EXTENSION GRANTED TO NOVEMBER 15, 2010

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: AE CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite: 364 EAST MIDDLE PATENT ROAD

City or town, state, and ZIP code: GREENWICH, CT 06831

A Employer identification number: 13-3317246

B Telephone number: 212-822-7618

C If exemption application is pending, check here ☐

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 ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 7,290,126.

J Accounting method: ☒ Cash ☐ 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).)

		(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	250.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17,981.	17,981.		STATEMENT 1
	4 Dividends and interest from securities	42,455.	42,455.		STATEMENT 2
	5a Gross rents	-113.	-113.		STATEMENT 3
	b Net rental income or (loss) -113.				
	6a Net gain or (loss) from sale of assets not on line 10	-315,084.			
	b Gross sales price for all assets on line 6a 1,280,714.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,915.	1,915.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	-252,596.	62,238.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	115.	0.		0.
	c Other professional fees STMT 6	1,689.	0.		0.
	17 Interest	228.	228.		0.
	18 Taxes STMT 7	67.	67.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	139.	0.		0.
	23 Other expenses STMT 8	24,925.	23,439.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	27,163.	23,734.		0.
	25 Contributions, gifts, grants paid	458,800.			458,800.
	26 **Total expenses and disbursements.** Add lines 24 and 25	485,963.	23,734.		458,800.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-738,559.			
	b **Net investment income** (if negative, enter -0-)		38,504.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	116,562.	33,008.	33,008.
2 Savings and temporary cash investments	2,296,134.	3,525,922.	3,525,923.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations STMT 11	350,138.	347,355.	355,477.
b Investments - corporate stock STMT 12	2,353,029.	1,373,924.	2,927,992.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 13	1,274,876.	447,726.	447,726.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶ OTHER RECEIVABLES)	11,185.	0.	0.
16 **Total assets** (to be completed by all filers)	6,401,924.	5,727,935.	7,290,126.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ STATEMENT 14)	0.	4,947.	
23 **Total liabilities** (add lines 17 through 22)	0.	4,947.	
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 ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	6,401,924.	5,722,988.	
30 **Total net assets or fund balances**	6,401,924.	5,722,988.	
31 **Total liabilities and net assets/fund balances**	6,401,924.	5,727,935.	

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	6,401,924.
2 Enter amount from Part I, line 27a	2	-738,559.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	67,417.
4 Add lines 1, 2, and 3	4	5,730,782.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	7,794.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,722,988.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
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	1,280,714.		1,596,853.	-315,084.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-315,084.

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 -315,084.

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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2008	408,960.	8,636,005.	.047355
2007	574,402.	10,451,815.	.054957
2006	440,094.	8,805,332.	.049980
2005	459,095.	7,654,291.	.059979
2004	226,549.	6,618,314.	.034231

2	**Total** of line 1, column (d)	2	.246502
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.049300
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,563,513.
5	Multiply line 4 by line 3	5	372,881.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	385.
7	Add lines 5 and 6	7	373,266.
8	Enter qualifying distributions from Part XII, line 4	8	458,800.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	385.
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	0.
3 Add lines 1 and 2			3	385.
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	385.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,481.		
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	4,481.
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	4,096.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	4,096.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ JUDITH EVNIN Telephone no. ▶ 212-822-7618

Located at ▶ 364 EAST MIDDLE PATENT ROAD, GREENWICH, CT ZIP+4 ▶ 08631

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 | N/A

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 X 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 page 20 of the instructions)?	N/A	1b		
	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes X 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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes X No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	N/A	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 2009?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes X 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 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes X 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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes X No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

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 X No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A. **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
ANTHONY B. EVNIN 364 EAST MIDDLE PATENT ROAD GREENWICH, CT 06831	PRESIDENT 10.00	0.	0.	0.
JUDITH E. EVNIN 364 EAST MIDDLE PATENT ROAD GREENWICH, CT 06831	SECRETARY 10.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	3,982,195.
b	Average of monthly cash balances	1b	3,696,498.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,678,693.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,678,693.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	115,180.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,563,513.
6	**Minimum investment return.** Enter 5% of line 5	6	378,176.

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	378,176.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 385.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	385.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	377,791.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	377,791.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	377,791.

