continued next page

Attachment to Schedule B – Stock Contributed

Date	Activity	Description	Quantity	Value ($)	Price ($)	Proceeds from investment transactions ($)	Funds withdrawn for investments bought ($)	Accrued interest ($)
Dec 31	Transfer	ASTRAZENECA PLC SPON ADR FM UT 58897 1100 CUSIP 046353108 / SYMBOL AZN	111 000	5,534 46				
Dec 31	Transfer	MOTOROLA SOLUTIONS INC FM UT 58897 1100 SYMBOL MSI	17 000	2,739 38				
Dec 31	Transfer	BP PLC SPON ADR FM UT 58897 1100 CUSIP 055622104 / SYMBOL BP	96 000	3,623 04				
Dec 31	Transfer	COGNIZANT TECH SOLUTIONS CRP FM UT 58897 1100 SYMBOL CTSH	28 000	1,736 56				
Dec 31	Transfer	CARDINAL HEALTH INC FM UT 58897 1100 SYMBOL CAH	14 000	708 12				
Dec 31	Transfer	CVS HEALTH CORP FM UT 58897 1100 SYMBOL CVS	19 000	1,411 51				
Dec 31	Transfer	CDW CORP FM UT 58897 1100 SYMBOL CDW	12 000	1,714 08				
Dec 31	Transfer	CRH PLC IRELAND SPON ADR FM UT 58897 1100 CUSIP 12626K203 / SYMBOL CRH	43 000	1,734 19				
Dec 31	Transfer	CISCO SYSTEMS INC FM UT 58897 1100 SYMBOL CSCO	39 000	1,870 44				
Dec 31	Transfer	ANTHEM INC FM UT 58897 1100 SYMBOL ANTM	18 000	5,436 54				
Dec 31	Transfer	DIAGEO PLC NEW GB SPON ADR FM UT 58897 1100 CUSIP 25243Q205 / SYMBOL DEO	13 000	2,189 46				
Dec 31	Transfer	DEVON ENERGY CORP NEW FM UT 58897 1100 SYMBOL DVN	47 000	1,220 59				
Dec 31	Transfer	FIRSTENERGY CORP FM UT 58897 1100 SYMBOL FE	77 000	3,742 20				
Dec 31	Transfer	DOLLAR GEN CORP NEW FM UT 58897 1100 SYMBOL DG	16 000	2,495 68				

continued next page

Attachment to Schedule B – Stock Contributed

Date	Activity	Description	Quantity	Value ($)	Price ($)	Proceeds from investment transactions ($)	Funds withdrawn for investments bought ($)	Accrued interest ($)
Dec 31	Transfer	AXA EQUITABLE HOLDINGS INC FM UT 58897 1100 SYMBOL EQH	59 000	1,462 02				
Dec 31	Transfer	GALLAGHER ARTHUR J & CO FM UT 58897 1100 SYMBOL AJG	15 000	1,428 45				
Dec 31	Transfer	DOW INC FM UT 58897 1100 SYMBOL DOW	9 000	492 57				
Dec 31	Transfer	ALCON INC CHF FM UT 58897 1100 SYMBOL ALC	6 000	339 42				
Dec 31	Transfer	DUPONT DE NEMOURS INC FM UT 58897 1100 SYMBOL DD	9 000	577 80				
Dec 31	Transfer	CORTEVA INC FM UT 58897 1100 SYMBOL CTVA	9 000	266 04				
Dec 31	Transfer	GOLDMAN SACHS GROUP INC FM UT 58897 1100 SYMBOL GS	12 000	2,759 16				
Dec 31	Transfer	CITIGROUP INC FM UT 58897 1100 SYMBOL C	120 000	9,586 80				
Dec 31	Transfer	HESS CORP FM UT 58897 1100 SYMBOL HES	30 000	2,004 30				
Dec 31	Transfer	HONEYWELL INTL INC FM UT 58897 1100 SYMBOL HON	15 000	2,655 00				
Dec 31	Transfer	HUMANA INC FM UT 58897 1100 SYMBOL HUM	7 000	2,565 64				
Dec 31	Transfer	JOHNSON CTLS INTL PLC FM UT 58897 1100 SYMBOL JCI	62 000	2,524 02				
Dec 31	Transfer	INTL PAPER CO FM UT 58897 1100 SYMBOL IP	19 000	874 95				
Dec 31	Transfer	JPMORGAN CHASE & CO FM UT 58897 1100 SYMBOL JPM	81 000	11,291 40				
Dec 31	Transfer	KELLOGG CO FM UT 58897 1100 SYMBOL K	25 000	1,729 00				

