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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

Charles Levy Foundation
One Alton Road
Yardley, PA 19067

A Employer identification number
22-6076221
B Telephone number (see the instructions)
609-538-4814
C If exemption application is pending, check here
D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
 ▶ \$ **148,414.**
J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)				
	2 CK ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,677.	1,677.	1,677.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	6,488.			
	b Gross sales price for all assets on line 6a	35,069.			
	7 Capital gain net income (from Part IV, line 2)		6,488.		
	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)					
12 Total. Add lines 1 through 11	8,165.	8,165.	1,677.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	1,550.			1,550.
	c Other prof fees (attach sch) See St 2	821.			821.
	17 Interest				
	18 Taxes (attach schedule) (see instr) See Stm 3	21.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	2,392.			2,371.	
25 Contributions, gifts, grants paid Part XV	14,045.			14,045.	
26 Total expenses and disbursements. Add lines 24 and 25	16,437.	0.	0.	16,416.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-8,272.				
b Net investment income (if negative, enter -0-)		8,165.			
c Adjusted net income (if negative, enter -0-)			1,677.		

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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			
	2	Savings and temporary cash investments	6,360.	3,714.	3,714.
	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)			
	b	Investments – corporate stock (attach schedule)	122,465.	116,839.	144,700.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	128,825.	120,553.	148,414.	
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)	0.	0.	
NET ASSET BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	128,825.	120,553.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	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)	128,825.	120,553.		
31	Total liabilities and net assets/fund balances (see the instructions)	128,825.	120,553.		

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	128,825.
2	Enter amount from Part I, line 27a	2	-8,272.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	120,553.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	120,553.

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 Charles Schwab as nominee	P	Various	Various
b Charles Schwab as nominee	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 2,798.		3,334.	-536.
b 32,271.		25,247.	7,024.
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			-536.
b			7,024.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<input type="checkbox"/> If gain, also enter in Part I, line 7 <input type="checkbox"/> If (loss), enter -0- in Part I, line 7	2	6,488.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<input type="checkbox"/> If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8	3	0.

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 the 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 (column (b) divided by column (c))
2009	16,233.	136,492.	0.118930
2008	15,137.	181,500.	0.083399
2007	14,333.	244,602.	0.058597
2006	23,868.	239,561.	0.099632
2005	22,597.	248,146.	0.091063
2 Total of line 1, column (d)			2 0.451621
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 0.090324
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 82.
7 Add lines 5 and 6			7 82.
8 Enter qualifying distributions from Part XII, line 4			8 16,416.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	82.
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	82.
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	82.
6	Credits/Payments:		
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6 a	
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	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
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	82.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
<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>		
1 c		X
d		
(1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e		
Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2		X
3		X
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
N/A		
8 b	X	
9		X
10		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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>James A. Levy</u> Telephone no ▶ <u>609-538-4814</u> Located at ▶ <u>One Alton Road Yardley PA</u> ZIP + 4 ▶ <u>19067</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	N/A ▶ <input type="checkbox"/> N/A		
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 ▶	16	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
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 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"/>	1b	N/A
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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 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)	2b	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. ▶ 20__ , 20__ , 20__ , 20__ .		
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 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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? 5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b 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? 7b Yes No

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
James A. Levy One Alton Road Yardley, PA 19067	Trustee 0	0.	0.	0.
Paul G. Levy 19 Greenwood Avenue Lawrenceville, NJ 08648	Trustee 0	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				

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services (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		

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

Part IX.A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	

2	

All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 ▶ 0.

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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	1 a	151,043.
b	Average of monthly cash balances	1 b	5,037.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	156,080.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	156,080.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,341.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	153,739.
6	Minimum investment return. Enter 5% of line 5	6	7,687.

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	7,687.
2a	Tax on investment income for 2010 from Part VI, line 4	2 a	82.	
b	Income tax for 2010 (This does not include the tax from Part VI.)	2 b		
c	Add lines 2a and 2b	2 c	82.	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	7,605.	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	7,605.	
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	7,605.	