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	458,800.
b	Program-related investments - total from Part IX-B	1b	0.
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	458,800.
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	5	385.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	458,415.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				377,791.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007 42,514.				
e From 2008				
f Total of lines 3a through e	42,514.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 458,800.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				377,791.
e Remaining amount distributed out of corpus	81,009.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	123,523.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	123,523.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007 42,514.				
d Excess from 2008				
e Excess from 2009 81,009.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the 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).)

SEE STATEMENT 15

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
SEE SCHEDULE ATTACHED	NONE	PUBLIC	UNRESTRICTED	458,800.
Total			▶ 3a	458,800.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	17,981.	
4 Dividends and interest from securities			14	42,455.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			14	-113.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,915.	
8 Gain or (loss) from sales of assets other than inventory			18	-315,084.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-252,846.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -252,846.

(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).

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date 11-12-10 — Title PRESIDENT

Paid Preparer's Use Only

Preparer's signature	ALAN ZVERIN, CPA	Date 11/8/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	EISMAN, ZUCKER, KLEIN & RUTTENBERG, LLP 120 BLOOMINGDALE RD STE 402 WHITE PLAINS, NY 10605	EIN	
		Phone no. 914-428-7733	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ADAMAS PARTNERS LP K-1			
b	ADAMAS PARTNERS LP K-1			
c	ADAMAS PARTNERS LP- SECT 1250 GAIN			
d	ADAMAS PARTNERS LP K-1-SECT 1231 GAIN			
e	US TRUST- SEE SCHEDULE			
f	US TRUST- SEE SCHEDULE			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				737.
b				312.
c				2.
d				4.
e	963,222.		1,312,599.	-349,377.
f	317,492.		284,254.	33,238.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				737.
b				312.
c				2.
d				4.
e				-349,377.
f				33,238.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	-315,084.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
US TRUST	17,981.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	17,981.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ADAMAS PARTNERS, LP K-1	716.	0.	716.
SCION QUALIFIED VALUE FD K-1	3.	0.	3.
US TRUST	41,736.	0.	41,736.
TOTAL TO FM 990-PF, PART I, LN 4	42,455.	0.	42,455.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
ADAMAS PARTNERS, LP K-1	1	-113.
TOTAL TO FORM 990-PF, PART I, LINE 5A		-113.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ADAMAS PARTNERS, LP- SEC 1256 CONTRACTS	13.	13.	
ADAMAS PARTNERS, LP- OTHER PORTF INC	12.	12.	
ADAMAS PARTNERS, LP- CANCELLATION OF DEBT	127.	127.	
ADAMAS PARTNERS, LP- OTHER INCOME	1,820.	1,820.	
ADAMAS PARTNERS, LP- ORD BUS LOSS	-58.	-58.	
ADAMAS PARTNERS, LP- ROYALTIES	1.	1.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,915.	1,915.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK OF AMERICA - TAX PREPARATION FEE	115.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	115.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCION QUALIFIED VALUE FUND K-1	1,689.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	1,689.	0.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCION QUALIFIED VALUE FD - K1	3.	3.		0.
ADAMAS PARTNERS LP-FOREIGN TAXES	30.	30.		0.
US TRUST	34.	34.		0.
TO FORM 990-PF, PG 1, LN 18	67.	67.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	748.	0.		0.
MISCELLANEOUS	2.	0.		0.
US TRUST- INV MANAGEMENT FEES	20,156.	20,156.		0.
SCION QUALIFIED VAL FD-INV MGMT FEES	3,033.	3,033.		0.
ADAMAS PARTNERS LP- OTHER DEDUCTIONS	736.	0.		0.
NYS FILING FEE	250.	250.		0.
TO FORM 990-PF, PG 1, LN 23	24,925.	23,439.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
SCION QUALIFIED VALUE FUND - UNREALIZED GAIN	66,239.
US TRUST- NONTAXABLE DISTRIBUTIONS	1,178.
TOTAL TO FORM 990-PF, PART III, LINE 3	67,417.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
US TRUST- REIT TAX BASIS ADJUSTMENT	4,739.
US TRUST- US TREAS INFL PROTECTED SEC PRINC ADJ	2,783.
ADAMAS PARTNERS LP- BOOK/TAX DIFFERENCES	272.
TOTAL TO FORM 990-PF, PART III, LINE 5	7,794.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS- EVERCORE WEALTH MGMT (SEE SCHEDULE)	X		347,355.	355,477.
TOTAL U.S. GOVERNMENT OBLIGATIONS			347,355.	355,477.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			347,355.	355,477.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES-US TRUST # 5837984 (SEE SCHEDULE)	454,845.	562,806.
EQUITIES-EVERCORE WEALTH MGMT (SEE SCHEDULE)	872,655.	2,231,046.
PUBLIC REIT- EVERCORE WEALTH MGMT (SEE SCHEDULE)	46,424.	134,140.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,373,924.	2,927,992.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCION QUALIFIED VALUE FUND	FMV	45,418.	45,418.
ADAMAS PARTNERS LP	FMV	402,308.	402,308.
TOTAL TO FORM 990-PF, PART II, LINE 13		447,726.	447,726.

