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

2009

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

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.

Name of foundation  
ELAINE GORBACH LEVINE  
CHARITABLE FOUNDATION, INC

A Employer identification number

13-4053212

See Specific

Instructions.

Number and street (or P O box number if mail is not delivered to street address)  
C/O J. PECK 4996 WARREN ST., NW  
City or town, state, and ZIP code  
WASHINGTON, DC 20016

Room/suite

B Telephone number

202-362-7325

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)

► \$

541,808.

(Part I, column (d) must be on cash basis.)

J Accounting method

 Cash Accrual Other (specify) \_\_\_\_\_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 ► 

## 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			N/A	
	2 Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	13,020.	13,020.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	<15,307.>			
	b Gross sales price for all assets on line 6a	287,568.			
	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	19 MAY 1 9 2010			
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	<2,287.>	13,020.		
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 2	3,740.	3,740.	0.
	c Other professional fees				
	17 Interest		262.	262.	0.
	18 Taxes	STMT 3	721.	721.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 4	4,390.	4,390.	0.
	24 Total operating and administrative expenses Add lines 13 through 23		9,113.	9,113.	0.
	25 Contributions, gifts, grants paid		86,433.		86,433.
	26 Total expenses and disbursements Add lines 24 and 25		95,546.	9,113.	86,433.
	27 Subtract line 26 from line 12		<97,833.>		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		3,907.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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	208,802.	63,228.	63,228.
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations	STMT 5	510,811.	558,552.
	b	Investments - corporate stock			478,580.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ► )			
	16	Total assets (to be completed by all filers)		719,613.	621,780.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ► )			
	23	Total liabilities (add lines 17 through 22)		0.	0.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
Net Assets or Fund Balances		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		41,281.	41,281.
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		678,332.	580,499.
	30	Total net assets or fund balances		719,613.	621,780.
	31	Total liabilities and net assets/fund balances		719,613.	621,780.

## 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	719,613.
2	Enter amount from Part I, line 27a	2	<97,833.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	621,780.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	621,780.

**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	SEE ATTACHED SCHEDULE-MORGANSTANLEY			
b	SMITHBARNEY	P	VARIOUS	VARIOUS
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	287,568.		302,875.	<15,307.>
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				<15,307.>
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	<15,307.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

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

1 Enter the appropriate amount in each column for each year, see 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	86,947.	939,439.	.092552
2007	81,382.	1,141,982.	.071264
2006	89,166.	1,134,884.	.078568
2005	68,849.	1,167,366.	.058978
2004	79,452.	1,281,009.	.062023

2 Total of line 1, column (d)

2 .363385

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 .072677

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 593,556.

5 Multiply line 4 by line 3

5 43,138.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 39.

7 Add lines 5 and 6

7 43,177.

8 Enter qualifying distributions from Part XII, line 4

8 86,433.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	(attach copy of letter if necessary-see instructions)	1	39.
Date of ruling or determination letter _____			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
<b>5 Tax based on Investment Income.</b> Subtract line 4 from line 3 If zero or less, enter -0-			
<b>6 Credits/Payments</b>			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		39.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►	11	Refunded ►	

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1a	X
c Did the foundation file Form 1120-POL for this year?	1b	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ <u>0.</u> (2) On foundation managers ► \$ <u>0.</u>	1c	X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <u>0.</u>	2	X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	3	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? <i>If "Yes," attach a conformed copy of the changes</i>	4a	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4b	
b If "Yes," has it filed a tax return on Form 990-T for this year?	5	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	6	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?	7	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	8a	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>DE, DC</u>	8b	X
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	9	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)? <i>If "Yes," complete Part XIV</i>	10	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

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

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? Website address ► **N/A** 13  X

14 The books are in care of ► **JOANNE C. PECK** Telephone no ► **202-362-7325**  
Located at ► **4996 WARREN ST., NW, WASHINGTON, DC** ZIP+4 ► **20016**

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.

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  X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  X 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  X 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  X 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 ►

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

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.) 3b  N/A

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

ELAINE GORBACH LEVINE  
CHARITABLE FOUNDATION, INC

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**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

Yes  No

(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 509(a)(1), (2), or (3), or section 4940(d)(2)?

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)?

N/A

►

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  No

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

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

Yes  No

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?

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
JOANNE C. PECK 4996 WARREN ST., NW WASHINGTON, DC 20016	DIRECTOR 1.00	0.	0.	0.
SHEILA G. FRIEDLAND 196 HILLAIR CIRCLE WHITE PLAINS, NY 10605	DIRECTOR 1.00	0.	0.	0.
PHYLLIS SONNENSCHEIN 19 BERKELEY STREET CAMBRIDGE, MA 02138	DIRECTOR 1.00	0.	0.	0.

