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Return of Private Foundation

OMB No 1545-0052

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

2009

Department of the Treasury
Internal Revenue Service

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 JUL 1, 2009, and ending JUN 30, 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 ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST		A Employer identification number 51-6590472	
	Number and street (or P O box number if mail is not delivered to street address) 6310 SAN VICENTE BLVD.		Room/suite 250	B Telephone number 323-934-0200
	City or town, state, and ZIP code LOS ANGELES, CA 90048		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 11,876,698. (Part I, column (d) must be on cash basis.)				
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____				
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	132.	132.		STATEMENT 1
	4 Dividends and interest from securities	339,630.	339,630.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	119,500.			
	b Gross sales price for all assets on line 6a	1,809,328.			
	7 Capital gain net income (from Part IV, line 2)		119,500.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<36,849.>	<36,849.>		STATEMENT 3
	12 Total Add lines 1 through 11	422,413.	422,413.		
	13 Compensation of officers, directors, trustees, etc	100,000.	50,000.		50,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
Operating and Administrative Expenses	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	5,718.	5,718.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	841.	681.		160.
	24 Total operating and administrative expenses. Add lines 13 through 23	106,559.	56,399.		50,160.
25 Contributions, gifts, grants paid	587,000.			587,000.	
26 Total expenses and disbursements. Add lines 24 and 25	693,559.	56,399.		637,160.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<271,146.>				
b Net investment income (if negative, enter -0-)		366,014.			
c Adjusted net income (if negative, enter -0-)			N/A		

9/14/14

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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		1,795,132.	736,581.	736,581.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 6		98,719.	98,719.	100,156.
	b	Investments - corporate stock STMT 7		17,265,959.	18,308,015.	10,038,366.
	c	Investments - corporate bonds STMT 8		1,133,293.	922,786.	992,784.
11	Investments - land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		39,982.	3,133.	3,133.	
14	Land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 10)		12,973.	5,678.	5,678.	
16	Total assets (to be completed by all filers)		20,346,058.	20,074,912.	11,876,698.	
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 ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		20,346,058.	20,074,912.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		20,346,058.	20,074,912.		
31	Total liabilities and net assets/fund balances		20,346,058.	20,074,912.		

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	20,346,058.
2	Enter amount from Part I, line 27a	2	<271,146.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	20,074,912.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,074,912.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,809,328.		1,689,828.	119,500.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			119,500.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	119,500.
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	571,160.	11,038,929.	.051741
2007	603,150.	13,467,033.	.044787
2006			
2005			
2004			

2 Total of line 1, column (d)	2	.096528
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	.048264
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	12,502,115.
5 Multiply line 4 by line 3	5	603,402.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,660.
7 Add lines 5 and 6	7	607,062.
8 Enter qualifying distributions from Part XII, line 4	8	637,160.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,660.
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	3,660.
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	3,660.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,678.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,678.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,018.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 2,018. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1b		X
c Did the foundation file Form 1120-POL for this year?		X
1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **N/A**

14 The books are in care of **SCHWARTZ, KALES ACCOUNTANCY CORP** Telephone no. **323-934-0200**
 Located at **6310 SAN VICENTE BLVD., STE 250, LOS ANGELES, CA** ZIP+4 **90048**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year **15** **N/A**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years N/A	2a	
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. N/A	2c	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3a	
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

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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)?

☐ 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
FRANK LEE, CPA *	TRUSTEE			
6310 SAN VICENTE BLVD., STE 250	15.00	50,000.	0.	0.
LOS ANGELES, CA 90048				
KERRI LEE, OD	TRUSTEE			
6310 SAN VICENTE BLVD., STE 250	15.00	50,000.	0.	0.
LOS ANGELES, CA 90048				

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

*PAID TO SCHWARTZ, KALES ACCOUNTANCY CORP. OF WHICH MR. LEE IS A SHAREHOLDER AND EMPLOYEE.

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Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*[illegible]

0

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		

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.

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02-02-10

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	11,909,908.
b	Average of monthly cash balances	1b	773,784.
c	Fair market value of all other assets	1c	8,811.
d	Total (add lines 1a, b, and c)	1d	12,692,503.
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	12,692,503.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	190,388.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,502,115.
6	Minimum investment return. Enter 5% of line 5	6	625,106.