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	1 a	16,416.
b	Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4.	4	16,416.
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	82.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	16,334.

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				0.
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____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	10,278.			
b From 2006	11,966.			
c From 2007	2,490.			
d From 2008	6,222.			
e From 2009	9,550.			
f Total of lines 3a through e	40,506.			
4 Qualifying distributions for 2010 from Part XII, line 4. ▶ \$ 16,416.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	16,416.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	56,922.			
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 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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	10,278.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	46,644.			
10 Analysis of line 9				
a Excess from 2006	11,966.			
b Excess from 2007	2,490.			
c Excess from 2008	6,222.			
d Excess from 2009	9,550.			
e Excess from 2010	16,416.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon:

a 'Assets' alternative test – enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c 'Support' alternative test – enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the 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).)
None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
None

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

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

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

See Statement 4

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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
<p><i>a Paid during the year</i> See Statement 5</p>				
<p>Total ▶ 3a</p>				<p>14,045.</p>
<p><i>b Approved for future payment</i></p>				
<p>Total ▶ 3b</p>				

Charles Levy Foundation

22-6076221

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accountant.	\$ 1,550.			\$ 1,550.
Total	<u>\$ 1,550.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 1,550.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fee	\$ 821.			\$ 821.
Total	<u>\$ 821.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 821.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax	\$ 21.			
Total	<u>\$ 21.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name:

Care Of:

Street Address:

City, State, Zip Code:

Telephone:

Form and Content:

Submission Deadlines:

Restrictions on Awards:

James A. Levy
 1 Alton Road
 Yardley, PA 19067

Letter containing statement of program, amount of funding requested and a brief description of the organization making the request.

None

The foundation does not plan to make grants to individuals and organizations considered to be "private foundations".

Client 1760

Charles Levy Foundation

22-6076221

4/14/11

10 21AM

Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Greenwood House 53 Walter Street Ewing, NJ 08628	none	Public	To carry out charitable purpose of organization	\$ 2,100.
Har Sinai 2411 Pennington Road Pennington, NJ 08534	none	Public	To carry out charitable purpose of organization.	3,925.
United Jewish Federation 4 Princess Road Lawrenceville, NJ 08648	none	Public	To carry out charitable purpose of organization	2,000.
American Jewish Committee 165 East 56 Street New York, NY 10022	none	Public	To carry out charitable purpose of organization.	2,150.
University of Pennsylvania 3451 Walnut Street Philadelphia, PA 19104	none	Public	To carry out charitable purpose of organization	1,000.
Middlebury College Middlebury, VT 05753	none	Public	To carry out charitable purpose of organization	1,000.
The Lawrenceville School PO Box 6125 Lawrenceville, NJ 08648	none	Public	To carry out charitable purpose of organization.	1,000.
Newtown Friends School 1450 Newtown-Langhorne Road Newtown, PA 18940	none	Public	To carry out charitable purpose of organization	250.
Children's Institute 711 S New Hampshire Ave Los Angeles, CA 90005	none	Public	To carry out charitable purpose of organization.	120.
Martha's Vineyard Hospital PO Box 1477 Oak Bluffs, MA 02557	none	Public	To carry out charitable purpose of organization	500.
Total \$				<u>14,045.</u>

Ref: 00001635 00013109

CHARLES LEVY FOUNDATION
Account Number 672-80812-14 700

Details of 1099 Reported Dividends and Distributions 2010, Boxes 3 - 9

The following details show how we derived your total dividends reported on Form 1099-DIV. Amount displayed for dividends include dividend reinvestments, money fund earnings, and accrued dividends received.