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

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

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

►

0

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**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**Total number of others receiving over \$50,000 for professional services**

► 0

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

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

Expenses

1	NONE		
			0.
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	NONE		
			0.
2			
3	All other program-related investments. See instructions		
3	NONE		
			0.
<b>Total. Add lines 1 through 3</b>			► 0.

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**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	1a	480,733.
a Average monthly fair market value of securities	1b	121,862.
b Average of monthly cash balances	1c	
c Fair market value of all other assets	1d	602,595.
d Total (add lines 1a, b, and c)		
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	602,595.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,039.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	593,556.
6 Minimum investment return Enter 5% of line 5	6	29,678.

**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	29,678.
2a Tax on investment income for 2009 from Part VI, line 5	2a	39.
b Income tax for 2009 (This does not include the tax from Part VI )	2b	
c Add lines 2a and 2b	2c	39.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	29,639.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	29,639.
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	29,639.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	86,433.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	86,433.
b Cash distribution test (attach the required schedule)	5	39.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	86,394.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				29,639.
2 Undistributed Income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	39,936.			
b From 2005	11,470.			
c From 2006	33,222.			
d From 2007	25,519.			
e From 2008	40,481.			
f Total of lines 3a through e	150,628.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$	86,433.		0.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount			29,639.	
e Remaining amount distributed out of corpus	56,794.			
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:	207,422.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
1 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	39,936.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	167,486.			
10 Analysis of line 9				
a Excess from 2005	11,470.			
b Excess from 2006	33,222.			
c Excess from 2007	25,519.			
d Excess from 2008	40,481.			
e Excess from 2009	56,794.			

**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 (a) 2009	Prior 3 years			(e) Total
		(b) 2008	(c) 2007	(d) 2006	
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	c 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) )

**NONE**

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

**NONE**

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

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

a. The name, address, and telephone number 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.

#### **6. Any submission deadlines**

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE ATTACHED SCHEDULE				86,433.
<b>Total</b>			► 3a	86,433.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	0.

923611 02-02-10

Form 990-PF (2009)

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		(e) Related or exempt function income	
	(a) Business code	(b) 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	13,020.	
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory		18	<15,307. >	
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.	<2,287. >	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	<2,287. >
(See worksheet in line 13 instructions to verify calculations )				

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

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

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
- (2) Other assets

**b** Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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.

**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		

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

## DIRECTOR

Sian Here

Signature of officer or trustee		Date	Title	Preparer's identifying number	
Paid Preparer's Use Only	Preparer's signature	 <b>GINSBERG &amp; HELFER, PLLC</b>		Date <b>5/2/10</b>	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code	<b>1250 CONNECTICUT AVENUE, NW, SUITE 525</b> <b>WASHINGTON, DC 20036</b>		EIN <b>52-1305787</b>	Phone no <b>202-223-5000</b>

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
LESS ACCRUED INTEREST PAID	<2,886. >	0.	<2,886. >
MORGANSTANLEY SMITHBARNEY	15,906.	0.	15,906.
TOTAL TO FM 990-PF, PART I, LN 4	13,020.	0.	13,020.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,740.	3,740.	.	0.
TO FORM 990-PF, PG 1, LN 16B	3,740.	3,740.	.	0.

FORM 990-PF

TAXES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES AND LICENSES	73.	73.	.	0.
INVESTMENT EXPENSES	300.	300.	.	0.
ANNUAL REGISTRATION	348.	348.	.	0.
TO FORM 990-PF, PG 1, LN 18	721.	721.	.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEETING EXPENSES	4,390.	4,390.	.	0.
TO FORM 990-PF, PG 1, LN 23	4,390.	4,390.	.	0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY SMITHBARNEY	558,552.	478,580.
TOTAL TO FORM 990-PF, PART II, LINE 10B	558,552.	478,580.

