Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning APR 1, 2009 , and ending MAR 31, 2010

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

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

Name of foundation
THE ELLEN AND ANDREW G. CELLI FOUNDATION
C/O MARKS PANETH & SHRON, LLP

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
88 FROEHLICH FARM BLVD

City or town, state, and ZIP code
WOODBURY, NY 11797

A Employer identification number
13-4087933

B Telephone number
516-992-5900

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: [X] 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)* ▶$ 209,154.

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

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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 ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	4,672.	4,672.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,327.			
b Gross sales price for all assets on line 6a 22,950.				
7 Capital gain net income (from Part IV, line 2)		3,327.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 **Total** Add lines 1 through 11	7,999.	7,999.		
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				
c Other professional fees				
17 Interest				
18 Taxes STMT 2	90.	0.		50.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 3	368.	128.		240.
24 **Total operating and administrative expenses.** Add lines 13 through 23	458.	128.		290.
25 Contributions, gifts, grants paid	48,390.			48,390.
26 **Total expenses and disbursements** Add lines 24 and 25	48,848.	128.		48,680.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<40,849.>			
b **Net investment income** (if negative, enter -0-)		7,871.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	111,590.	4,042.	4,042.
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			
b Investments - corporate stock STMT 4	109,000.	171,088.	205,112.
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)	220,590.	175,130.	209,154.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
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	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	220,590.	175,130.	
30 **Total net assets or fund balances**	220,590.	175,130.	
31 **Total liabilities and net assets/fund balances**	220,590.	175,130.	

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	220,590.
2 Enter amount from Part I, line 27a	2	<40,849.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	179,741.
5 Decreases not included in line 2 (itemize) ▶ FEDERAL TAX	5	4,611.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	175,130.

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 STATEMENT A	P	VARIOUS	VARIOUS
b	SEE ATTACHED STATEMENT A	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	6,900.		4,825.	2,075.
b	16,050.		14,798.	1,252.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				2,075.
b				1,252.
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 3,327.

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	44,890.	180,558.	.248618
2007	35,903.	8,178.	4.390193
2006	29,252.	14,093.	2.075640
2005	24,620.	11,966.	2.057496
2004	24,600.	5,716.	4.303709

2	**Total** of line 1, column (d)	2	13.075656
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	2.615131
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	206,495.
5	Multiply line 4 by line 3	5	540,011.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	79.
7	Add lines 5 and 6	7	540,090.
8	Enter qualifying distributions from Part XII, line 4	8	48,680.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	157.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	157.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	157.
6	Credits/Payments:		
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: 40.		
7	Total credits and payments. Add lines 6a through 6d	7	40.
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	117.
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ANDREW CELLI Telephone no. ▶ 212-737-8630
Located at ▶ 993 PARK AVENUE, NEW YORK, NY ZIP+4 ▶ 10028

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 0.

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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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 | 5b |

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 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
ELLEN UNTERBERG CELLI 993 PARK AVENUE NEW YORK , NY 10028	DIRECTOR 5.00	0.	0.	0.
ANDREW G. CELLI, JR. 993 PARK AVENUE NEW YORK , NY 10028	ASSISTANT DIRECTOR 5.00	0.	0.	0.
EMILY SATLOFF 300 CENTRAL PARK WEST NEW YORK , NY 10024	ASSISTANT 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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Form **990-PF** (2009)

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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:		
a	Average monthly fair market value of securities	1a	185,733.
b	Average of monthly cash balances	1b	23,907.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	209,640.
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	209,640.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,145.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	206,495.
6	**Minimum investment return** Enter 5% of line 5	6	10,325.

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	10,325.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 157.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	157.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,168.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,168.
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	10,168.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	48,680.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	48,680.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	48,680.

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				10,168.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 — 24,600.				
b From 2005 — 24,620.				
c From 2006 — 28,919.				
d From 2007 — 36,098.				
e From 2008 — 40,462.				
f Total of lines 3a through e	154,699.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 48,680.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				10,168.
e Remaining amount distributed out of corpus	38,512.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	193,211.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	24,600.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	168,611.			
10 Analysis of line 9:				
a Excess from 2005 — 24,620.				
b Excess from 2006 — 28,919.				
c Excess from 2007 — 36,098.				
d Excess from 2008 — 40,462.				
e Excess from 2009 — 38,512.				