Reference number	CUSIP Description	Nondividend distributions (Box 3)	Federal income tax withheld (Box 4)	Investment expenses (Box 5)	Foreign tax paid (Box 6)	Cash liquidation distributions (Box 8)	Non cash liquidation distributions (Box 9)
150001700	771195104001 *** ROCHE HLDG LTD SPON ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED				\$ 20.88		
Totals					\$ 20.88		

Details of Short Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000240	10	JOHNSON & JOHNSON VSP 01/01/01 PRICE .400	11/06/09	06/04/10	\$ 585.43	\$ 602.89	(\$ 17.46)	
125000260	20	QUALCOMM INC VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	11/06/09	06/02/10	713.03	873.58	(160.55)	
125000270	10	QUALCOMM INC VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	02/02/10	06/10/10	346.93	395.79	(48.86)	
125000280	5	QUALCOMM INC VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	02/02/10	06/21/10	178.79	197.89	(19.10)	
125000310	30	ROCHE HLDG LTD SPON ADR VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	02/03/10	07/23/10	974.35	1,263.84	(289.49)	
Total					\$ 2,798.53	\$ 3,333.99	(\$ 535.46)	



Ref: 00001635 00013110

CHARLES LEVY FOUNDATION
Account Number 672-80812-14 700

Details of Long Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

2 0 1 0 Y E A R E N D S U M M A R Y

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	5	AMAZON COM INC VSP 01/01/05 PRICE .400 CGMI AND/OR ITS AFFILIATES	06/27/05	01/13/10	\$ 638.92	\$ 171.30		\$ 467.62
125000020	15	AMAZON COM INC VSP 01/01/05 PRICE .400 CGMI AND/OR ITS AFFILIATES	06/27/05	10/18/10	2,448.03	513.90		1,934.13
125000030	10	AMGEN INC VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	01/14/08	06/10/10	539.05	478.29		60.76
125000040	22	AMGEN INC VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	01/14/08	12/14/10	1,232.38	1,052.24		180.14
125000050	25	BERKSHIRE HATHAWAY INC CL B VSP 01/01/98 PRICE .400	12/24/98	01/27/10	1,768.76	1,087.50		681.26
125000060	25	BERKSHIRE HATHAWAY INC CL B VSP 01/01/98 PRICE .400	12/24/98	05/21/10	1,806.13	1,087.50		718.63
125000070	14	BERKSHIRE HATHAWAY INC CL B VSP 01/01/98 PRICE .400	12/24/98	12/07/10	1,121.79	609.00		512.79
125000080	20	BIODEN IDEC INC VS HIGHEST COST CGMI AND/OR ITS AFFILIATES	07/14/05	12/02/10	1,335.97	748.80		587.17
125000090	30	COCA-COLA CO VS HIGHEST COST	09/21/94	12/02/10	1,944.26	737.14		1,207.12
125000100	20	EBAY INC VS HIGHEST COST CGMI AND/OR ITS AFFILIATES	09/24/07	12/02/10	598.98	775.71	(176.73)	
125000110	35	ELECTRONIC ARTS VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	06/10/08	10/13/10	581.80	1,626.70	(1,044.90)	
125000120	10	ELECTRONIC ARTS VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	07/20/06	10/15/10	159.60	451.17	(291.57)	