continued next page

Attachment to Schedule B – Stock Contributed

Date	Activity	Description	Quantity	Value ($)	Price ($)	Proceeds from investment transactions ($)	Funds withdrawn for investments bought ($)	Accrued interest ($)
Dec 31	Transfer	KONINKLIJKE PHILIPS NV SPON ADR FM UT 58897 1100 CUSIP 500472303 / SYMBOL PHG	106 000	5,172 80				
Dec 31	Transfer	LOCKHEED MARTIN CORP FM UT 58897 1100 SYMBOL LMT	6 000	2,336 28				
Dec 31	Transfer	LOWES COMPANIES INC FM UT 58897 1100 SYMBOL LOW	19 000	2,275 44				
Dec 31	Transfer	MICROSOFT CORP FM UT 58897 1100 SYMBOL MSFT	48 000	7,569 60				
Dec 31	Transfer	MARATHON OIL CORP FM UT 58897 1100 SYMBOL MRO	69 000	937 02				
Dec 31	Transfer	MARATHON PETROLEUM CO FM UT 58897 1100 SYMBOL MPC	33 000	1,988 25				
Dec 31	Transfer	MARSH & MCLENNAN COS INC FM UT 58897 1100 SYMBOL MMC	19 000	2,116 79				
Dec 31	Transfer	MATTEL INC FM UT 58897 1100 SYMBOL MAT	53 000	718 15				
Dec 31	Transfer	MONDELEZ INTL INC FM UT 58897 1100 SYMBOL MDLZ	37 000	2,037 96				
Dec 31	Transfer	MCKESSON CORP FM UT 58897 1100 SYMBOL MCK	16 000	2,213 12				
Dec 31	Transfer	MERCK & CO INC NEW COM FM UT 58897 1100 SYMBOL MRK	58 000	5,275 10				
Dec 31	Transfer	METLIFE INC FM UT 58897 1100 SYMBOL MET	98 000	4,995 06				
Dec 31	Transfer	MORGAN STANLEY FM UT 58897 1100 SYMBOL MS	85 000	4,345 20				
Dec 31	Transfer	MEDTRONIC PLC FM UT 58897 1100 SYMBOL MDT	32 000	3,630 40				

continued next page

Attachment to Schedule B – Stock Contributed

Date	Activity	Description	Quantity	Value ($)	Price ($)	Proceeds from investment transactions ($)	Funds withdrawn for investments bought ($)	Accrued interest ($)
Dec 31	Transfer	NOVARTIS AG SPON ADR FM UT 58897 1100 CUSIP 66987V109 / SYMBOL NVS	31 000	2,935 39				
Dec 31	Transfer	NORTHROP GRUMMAN CORP FM UT 58897 1100 SYMBOL NOC	6 000	2,063 82				
Dec 31	Transfer	NOVO NORDISK ADR DENMARK ADR FM UT 58897 1100 CUSIP 670100205 / SYMBOL NVO	39 000	2,257 32				
Dec 31	Transfer	NEXTERA ENERGY INC COM FM UT 58897 1100 SYMBOL NEE	11 000	2,663 76				
Dec 31	Transfer	OCCIDENTAL PETROLEUM CRP FM UT 58897 1100 SYMBOL OXY	6 000	247 26				
Dec 31	Transfer	ONEOK INC NEW FM UT 58897 1100 SYMBOL OKE	41 000	3,102 47				
Dec 31	Transfer	ORACLE CORP FM UT 58897 1100 SYMBOL ORCL	110 000	5,827 80				
Dec 31	Transfer	PEPSICO INC FM UT 58897 1100 SYMBOL PEP	20 000	2,733 40				
Dec 31	Transfer	PFIZER INC FM UT 58897 1100 SYMBOL PFE	191 000	7,483 38				
Dec 31	Transfer	PROCTER & GAMBLE CO FM UT 58897 1100 SYMBOL PG	16 000	1,998 40				
Dec 31	Transfer	PUBLIC SERVICE ENTERPRSE GROUP INC FM UT 58897 1100 SYMBOL PEG	48 000	2,834 40				
Dec 31	Transfer	QUALCOMM INC FM UT 58897 1100 SYMBOL QCOM	36 000	3,176 28				
Dec 31	Transfer	SCHWAB CHARLES CORP NEW FM UT 58897 1100 SYMBOL SCHW	32 000	1,521 92				
Dec 31	Transfer	STATE STREET CORP FM UT 58897 1100 SYMBOL STT	26 000	2,056 60				

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Attachment to Schedule B – Stock Contributed