**Elaine Gorbach Levine Charitable Foundation  
2009 Donations**

<b>Check to</b>	<b>Date</b>	<b>Amount</b>
"We Speak" c/o Lori Litel-13520 Ventura Blvd, Sherman Oaks CA 91423	1/15/2009	\$1,000.00
National Marfan Foundation -Jeffrey & Marty Cokin, 11 Ocean View Drive, Stamford, CT 06902	3/18/2009	\$1,000.00
The Children's Center of New Milford - Beth Shimlock MD & Peter Cokin 134 Sherry Lane, New Milford CT 06776	3/30/2009	\$2,000.00
Project Kesher - Sent to Sheila	4/16/2009	\$15,000.00
American Jewish World Services - Sent to Sheila	4/16/2009	\$2,000.00
One Kid One World - Sent to Josh Gettler 386 Park Ave. #500, NY 10016 (One Kid One World - 1009 South Clark Dr., Los Angeles CA 90035)	4/16/2009	\$500.00
Yemin Orde	5/5/2009	\$10,000.00
Family Services of Westcheser - Tony Lembeck, 23 Waccabuc Rd., Goldens Bridge, NY 10526	5/7/2009	\$1,000.00
Family Services of Westcheser - Tony Lembeck, 23 Waccabuc Rd., Goldens Bridge, NY 10526	5/7/2009	\$3,600.00
University of the Midd	6/9/2009	\$1,000.00
Cambridge Camping Association	6/9/2009	\$1,500.00
Summer Search	6/9/2009	\$2,000.00
Jewish Family Sevices	7/1/2009	\$1,000.00
Waterville Public Library	7/8/2009	\$3,333.33
Facing History & Ourselves - Sent to Phyllis	7/16/2009	\$3,500.00
Long Wharf Theatre - Sent to Sheila Greenhouse 586 Stone Hill Dr., Orange, CT 06477	7/17/2009	\$1,000.00
Camp Discovery - Sent to Dr. Samuel Gettler, 60 Tall Oaks Ct., Stamford, CT 06903	7/20/2009	\$1,000.00
The Good People Fund c/o Naomi Eisenberg, 384 Wyoming Ave., Millburn, NJ 07041	8/7/2009	\$15,000.00
Hoops & Leaders; Attention Cyndi Cadigan; Third Sector, New England, Inc., 89 South Street Suite 700, Boston, MA 02111	8/10/2009	\$2,000.00

**Elaine Gorbach Levine Charitable Foundation**  
**2009 Donations**

Brit Tzedek V'Shalom; Mailed to Phyllis Sonnenschein	10/1/2009	\$1,000.00
Jewish Family & Childrens Services; mailed to Phyllis Sonnenschein	10/2/2009	\$2,500.00
Creative Arts Workshop for Kids; Mailed to Benjamin Friedland	10/28/2009	\$1,000.00
SLE Lupus Foundation; mailed to Jeffrey & Marty Cokin, 11 Ocean View DrIve, Stamford, CT 06902	11/2/2009	\$1,000.00
JCC Bridgeport - Young Emissary Program; Mailed to JCCS, 4200 Park Avenue, Bridgeport, CT 06504	11/10/2009	\$500.00
Foundation Fighting Blindness; Mailed to Allison Friedland	11/12/2009	\$1,000.00
Sharsheret; mailed to Averi Seligman, 143 Brinkerhoff St., Apt. A, Plattsburgh, NY 12901	11/23/2009	\$500.00
Elizabeth Glaser Pediatric Aids Foundation; Mailed to Averi Seligman, 143 Brinkerhoff St., Apt A, Plattsburgh, NY 12901	11/23/2009	\$500.00
Amistad Center; Mailed to Robert Levine 17 South St. Portland, ME 04101	11/25/2009	\$1,000.00
Friendship Circle Chabad of Stamford; Mailed to Amy Gettler, 60 Tall Oaks Court, Stamford, CT 06903	12/7/2009	\$1,000.00
Lam Foundation	12/9/2009	\$1,000.00
Family Crisis Services; Mailed to Villean Taggersell, 395 Spring Street, Portland, ME 04102	12/14/2009	\$1,000.00
Eastern Connecticut State University, Vocal Music Department; Mailed to Kevin Jamieson, 139 Bigelow Rd. Hampton, CT 06247	12/14/2009	\$1,000.00
Give2Asia "Life & Hope Association"; Mailed to Michael Sonnenschein	12/14/2009	\$1,000.00
Sweet Relief Musician; Mailed to Rob Max, Communitactions Director, 4952 Warner Ave., Suite 242, Huntington Beach, CA 92649	12/14/2009	\$1,000.00
Georgetown Central School Help a Kid Fund; mailed to Phyllis Sonnenschein	12/22/2009	\$500.00

**Elaine Gorbach Levine Charitable Foundation**  
**2009 Donations**

Fenway High School Esty College Fund; mailed to Phillys Sonnenschein	12/22/2009	\$500.00
Bridge Fund of MA; mailed to Phillys Sonnenschein	12/22/2009	\$500.00
MEN AGAINST BREAST CANCER	10/13/2009	\$2,000.00
YACHAD	11/05/2009	\$500.00