Ref: 00001635 00013111

CHARLES LEVY FOUNDATION
Account Number 672-80812-14 700

Details of Long Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000130	20	ELECTRONIC ARTS VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	07/20/06	10/20/10	\$ 307.79	\$ 902.34	(\$ 594.55)	
125000140	19	ELECTRONIC ARTS VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	07/20/06	10/28/10	297.00	857.23	(560.23)	
125000150	26	ELECTRONIC ARTS VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	07/20/06	11/03/10	401.74	1,173.04	(771.30)	
	3	ELECTRONIC ARTS VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	11/21/08		46.35	52.99	(6.64)	
125000160	24	ELECTRONIC ARTS VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	11/21/08	11/05/10	384.62	423.95	(39.33)	
125000170	26	ELECTRONIC ARTS VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	11/21/08	11/10/10	420.54	459.28	(38.74)	
125000180	12	ELECTRONIC ARTS VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	11/21/08	11/15/10	188.79	211.98	(23.19)	
	11	ELECTRONIC ARTS VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	02/11/09		173.06	186.76	(13.70)	
125000190	24	ELECTRONIC ARTS VSP 01/01/09 PRICE .400 CGMI AND/OR ITS AFFILIATES	02/11/09	11/16/10	370.93	407.48	(36.55)	
125000200	1	GOOGLE INC CLASS A VS HIGHEST COST CGMI AND/OR ITS AFFILIATES	09/23/08	12/02/10	572.10	436.13		135.97
125000210	45	HOME DEPOT INC VSP 01/01/95 PRICE .400	04/12/95	05/21/10	1,481.97	421.25		1,060.72
125000220	120	INTEL CORP VSP 01/01/94 PRICE .400 CGMI AND/OR ITS AFFILIATES	07/08/94	01/15/10	2,519.07	444.38		2,074.69
125000230	75	INTEL CORP VSP 01/01/94 PRICE .400 CGMI AND/OR ITS AFFILIATES	07/08/94	08/19/10	1,423.96	277.73		1,146.23
125000250	30	JUNIPER NETWORKS INC VSP 01/01/01 PRICE .400	10/22/08	12/06/10	1,023.06	555.57		467.49
125000270	20	QUALCOMM INC VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	10/07/08	06/10/10	693.86	821.47	(127.61)	X



Ref: 00001635_00013112

CHARLES LEVY FOUNDATION
Account Number 672-80812-14 700

Details of Long Term Gain (Loss) 2010 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000280	5	QUALCOMM INC	10/10/08	06/21/10	\$ 178.79	\$ 189.41	(\$ 10.62)	
	11	VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	10/28/08		393.33	399.01	(5.68)	
125000290	39	QUALCOMM INC VSP 01/01/08 PRICE .400 CGMI AND/OR ITS AFFILIATES	10/29/08	07/12/10	1,367.04	1,414.65	(47.61)	
125000300	8	ROCHE HLDG LTD SPON ADR	09/15/08	06/11/10	273.62	333.46	(59.84)	
	12	CGMI AND/OR ITS AFFILIATES	09/16/08		410.42	491.17	(80.75)	
125000310	8	ROCHE HLDG LTD SPON ADR VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	10/01/08	07/23/10	259.83	318.95	(59.12)	
125000320	42	ROCHE HLDG LTD SPON ADR VSP 01/01/08 PRICE .400 CGMI AND/OR ITS AFFILIATES	10/01/08	09/28/10	1,393.50	1,674.46	(280.96)	
125000330	14	SEARS HOLDINGS CORPORATION VSP 01/01/01 PRICE .400 CGMI AND/OR ITS AFFILIATES	01/11/08	06/10/10	1,086.34	1,375.58	(289.24)	
	1		03/14/08		77.60	94.00	(16.40)	
125000340	5	SEARS HOLDINGS CORPORATION VSP 01/01/08 PRICE .400 CGMI AND/OR ITS AFFILIATES	03/14/08	06/21/10	376.53	469.99	(93.46)	
125000350	10	SEARS HOLDINGS CORPORATION VSP 01/01/08 PRICE .400 CGMI AND/OR ITS AFFILIATES	03/14/08	06/30/10	661.75	939.97	(278.22)	
125000360	30	TEXAS INSTRUMENTS INC	02/19/98	12/02/10	983.98	441.09		542.89
	10	VS HIGHEST COST	06/08/98		327.99	134.84		193.15
Total					\$ 32,271.23	\$ 25,247.41	(\$ 4,946.94)	\$ 11,970.76

Details of Deposits and Withdrawals 2010

This section reflects any deposits or withdrawals made to your account during the year.

Withdrawals

Reference number	Date	Description	Referral number	Amount			
220000100	01/15/10	INVESTMENT & ADVISORY SERVICES FROM 01/01/10 TO 03/31/10		\$ 217.44			
			220000200	01/19/10	FROM 672-80812-01 TO 672-81185-01		\$ 1,000.00



Ref: 00005763 00043224

CHARLES LEVY FOUNDATION Account number 672-80812-14 700

Gain/loss summary

	This period	This year
Realized gain or (loss)	\$ 3,649.99	\$ 7,023.82 LT
Unrealized gain or (loss) to date	45,400.85	(\$ 535.46) ST

PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 12/31/10, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com.

