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

2010

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 2010, or tax year beginning _____, **2010, and ending** _____

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

Name of foundation LEVENTHAL FAMILY CHARITABLE FOUNDATION		A Employer identification number 13-4092955
Number and street (or P O box number if mail is not delivered to street address) C/O OTA LLC, ONE MANHATTANVILLE RD		B Telephone number (see the instructions) (914) 460-4017
City or town PURCHASE	State ZIP code NY 10577	C If exemption application is pending, 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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 6,293,288.	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) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	0.			
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	584.	584.		
	4 Dividends and interest from securities	384,623.	390,696.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	345,663.			
	b Gross sales price for all assets on line 6a	7,227,172.			
	7 Capital gain net income (from Part IV, line 2)		345,663.		
	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/(loss) (att sch)					
11 Other income (attach schedule) Thru OTA FINANCIAL GROUP	-205,014.	-205,014.			
12 Total. Add lines 1 through 11	525,856.	531,929.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instr) Foreign Taxes	1,321.	1,321.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) OTHER EXPENSES	541.	541.		
	24 Total operating and administrative expenses. Add lines 13 through 23	1,862.	1,862.		
	25 Contributions, gifts, grants paid	1,417,647.			1,417,647.
26 Total expenses and disbursements. Add lines 24 and 25	1,419,509.	1,862.		1,417,647.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-893,653.				
b Net investment income (if negative, enter -0-)		530,067.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing			3,005.	3,005.
	2	Savings and temporary cash investments		1,387,767.	146,264.	146,264.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		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 (attach schedule) L-10a Stmt		2,504,924.	1,015,355.	1,015,355.
	b	Investments – corporate stock (attach schedule) L-10b Stmt		118,160.	2,060.	2,060.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt		371,683.	1,193,467.	1,193,467.
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans L-12 Stmt		179,145.	57,763.	57,763.	
13	Investments – other (attach schedule) L-13 Stmt		2,598,051.	3,875,374.	3,875,374.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe L-15 Stmt)		14,536.	0.	0.	
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item l)		7,174,266.	6,293,288.	6,293,288.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
FUNDED ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		7,174,266.	6,293,288.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see the instructions)		7,174,266.	6,293,288.		
31	Total liabilities and net assets/fund balances (see the instructions)		7,174,266.	6,293,288.		

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	7,174,266.
2	Enter amount from Part I, line 27a	2	-893,653.
3	Other increases not included in line 2 (itemize) CURRENT YEAR UNREALIZED	3	25,704.
4	Add lines 1, 2, and 3	4	6,306,317.
5	Decreases not included in line 2 (itemize) See Other Decreases Stmt	5	13,029.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,293,288.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a CAPITAL GAINS THROUGH OTA FINANCIAL GROUP LP	P	Various	Various
b PUBLICLY TRADED SECURITIES	P	Various	Various
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 350,946.		0.	350,946.
b 6,876,226.		6,881,509.	-5,283.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	350,946.
b			-5,283.
c			
d			
e			

2 Capital gain net income or (net capital loss) — [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	345,663.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	2,480,148.	7,066,652.	0.350965
2008	1,293,181.	7,582,511.	0.170548
2007	748,627.	7,406,445.	0.101078
2006	2,790,419.	5,452,096.	0.511807
2005	1,644,917.	6,219,206.	0.264490

2 Total of line 1, column (d)	2	1.398888
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.279778
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,198,889.
5 Multiply line 4 by line 3	5	1,734,313.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,301.
7 Add lines 5 and 6	7	1,739,614.
8 Enter qualifying distributions from Part XII, line 4	8	1,417,647.

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

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

1 a 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b .		1	10,601.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	10,601.
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	10,601.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6 a	9,169.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	3,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	12,169.	
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	1,568.	
11 Enter the amount of line 10 to be. Credited to 2011 estimated tax <input type="checkbox"/> 1,568. | Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <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 • 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, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ▶ _____ 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 2010 or the taxable year beginning in 2010 (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	

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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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ <u>RICHARD CAYNE</u> Telephone no ▶ <u>(914) 460-4017</u> Located at ▶ <u>ONE MANHATTANVILLE ROAD, PURCHASE, NY</u> ZIP + 4 ▶ <u>10577</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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶		Yes	No X

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
1 a 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 type="checkbox"/> Yes <input checked="" 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	
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 2010?	1 c	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
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 the instructions)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__		
3 a 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 2010 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 2010)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2010?	4 b	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)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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?