Trade Date

AE CHARITABLE
FOUNDATION
2009 FORM 990PF
EIN 13-3317246
Statement 12

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Dec 01, 2009 through Dec. 31, 2009

Account: 41-01-100-5837984 AE CHARITABLE FOUNDATION Corporate Stock

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Equities								
Consumer Discretionary								
-28.000	CALL HOME DEPOT INC @ 29.00 EXPIRES 01/16/10 Ticker: JGL AC	4370763A8	-$1,344.00 48.000	$0.00	-$2,799.92 99.997	$1,455 92	$0.00	0.0%
2,800.000	HOME DEPOT INC Ticker: HD	437076102	81,004.00 28.930	0.00	101,833.20 36.369	-20,829.20	2,520.00	3.1
	Total Consumer Discretionary		**$79,660.00**	**$0.00**	**$99,033.28**	**-$19,373.28**	**$2,520.00**	**3.2%**
Energy								
1,600.000	ANADARKO PETE CORP Ticker: APC	032511107	$99,872.00 62.420	$0.00	$72,248.00 45.155	$27,624.00	$576.00	0.6%
-16.000	CALL ANADARKO PETE CORP @ 60.00 EXPIRES 01/16/10 Ticker: AZW AL	0325119A7	-5,296.00 331.000	0.00	-4,511.88 281.993	-784.12	0.00	0.0
-10.000	CALL CONOCOPHILLIPS @ 50.00 EXPIRES 01/16/10 Ticker: COP AJ	20825C2A1	-1,520.00 152.000	0.00	-1,509.96 150.996	-10.04	0.00	0.0
-13 000	CALL SCHLUMBERGER LTD @ 65.00 EXPIRES 01/16/10 Ticker: SLB AM	8068574A3	-2,093.00 161.000	0.00	-2,625.93 201.995	532.93	0.00	0.0

(1) Market Value in the Portfolio Detail section does not include Accrued Income

Trade Date

AE CHARITABLE
FOUNDATION
2009 FORM 990PF
EIN 13-3317246

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5837984 AE CHARITABLE FOUNDATION

Dec. 01, 2009 through Dec 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Energy (cont)								
1,000.000	CONOCOPHILLIPS Ticker: COP	20825C104	51,070.00 51.070	0.00	64,649.00 64.649	-13,579.00	2,000.00	3.9
0.000	PETROLEO BRASILEIRO SA PETROBR SPONSORED ADR BRAZIL Ticker: PBR	71654V408	0.00 47.680	571.20	0.00	0.00	0.00	0.0
1,300.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker: SLB	806857108	84,617.00 65.090	273.00	70,608.00 54.314	14,009.00	1,092.00	1.3
	Total Energy		**$226,650.00**	**$844.20**	**$198,857.23**	**$27,792.77**	**$3,668.00**	**1.6%**
Financials								
-6.000	CALL MASTERCARD INC @ 220.00 EXPIRES 01/16/10 Ticker: MAL AD	57636Q9A4	-$23,100.00 3,850.000	$0.00	-$6,581.83 1,096.972	-$16,518.17	$0.00	0.0%
	Total Financials		**-$23,100.00**	**$0.00**	**-$6,581.83**	**-$16,518.17**	**$0.00**	**0.0%**
Information Technology								
-30.000	CALL CHECK POINT SOFTWARE TECH @ 30.00 EXPIRES 01/16/10 Ticker: KEQ AF	M224658A5	-$12,900.00 430.000	$0.00	-$3,059.91 101.997	-$9,840.09	$0.00	0.0%
4,100.000	CHECK POINT SOFTWARE TECH LTD ORD ISRAEL Ticker: CHKP	M22465104	138,908.00 33.880	0.00	52,562	86,346	0.00	0.0
600.000	MASTERCARD INC CL A COM Ticker: MA	57636Q104	153,588.00 255.980	0.00	114,034.00 190.057	39,554.00	360.00	0.2
	Total Information Technology		**$279,596.00**	**$0.00**	$163,536.09	$116,059.91	**$360.00**	**0.1%**
Total Equities — US Trust			**$562,806.00**	**$844.20**	$454,844.77	$107,961.23	**$6,548.00**	**1.2%**