Securities purchased or sold are included or excluded in this section as of the trade-date. This section may include securities that have not settled as of this statement closing date. Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold. Please Note: unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Money fund

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at \$1.00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall. Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below \$1.00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders. This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account.

Number of shares	Description	Current value	Accrued dividends	Current price	Share cost	Unrealized gain/(loss)	Annualized % dividend yield	Anticipated income (annualized)
2,044.86	WESTERN ASSET MONEY MARKET FUND CLASS A	\$ 2,044.86	\$ 0.00	\$ 47.05	\$ 18.986	\$ 982.21 LT	.06%	\$ 1.22
	Total money fund	\$ 2,044.86	\$ 0.00			378.09 ST	.05%	\$ 1.22

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Current price	Share cost	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
35	AKAMAI TECHNOLOGIES INC	AKAM	07/14/09	\$ 664.54	\$ 47.05	\$ 18.986	\$ 1,646.75	\$ 982.21 LT		
50			08/06/10	1,974.41	47.05	39.488	2,352.50	378.09 ST		
85				2,638.95		31.046	3,999.25	1,360.30		
45	AMAZON COM INC	AMZN	06/27/05	1,541.69	180.00	34.259	8,100.00	6,558.31 LT		



Ref: 00005763 00043225

CHARLES LEVY FOUNDATION

Account number 672-80812-14 700

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
10	AMGEN INC	AMGN	01/11/08	\$ 475.88	\$ 47.588	\$ 54.90	\$ 549.00	\$ 73.12 LT		
68			01/14/08	3,252.37	47.829	54.90	3,733.20	480.83 LT		
78				3,728.25	47.788		4,282.20	553.95		
25	ANHEUSER-BUSCH INBEV SPONS ADR	BUD	12/14/10	1,445.56	57.822	57.09	1,427.25	(18.31) ST	.676	9.65
15	APACHE CORP	APA	07/23/10	1,378.41	91.893	119.23	1,788.45	410.04 ST		
7			08/12/10	651.35	93.05	119.23	834.61	183.26 ST		
22				2,029.76	92.262		2,623.06	593.30	.503	13.20
50	BED BATH & BEYOND	BBBY	04/14/09	1,523.90	30.478	49.15	2,457.50	933.60 LT		
36	BERKSHIRE HATHAWAY INC CL B	BRKB	12/24/98	1,566.00	43.50	80.11	2,883.96	1,317.96 LT		
90	BIODERMA INC	BIIB	07/14/05	3,369.60	37.44	67.05	6,034.50	2,664.90 LT		
5	BLACKROCK INC	BLK	03/20/09	571.70	114.34	190.58	952.90	381.20 LT		
5			03/30/09	630.21	126.042	190.58	952.90	322.69 LT		
4			04/08/09	514.09	128.523	190.58	762.32	248.23 LT		
6			05/21/10	985.59	164.264	190.58	1,143.48	157.89 ST		
3			11/10/10	499.16	166.385	190.58	571.74	72.58 ST		
23				3,200.75	139.163		4,383.34	1,182.59	2.098	92.00
45	CVS CAREMARK CORP	CVS	04/14/09	1,326.06	29.468	34.77	1,564.65	238.59 LT		
75			05/28/09	2,201.35	29.351	34.77	2,607.75	406.40 LT		
10			11/19/09	309.43	30.942	34.77	347.70	38.27 LT		
17			11/02/10	521.36	30.668	34.77	591.09	69.73 ST		
147				4,358.20	29.648		5,111.19	752.99	1.006	51.45
25	CELGENE CORP	CELG	12/03/08	1,279.95	51.197	59.14	1,478.50	198.55 LT		
25			03/08/09	1,018.07	40.722	59.14	1,478.50	460.43 LT		
15			05/28/09	624.31	41.62	59.14	887.10	262.79 LT		
65				2,922.33	44.959		3,844.10	921.77		
200	CISCO SYS INC	CSCO	02/19/98	2,181.67	10.958	20.23	4,046.00	1,854.33 LT		
40			06/27/05	762.00	19.05	20.23	809.20	47.20 LT		
240				2,953.67	12.307		4,855.20	1,901.53		
110	COCA-COLA CO	KO	09/21/84	2,702.85	24.25	65.77	7,234.70	4,531.85 LT	2.675	193.60
100	WALT DISNEY CO	DIS	04/17/03	1,807.85	18.078	37.51	3,751.00	1,943.15 LT	1.066	40.00
80	EBAY INC	EBAY	09/24/07	3,102.85	38.785	27.83	2,226.40	(876.45) LT		
50*			05/29/08	1,498.41	29.968	27.83	1,391.50	(106.91) LT		
45			08/06/10	957.07	21.268	27.83	1,252.35	295.28 ST		
175				5,558.33	31.762		4,870.25	(688.08)		



