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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

OMB No 1545-0052

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, **2009**, and ending, **20**

G Check all that apply.

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

LEVI WILLIAMS CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

500 DELAWARE AVENUE, SUITE 900

City or town, state, and ZIP code

WILMINGTON, DE 19801

A Employer identification number

20-6026484

B Telephone number (see page 10 of the instructions)

(302) 657-8237

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) ▶ \$ 1,957,659.

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) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	60,962.			
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	36,085.	36,085.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-45,629.			
b Gross sales price for all assets on line 6a	349,530.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	51,418.	36,085.		
13 Compensation of officers, directors, trustees, etc.	9,928.	7,942.		1,986.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	5,587.	4,470.		1,117.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	1,448.	1,448.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	16,963.	13,860.		3,103.
25 Contributions, gifts, grants paid	151,771.			151,771.
26 Total expenses and disbursements. Add lines 24 and 25	168,734.	13,860.		154,874.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-117,316.			
b Net investment income (if negative, enter -0-)		22,225.		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form 990-PF (2009)

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ENVELOPE: MAY 14 2010
POSTMARK DATESCANNED MAY 20 2010
Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		586,103.	137,582.	137,582.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 3		1,414,529.	1,746,420.	1,820,077.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		2,000,632.	1,884,002.	1,957,659.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		2,000,632.	1,884,002.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see page 17 of the instructions)		2,000,632.	1,884,002.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,000,632.	1,884,002.		

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	2,000,632.
2	Enter amount from Part I, line 27a	2	-117,316.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	686.
4	Add lines 1, 2, and 3	4	1,884,002.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,884,002.

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 PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-45,629.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. }			3		

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.

(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	76,624.	1,896,074.	0.04041192485
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			2 0.04041192485
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.04041192485
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 1,724,893.
5 Multiply line 4 by line 3			5 69,706.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 222.
7 Add lines 5 and 6			7 69,928.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8 154,874.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)		1	222.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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-)		2	
3 Add lines 1 and 2		3	222.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	222.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		NONE
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		222.
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 ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <u>STMT 5</u>		
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	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 on page 27)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 page 20 of the instructions) **11** ☐ Yes ☒ No
- 12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? **12** ☐ Yes ☒ No
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? **13** ☒ Yes ☐ No
- Website address ☐ N/A
- 14 The books are in care of ☒ UBS TRUST COMPANY Telephone no ☒ (302) 657-8237
- Located at ☒ 500 DELAWARE AVENUE, SUITE 900, WILMINGTON, DE ZIP + 4 ☒ 19801
- 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**

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

- | | Yes | No |
|--|-----|----|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No | | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 1b ☐ Yes ☒ No | | |
| 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 ☐ Yes ☒ No | | |
| 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 ☒ 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 page 20 of the instructions) 2b ☐ Yes ☒ No | | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ☐ _____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No | | |
| b If "Yes," did it have excess business holdings in 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 ☐ Yes ☒ No | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a ☐ Yes ☒ No | | |
| 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 ☐ Yes ☒ No | | |

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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:

- (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)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		9,928.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE****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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,497,237.
b	Average of monthly cash balances	1b	253,923.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,751,160.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,751,160.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	26,267.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,724,893.
6	Minimum investment return. Enter 5% of line 5	6	86,245.

Part XI Distributable Amount (see page 25 of the 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	86,245.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	222.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	222.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,023.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	86,023.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	86,023.

Part XII Qualifying Distributions (see page 25 of the 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	154,874.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	154,874.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	222.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	154,652.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				86,023.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			17,563.	
b Total for prior years: 20 <u>07</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>154,874.</u>				
a Applied to 2008, but not more than line 2a			17,563.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				86,023.
e Remaining amount distributed out of corpus	51,288.			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	51,288.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	51,288.			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	51,288.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of 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).)

N/A

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

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 STATEMENT 7				
Total.			▶ 3a	151,771.
b Approved for future payment				
Total.			▶ 3b	

Enter gross amounts unless otherwise indicated

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

▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

NOT APPLICABLE

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?		Yes	No
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.			

[illegible]

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

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.