This report has been generated from information that Morgan Stanley Smith Barney LLC and its Financial Advisors and Investment Representatives (collectively "we" or "us") believe to be reliable and accurate. We do not, however, represent or warrant the accuracy or completeness of the information contained in this report. You, the client, have provided us the data from which this report has been generated. The report has been calculated from software and formulas that were not developed by us. As such, all calculations, estimates and opinions included in this report constitute our best judgment as of this date and upon the information you have provided us and may be subject to change. It is your responsibility to do your own evaluation, check and calculations to determine the accuracy of the information contained in this report. Neither we nor our affiliates will be responsible for the consequences of your reliance upon any opinion, calculation or other information contained herein or for any omission.

**CLIENT STATEMENT** | For the Period December 1-31, 2009

**MorganStanley  
SmithBarney**

**Activity**

THE ELAINE GORBACH LEVINE CHAR FND  
ATTENTION: JOANNE COHEN PECK

**CASH FLOW ACTIVITY (CONTINUED)**

Transaction Settlement Date	Date	Activity Type	Description	Comments	Quantity	Price	Inflows/(Outflows)
12/31	12/31	Margin Interest Charged	Thru 12/30/09 For 27 Days #	\$41,946.28	8.318%		
		<b>NET INFLows/(OUTFLOWS)</b>					<b>\$12,072.07</b>
							<b>(261.70)</b>

*Purchase and Sale transactions above may have received an average price execution. Details regarding the actual prices are available upon request.*

*## Please see the disclosure section of the statement for more information regarding how we calculate your margin interest charges*

**MMF AND BANK DEPOSITS ACTIVITY**

Date	Activity Type	Description					Bank Deposit Programs/ Money Market Funds
12/2	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST					\$ (25.00)
12/4	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST					(51,130.84)
		<b>NET ACTIVITY FOR PERIOD</b>					<b>\$ (51,155.84)</b>

**REALIZED GAIN/(LOSS) DETAIL**

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GNMA POOL 004187 5 1/2 7-20-38	09/21/09	10/20/09	1,018.240	\$1,018.24	\$1,072.46	\$ (54.22)	
	09/21/09	11/20/09	1,434.670	1,434.67	1,511.07	(76.40)	
	09/21/09	12/20/09	1,299.700	1,299.70	1,368.91	(69.21)	
GNMA POOL 004215 5 1/2 8-20-38	07/22/09	08/20/09	1,094.590	1,094.59	1,150.69	(56.10)	
	07/22/09	09/20/09	528.350	528.35	555.43	(27.08)	
	07/22/09	10/20/09	913.850	913.85	960.68	(46.83)	
	07/22/09	11/20/09	1,171.940	1,171.94	1,232.00	(60.06)	
	07/22/09	12/20/09	1,117.270	1,117.27	1,174.53	(57.26)	
GNMA POOL 004259 5 1/2 10-20-38	08/20/09	09/20/09	919.280	919.28	967.54	(48.26)	
	08/20/09	10/20/09	1,443.710	1,443.71	1,519.50	(75.79)	
	08/20/09	11/20/09	1,345.370	1,345.37	1,416.00	(70.63)	
	08/20/09	12/20/09	1,332.080	1,332.08	1,402.01	(69.93)	
GNMA POOL 004260 6.000 10-20-38	03/11/09	04/20/09	10,092.620	10,092.62	10,672.95	(580.33)	
	03/11/09	05/20/09	16,638.060	16,638.06	17,594.75	(956.69)	
	03/11/09	06/20/09	14,946.260	14,946.26	15,805.67	(859.41)	
	03/11/09	07/20/09	5,063.920	5,063.92	5,355.10	(291.18)	
	07/01/09	07/20/09	4,296.659	4,296.65	4,511.49	(214.84)	
	03/11/09	08/20/09	7,552.179	7,552.17	7,986.43	(434.26)	

CONTINUED

PERSONAL ACCOUNTS	RETIREMENT ACCOUNTS	EDUCATION ACCOUNTS	TRUST ACCOUNTS	BUSINESS ACCOUNTS
				BusinessScape Account # 661-035005-015