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AE CHARITABLE
FOUNDATION
2009 FORM 990PF
EIN 13-3317246
Statement 12.

Asset Detail

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Asset Detail

Description	Shares/Par Value	Current Price	Tax Cost	Market Value	Est. Ann. Income	Current Yield
Fixed Income						
Taxable Bonds						
United States Treasury Notes Treasury Inflation Index DTD 07/15/2002 3.000% 07/15/2012	330,627 00	$107.52	$347,354.66	$355,476.93	$9,918.81	2.79%
Total Fixed Income			$347,354.66	$355,476.93	$9,918.81	
Equities						
Healthcare						
Johnson & Johnson TICKER: JNJ	4,906.00	$64.41	$144,937.52	$315,995.46	$9,615.76	3.04%
Idexx Labs Inc TICKER: IDXX	4,000.00	$53.45	$24,460.00	$213,800.00	$0.00	0.00%
Merck & Co Inc TICKER: MRK	3,030.00	$36.54	$25,287.18	$110,716.20	$4,605.60	4.16%
Biogen IDEC Inc TICKER: BIIB	1,400.00	$53 50	$403.68	$74,900.00	$0.00	0.00%
Symyx Technologies Inc TICKER: SMMX	9,800.00	$5.50	$ 82,526	$53,900.00	$0.00	0.00%

AE CHARITABLE
FOUNDATION
2009 FORM 990PF
EIN 13-3317246

Asset Detail (continued)

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Current Price	Tax Cost	Market Value	Est. Ann. Income	Current Yield
Life Technologies Corp TICKER: LIFE	885.00	$52.22	$18,571.73	$46,214.70	$0.00	0.00%
Celera Corp TICKER: CRA	3,100.00	$6.90	$10,636.75	$21,390.00	$0.00	0.00%
Elan PLC Spons ADR TICKER: ELN	1,995.00	$6.52	$42,102.28	$13,007.40	$0.00	0.00%
Vical Inc TICKER: VICL	2,700.00	$3.29	$33,071.00	$8,883.00	$0.00	0.00%
			$ 381,996.14	$858,806.76	$14,221.36	
Energy						
Petroleo Brasileiro SA Spons ADR TICKER: PBR	1,000.00	$47 68	$36,640.50	$47,680.00	$356.00	0.75%
			$36,640.50	$47,680.00	$356.00	
Financials						
Berkshire Hathaway Inc-Cl B TICKER: BRK/B	110 00	$3,286.00	$212,572.30	$361,460.00	$0.00	0.00%
Progressive Corp Ohio TICKER: PGR	8,000.00	$17.99	$52,305.00	$143,920.00	$0.00	0.00%
Banco Santander SA Spons ADR TICKER: STD	1,500.00	$16.44	$25,725.00	$24,660.00	$1,314.00	5.33%
Leucadia National Corp TICKER: LUK	1,000.00	$23.79	$22,393.96	$23,790.00	$0.00	0.00%
			$312,996.26	$553,830.00	$1,314.00	
Industrials						
Eaton Corp TICKER: ETN	1,000.00	$63.62	$47,185.60	$63,620.00	$2,000.00	3.14%

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Asset Detail (continued)