Sign Here

Signature of officer or trustee

05/05/2010
Date

TRUST OFFICER
Title

**Paid
Preparer's
Use Only**

Preparer's signature 

Date
05/05/2010

Check if self-employed ☐

Preparer's identifying
number (See **Signature** on
page 30 of the instructions)
PC0878578

Firm's name (or yours if self-employed), address, and ZIP code **FIDUCIARY SOLUTIONS, LTD.**
6135 TRUST DRIVE, SUITE 118
HOLLAND, OH

EIN ► 34-1809728

Phone no. 419-861-2300

Form **990-PF** (2009)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

LEVI WILLIAMS CHARITABLE TRUST

20-6026484

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☒ 501(c)(3) taxable private foundation

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

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

LEVI WILLIAMS CHARITABLE TRUST

Employer identification number

20-6026484

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LEVI WILLIAMS TRUST 500 DELAWARE AVENUE, SUITE 900 WILMINGTON, DE 19801	\$ 60,962.	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS				4,165.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				1,156.	
11,374.00		1000.377 COLUMBIA MARSICO GROWTH FD CL A PROPERTY TYPE: SECURITIES 12,405.00				02/10/2009 -1,031.00	02/23/2009
24,713.00		2173.535 COLUMBIA MARSICO GROWTH FD CL A PROPERTY TYPE: SECURITIES 26,952.00				02/10/2009 -2,239.00	02/23/2009
13,866.00		1219.533 COLUMBIA MARSICO GROWTH FD CL A PROPERTY TYPE: SECURITIES 15,122.00				02/10/2009 -1,256.00	02/23/2009
17,102.00		1604.301 DELAWARE INTL EQUITY FD A PROPERTY TYPE: SECURITIES 19,091.00				06/13/2003 -1,989.00	08/24/2009
1,726.00		163.174 EATON VANCE ATLANTA CAP SMID-CAP PROPERTY TYPE: SECURITIES 1,178.00				02/23/2009 548.00	08/24/2009
12,033.00		1253.435 LORD ABBETT AFFILIATED FUND INC PROPERTY TYPE: SECURITIES 17,348.00				04/14/2004 -5,315.00	08/24/2009
4,627.00		201.778 NEUBERGER BERMAN GENESIS FD PROPERTY TYPE: SECURITIES 5,317.00				12/15/2008 -690.00	07/16/2009
39,623.00		1727.987 NEUBERGER BERMAN GENESIS FD PROPERTY TYPE: SECURITIES 62,561.00				11/17/2005 -22,938.00	07/16/2009
39,275.00		3884.795 PIMCO TOTAL RETURN FD CL A PROPERTY TYPE: SECURITIES 42,150.00				02/24/2004 -2,875.00	02/23/2009
84,160.00		8324.398 PIMCO TOTAL RETURN FD CL A PROPERTY TYPE: SECURITIES 90,320.00				02/24/2004 -6,160.00	02/23/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
95,710.00		9466.865 PIMCO TOTAL RETURN FD CL A PROPERTY TYPE: SECURITIES 102,715.00					02/24/2004 -7,005.00	02/23/2009
TOTAL GAIN(LOSS)							----- -45,629. =====	

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
INVESTMENT MGMT FEES-SUBJECT T	5,587.	4,470.	1,117.
	-----	-----	-----
TOTALS	5,587.	4,470.	1,117.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OTHER TAXES	801.	801.
FOREIGN TAXES ON QUALIFIED FOR	647.	647.
	-----	-----
TOTALS	1,448.	1,448.
	=====	=====

LEVI WILLIAMS CHARITABLE TRUST

20-6026484

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	COST/ FMV C OR F -----	SEE ATTACHED SCHEDULE	C	ENDING BOOK VALUE -----	ENDING FMV -----
TOTALS				1,746,420.	1,820,077.
				-----	-----
				1,746,420.	1,820,077.
				=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

MUTUAL FUND TIMING ADJUSTMENT

686.

TOTAL

686.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

TN

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

=====

OFFICER NAME:

UBS TRUST COMPANY, NA

ADDRESS:

500 DELAWARE AVENUE, SUITE 900
WILMINGTON, DE 19801

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 9,928.

TOTAL COMPENSATION:

9,928.

=====

RECIPIENT NAME:

CARSON NEWMAN COLLEGE
C/O MR JAMES P GUENTHER, ESQ

ADDRESS:

2100 WEST END AVE, SUITE 1150
NASHVILLE, TN 37203

AMOUNT OF GRANT PAID 35,207.

RECIPIENT NAME:

MILLIGAN COLLEGE
ATTN BILL GREEG

ADDRESS:

PO BOX 9
MILLIGAN COLLEGE, TN 37682

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 16,564.

RECIPIENT NAME:

SURGOINSVILLE FIRST BAPTIST
ENDOWMENT FUND ATTN: BRAD SMITH

ADDRESS:

PO BOX 135
SURGOINSVILLE, TN 37873

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 100,000.

