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

2010

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 JUL 1, 2010, and ending JUN 30, 2011

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 THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST		A Employer identification number 51-6590472
Number and street (or P.O. box number if mail is not delivered to street address) 6310 SAN VICENTE BLVD.	Room/suite 250	B Telephone number 323-934-0200
City or town, state, and ZIP code LOS ANGELES, CA 90048		C If exemption application is pending, check here <input type="checkbox"/>
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, col (c), line 16) \$ 12,642,507. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		98.	98.		STATEMENT 1
4 Dividends and interest from securities		369,970.	369,970.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<53,690.>			
b Gross sales price for all assets on line 6a		1,447,481.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		129.	129.		STATEMENT 3
12 Total. Add lines 1 through 11		316,507.	370,197.		
13 Compensation of officers, directors, trustees, etc.		100,000.	50,000.		50,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		2,000.	2,000.		0.
c Other professional fees					
17 Interest					
18 Taxes		6,108.	6,108.	SEP 26 2011	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		292.	207.		85.
24 Total operating and administrative expenses. Add lines 13 through 23		108,400.	58,315.		50,085.
25 Contributions, gifts, grants paid		631,000.			631,000.
26 Total expenses and disbursements. Add lines 24 and 25		739,400.	58,315.		681,085.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<422,893.>			
b Net investment income (if negative, enter -0-)			311,882.		
c Adjusted net income (if negative, enter -0-)				N/A	

**THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL
CHARITABLE TRUST**

51-6590472

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	736,581.	661,011.	661,011.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations	98,719.	0.	0.	
	b Investments - corporate stock STMT 8	18,308,015.	16,620,193.	9,694,106.	
	c Investments - corporate bonds STMT 9	922,786.	2,362,261.	2,278,836.	
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 10	3,133.	3,261.	3,261.	
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶ STATEMENT 11)	5,678.	5,293.	5,293.	
	16 Total assets (to be completed by all filers)	20,074,912.	19,652,019.	12,642,507.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>	and complete lines 27 through 31.			
		27 Capital stock, trust principal, or current funds	0.	0.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	20,074,912.	19,652,019.	
		29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	20,074,912.	19,652,019.			
31 Total liabilities and net assets/fund balances	20,074,912.	19,652,019.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	20,074,912.
2 Enter amount from Part I, line 27a	2	<422,893.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	19,652,019.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,652,019.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,447,481.		1,501,171.	<53,690.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			<53,690.>

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	<53,690.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	633,500.	12,502,115.	.050671
2008	571,160.	11,038,929.	.051741
2007	603,150.	13,467,033.	.044787
2006			
2005			

2 Total of line 1, column (d)	2	.147199
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	.049066
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	12,603,346.
5 Multiply line 4 by line 3	5	618,396.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,119.
7 Add lines 5 and 6	7	621,515.
8 Enter qualifying distributions from Part XII, line 4 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.	8	681,085.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)	1	3,119.
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	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	3	3,119.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	3,119.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6a	5,004.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	6b	
6	Credits/Payments:	6c	
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6d	
b	Exempt foreign organizations - tax withheld at source	7	5,004.
c	Tax paid with application for extension of time to file (Form 8868)	8	
d	Backup withholding erroneously withheld	9	
7	Total credits and payments. Add lines 6a through 6d	10	1,885.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	11	0.
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax 1,885. Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>SCHWARTZ, KALES ACCOUNTANCY CORP</u> Telephone no. ► <u>323-934-0200</u> Located at ► <u>6310 SAN VICENTE BLVD., STE 250, LOS ANGELES, CA</u> ZIP+4 ► <u>90048</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
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 page 20 of 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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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? ☐ 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? **N/A**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANK LEE, CPA *	TRUSTEE			
6310 SAN VICENTE BLVD., STE 250	15.00	50,000.	0.	0.
LOS ANGELES, CA 90048				
KERRI LEE, OD	TRUSTEE			
6310 SAN VICENTE BLVD., STE 250	15.00	50,000.	0.	0.
LOS ANGELES, CA 90048				

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

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

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

0

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

Part VIII

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

3

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments

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

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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	11,903,711.
b	Average of monthly cash balances	1b	883,298.
c	Fair market value of all other assets	1c	8,266.
d	Total (add lines 1a, b, and c)	1d	12,795,275.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,795,275.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	191,929.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,603,346.
6	Minimum investment return. Enter 5% of line 5	6	630,167.

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	630,167.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,119.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,119.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	627,048.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	627,048.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	627,048.

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	681,085.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	681,085.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,119.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	677,966.

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.

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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				627,048.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			18,388.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 681,085.				
a Applied to 2009, but not more than line 2a			18,388.	
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				627,048.
e Remaining amount distributed out of corpus	35,649.			
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	35,649.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	35,649.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	35,649.			

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines.