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

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

ELLEN UNTERBERG CELLI

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

NONE

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

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

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

THE ELLEN AND ANDREW G. CELLI FOUNDATION, INC
993 PARK AVENUE, NEW YORK, NY 10028

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

BY MAIL ONLY

c Any submission deadlines:

NONE

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

NONE

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 5				
Total			▶ 3a	48,390.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4,672.	
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	3,327.	
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.		7,999.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 7,999.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee ______ Date 7/15/10 ______ Title ______

Paid Preparer's Use Only

Preparer's signature ______ JUL 13 2010 Check if self-employed ☐ Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: MARKS PANETH & SHRON LLP, CPAS
88 FROEHLICH FARM BLVD
WOODBURY, NEW YORK 11797

EIN

Phone no. 516-992-5900

Form 990-PF (2009)

923622
02-02-10

Statement H '12

Bessemer Trust

Realized Capital Gains And Losses

Statement for the period Apr 1, 2009 - Mar 31, 2010
UNTERBERG, SUSAN (243)
Tax ID. 13-4087933
Sorted by security description, sold date
Trade date basis

8G9641 ELLEN & ANDREW CELLI FOUNDATION IM

Shares/par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/loss
LONG TERM GAIN LOSS							
680414604 / OLD WEST GL SM & MD CAP FD							
171.770	02/18/2009	03/30/2010	$2,300.00	$1,594.03	$0.00	$1,594 03	$705.97
Total 680414604			**$2,300.00**	**$1,594.03**	**$0.00**	**$1,594.03**	**$705.97**
680414109 / OLD WESTBURY NON-US LC FD							
148.620	02/18/2009	03/30/2010	$1,400.00	$1,022.51	$0.00	$1,022.51	$377.49
Total 680414109			**$1,400.00**	**$1,022.51**	**$0.00**	**$1,022.51**	**$377.49**
680414307 / OLD WESTBURY US LG CAP FD							
270.957	02/18/2009	03/30/2010	$3,200 00	$2,208.30	$0.00	$2,208.30	$991.70
Total 680414307			**$3,200.00**	**$2,208.30**	**$0.00**	**$2,208.30**	**$991.70**
Total LONG TERM GAIN LOSS			$6,900	**$4,824.84**	**$0.00**	**$4,824.84**	$ 2,075.16
SHORT TERM GAIN LOSS							
680414604 / OLD WEST GL SM & MD CAP FD							
81.433	07/02/2009	09/24/2009	$1,000.00	$872 96	$0.00	$872.96	$127.04
7 039	05/21/2009	11/16/2009	$90.10	$73 49	$0.00	$73.49	$16.61
39.836	07/02/2009	11/16/2009	$509.90	$427.04	$0 00	$427.04	$82.86
21.417	05/21/2009	02/04/2010	$260.86	$223.59	$0 00	$223.59	$37.27
19.634	12/15/2009	02/04/2010	$239.14	$244.44	$0.00	$244.44	($5.30)
Total 680414604			**$2,100.00**	**$1,841.52**	**$0.00**	**$1,841.52**	**$258.48**
680414406 / OLD WESTBURY FIXED INC FD							
128.096	02/18/2009	09/24/2009	$1,500.00	$1,480.79	$0.00	$1,480.79	$19.21
59.122	02/18/2009	11/16/2009	$700.00	$683.45	$0.00	$683 45	$16.55
77 787	12/14/2009	02/04/2010	$900 00	$900.78	$0.00	$900.78	($0.78)
211.923	02/18/2009	02/09/2010	$2,449.83	$2,449.83	$0.00	$2,449.83	$0.00

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Report run on Jul 1, 2010 by DIOCHON
Version 8 4.1 0

2/2

Bessemer Trust

Realized Capital Gains And Losses

Statement for the period Apr 1, 2009 - Mar 31, 2010
UNTERBERG, SUSAN (243)
Tax ID: 13-4087933
Sorted by security description, sold date
Trade date basis