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	625,106.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,660.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,660.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	621,446.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	621,446.
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	621,446.

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	637,160.
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	637,160.
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	3,660.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	633,500.

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				621,446.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			34,102.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 637,160.				
a Applied to 2008, but not more than line 2a			34,102.	
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				603,058.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				18,388.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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)

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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV	Supplementary Information (continued)
----------------	--

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i>					
SEE STATEMENT 11					
Total				► 3a	587,000.
b <i>Approved for future payment</i>					
NONE					
Total				► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	132.		
4 Dividends and interest from securities			14	339,630.		
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			18	<36,849.>		
8 Gain or (loss) from sales of assets other than inventory			18	119,500.		
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.		422,413.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	422,413.

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

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

[illegible]

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

- | | | | |
|----------|--|--------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | 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
N/A		

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

Sign Here

Signature of officer or trustee 		Date <u>11/9/10</u>		Title <u>TRUSTEE</u>	
Paid Preparer's Use Only	Preparer's Signature 	Date <u>11/09/2010</u>	Check if self-employed <input type="checkbox"/>	Preparer's identifying number	
	Firm's name (or yours if self-employed), address, and ZIP code SCHWARTZ, KALES ACCOUNTANCY CORP. 6310 SAN VICENTE BLVD, SUITE 250 LOS ANGELES, CA 90048			EIN 	Phone no. (323)934-0200

Form **990-PF** (2009)

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	BANK OF AMERICA CLASS SETTLEMENT	P		08/03/09
b	CIL FRAC SH - AOL INC	P	03/27/09	12/15/09
c	100M WEYERHAUSER CO NT	P	02/04/09	06/22/10
d	CIL FRAC SH - EXXON MOBIL CORP	P	04/02/09	06/28/10
e	CIL FRAC SH - AIG INC	P	05/09/08	07/01/09
f	CIL FRAC SH - CITIGROUP INC	P	02/18/07	08/04/09
g	4281 SH PRUDENTIAL FINL INC	P	06/25/08	09/03/09
h	5719 SH PRUDENTIAL FINL INC	P	06/25/08	09/08/09
i	100M GMAC SMARTNOTES	P	02/18/07	09/15/09
j	2000 SH NEWS CORP INC CL B	P	07/17/08	08/28/09
k	265 SH GOLDMAN SACHS GROUP INC	P	11/30/07	10/14/09
l	300 SH PHARMACEUTICAL HOLDRS TR	P	02/18/07	10/14/09
m	700 SH PHARMACEUTICAL HOLDRS TR	P	09/04/08	10/14/09
n	100M GENERAL ELECTRIC CAP CORP	P	03/02/09	10/27/09
o	1000 SH CONOCOPHILLIPS	P	03/25/09	12/23/09

(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 319.			319.
b 12.			12.
c 108,000.		98,250.	9,750.
d 47.		38.	9.
e 6.			6.
f 2.			2.
g 107,139.		107,025.	114.
h 142,966.		142,975.	<9.>
i 100,000.		94,818.	5,182.
j 25,458.		29,021.	<3,563.>
k 51,175.		49,382.	1,793.
l 20,039.		23,693.	<3,654.>
m 46,758.		48,776.	<2,018.>
n 101,695.		87,074.	14,621.
o 50,434.		39,793.	10,641.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			319.
b			12.
c			9,750.
d			9.
e			6.
f			2.
g			114.
h			<9.>
i			5,182.
j			<3,563.>
k			1,793.
l			<3,654.>
m			<2,018.>
n			14,621.
o			10,641.