TOTAL GRANTS PAID: 151,771.
=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust

LEVI WILLIAMS CHARITABLE TRUST

Employer identification number

20-6026484

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			4,165.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-4,668.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-503.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,156.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-46,282.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	-45,126.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-503.
14 Net long-term gain or (loss):			
a Total for year	14a		-45,126.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		-45,629.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	
a The loss on line 15, column (3) or b \$3,000	16 3,000

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	
22 Subtract line 21 from line 20. If zero or less, enter -0-	22	
23 Subtract line 22 from line 17. If zero or less, enter -0-	23	
24 Enter the smaller of the amount on line 17 or \$2,300	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (.15)	30	
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

OMB No 1545-0092

2009

LEVI WILLIAMS CHARITABLE TRUST

20-6026484

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)

(b) Date
acquired
(mo, day, yr)

(c) Date sold
(mo , day, yr)

(d) Sales price
(see page 4 of the instructions)

(e) Cost or other basis
(see page 4 of the
instructions)

(f) Gain or (loss)
Subtract (e) from (d)

1a 1000.377 COLUMBIA MARSICO GROWTH FD CL A	02/10/2009	02/23/2009	11,374.00	12,405.00	-1,031.00
2173.535 COLUMBIA MARSICO GROWTH FD CL A	02/10/2009	02/23/2009	24,713.00	26,952.00	-2,239.00
1219.533 COLUMBIA MARSICO GROWTH FD CL A	02/10/2009	02/23/2009	13,866.00	15,122.00	-1,256.00
163.174 EATON VANCE ATLANTA CAP SMID-CAP	02/23/2009	08/24/2009	1,726.00	1,178.00	548.00
201.778 NEUBERGER BERMAN GENESIS FD	12/15/2008	07/16/2009	4,627.00	5,317.00	-690.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-4,668.00
---	-----------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Employer identification number

20-6026484

(a) Description of property (Example
100 sh 7% preferred of "Z" Co)

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-46,282.00
---	------------

JSA

9F1222 3 000

31 -

FEDERAL CAPITAL GAIN DIVIDENDS
=====SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO TOTAL RETURN FD CL A	4,156.00	
UBS RMA MONEY FUND MONEY MARKET PORT .01	9.00	

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		4,165.00
		=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO TOTAL RETURN FD CL A	1,156.00	
----------------------------	----------	--

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		1,156.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		1,156.00
		=====

Statement Of Value And Activity

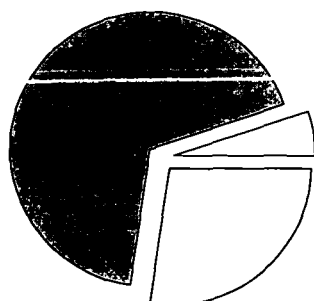
Page 3

Account Number 2545000093

004

Statement Period January 01, 2009 Through December 31, 2009

Asset Allocation Summary



	Tax Cost	Market Value	Percent
CASH AND EQUIVALENTS	44,700.41	44,790.41	5.2%
EQUITIES - OTHER	543,254.78	579,107.46	67.6%
FIXED INCOME - OTHER	229,856.80	233,363.95	27.2%
Total	817,901.99	857,261.82	100.0%

Asset Detail

Description	Market Value/ Tax Cost	Market Price/ Cost Price	Est Annual Income/ Accrued Inc	Current Yield
Income Cash And Equivalents				
Cash				
INCOME CASH	14,378.48			
	14,378.48			
Total Cash	Sub-Total		0.00	0.00
	14,378.48		0.00	
Total Income Cash And Equivalents	14,378.48		0.00	0.00
	14,378.48		0.00	
Principal Cash And Equivalents				
Cash				
PRINCIPAL CASH	14,378.48-			
	14,378.48-			
Total Cash	Sub-Total		0.00	0.00
	14,378.48-		0.00	
Short Term Investments				
UBS RMA MONEY FUND MONEY MARKET	44,790.41	1.00	4.48	0.01
PORT 01%	44,790.41	1.00		
Total Short Term Investments	Sub-Total		4.48	0.01
	44,790.41		0.00	
Total Principal Cash And Equivalents	30,411.93		4.48	0.01
	30,411.93		0.00	

Statement Of Value And Activity

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Account Number 2545000093

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Statement Period January 01, 2009 Through December 31, 2009

Asset Detail (Continued)