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) Yes No

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If 'Yes' to 6b, file Form 8870

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

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

5b		
6b		X
7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BETH LEVENTHAL 10 BESSEL LANE CHAPPAQUA NY 10514	PRES 10.00	0.	0.	0.
IRA LEVENTHAL 10 BESSEL LANE CHAPPAQUA NY 10514	VP 1.00	0.	0.	0.
RICHARD CAYNE 2447 KAYRON LANE N BELLMORE NY 11710	SEC TR 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services ▶ None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 -----	
2 -----	
3 -----	
4 -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 -----	
2 -----	
All other program-related investments See instructions	
3 -----	

Total. Add lines 1 through 3 ▶

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	6,144,019.
b Average of monthly cash balances	1b	149,269.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	6,293,288.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	6,293,288.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	94,399.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,198,889.
6 Minimum investment return. Enter 5% of line 5	6	309,944.

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
2a Tax on investment income for 2010 from Part VI, line 5	2a	
b Income tax for 2010. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

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	1,417,647.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	1,417,647.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,417,647.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2010.				
a From 2005 .	1,649,363.			
b From 2006	2,796,677.			
c From 2007	748,627.			
d From 2008	1,293,181.			
e From 2009	2,480,148.			
f Total of lines 3a through e	8,967,996.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,417,647.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	1,417,647.			
5 Excess distributions carryover applied to 2010 (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	10,385,643.			
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				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	1,649,363.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	8,736,280.			
10 Analysis of line 9:				
a Excess from 2006	2,796,677.			
b Excess from 2007	748,627.			
c Excess from 2008	1,293,181.			
d Excess from 2009	2,480,148.			
e Excess from 2010	1,417,647.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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 2010, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0.	0.	0.	370,322.	370,322.
b 85% of line 2a	0.	0.	0.	314,774.	314,774.
c Qualifying distributions from Part XII, line 4 for each year listed	1,417,647.	2,480,148.	1,293,181.	748,627.	5,939,603.
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	1,417,647.	2,480,148.	1,293,181.	748,627.	5,939,603.
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see 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))
 IRA AND BETH LEVENTHAL

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
BOYS AND GIRLS CLUBS OF NO. WESTCHESTER 351 MAIN STREET MT. KISCO NY 10549		501 (C) (3)	PUBLIC CHARITY	10,000.
CHAPPAQUA SCHOOL FOUNDATION PO BOX 202 CHAPPAQUA NY 10514		501 (C) (3)	PUBLIC CHARITY	2,500.
CHILDRENS AID SOCIETY 105 EAST 22ND STREET NEW YORK NY 10010		501 (C) (3)	PUBLIC CHARITY	50,000.
FRIENDS OF KAREN 118 TITICUS RD PURDYS NY 10578		501 (C) (3)	PUBLIC CHARITY	120,000.
HANG YOUR HAT FOUNDATION 215 LYONS PLAIN RD WESTON CT 06883		501 (C) (3)	PUBLIC CHARITY	10,000.
HORACE GREELY EDUCATION FUND PO BOX 242 CHAPPAQUA NY 10514		501 (C) (3)	PUBLIC CHARITY	2,200.
INSTITUTE FOR STUDENT ACHIEVEMENT 1 HOLLOW LANE LAKE SUCCESS NY 11042		501 (C) (3)	PUBLIC CHARITY	50,000.
MARCH OF DIMES 1275 MAMARONECK AVE WHITE PLAINS NY 10605		501 (C) (3)	PUBLIC CHARITY	200.
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK NY 10023		501 (C) (3)	PUBLIC CHARITY	1,500.
See Line 3a statement				1,171,247.
Total				▶ 3a 1,417,647.
<i>b Approved for future payment</i>				
Total				▶ 3b

Name LEVENTHAL FAMILY CHARITABLE FOUNDATION Employer Identification Number 13-4092955

Asset Information:

Description of Property: CAPITAL GAINS THROUGH OTA FINANCIAL GROUP LP
Date Acquired _____ How Acquired: _____
Date Sold _____ Name of Buyer _____
Sales Price: 350,946. Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____ Valuation Method: _____
Total Gain (Loss): 350,946. Accumulation Depreciation _____

Description of Property: PUBLICLY TRADED SECURITIES
Date Acquired Various How Acquired: Purchased
Date Sold: Various Name of Buyer: _____
Sales Price: 6,876,226. Cost or other basis (do not reduce by depreciation) 6,881,509.
Sales Expense: _____ Valuation Method _____
Total Gain (Loss) -5,283. Accumulation Depreciation _____

Description of Property: _____
Date Acquired: _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss): _____ Accumulation Depreciation _____

Description of Property: _____
Date Acquired _____ How Acquired: _____
Date Sold _____ Name of Buyer: _____
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss): _____ Accumulation Depreciation _____

Description of Property: _____
Date Acquired: _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss) _____ Accumulation Depreciation _____

Description of Property: _____
Date Acquired _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method _____
Total Gain (Loss): _____ Accumulation Depreciation _____

Description of Property: _____
Date Acquired _____ How Acquired: _____
Date Sold _____ Name of Buyer _____
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss) _____ Accumulation Depreciation _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold _____ Name of Buyer _____
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss): _____ Accumulation Depreciation _____

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

<u>FEDERAL TAXES PAID</u>	<u>12,000.</u>
<u>OTA FINANCIAL GROUP BOOK TAX DIFFERENCE</u>	<u>1,029.</u>
Total	<u>13,029.</u>