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 }

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

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	(c) Date acquired	(d) Date sold
		P - Purchase D - Donation	(mo., day, yr.)	(mo., day, yr.)
1a	1200 SH LOCKHEED MARTIN CORP	P	02/18/07	12/23/09
b	2000 SH CATERPILLAR INC	P	10/24/08	05/05/10
c	2000 SH HONEYWELL INTL INC	P	10/24/08	05/05/10
d	2500 SH SPDR DJIA TRUST EFT SER 1	P	11/30/07	05/05/10
e	100M ALCOA INC NTS	P	03/02/09	05/05/10
f	7260.407 SH ROYCE PA MUTUAL FUND	P	03/26/07	05/05/10
g	500 SH MADISON SQUARE GARDEN INC CL A	P	07/17/08	05/07/10
h	500 SH MADISON SQUARE GARDEN INC CL A	P	10/24/08	05/07/10
i	100M INGERSOLL-R& GLOB HLDG	P	04/22/09	06/04/10
j	50M HOME DEPOT INC NTS	P	03/25/09	06/04/10
k	100M DOW CHEMICAL CO NTS	P	03/02/09	06/04/10
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 90,785.		122,724.	<31,939.>
b 133,963.		67,852.	66,111.
c 92,137.		55,252.	36,885.
d 272,474.		334,410.	<61,936.>
e 96,245.		68,051.	28,194.
f 75,000.		87,415.	<12,415.>
g 9,947.		6,855.	3,092.
h 9,947.		4,910.	5,037.
i 120,978.		104,845.	16,133.
j 53,807.		45,505.	8,302.
k 99,995.		71,164.	28,831.
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<31,939.>
b			66,111.
c			36,885.
d			<61,936.>
e			28,194.
f			<12,415.>
g			3,092.
h			5,037.
i			16,133.
j			8,302.
k			28,831.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	119,500.
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

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

SOURCE	AMOUNT
HSBC BROKERAGE	51.
UBS FINANCIAL INC	81.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	132.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HSBC BROKERAGE - NOMINEE	55,078.	0.	55,078.
UBS FINANCIAL INC - NOMINEE	284,552.	0.	284,552.
TOTAL TO FM 990-PF, PART I, LN 4	339,630.	0.	339,630.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PRIVEE, LLC LOSS FROM PASSTHROUGH	<36,849.>	<36,849.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<36,849.>	<36,849.>	

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENTS	3,909.	3,909.		0.
FOREIGN TAX PAID	1,458.	1,458.		0.
FOREIGN TAX PAID	351.	351.		0.
TO FORM 990-PF, PG 1, LN 18	5,718.	5,718.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	277.	277.		0.
MISCELLANEOUS EXPENSES	404.	404.		0.
FILING FEES	150.	0.		150.
FILING FEES	10.	0.		10.
TO FORM 990-PF, PG 1, LN 23	841.	681.		160.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS - SEE SCH (1/1)	X		98,719.	100,156.
TOTAL U.S. GOVERNMENT OBLIGATIONS			98,719.	100,156.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			98,719.	100,156.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN STOCKS - SEE SCHEDULE (1/1)	18,308,015.	10,038,366.
TOTAL TO FORM 990-PF, PART II, LINE 10B	18,308,015.	10,038,366.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CORPORATE BONDS - SEE SCHEDULE (1/1)	922,786.	992,784.
TOTAL TO FORM 990-PF, PART II, LINE 10C	922,786.	992,784.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN PARTNERSHIP	COST	3,133.	3,133.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,133.	3,133.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID FEDERAL TAX	9,587.	5,678.	5,678.
ACCRUED INTEREST PURCHASED	3,386.	0.	0.
TO FORM 990-PF, PART II, LINE 15	12,973.	5,678.	5,678.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT 11
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BAR-ILAN UNIVERSITY 8730 WILSHIRE BLVD., SUITE 550 BEVERLY HILLS, CA 90211	NONE MEDICAL RESEARCH	PUBLIC	200,000.
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE, SUITE 2800 LOS ANGELES, CA 90045-2659	NONE EDUCATION	PUBLIC	150,000.
ST. ANNE'S 155 N. OCCIDENTAL BLVD LOS ANGELES, CA 90026-4641	NONE COMMUNITY	PUBLIC	25,000.
STERN COLLEGE FOR WOMEN 500 WEST 185TH STREET BH 725 NEW YORK, NY 10033	NONE MEDICAL RESEARCH	PUBLIC	25,000.
RETT SYNDROME RESEARCH TRUST 67 UNDER CLIFF ROAD TRUMBALL, CT 06611	NONE MEDICAL RESEARCH	PUBLIC	1,000.
CHAMPIONS OF DISCOVERY 5404 PARK LANE DALLAS, TX 75220	NONE MEDICAL RESEARCH	PUBLIC	1,000.
BISHOP GORMAN HIGH SCHOOL 5959 SOUTH HUALAPAI WAY LAS VEGAS, NV 89148	NONE EDUCATION	PUBLIC	25,000.
OUR LADY OF GRACE SCHOOL 3427 SOMERSET AVENUE CASTRO VALLEY, CA 94546-3398	NONE EDUCATION	PUBLIC	35,000.