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of 26

**CLIENT STATEMENT | For the Period December 1-31, 2009**

**MorganStanley  
SmithBarney**

**Activity**

THE ELAINE GORBACH LEVINE CHAR FND  
ATTENTION: JOANNE COHEN PECK

**REALIZED GAIN/(LOSS) DETAIL (CONTINUED)**

<b>Security Description</b>	<b>Date Acquired</b>	<b>Date Sold</b>	<b>Quantity</b>	<b>Sales</b>	<b>Orig / Ad Total Cost</b>	<b>Realized Gain/(Loss)</b>	<b>Comments</b>
GNMA POOL 004337 6.000 1-20-39	07/01/09 08/20/09		6,407.910	6,407.91	6,728.31	(320.40)	
GNMA POOL 004364 6.000 2-20-39	03/11/09 09/20/09		6,462.341	6,462.34	6,833.93	(371.59)	
	07/01/09 09/20/09		5,483.198	5,483.19	5,757.36	(274.17)	
	03/11/09 10/20/09		7,131.397	7,131.39	7,541.45	(410.06)	
	07/01/09 10/20/09		6,050.882	6,050.88	6,353.43	(302.55)	
	03/11/09 11/20/09		8,251.081	8,251.08	8,725.52	(474.44)	
	07/01/09 11/20/09		7,000.918	7,000.91	7,350.96	(350.05)	
	03/11/09 12/20/09		7,003.362	7,003.36	7,406.06	(402.70)	
	07/01/09 12/20/09		5,942.247	5,942.24	6,239.36	(297.12)	
	11/20/09 12/20/09		2,713.860	2,713.86	2,890.26	(176.40)	
	08/06/09 09/20/09		4,433.100	4,433.10	4,688.00	(254.90)	
	08/06/09 10/20/09		4,940.730	4,940.73	5,224.82	(284.09)	
	08/06/09 11/20/09		8,853.780	8,853.78	9,362.87	(509.09)	
	08/06/09 12/20/09		4,158.430	4,158.43	4,397.54	(239.11)	
	06/22/09 07/20/09		1,839.250	1,839.25	1,939.84	(100.59)	
	06/22/09 08/20/09		646.700	646.70	682.07	(35.37)	
	06/22/09 09/20/09		1,253.820	1,253.82	1,322.39	(68.57)	
	06/22/09 10/20/09		881.020	881.02	929.20	(48.18)	
	06/22/09 11/20/09		2,515.330	2,515.33	2,652.89	(137.56)	
	06/22/09 12/20/09		999.710	999.71	1,054.38	(54.67)	
	06/26/09 07/20/09		809.410	809.41	853.37	(43.96)	
	06/26/09 08/20/09		844.110	844.11	889.95	(45.84)	
	06/26/09 09/20/09		790.250	790.25	833.17	(42.92)	
	06/26/09 10/20/09		3,747.430	3,747.43	3,950.95	(203.52)	
	06/26/09 11/20/09		4,038.390	4,038.39	4,257.71	(219.32)	
	06/26/09 12/01/09		100,000.000	89,014.56	93,799.05	(4,784.49)	
	06/26/09 12/20/09		3,576.530	3,576.53	3,770.77	(194.24)	
	07/09/09 08/20/09		619.110	619.11	644.07	(24.96)	
	07/09/09 09/20/09		56,930	56.93	59.22	(2.29)	
	07/09/09 10/20/09		58,880	58.88	61.25	(2.37)	
	07/09/09 11/20/09		1,151.560	1,151.56	1,197.98	(46.42)	
	07/09/09 12/20/09		293.700	293.70	305.54	(11.84)	
	10/20/09 11/20/09		31.390	31.39	32.97	(1.58)	
	10/20/09 12/20/09		243.390	243.39	255.63	(12.24)	
	12/01/09 12/07/09		480.000	17,091.36	17,593.77	(502.41)	
SPDR BARCLAYS CAP LT CR BND UNIT VK INSIDER BUY 2008-2	09/25/08 06/25/09		4,000	23.57	32.21	(8.64)	

# MorganStanley SmithBarney

**CLIENT STATEMENT** | For the Period December 1-31, 2009

## Activity

THE ELAINE GORBACH LEVINE CHAR FND  
ATTENTION: JOANNE COHEN PECK

Activity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)
<b>Net Realized Gain/(Loss) This Period</b>	<b>\$134,786.19</b>	<b>\$141,657.81</b>	<b>\$(-6,871.62)</b>
<b>Net Realized Gain/(Loss) Year to Date</b>	<b>\$287,568.33</b>	<b>\$302,875.46</b>	<b>\$(-15,307.13)</b>

*Gain / loss information is provided for informational purposes only and should not be used for tax preparation. Please refer to the gain / loss section of the disclosures for important information about gain / loss reporting*