Date	Activity	Description	Quantity	Value ($)	Price ($)	Proceeds from investment transactions ($)	Funds withdrawn for investments bought ($)	Accrued interest ($)
Dec 31	Transfer	SUNCOR ENERGY INC NEW CAD FM UT 58897 1100 SYMBOL SU	143 000	4,690 40				
Dec 31	Transfer	3M CO FM UT 58897 1100 SYMBOL MMM	12 000	2,117 04				
Dec 31	Transfer	TAIWAN SEMICONDUCTOR MFG CO LTD ADR FM UT 58897 1100 CUSIP 874039100 / SYMBOL TSM	76 000	4,415 60				
Dec 31	Transfer	TRAVELERS COS INC/THE FM UT 58897 1100 SYMBOL TRV	15 000	2,054 25				
Dec 31	Transfer	TRUIST FINL CORP FM UT 58897 1100 SYMBOL TFC	28 000	1,576 96				
Dec 31	Transfer	UNILEVER NV N Y SHS NEW NETHERLANDS SPON ADR FM UT 58897 1100 CUSIP 904784709 / SYMBOL UN	34 000	1,953 64				
Dec 31	Transfer	US BANCORP DEL (NEW) FM UT 58897 1100 SYMBOL USB	19 000	1,126 51				
Dec 31	Transfer	UNION PACIFIC CORP FM UT 58897 1100 SYMBOL UNP	9 000	1,627 11				
Dec 31	Transfer	TOTAL S A FRANCE SPON ADR FM UT 58897 1100 CUSIP 89151E109 / SYMBOL TOT	26 000	1,437 80				
Dec 31	Transfer	UNITEDHEALTH GROUP INC FM UT 58897 1100 SYMBOL UNH	9 000	2,645 82				
Dec 31	Transfer	VERIZON COMMUNICATIONS INC FM UT 58897 1100 SYMBOL VZ	152 000	9,332 80				
Dec 31	Transfer	WELLS FARGO & CO NEW FM UT 58897 1100 SYMBOL WFC	174 000	9,361 20				
Dec 31	Transfer	WILLIAMS COS INC (DEL) FM UT 58897 1100 SYMBOL WMB	153 000	3,629 16				
Total								
Securities transferred in				**$221,676.05**				

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 MARKETABLE SECURITIES PROPERTY TYPE: SECURITIES					VARIOUS	VARIOUS
30933011.		29585435.					1,347,576.	
		SALE OF BUILDING PROPERTY TYPE: REAL ESTATE					VARIOUS	VARIOUS
11700000.		7,950,742.					3,749,258.	
TOTAL GAIN(LOSS)							5,096,834.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER PROGRAM REVENUE (ATTACHMENT 25)	41,989.	
PARTNERSHIP INCOME (CS BATESVILLE LLC)	329,759.	329,759.
TOTALS	371,748.	329,759.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PATTERSON BELKNAP WEBB & TYLER LLP	67,328.			67,328.
HOGAN LOVELLS US LLP	5,499.			5,499.
OTHER LEGAL FEES	170.			170.
TOTALS	72,997.			72,997.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
EISNERAMPER LLP	36,700.	18,350.		18,350.
DINOWITZ & BOVE LLP	30,500.			
TOTALS	67,200.	18,350.		18,350.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	219,411.	219,411.
TOTALS	219,411.	219,411.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES PAID	3,176.	3,176.		
EXCISE TAX EXPENSE	10,868.			
TOTALS	14,044.	3,176.		

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT/ROYALTY EXPENSE	583,217.	583,217.	
LEVITT PAVILION PROGRAM EXPS **	923,740.		923,740.
ANNUAL FILINGS	50.		50.
COMPUTER AND INTERNET EXPENSES	59,967.		59,967.
DUES AND SUBSCRIPTIONS	8,187.		8,187.
FORGIVENESS OF CHARITABLE LOAN	100,000.		
INSURANCE	21,299.		21,769.
OFFICE EXPENSES	32,266.		32,266.
STAFF DEVELOPMENT	54,071.		54,071.
TELEPHONE	7,843.		7,843.
MISCELLANEOUS	10,846.		10,846.
TOTALS	1,801,486.	583,217.	1,118,739.

** SEE FORM 990PF, PART IX-A (AND ATTACHMENT 25) 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:	04/17/2033
REPAYMENT TERMS:	SEE ATTACHMENT
PURPOSE OF LOAN:	CHARITABLE
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE	1,875,000.
ENDING BALANCE DUE	1,750,000.
ENDING FAIR MARKET VALUE	1,750,000.
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	1,875,000.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	1,750,000.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	1,750,000.

ATTACHMENT 8

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREPAID TAXES	179,071.	369,273.	369,273.
OTHER PREPAID	11,126.	2,638.	2,638.
TOTALS	190,197.	371,911.	371,911.

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)	4,327,602.	2,061,671.	2,061,671.
US OBLIGATIONS TOTAL	4,327,602.	2,061,671.	2,061,671.

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)	4,283,349.	6,772,808.	6,772,808.
MUTUAL FUNDS - FIXED INCOME (SEE DETAIL ATTACHED)		2,538,001.	2,538,001.
TOTALS	4,283,349.	9,310,809.	9,310,809.

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COUPON CORPORATE BONDS (SEE DETAIL ATTACHED)	6,496,109.	14,773,059.	14,773,059.
TOTALS	6,496,109.	14,773,059.	14,773,059.