Description	Ticker	Shares	Market Value/ Tax Cost	Market Price/ Cost Price	Est Annual Income/ Accrued Inc	Current Yield
Equities - Other						
Mutual Funds						
COLUMBIA MARSICO GROWTH FD CL A	NMGIX	9,449 417	160,923 57 122,250 33	17 03 12 34	793 75	0 49
DELAWARE INTL EQUITY FD A	DEGIX	16,973 514	192,479 65 179,968 61	11 34 10 60	3,937 86	2 05
EATON VANCE ATLANATA CAP SMID-CAP	EAASX	5,878 157	67,422 46 45,681 86	11 47 7 77		
LORD ABBETT AFFILIATED FUND INC	LAFFX	15,487 454	158,281 78 195,353 98	10 22 12 61	743 40	0 47
Total Mutual Funds		Sub- Total	579,107.46 543,254.78		5,475.01 0.00	0.96
Total Equities - Other			579,107.46 543,254.78		5,475.01 0.00	0.96
Fixed Income - Other						
Mutual Funds Taxable						
PIMCO TOTAL RETURN FD CL A	PTTAX	21,607 773	233,363 95 229,856 80	10 80 10 64	12,143 57	5 20
Total Mutual Funds Taxable		Sub- Total	233,363.95 229,856.80		12,143.57 0.00	5.20
Total Fixed Income - Other			233,363.95 229,856.80		12,143.57 0.00	5.20
Total Principal Assets			842,883.34 803,523.51		17,623.06 0.00	2.09
Total Income Assets			14,378.48 14,378.48		0.00 0.00	0.00
Grand Total Assets			857,261.82 817,901.99		17,623.06 0.00	2.06

Statement Of Value And Activity

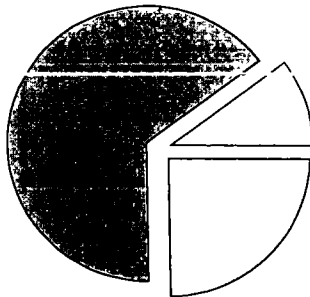
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Account Number 2545000486

004

Statement Period January 01, 2009 Through December 31, 2009

Asset Allocation Summary



	Tax Cost	Market Value	Percent
CASH AND EQUIVALENTS	72,167.06	72,167.06	10.4%
EQUITIES - OTHER	429,001.50	451,502.47	64.9%
FIXED INCOME - OTHER	169,705.39	171,569.96	24.7%
Total	670,873.95	695,239.49	100.0%

Asset Detail

Description	Market Value/ Tax Cost	Market Price/ Cost Price	Est Annual Income/ Accrued Inc	Current Yield
Income Cash And Equivalents				
Cash				
INCOME CASH	11,654.36			
	11,654.36			
Total Cash	Sub-Total		0.00	0.00
	11,654.36		0.00	
Total Income Cash And Equivalents			0.00	0.00
	11,654.36		0.00	
Principal Cash And Equivalents				
Cash				
PRINCIPAL CASH	11,654.36-			
	11,654.36-			
Total Cash	Sub-Total		0.00	-0.00
	11,654.36-		0.00	
Short Term Investments				
UBS RMA MONEY FUND MONEY MARKET	72,167.06	1.00	7.22	0.01
PORT 01%	72,167.06	1.00		
Total Short Term Investments	Sub-Total		7.22	0.01
	72,167.06		0.00	
Total Principal Cash And Equivalents			7.22	0.01
	60,512.70		0.00	
	60,512.70			

Statement Of Value And Activity

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Account Number 2545000486

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Statement Period January 01, 2009 Through December 31, 2009

Asset Detail (Continued)

Description	Ticker	Shares	Market Value/ Tax Cost	Market Price/ Cost Price	Est Annual Income/ Accrued Inc	Current Yield
Equities - Other						
Mutual Funds						
COLUMBIA MARSICO GROWTH FD CL A	NMGIX	6,758 221	115,092 50 83,990 72	17 03 12 43	567 69	0 49
DELAWARE INTL EQUITY FD A	DEGIX	11,896 020	134,900 87 122,314 73	11 34 10 28	2,759 88	2 05
EATON VANCE ATLANATA CAP SMID-CAP	EAASX	4,117 733	47,230 40 29,730 03	11 47 7 22		
LORD ABBETT AFFILIATED FUND INC	LAFFX	10,768 295	110,051 97 135,384 09	10 22 12 57	516 88	0 47
NEUBERGER BERMAN GENESIS FD	NBGNX	1,616 474	44,226 73 57,581 93	27 36 35 62	266 72	0 60
Total Mutual Funds		Sub- Total	451,502.47 429,001.50		4,111.17 0.00	0.91
Total Equities - Other			451,502.47 429,001.50		4,111.17 0.00	0.91
Fixed Income - Other						
Mutual Funds Taxable						
PIMCO TOTAL RETURN FD CL A	PTTAX	15,886 107	171,569 96 169,705 39	10 80 10 68	8,927 99	5 20
Total Mutual Funds Taxable		Sub- Total	171,569.96 169,705.39		8,927.99 0.00	5.20
Total Fixed Income - Other			171,569.96 169,705.39		8,927.99 0.00	5.20
Total Principal Assets			683,586.13 659,219.59		13,046.38 0.00	1.91
Total Income Assets			11,654.36 11,654.36		0.00 0.00	0.00
Grand Total Assets			695,239.49 670,873.95		13,046.38 0.00	1.88