AE CHARITABLE
FOUNDATION
2009 FORM 990PF
EIN 13-3317246

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Current Price	Tax Cost	Market Value	Est. Ann. Income	Current Yield
Cognex Corp TICKER: CGNX	2,100.00	$17.71	$1,554.00	$37,191.00	$420.00	1.13%
			$48,739.60	$100,811.00	$2,420.00	
Information Technology						
Apple Inc TICKER: AAPL	1,900.00	$210.73	$80.75	$400,390.80	$0.00	0.00%
Cisco Systems Inc TICKER: CSCO	3,600.00	$23.94	$0 00	$86,184.00	$0.00	0.00%
Sun Microsystems, Inc TICKER: JAVA	4,000.00	$9.37	$4.69	$37,480.00	$0.00	0.00%
			$85.44	$524,054.80	$0.00	
Telecommunication						
Vodafone Group Spons ADR TICKER: VOD	4,545.00	$23.09	$55,409.86	$104,944.05	$5,867.60	5.59%
			$55,409.86	$104,944.05	$5,867 60	
Utilities						
Entergy Corp TICKER: ETR	500.00	$81.84	$36,786.75	$40,920.00	$1,500.00	3.67%
			$36,786.75	$40,920.00	$1,500.00	
Total Equities Evercore Wealth Mgmt			$ 872,654.55	$2,231,046.61	$25,678.96	

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AE CHARITABLE
FOUNDATION
2009 FORM 990PF
EIN 13-3317246

Asset Detail (continued)

Statement 12

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Current Price	Tax Cost	Market Value	Est. Ann. Income	Current Yield
REITS						
Boston Properties Inc REIT TICKER: BXP	2,000.00	$67.07	$46,424.39	$134,140.00	$4,000.00	2.98%
Total REITS			$46,424.39	$134,140.00	$4,000.00	

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FORM 990-PF	OTHER LIABILITIES	STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
OTHER CURRENT LIABILITIES	0.	4,947.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	4,947.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 15

NAME OF MANAGER

ANTHONY B. EVNIN
JUDITH E. EVNIN

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization AE CHARITABLE FOUNDATION	Employer identification number 13-3317246
	Number, street, and room or suite no. If a P.O. box, see instructions. 364 EAST MIDDLE PATENT ROAD	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GREENWICH, CT 06831	

Check type of return to be filed (File a separate application for each return):

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec. 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ JUDITH EVNIN 364 EAST MIDDLE PATENT ROAD - GREENWICH, CT 08631
  Telephone No.▶ 212-822-7618 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009 , or other tax year beginning ______, and ending ______.

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO GATHER THIRD PARTY INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 4,481.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ PRESIDENT Date ▶

AE CHARITABLE
FOUNDATION
2009 FORM 990PF
EIN 13-3317246

Proceeds From Broker Transactions

This section reports your proceeds from sales during the year. We report all transactions on a trade-date basis, which is the date shown in the sale date column. The net proceeds are less commissions, transfer charges, and premiums.

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. Wash sales are reported with tax cost equal to proceeds. Disallowed losses from wash sales have been added to the tax cost of the repurchased securitites. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

Short term transactions

This category includes all assets held 12 months or less.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
COLUMBIA FDS SER TR I SELECT	19765Y639	19059 72	08/01/08	02/02/09	$150,000 00	$253,303 68	$-103,303 68
COLUMBIA FDS SER TR I SELECT	19765Y639	42083 93	08/01/08	02/26/09	$305,529 32	$559,295.40	$-253,766 08
CMG CORE BOND FUND	19765E104	51282 05	02/02/09	06/23/09	$507,692 30	$500,000 00	$7,692 30
Total short term gain/loss from sales:					$963,221 62	$1,312,599 08	$-349,377.46

Long term transactions

This category includes all assets held more than 12 months.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
ARACRUZ CELULOSE S AADS SPONSORED	038496204	2424	11/26/02	01/02/09	$27,875 36	$40,602.00	$-12,726 64
ALLSTATE CORP	020002101	1770	11/21/07	01/20/09	$49,489 98	$88,486 37	$-38,996.39
ALLSTATE CORP	020002101	230	11/21/07	01/20/09	$6,263 85	$11,498 23	$-5,234 38
CIMAREX ENERGY CO	171798101	1500	09/28/05	07/17/09	$46,999 49	$66,411 45	$-19,411 96
AUTOZONE INC	053332102	100	09/24/04	07/17/09	$15,725 60	$7,572.00	$8,153 60
AUTOZONE INC	053332102	300	09/29/04	07/17/09	$47,176.78	$22,659.00	$24,517 78
SCHERING PLOUGH CORP	806605101	3000	04/02/91	11/05/09	$31,500 00	$7,749 57	$23,750 43
MERCK & CO INC	58933Y105	0 1	02/22/93	11/19/09	$3 42	$1 13	$2 29
CELANESE CORP DEL SER A	150870103	1500	12/09/08	12/18/09	$46,228 80	$18,958 95	$27,269 85