HOMEBOY INDUSTRIES 130 W. BRUNO STREET LOS ANGELES, CA 90012	NONE COMMUNITY	PUBLIC	25,000.
PROYECTO PASTORAL AT DOLORES MISSION 135 NORTH MISSION ROAD LOS ANGELES, CA 90033	NONE COMMUNITY	PUBLIC	25,000.
REMOTE AREA MEDICAL FOUNDATION 1834 BEECH STREET KNOXVILLE, TN 37920	NONE COMMUNITY	PUBLIC	10,000.
NATIONAL CONGREGATION OF SYNAGOGUE YOUTH 9831 W. PICO BLVD., SUITE 101 LOS ANGELES, CA 90035	NONE COMMUNITY	PUBLIC	25,000.
BRENTWOOD BIOMEDICAL RESEARCH INSTITUTE P.O. BOX 25027 LOS ANGELES, CA 90025	NONE MEDICAL RESEARCH	PUBLIC	5,000.
PUPPIES BEHIND BARS 10 EAST 40TH STREET, 19TH FLOOR NEW YORK, NY 10016	NONE COMMUNITY	PUBLIC	5,000.
THE SOLDIERS PROJECT 12011 SAN VICENTE BL., SUITE 310 LOS ANGELES, CA 90049	NONE MEDICAL RESEARCH	PUBLIC	10,000.
WOUNDED WARRIOR PROJECT 7020 A.C. SKINNER PKWY., SUITE 100 JACKSONVILLE, FL 32256	NONE MEDICAL RESEARCH	PUBLIC	10,000.
THE GREATER WEST HOLLYWOOD FOOD COALITION 1040 N. LA BREA AVENUE LOS ANGELES, CA 90038	NONE FOOD BANK	PUBLIC	5,000.
SUCCESS THROUGH THE ARTS FOUNDATION 4600 DON LORENZO DR., SUITE 43 LOS ANGELES, CA 90008	NONE COMMUNITY	PUBLIC	5,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

587,000.

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST
FYE 6/30/10
ID# 51-6590472