Statement Of Value And Activity

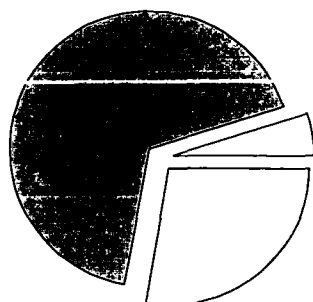
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Account Number 2545000510

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Statement Period January 01, 2009 Through December 31, 2009

Asset Allocation Summary



	Tax Cost	Market Value	Percent
CASH AND EQUIVALENTS	20,624.63	20,624.63	5.1%
EQUITIES - OTHER	264,416.00	272,866.84	67.3%
FIXED INCOME - OTHER	110,185.53	111,666.39	27.6%
Total	395,226.16	405,157.86	100.0%

Asset Detail

Description	Market Value/ Tax Cost	Market Price/ Cost Price	Est Annual Income/ Accrued Inc	Current Yield
Income Cash And Equivalents				
Cash				
INCOME CASH	6,876.10			
	6,876.10			
Total Cash	6,876.10		0.00	0.00
Sub-Total	6,876.10		0.00	
Total Income Cash And Equivalents	6,876.10		0.00	0.00
	6,876.10		0.00	
Principal Cash And Equivalents				
Cash				
PRINCIPAL CASH	6,876.10-			
	6,876.10-			
Total Cash	6,876.10-		0.00	0.00
Sub-Total	6,876.10-		0.00	
Short Term Investments				
UBS RMA MONEY FUND MONEY MARKET	20,624.63	1.00	2.06	0.01
PORT 01%	20,624.63	1.00		
Total Short Term Investments	20,624.63		2.06	0.01
Sub-Total	20,624.63		0.00	
Total Principal Cash And Equivalents	13,748.53		2.06	0.01
	13,748.53		0.00	

Statement Of Value And Activity

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Account Number 2545000510

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Statement Period January 01, 2009 Through December 31, 2009

Asset Detail (Continued)

Description	Ticker	Shares	Market Value/ Tax Cost	Market Price/ Cost Price	Est Annual Income/ Accrued Inc	Current Yield
Equities - Other						
Mutual Funds						
COLUMBIA MARSICO GROWTH FD CL A	NMGIX	4,438 209	75,582 70 57 114 28	17 03 12 87	372 81	0 49
DELAWARE INTL EQUITY FD A	DEGIX	7,231 204	82,001 85 76,153 23	11 34 10 53	1,677 64	2 05
EATON VANCE ATLANATA CAP SMID-CAP	EAASX	2,251 661	25,826 55 16,256 99	11 47 7 22		
LORD ABBETT AFFILIATED FUND INC	LAFFX	6,311 005	64,498 47 83,147 50	10 22 13 18	302 93	0 47
NEUBERGER BERMAN GENESIS FD	NBGXN	912 181	24,957 27 31,744 00	27 36 34 80	150 51	0 60
Total Mutual Funds		Sub- Total	272,866.84 264,416.00		2,503.89 0.00	0.92
Total Equities - Other			272,866.84 264,416.00		2,503.89 0.00	0.92
Fixed Income - Other						
Mutual Funds Taxable						
PIMCO TOTAL RETURN FD CL A	PTTAX	10,339 481	111,666 39 110,185 53	10 80 10 66	5,810 79	5.20
Total Mutual Funds Taxable		Sub- Total	111,666.39 110,185.53		5,810.79 0.00	5.20
Total Fixed Income - Other			111,666.39 110,185.53		5,810.79 0.00	5.20
Total Principal Assets			398,281.76 388,350.06		8,316.74 0 00	2.09
Total Income Assets			6,876.10 6,876.10		0.00 0.00	0.00
Grand Total Assets			405,157.86 395,226.16		8,316.74 0.00	2.05