U.S. TRUST

Bank of America Private Wealth Management

AE CHARITABLE
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Long term transactions

This category includes all assets held more than 12 months.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
CELANESE CORP DEL SER A	150870103	191	10/23/08	12/18/09	$5,886 47	$2,570 86	$3,315 61
CELANESE CORP DEL SER A	150870103	1309	10/23/08	12/18/09	$40,342 34	$17,744 15	$22,598 19
Total long term gain/loss from sales:					$317,492 09	$284,253 71	$33,238 38

AE CHARITABLE FOUNDATION
2009 FORM 990PF
PART XV
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

AE CHARITABLE FOUNDATION
2009 FORM 990PF
EIN 13-3317246

Caramoor Center for Music & Art	50,000 00
School of American Ballet	3,000 00
Banksville Fire Department	1,000 00
Caramoor Center for Music & Art	12,500 00
Carnegie Hall	3,500 00
St Lukes	3,000 00
Katonah Museum	1,500 00
Squash Haven	2,500 00
REACH	500 00
NYFOS	1,000 00
Musica Sacra	1,000 00
Big Brothers & Big Sisters	2,000 00
United Way of Greenwich	500 00
Chamber Music Society	2,500 00
Collegiate Choral Society	1,500 00
Society of Illustrators	1,000 00
Boys & Girls Club of Northern Westchester	500 00
MOMA	1,500 00
Carnegie Hall Society	40,000 00
Lincoln Center Theatre	2,500 00
Open Space	350 00
Caramoor Center for Music & Art	25,000 00
Doctors without Borders	6,000 00
PPC (Planned Parenthood of Connecticut)	500 00
Greenwich Library	1,000 00
People & Stories/Gente y Cuentos	1,000 00
Music forward	1,000 00
WNYC	1,000 00
Lincoln Center for the Performing Arts	1,000 00
St Luke's Roosevelt Hospital	750 00
The Rockefeller University	350 00
Bottomless Closet	1,000 00
Mannes College	1,500 00
Society of Illustrators	1,500 00
Metropolitan Opera	45,000 00
NY Philharmonic	1,500 00
Bachmann & Strauss Foundation	1,000 00
Helicon Foundation	2,500 00
NY Philharmonic	1,500 00
REACH	1,000 00
Chamber Music Society	2,500 00
Jazz of Lincoln Center	3,000 00
Orchestra of St Luke's	3,500 00
Central Park	1,500 00
Arts Westchester	500 00
Caramoor Fall Gala	3,750 00
KMA-Overseers	6,000 00
A United Way	3,000 00
Carnegie Hall	5,000 00
Pathways	500 00
YMCA ADA Elevator	1,000 00
Facing History and Ourselves	500 00
Greenwich Library	1,000 00
Thirteen WNET	1,000 00
City Parks Foundation	750 00
At Home In Greenwich	1,000 00
WNYC Radio	3,000 00
Lenox Hill Hospital	3,000 00
The Collegiate Chorale	1,000 00
Welsh National Opera	500 00
Bridge Fund of Westchester	1,000 00
The Opera Foundation	2,000 00
Folk Art Benefit	3,500 00
Caramoor Opera Benefit & Philharmonic	5,250 00
Scleroderma Foundation	35,000 00
The Library of America	1,000 00
Carver Center	10,000 00
Caramoor Center for Music & Art	60,000 00
Memorial Sloan Kettering	15,000 00
Blythedale Childrens Hospital	35,000 00
Mianus River Gorge	7,500 00
Fisher House	2,500 00
Northern Westchester Hospital	1,500 00
Charter Music Society of Lincoln Center	2,000 00
World Scout Fund USA	1,000 00
US Olympic Committee	500 00
Katonah Museum of Art	2,000 00
Chamber Music Society	5,000 00
Greenwich Library	600 00
Educate Through Music	500 00
Total Grants Paid	458,800 00