8G9641 ELLEN & ANDREW CELLI FOUNDATION IM

Shares/par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/loss
SHORT TERM GAIN LOSS							
680414406 / OLD WESTBURY FIXED INC FD							
64.894	12/14/2009	02/09/2010	$750.17	$751.46	$0.00	$751.46	($1 29)
Total 680414406			**$6,300.00**	**$6,266.31**	**$0.00**	**$6,266.31**	**$33.69**
680414802 / OLD WESTBURY GL OPPTIES FD							
56.101	07/02/2009	11/16/2009	$400.00	$352.87	$0.00	$352.87	$47.13
57 076	07/02/2009	02/04/2010	$398 96	$359.01	$0.00	$359 01	$39.95
100 292	12/21/2009	02/04/2010	$701.04	$705.05	$0.00	$705.05	($4.01)
107.450	07/02/2009	02/09/2010	$750.00	$675.86	$0.00	$675.86	$74.14
Total 680414802			**$2,250.00**	**$2,092.79**	**$0.00**	**$2,092.79**	**$157.21**
680414109 / OLD WESTBURY NON-US LC FD							
109.170	05/21/2009	09/24/2009	$1,000.00	$860.26	$0.00	$860.26	$139.74
82 816	05/21/2009	11/16/2009	$800.00	$652.59	$0.00	$652.59	$147.41
Total 680414109			**$1,800.00**	**$1,512.85**	**$0.00**	**$1,512.85**	**$287.15**
680414703 / OLD WESTBURY REAL RETRN FD							
10 707	12/22/2009	02/04/2010	$100 00	$104 82	$0.00	$104 82	($4.82)
Total 680414703			**$100.00**	**$104.82**	**$0.00**	**$104.82**	**($4.82)**
680414307 / OLD WESTBURY US LG CAP FD							
137.994	07/02/2009	09/24/2009	$1,500.00	$1,290.24	$0.00	$1,290.24	$209.76
105.079	07/02/2009	11/16/2009	$1,200.00	$982.49	$0.00	$982 49	$217.51
14.050	07/02/2009	02/04/2010	$152.16	$131.37	$0.00	$131.37	$20.79
13.651	12/15/2009	02/04/2010	$147.84	$153 98	$0.00	$153 98	($6.14)
35 573	04/16/2009	02/09/2010	$388.10	$326 20	$0.00	$326.20	$61.90
10.257	07/02/2009	02/09/2010	$111.90	$95.90	$0.00	$95.90	$16.00
Total 680414307			**$3,500.00**	**$2,980.18**	**$0.00**	**$2,980.18**	**$519.82**
Total SHORT TERM GAIN LOSS			**$16,050.00**	**$14,798.47**	**$0.00**	**$14,798.47**	**$1,251.53**

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	106.	0.	106.
BESSEMER TRUST	4,566.	0.	4,566.
TOTAL TO FM 990-PF, PART I, LN 4	4,672.	0.	4,672.

FORM 990-PF TAXES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEW YORK STATE TAX	50.	0.		50.
WITHHOLDING TAX	40.	0.		0.
TO FORM 990-PF, PG 1, LN 18	90.	0.		50.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGE	128.	128.		0.
DUES AND SUBSCRIPTIONS	240.	0.		240.
TO FORM 990-PF, PG 1, LN 23	368.	128.		240.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OLD WESTBURY FIXED INC FD, 5,036.480 UNITS	58,193.	57,818.
OLD WESTBURY US LG CAP FD, 4,376.520 UNITS	38,265.	51,424.
OLD WESTBURY NON-US LC FD, 2,622.821 UNITS	19,049.	24,838.
OLD WEST GL SM & MD CAP FD, 2,163.764 UNITS	21,093.	28,929.
OLD WESTBURY GL OPPTIES FD, 4,020.965 UNITS	24,062.	29,714.
OLD WESTBURY REAL RETRN FD, 1,302.815 UNITS	10,426.	12,389.
TOTAL TO FORM 990-PF, PART II, LINE 10B	171,088.	205,112.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 5

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
MANNA PROJECT INTERNATIONAL P.O. BOX 121052 NASHVILLE, TN 37212	NONE CHARITABLE	PUBLIC CHARITY	250.
THE SUMMER CAMP, INC 8 CHURCH STREET BRIDGTON, ME 04009	NONE CHARITABLE	PUBLIC CHARITY	250.
GEORGE SCHOOL P.O. BOX 4438 NEWTOWN, PA 18940	NONE CHARITABLE	PUBLIC CHARITY	2,000.
DOROT 171 WEST 85TH STREET NEW YORK, NY 10024	NONE CHARITABLE	PUBLIC CHARITY	500.
CITY ARTS, INC 525 BROADWAY, SUITE 700 NEW YORK, NY 10012	NONE CHARITABLE	PUBLIC CHARITY	300.
THE CHILDREN'S STOREFRONT 70 EAST 129TH STREET NEW YORK, NY 10035	NONE CHARITABLE	PUBLIC CHARITY	2,000.
GRAND STREET SETTLEMENT 80 PITT STREET NEW YORK, NY 10002	NONE CHARITABLE	PUBLIC CHARITY	21,500.
SUPPLIES FOR SUCCESS INC 2882 WALNUT AVE, SUITE C TUSTIN RANCH, CA 92780	NONE CHARITABLE	PUBLIC CHARITY	750.