Ref: 00005763 00043226

CHARLES LEVY FOUNDATION Account number 672-80812-14 700

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
100	EXPEDIA INC	EXPE	04/14/09	\$ 1,050.80	\$ 10.508	\$ 25.09	\$ 2,509.00	\$ 1,458.20	LT	
38			11/19/10	1,006.94	26.498	25.09	953.42	(53.52)	ST	
138				2,057.74	14.911		3,462.42	1,404.68	1.115	38.64
10	FIRST SOLAR INC	FSLR	12/03/08	1,237.43	123.743	130.14	1,301.40	63.97	LT	
5			02/25/09	548.87	109.774	130.14	650.70	101.83	LT	
8			03/18/10	919.57	114.946	130.14	1,041.12	121.55	ST	
3			11/18/10	372.12	124.038	130.14	390.42	18.30	ST	
26				3,077.99	118.384		3,383.64	305.65		
15	GENERAL ELECTRIC CO	GE	09/10/01	599.10	39.94	18.29	274.35	(324.75)	LT	
75			06/28/02	2,262.00	30.16	18.29	1,371.75	(890.25)	LT	
25			08/06/02	748.75	29.95	18.29	457.25	(291.50)	LT	
100			08/25/03	2,958.00	29.58	18.29	1,829.00	(1,129.00)	LT	
50			09/09/04	1,682.50	33.65	18.29	914.50	(768.00)	LT	
265				8,250.35	31.133		4,846.85	(3,403.50)	3.061	148.40
4	GOOGLE INC	GOOG	09/23/08	1,744.52	436.13	593.97	2,375.88	631.36	LT	
5	CLASS A		10/22/08	1,790.96	358.192	593.97	2,969.85	1,178.89	LT	
9				3,535.48	392.831		5,345.73	1,810.25		
125	HOME DEPOT INC	HD	04/12/95	1,170.13	9.361	35.06	4,382.50	3,212.37	LT	118.13
70	INTEL CORP	INTC	07/08/94	259.22	3.703	21.03	1,472.10	1,212.88	LT	44.10
50	JOHNSON & JOHNSON	JNJ	04/11/06	2,873.50	57.47	61.85	3,092.50	219.00	LT	
35			11/06/09	2,110.10	60.288	61.85	2,164.75	54.65	LT	
85				4,983.60	58.631		5,257.25	273.65	3.492	183.60
25	JUNIPER NETWORKS INC	JNPR	10/22/08	462.97	18.518	36.92	923.00	460.03	LT	
45			11/07/08	770.07	17.112	36.92	1,661.40	891.33	LT	
80			02/19/09	1,193.37	14.917	36.92	2,953.60	1,760.23	LT	
150				2,426.41	16.176		5,538.00	3,111.59		
190	MICROSOFT CORP	MSFT	01/05/96	1,040.55	5.476	27.91	5,302.90	4,262.35	LT	121.60
9	MONSANTO CO NEW	MON	01/21/10	729.92	81.102	69.64	626.76	(103.16)	ST	
11			01/28/10	849.78	77.252	69.64	766.04	(83.74)	ST	
10			02/05/10	765.41	76.54	69.64	696.40	(69.01)	ST	
15			10/04/10	715.24	47.682	69.64	1,044.60	329.36	ST	
45				3,060.35	68.008		3,133.80	73.45	1.608	50.40
100	NASDAQ OMX GROUP INC	NDAQ	04/14/09	2,064.80	20.648	23.73	2,373.00	308.20	LT	
55			12/02/09	1,071.03	19.473	23.73	1,305.15	234.12	LT	
155				3,135.83	20.231		3,678.15	542.32		