SCH (1 / 1)
PAGE 1 OF 3

	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - U.S. GOVERNMENT AND STATE OBLIGATIONS		
100,000 FEDERAL HOME LN BKS BONDS 4 50%	98,718 75	100,156 00
INVESTMENTS - CORPORATE STOCKS		
710 ACCENTURE PLC IRELAND CLASS	29,966 00	27,441 50
3,000 SHIP FIN INTL LTD	39,655 20	53,640 00
325 TRANSOCEAN LTD ZUG NAMEN AKT	25,366 50	15,047 47
4,570 ADC TELECOMMUNICATIONS INC	30,008 50	33,863 70
68 AOL INC	975 95	1,413 72
2,950 ALCOA INC	25,156 36	29,677 00
1,470 ALLSCRIPTS HEALTHCARE SOLUTIONS INC	30,059 03	23,667 00
805 AMERICAN ELECTRIC POWER CO	25,134 65	26,001 50
500 CHUBB CORP	24,700 00	25,005 00
4,000 CIENA CORP	50,514 40	50,720 00
545 COCA COLA COMPANY	24,862 67	27,315 40
400 COLGATE PALMOLIVE CO	24,676 20	31,504 00
528 EXXON MOBIL CORP	24,926 59	30,132 96
455 GILEAD SCIENCES INC	20,269 90	15,597 40
500 HSBC HLDGS PLC SPONS ADR	31,054 05	22,795 00
3,430 JABIL CIRCUIT INC	19,655 90	45,619 00
530 KELLOGG CO	19,824 80	26,659 00
1,652 NOKIA CORP SPONS ADR	19,438 44	13,463 80
300 SIEMENS AG SPONS ADR	24,894 00	26,859 00
1,005 SUN LIFE FINL INC	30,003 90	26,441 55
753 TIME WARNER INC	13,899 74	21,769 23
189 TIME WARNER CABLE INC	4,901 31	9,843 12
2,000 HSBC HLDGS PLC PERP SUB CAP	50,280 00	50,300 00
4,000 ALCOA INC	50,525 25	40,240 00
1,100 ALTRIA GROUP INC	28,859 71	22,044 00
1,000 ALTRIA GROUP INC	16,248 25	20,040 00
1,500 AMERICAN ELECTRIC POWER CO	46,245 25	48,450 00
1,500 AMERICAN ELECTRIC POWER CO	45,897 25	48,450 00
276 AMERICAN INT'L GRP INC COM (AIG Exchange)	384,968 79	9,505 44
249 AMERICAN INT'L GRP INC COM (AIG Exchange)	203,005 25	8,575 56
499 AMERICAN INT'L GRP INC COM (AIG Exchange)	219,866 40	17,185 56
252 AMERICAN INT'L GRP INC COM (AIG Exchange)	76,600 25	8,678 88
800 AMGEN INC	53,572 00	42,080 00
1,200 AMGEN INC	63,495 25	63,120 00
2,000 AT & T INC	50,201 25	48,380 00
1,000 AT & T INC	27,423 25	24,190 00
152,434 BANK OF AMERICA CORP	8,214,287 18	2,190,476 58
3,378 BANK OF AMERICA CORP	235,575 74	48,541 86
1,000 BP PLC SPON ADR	58,203 25	28,880 00
1,000 BP PLC SPON ADR	48,623 25	28,880 00
500 BP PLC SPON ADR	21,424 25	14,440 00
1,000 BRISTOL MYERS SQUIBB CO	27,610 00	24,940 00
2,000 BRISTOL MYERS SQUIBB CO	45,601 85	49,880 00
2,000 CABLEVISION SYSTEM NY GROUP CL A	33,337 10	48,020 00
2,000 CABLEVISION SYSTEM NY GROUP CL A	23,875 73	48,020 00
5,548 CISCO SYSTEMS INC PSI MKT	152,833 53	118,227 88
1,066 CITIGROUP INC	57,742 56	4,008 16
3,000 CITIGROUP INC	46,859 25	11,280 00
7,307 CITIGROUP INC	25,310 00	27,474 32
4,000 CITIGROUP INC	16,805 25	15,040 00
1,000 CLOROX CO	58,621 25	62,160 00
1,000 CVS CAREMARK CORP	25,938 25	29,320 00
500 CVS CAREMARK CORP	14,654 25	14,660 00
3,100 DELL INC	75,523 83	37,386 00
4,000 DELL INC	48,881 25	48,240 00
3,000 DOW CHEMICAL	85,797 16	71,160 00
1,800 E M C CORP MASS	26,226 00	32,940 00
5,200 E M C CORP MASS	73,788 15	95,160 00
5,000 E M C CORP MASS	51,335 25	91,500 00
TOTALS CARRIED FORWARD	11,325,986 57	4,176,350 59