WALKING THE DOG THEATRE CO., INC 39 OAK HILL ROAD GHENT, NY 12075	NONE CHARITABLE	PUBLIC CHARITY	500.
THE ROBERTA FLACK SCHOOL OF MUSIC 236 FIFTH AVENUE, SUITE 901 NEW YORK, NY 10001	NONE CHARITABLE	PUBLIC CHARITY	250.
AFYA 510 NEPPERHAN AVENUE YONKERS, NY 10701	NONE CHARITABLE	PUBLIC CHARITY	250.
ARTS ENGINE 104 WEST 14TH STREET, 4TH FLOOR NEW YORK, NY 10011	NONE CHARITABLE	PUBLIC CHARITY	100.
CITIZENS COMMITTEE FOR CHILDREN 105 EAST 22ND STREET NEW YORK, NY 10010	NONE CHARITABLE	PUBLIC CHARITY	1,500.
MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE CHARITABLE	PUBLIC CHARITY	150.
CHILDREN FOR CHILDREN 6 EAST 43RD STREET, 25TH FLOOR NEW YORK, NY 10017	NONE CHARITABLE	PUBLIC CHARITY	750.
HOBART AND WILLIAM SMITH COLLEGES 300 PULTENEY STREET GENEVA, NY 14456	NONE CHARITABLE	PUBLIC CHARITY	5,000.
THE FORTUNE SOCIETY 29-76 NORTHERN BOULEVARD LONG ISLAND CITY, NY 11101	NONE CHARITABLE	PUBLIC CHARITY	200.
CELIAC DISEASE CENTER AT COLUMBIA UNIVERSITY MEDICAL CENTER - 180 FORT WASHINGTON AVENUE, SUITE 934 NEW YORK, NY 10032	NONE CHARITABLE	PUBLIC CHARITY	200.

BREAKTHROUGH NEW YORK 540 EAST 76TH STREET NEW YORK, NY 10021	NONE CHARITABLE	PUBLIC CHARITY	500.
MICHAEL J. FOX FOUNDATION P.O. BOX 780 NEW YORK, NY 10008	NONE CHARITABLE	PUBLIC CHARITY	500.
WOMEN AT RISK 601 WEST 168TH STREET, #7 & #8 NEW YORK, NY 10032	NONE CHARITABLE	PUBLIC CHARITY	500.
JEWISH MUSEUM 1109 5TH AVENUE NEW YORK, NY 10128	NONE CHARITABLE	PUBLIC CHARITY	500.
LEGAL ACTION CENTER 225 VARICK STREET 4TH FLOOR NEW YORK, NY 10014	NONE CHARITABLE	PUBLIC CHARITY	500.
ARTS CONNECTION 162 WEST 56TH STREET, SUITE 405 NEW YORK, NY 10019	NONE CHARITABLE	PUBLIC CHARITY	500.
PATHWAYS OF HOUSING 101 Q STREET NE, SUITE G WASHINGTON, DC 20002	NONE CHARITABLE	PUBLIC CHARITY	250.
PILOBOLUS P.O. BOX 388 WASHINGTON DEPOT, CT 06794	NONE CHARITABLE	PUBLIC CHARITY	250.
NEW YORK CARES 214 WEST 29TH STREET, 5TH FLOOR NEW YORK, NY 10001	NONE CHARITABLE	PUBLIC CHARITY	250.
NY GOTHAMS YOUTH BASEBALL 233 WEST 99TH STREET NEW YORK, NY 10025	NONE CHARITABLE	PUBLIC CHARITY	250.

NEIGHBORHOOD COALITION FOR SHELTER 157 EAST 86TH STREET NEW YORK, NY 10028	NONE CHARITABLE	PUBLIC CHARITY	100.
LINCOLN CENTER FOR THE PERFORMING ARTS., INC 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE CHARITABLE	PUBLIC CHARITY	500.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE CHARITABLE	PUBLIC CHARITY	190.
LAWYERS FOR CHILDREN 110 LAFAYETTE STREET, 8TH FLOOR NEW YORK, NY 10013	NONE CHARITABLE	PUBLIC CHARITY	200.
CREATIVE COMMONS CORP. 171 SECOND STREET, SUITE 300 SAN FRANCISCO, CA 94105	NONE CHARITABLE	PUBLIC CHARITY	500.
AMERICAN RED CROSS 2025 E STREET, NW WASHINGTON, DC 20006	NONE CHARITABLE	PUBLIC CHARITY	1,000.
NYU LAW SCHOOL 161 AVE OF THE AMERICAS NEW YORK, NY 10013	NONE CHARITABLE	PUBLIC CHARITY	1,000.
THE HERON SOCIETY 615 SOUTH MAIN STREET GENEVA, NY 14456	NONE CHARITABLE	PUBLIC CHARITY	100.
THE TOM LIU MEMORIAL FUND 211 STATE STREET BRIDGEPORT, CT 06604	NONE CHARITABLE	PUBLIC CHARITY	100.
PLANNED PARENTHOOD OF NEW YORK CITY 26 BLEEKER STREET NEW YORK, NY 10012	NONE CHARITABLE	PUBLIC CHARITY	250.

ETHICAL CULTURE FIELDSTON SCHOOL 33 CENTRAL PARK W NEW YORK, NY 10023	NONE CHARITABLE	PUBLIC CHARITY	2,000.
RAINFOREST FUND 180 VARICK STREET, ROOM 528 NEW YORK, NY 10014	NONE CHARITABLE	PUBLIC CHARITY	2,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			48,390.