Ref: 00005763 00043227

CHARLES LEVY FOUNDATION Account number 672-80812-14 700

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
114	NVIDIA CORP	NVDA	05/30/08	\$ 2,788.31	\$ 24.458	\$ 15.40	\$ 1,755.60	(\$ 1,032.71) LT		
41			06/02/08	1,008.10	24.587	15.40	631.40	(376.70) LT		
125			07/08/08	1,507.34	12.058	15.40	1,925.00	417.66 LT		
280				5,303.75	18.942		4,312.00	(991.75)		
50	ORACLE CORP	ORCL	10/19/10	1,448.52	28.97	31.30	1,565.00	116.48 ST		
33			11/29/10	895.38	27.132	31.30	1,032.90	137.52 ST		
83				2,343.90	28.24		2,587.90	254.00	.638	16.60
50	PEPSICO INC	PEP	04/14/09	2,526.00	50.52	65.33	3,266.50	740.50 LT	2.938	96.00
80	PROCTER & GAMBLE CO	PG	05/11/01	2,368.82	29.66	64.33	5,146.40	2,777.58 LT	2.995	154.16
15	SCHLUMBERGER LTD	SLB	06/10/10	871.96	58.13	83.50	1,252.50	380.54 ST	1.005	12.60
100	SCHWAB CHARLES CORP	SCHW	02/02/09	1,261.64	12.616	17.11	1,711.00	449.36 LT		
70			02/19/09	909.98	12.999	17.11	1,197.70	287.72 LT		
28			11/10/10	428.57	15.306	17.11	479.08	50.51 ST		
188				2,600.19	13.132		3,387.78	787.59	1.402	47.52
190	TEXAS INSTRUMENTS INC	TXN	06/08/98	2,562.04	13.484	32.50	6,175.00	3,612.96 LT	1.60	96.80
7	THERMO FISHER SCIENTIFIC INC	TMO	06/10/10	359.03	51.289	55.36	387.52	28.49 ST		
8			06/11/10	412.40	51.549	55.36	442.88	30.48 ST		
15				771.43	51.429		830.40	58.97		
20	VISA INC COM CL A	V	05/28/10	1,455.65	72.782	70.38	1,407.60	(48.05) ST		
15			06/10/10	1,144.46	76.297	70.38	1,055.70	(88.76) ST		
4			11/15/10	310.39	77.597	70.38	281.52	(28.87) ST		
38				2,910.50	74.628		2,744.82	(165.68)	.852	23.40
90	YAHOO INC	YHOO	03/20/09	1,229.91	13.665	16.63	1,496.70	266.79 LT		
110			03/27/09	1,465.45	13.322	16.63	1,829.30	363.85 LT		
200				2,695.36	13.477		3,326.00	630.64		
Total common stocks and options				\$ 98,299.29			\$ 144,700.14	\$ 2,286.68 ST	1.07	\$ 1,553.85
Total portfolio value				\$ 101,344.15			\$ 146,745.00	\$ 2,286.68 ST	1.05	\$ 1,555.07
							\$ 43,114.17 LT	\$ 43,114.17 LT		