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	BOOK VALUE	FAIR MARKET VALUE
TOTALS BROUGHT FORWARD	11,325,986 57	4,176,350 59
500 EXXON MOBIL CORP	35,084 25	28,535 00
500 EXXON MOBIL CORP	34,224 25	28,535 00
700 FREEPORT-MC MORAN COPPER & GOLD INC	49,124 85	41,391 00
2,000 GAFISA S A ADS	17,012 63	24,220 00
2,000 GAFISA S A ADS	17,012 62	24,220 00
2,500 GENCO SHIPPING & TRADING LTD	56,120 32	37,475 00
3,530 GENERAL ELECTRIC CORP	126,947 18	50,902 60
7,500 GENERAL ELECTRIC CORP	203,990 25	108,150 00
1,000 GENERAL ELECTRIC CORP	24,488 25	14,420 00
6,000 GENERAL ELECTRIC CORP	90,170 81	86,520 00
6,970 GENERAL ELECTRIC CORP	93,249 71	100,507 40
3,400 HEWLETT PACKARD	145,367 00	147,152 00
3,000 HOME DEPOT INC	68,402 50	84,210 00
4,520 INTEL CORP	95,790 10	87,914 00
3,500 INTEL CORP	51,381 75	68,075 00
4,000 INTERACTIVE BROKERS INC	96,782 00	66,400 00
1,000 JOHNSON & JOHNSON	52,623 25	59,060 00
1,000 JOHNSON & JOHNSON	60,723 25	59,060 00
2,112 JP MORGAN CHASE & CO	108,361 44	77,320 32
93 JP MORGAN CHASE & CO	50,167 70	3,404 73
761 KRAFT FOODS INC CL A	26,292 55	21,308 00
500 KRAFT FOODS INC CL A	11,674 25	14,000 00
2,000 KRAFT FOODS INC CL A	52,880 95	56,000 00
1,000 LOCKHEED MARTIN CORP	102,270 00	74,500 00
1,400 MC DONALDS CORP	63,416 50	92,218 00
600 MC DONALDS CORP	34,742 05	39,522 00
4,000 MICROSOFT CORP	114,919 90	92,040 00
2,500 MICROSOFT CORP	53,802 85	57,525 00
2,000 NOKIA CORP SPONS ADR FINLAND ADR	50,381 25	16,300 00
2,000 NOKIA CORP SPONS ADR FINLAND ADR	45,223 35	16,300 00
1,000 NOKIA CORP SPONS ADR FINLAND ADR	12,173 25	8,150 00
3,000 NOKIA CORP SPONS ADR FINLAND ADR	39,659 25	24,450 00
2,000 NOKIA CORP SPONS ADR FINLAND ADR	25,421 25	16,300 00
1,000 PETROLED BRASILEIRO SA	45,844 25	34,320 00
1,000 PETROLED BRASILEIRO SA	40,403 65	34,320 00
1,100 PHILIP MORRIS INTERNATIONAL INC	65,762 29	50,424 00
1,000 PROCTOR & GAMBLE CO	71,150 25	59,980 00
1,000 PROCTOR & GAMBLE CO	57,504 25	59,980 00
4,700 SAFEWAY INC	87,227 85	92,402 00
500 SCHLUMBERGER LTD	43,516 35	27,670 00
500 SCHLUMBERGER LTD	22,409 25	27,670 00
4,000 SHIP FIN INTL LTD	50,313 35	71,520 00
1,700 TARGET CORP	107,661 00	83,589 00
1,300 TARGET CORP	59,447 91	63,921 00
1,000 TENARIS S A ADS	47,692 25	34,610 00
3,000 TENARIS S A ADS	48,625 25	103,830 00
500 TENARIS S A ADS	18,289 25	17,305 00
500 TEVA PHARMACEUTICALS IND LTD	20,765 25	25,995 00
1,500 TEVA PHARMACEUTICALS IND LTD	71,852 25	77,985 00
1,000 THERMO FISHER SCIENTIFIC	38,655 45	49,050 00
500 THERMO FISHER SCIENTIFIC	23,699 25	24,525 00
1,000 UNITED TECHNOLOGIES CORP	69,613 25	64,910 00
2,000 VALE SA-SP SPON ADR	26,361 25	48,700 00
1,000 VISA INC CL A	47,915 95	70,750 00
500 VISA INC CL A	43,564 25	35,375 00
1,100 WAL MART STORES INC	54,120 00	52,877 00
2,000 WALT DISNEY CO	69,560 00	63,000 00
1,000 WALT DISNEY CO	25,523 25	31,500 00
1,000 WD-40 CO	33,067 50	33,400 00
500 WD-40 CO	11,862 25	16,700 00
700 ING CLARION GLOBAL REAL ESTATE INCOME FD	4,325 24	4,501 00
7,300 ING CLARION GLOBAL REAL ESTATE INCOME FD	46,942 05	46,939 00
55 ING CLARION GLOBAL REAL ESTATE INCOME FD	357 69	353 65
TOTALS CARRIED FORWARD	14,789,900 10	7,310,537 29