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year <u>SIMON WIESENTHAL CENTER</u> <u>1399 S ROXBURY DRIVE</u> <u>LOS ANGELES CA 90035</u>		501 (C) ()	<u>PUBLIC CHARITY</u>	Person or <input type="checkbox"/> Business <input type="checkbox"/> 25,000.
<u>TEMPLE BETH EL OF NORTHERN WESTCHESTER</u> <u>220 SOUTH BEDFORD ROAD</u> <u>CHAPPAQUA NY 10514</u>		501 (C) ()	<u>PUBLIC CHARITY</u>	Person or <input type="checkbox"/> Business <input type="checkbox"/> 114,000.
<u>FIDELITY CHARITABLE GIFT FUND</u> <u>PO BOX 770001</u> <u>CINCINNATI OH 45277</u>		501 (C) ()	<u>PUBLIC CHARITY</u>	Person or <input type="checkbox"/> Business <input type="checkbox"/> 47.
<u>WESTCHESTER JEWISH COMMUNITY SERVICES</u> <u>845 N BROADWAY #2</u> <u>N WHITE PLAINS NY 10603</u>		501 (C) ()	<u>PUBLIC CHARITY</u>	Person or <input type="checkbox"/> Business <input type="checkbox"/> 100,000.
<u>WORLD WILDLIFE FUND</u> <u>1250 24TH ST NW</u> <u>WASHINGTON DC 20037</u>		501 (C) ()	<u>PUBLIC CHARITY</u>	Person or <input type="checkbox"/> Business <input type="checkbox"/> 500.
<u>CARAMOOR GARDEN GUILD</u> <u>149 GIRDLE RIDGE RD</u> <u>KATONAH NY 10536</u>		501 (C) ()	<u>PUBLIC CHARITY</u>	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
<u>CHAPPAQUA SUMMER SCHOLARSHIP PROGRAM</u> <u>PO BOX 456</u> <u>CHAPPAQUA NY 10514</u>		501 (C) ()	<u>PUBLIC CHARITY</u>	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
<u>FOOD BANK OF WESTCHESTER</u> <u>358 SAW MILL RIVER ROAD</u> <u>MILLWOOD NY 10546</u>		501 (C) ()	<u>PUBLIC CHARITY</u>	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
<u>FORDHAN LAW SCHOOL</u> <u>140 W 62ND STREET</u> <u>NEW YORK NY 10023</u>		501 (C) ()	<u>PUBLIC CHARITY</u>	Person or <input type="checkbox"/> Business <input type="checkbox"/> 100,000.
<u>MET COUNCIL</u> <u>339 LAFAYETTE STREET #301</u> <u>NEW YORK NY 10012</u>		501 (C) ()	<u>PUBLIC CHARITY</u>	Person or <input type="checkbox"/> Business <input type="checkbox"/> 250,000.
<u>A CHILD WAITS FOUNDATION</u> <u>C/O OTA LLC</u> <u>PURCHASE NY 10577</u>		501 (C) ()	<u>PUBLIC CHARITY</u>	Person or <input type="checkbox"/> Business <input type="checkbox"/> 100,000.
<u>DOVE GIVINGS FOUNDATION II</u> <u>ONE MANHATTANVILLE ROAD</u> <u>PURCHASE NY 10577</u>		501 (C) ()	<u>PUBLIC CHARITY</u>	Person or <input type="checkbox"/> Business <input type="checkbox"/> 100,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
CHAI LIFELINE 151 WEST 30TH STREET NEW YORK NY 10001		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 10,000.
GREELY LACROSSE ASSOC 70 ROARING BROOK RD CHAPPAQUA NY 10514		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 600.
MENTAL HEALTH ASSOC OF WESTCHESTER 41 N LAWN AVE ELMSFORD NY 10523		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 10,000.
UNITED JEWISH ASSOC 130 E 59TH ST NEW YORK NY 10022		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 300,000.
WILLIAMS SYNDROME ASSOC 570 KIRTS BLVD ST 223 TROY MI 48084		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 4,000.
A CURE IN OUR LIFETIME PO BOX 1193 MYRTLE BEACH SC 29578		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 500.
CELIAC DISEASE FOUNDATION 13251 VENTURA BLVD STUDIO CITY CA 91604		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 1,000.
GREELY LACROSSE ASSOCIATION CHAPPAQUA NY 10514		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 1,100.
GREELEY SPORTS BOOSTERS CHAPPAQUA NY 10514		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 1,000.
LAWRENCE WOODMERE ACADEMY 336 WOODMERE BLVD WOODMERE NY 11598		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 5,000.
LONG ISLAND WOMENS FUND 1740 OLD JERICHO TURNPIKE JERICHO NY 11753		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 1,000.
MAKING HEADWAY FOUNDATION 115 KING STREET CHAPPAQUA NY 10514		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 1,000.
NEWBURGH SAN MIGUAL PROGRAM PO BOX 284 CHAPPAQUA NY 10514		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 1,000.
NOAMI BERRIE DIABETES CENTER 1150 ST NICHOLAS AVE NEW YORK NY 10032		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 500.
NYC BALLET 20 LINCOLN CENTER NEW YORK NY 10023		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> 10,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
RICHMOND COMMUNITY SERVICES FD 272 N BEDFORD RD MT KISCO NY 10549		501 (c) (	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
ST AGNES CATHEDRAL SCHOOL 29 QUEALY PLACE ROCKVILLE CENTRE NY 11570		501 (c) (	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
ST ELIZABETH ANN SETON SCHOOL 1377 E MAIN ST SHRUB OAK NY 10588		501 (c) (	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
ST JOHN & ST MARY CHRURCH CHAPPAQUA NY 10514		501 (c) (	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
TUFTS UNIVERSITY 80 GEORGE ST MEDFORD MA 02155		501 (c) (	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 10,000.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT ST PHILADELPHIA PA 19104		501 (c) (	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 10,000.

Total

1,171,247.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
UBS-US GOVERNMENT SECURITIES			1,015,355.	1,015,355.

Total

1,015,355. 1,015,355.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
PREFERRED SECURITIES	2,060.	2,060.

Total

2,060. 2,060.

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
CORPORATE BONDS & NOTES	1,193,467.	1,193,467.
Total	<u>1,193,467.</u>	<u>1,193,467.</u>

Form 990-PF, Page 2, Part II, Line 12

L-12 Stmt

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
UBS- MORTGAGE BACK SECURITIES	57,763.	57,763.
Total	<u>57,763.</u>	<u>57,763.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
INVESTMENT IN OTA FINANCIAL GROUP LP	2,342,603.	2,342,603.
MUTUAL FUNDS	1,532,771.	1,532,771.
Total	<u>3,875,374.</u>	<u>3,875,374.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
DUE FROM AFFILIATES	14,536.	0.	0.
Total	<u>14,536.</u>	<u>0.</u>	<u>0.</u>