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

2009

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

For calendar year 2009, or tax year beginning 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
	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"/>		
	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"/>		
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.	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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)
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					
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					
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	

Cg 14

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL
CHARITABLE TRUST

Form 990-PF (2009)

51-6590472

Page 2

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
	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.
	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.	
	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.

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL

Form 990-PF (2009)

CHARITABLE TRUST

51-6590472

Page 3

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

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

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL
CHARITABLE TRUST

Form 990-PF (2009)

51-6590472

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	3,660.	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b				
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)				
3	Add lines 1 and 2				
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	(attach copy of letter if necessary-see instructions)	2	0.	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-				
6	Credits/Payments:		3		
a	2009 estimated tax payments and 2008 overpayment credited to 2009				
b	Exempt foreign organizations - tax withheld at source				
c	Tax paid with application for extension of time to file (Form 8868)		4	0.	
d	Backup withholding erroneously withheld				
7	Total credits and payments. Add lines 6a through 6d	5	5,678.	5,678.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached				
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed				
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid				
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ►				

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
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	X	
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: <ul style="list-style-type: none">• By language in the governing instrument, or• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
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? <i>If "No," attach explanation</i>	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Form 990-PF (2009)

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL
CHARITABLE TRUST

Form 990-PF (2009)

51-6590472

Page 5

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	<input checked="" type="checkbox"/>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <u>SCHWARTZ, KALES ACCOUNTANCY CORP</u> Telephone no. ► <u>323-934-0200</u> Located at ► <u>6310 SAN VICENTE BLVD., STE 250, LOS ANGELES, CA</u> ZIP+4 ► <u>90048</u>		
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	► <input type="checkbox"/> 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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
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? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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.)	2b	<input type="checkbox"/> N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	<input type="checkbox"/> N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

Form 990-PF (2009)

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL
CHARITABLE TRUST

Form 990-PF (2009)

CHARITABLE TRUST

51-6590472

Page 6

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>	
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	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	
<i>If "Yes" to 6b, file Form 8870.</i>	<input checked="" type="checkbox"/>	
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b <input checked="" type="checkbox"/>	

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

Form 990-PF (2009)

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

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.

1	N/A	Expenses
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.

1	N/A	Amount
2		
3		
Total. Add lines 1 through 3		0.

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL
CHARITABLE TRUST

51-6590472

Page 8

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 2008			34,102.	
a Enter amount for 2008 only				
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.			34,102.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2009 distributable amount				603,058.
e Remaining amount distributed out of corpus		0.		0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
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 XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 11				
Total			► 3a	587,000.
<i>b 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	
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.

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

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 X No

b If "Yes," complete the following schedule.

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

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

Signature of officer or trustee		Date	Title	
 Preparer's Signature		<input type="text" value="11/09/2011"/>	<input type="checkbox"/> Self-employed	Preparer's identifying number
Paid Preparer's Use Only		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 <input type="text" value="323-934-0200"/> Phone no. <input type="text" value="323-934-0200"/>		

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

2

3

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	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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<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

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL

51-6590472

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

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

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

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.

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL

51-6590472

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

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

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

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

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.

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL

51-6590472

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			<u>587,000.</u>

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

SCH (1 / 1)
 PAGE 1 OF 3

INVESTMENTS - U.S. GOVERNMENT AND STATE OBLIGATIONS
 100,000 FEDERAL HOME LN BKS BONDS 4 50%

BOOK VALUE	FAIR MARKET VALUE
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

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

SCH (1/1)
 PAGE 2 OF 3

	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

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

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 PAGE 3 OF 3

		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 PPTYS 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