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	BOOK VALUE	FAIR MARKET VALUE
TOTALS BROUGHT FORWARD	14,789,900 10	7,310,537 29
7,740 ING CLARION GLOBAL REAL ESTATE INCOME FD	50,004 05	49,768 20
10,000 ING CLARION GLOBAL REAL ESTATE INCOME FD	69,313 95	64,300 00
5,000 SPDR DJIA TRUST EFT SER I	668,819 33	488,650 00
1,500 SPDR DJIA TRUST EFT SER I	178,095 25	146,595 00
3,217 082 DODGE & COX STOCK FUND	511,580 38	282,813 68
21,250 195 ROYCE PENNSYLVANIA MUTUAL FUND	255,852 36	195,714 30
16,181 230 ROYCE PENNSYLVANIA MUTUAL FUND	100,020 00	149,029 13
10,800 000 WESTERN ASSET HIGH INCOME FUND II INC	100,013 25	98,722 80
116 000 WESTERN ASSET HIGH INCOME FUND II INC	1,024 31	1,060 36
116 000 WESTERN ASSET HIGH INCOME FUND II INC	1,035 32	1,060 36
11,709 602 FRANKLIN/TEMPLETON GLOBAL BOND FUND CL C	150,005 25	151,405 15
41 096 FRANKLIN/TEMPLETON GLOBAL BOND FUND CL C	536 30	531 37
1,200 AMERICAN INT'L GRP INC SUB DEB JR A-4	26,645 25	19,536 00
6,000 AMERICAN INT'L GRP INC SUB DEB JR A-4	132,755 24	97,680 00
200 AMERICAN INT'L GRP INC SUB DEB JR A-4	4,355 24	3,256 00
4,000 WESTERN ASSET INCOME FD II INC	26,642 00	36,564 00
1,000 I SHARES TR RUSSELL 1000 VALUE INDEX FD	44,167 00	54,210 00
1,000 I SHARES TR RUSSELL 1000 VALUE INDEX FD	46,122 00	54,210 00
10,000 FEDERAL NATIONAL MTGE ASSOC 8 250%	250,000 00	3,500 00
2,000 GMAC 7 5%	41,780 00	14,000 00
1,590 GENERAL MOTORS CORP 7 25% SR NTS	39,963 80	10,732 50
2,000 GENERAL MOTORS CORP 7 25% SR NTS	21,705 25	13,500 00
2,000 GMAC 7 25%	23,505 25	39,860 00
1,000 GMAC LLC PINES 7 3%	24,170 00	19,810 00
4,000 HSBC Hldgs Plc	100,000 00	100,600 00
8,000 ING GROEP N V PREF CTF	200,002 00	150,160 00
4,000 JP MORGAN CHASE & CO	100,000 00	106,520 00
10,000 PRUDENTIAL FINANCIAL INC	250,000 00	271,800 00
4,000 WACHOVIA CAP TR X	100,002 00	102,240 00
TOTALS	18,308,014 88	10,038,366 13

INVESTMENTS - CORPORATE BONDS

100,000 ALCOA INC NTS	99,125 00	100,415 00
100,000 DOW CHEMICAL CO NTS	97,792 00	101,928 00
50,000 ALCOA INC NTS	44,750 00	52,659 00
100,000 HOUSEHOLD FIN CORP NTS	94,716 00	104,741 00
50,000 WELLS FARGO & CO GLOBAL SUB NTS	47,675 00	52,819 50
100,000 GEN ELEC CAPITAL CORP MTN NTS	92,920 00	106,883 00
50,000 WEYERHAEUSER CO NTS	48,941 25	54,018 00
100,000 HEALTH CARE PPTY'S INVS NTS	100,721 25	108,732 00
100,000 HSBC FIN CORP NTS	88,540 25	107,052 00
100,000 FREEPORT-MC MORAN COPPER & GOLD INC NTS	107,005 25	110,000 00
50,000 SEARS ROEBUCK ACCEP CORP NTS	47,844 71	42,000 00
50,000 JP MORGAN CHASE & CO NTS	52,755 25	51,536 50
TOTALS	922,785 96	992,784 00