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 12				
Total			▶ 3a	631,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Enter gross amounts unless otherwise indicated

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

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

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

TRUSTEE

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

**Paid
Preparer
Use Only**

RICHARD P. MANN SM

SEP 22 2011

Firm's name ▶ **SCHWARTZ, KALES ACCOUNTANCY CORP.**

Firm's EIN ▶

Firm's address ► 6310 SAN VICENTE BLVD, SUITE 250
LOS ANGELES, CA 90048

Phone no. (323) 934-0200

Form **990-PF** (2010)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 4570 SH ADC TELECOMMUNICATIONS INC		P	01/04/10	07/14/10
b 100M ALCOA INC NT INT RATE 7.375%		P	02/04/09	08/02/10
c 100M DOW CHEMICAL		P	02/04/09	02/01/11
d 100M FED HOME LN BK BONDS 4.5%		P	02/18/07	07/13/10
e 100M HEALTH CARE PROP INV		P	08/07/09	09/27/10
f 800 SH AMGEN INC		P	02/18/07	11/08/10
g 1200 SH AMGEN INC		P	07/17/08	11/08/10
h 3100 SH DELL COMPUTER CORP		P	02/18/07	11/08/10
i 4000 SH DELL COMPUTER CORP		P	10/27/08	11/08/10
j 4200 SH INTEL CORP		P	02/18/07	11/08/10
k 3500 SH INTEL CORP		P	10/27/08	11/08/10
l 1000 SH LOCKHEED MARTIN		P	02/18/07	11/08/10
m 100M HSBC FIN CORP NOTES		P	03/02/09	11/08/10
n 50M WEYERHAUSER CO NT INT RATE		P	03/26/09	11/08/10
o AIG WARRANT - CASH IN LIEU		P	VARIOUS	01/20/11

(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 56,904.		30,009.	26,895.
b 100,000.		99,125.	875.
c 100,000.		97,792.	2,208.
d 100,000.		98,719.	1,281.
e 110,995.		100,721.	10,274.
f 44,256.		53,572.	<9,316.>
g 66,385.		63,495.	2,890.
h 44,360.		75,524.	<31,164.>
i 57,239.		48,881.	8,358.
j 96,552.		95,790.	762.
k 74,764.		51,382.	23,382.
l 73,384.		102,270.	<28,886.>
m 111,977.		88,540.	23,437.
n 53,163.		48,942.	4,221.
o 5.			5.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			26,895.
b			875.
c			2,208.
d			1,281.
e			10,274.
f			<9,316.>
g			2,890.
h			<31,164.>
i			8,358.
j			762.
k			23,382.
l			<28,886.>
m			23,437.
n			4,221.
o			5.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 }

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	4000 SH ALCOA INC	P	08/21/09	03/03/11
b	1100 SH ALTRIA GROUP INC	P	02/18/07	03/03/11
c	1000 SH ALTRIA GROUP INC	P	01/15/09	03/03/11
d	1500 SH CABLEVISION SYSTEMS CORP	P	07/17/08	03/03/11
e	2500 GENCO SHIPPING AND TRADING LTD	P	08/07/09	03/03/11
f	4000 SH INTERACTIVE BROKERS GROUP	P	11/30/07	03/03/11
g	.299 SH CITIGROUP INC CASH IN LIEU	P	08/07/09	05/06/11
h	10000 SH NOKIA CORP SPONS ADR FINLAND	P	VARIOUS	05/10/11
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 66,033.		50,525.	15,508.
b 27,872.		28,860.	<988.>
c 25,338.		16,248.	9,090.
d 54,854.		25,003.	29,851.
e 30,419.		56,120.	<25,701.>
f 63,765.		96,782.	<33,017.>
g 13.		13.	0.
h 86,993.		172,858.	<85,865.>
i 2,210.			2,210.
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			15,508.
b			<988.>
c			9,090.
d			29,851.
e			<25,701.>
f			<33,017.>
g			0.
h			<85,865.>
i			2,210.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<53,690.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
HSBC BROKERAGE	32.
UBS FINANCIAL INC	66.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	98.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HSBC BROKERAGE - NOMINEE	55,072.	0.	55,072.
UBS FINANCIAL INC - NOMINEE	317,108.	2,210.	314,898.
TOTAL TO FM 990-PF, PART I, LN 4	372,180.	2,210.	369,970.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PRIVEE, LLC	129.	129.	
TOTAL TO FORM 990-PF, PART I, LINE 11	129.	129.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,000.	2,000.		0.
TO FORM 990-PF, PG 1, LN 16B	2,000.	2,000.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX ON INVESTMENTS	3,660.	3,660.			0.
FOREIGN TAX PAID	1,802.	1,802.			0.
FOREIGN TAX PAID	646.	646.			0.
TO FORM 990-PF, PG 1, LN 18	6,108.	6,108.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	207.	207.			0.
FILING FEES	75.	0.			75.
FILING FEES	10.	0.			10.
TO FORM 990-PF, PG 1, LN 23	292.	207.			85.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN STOCKS - SEE SCHEDULE (1/1)	16,620,193.	9,694,106.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,620,193.	9,694,106.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CORPORATE BONDS - SEE SCHEDULE (1/1)	2,362,261.	2,278,836.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,362,261.	2,278,836.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN PARTNERSHIP	COST	3,261.	3,261.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,261.	3,261.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID FEDERAL TAX	5,678.	5,004.	5,004.
ACCRUED INTEREST PURCHASED	0.	289.	289.
TO FORM 990-PF, PART II, LINE 15	5,678.	5,293.	5,293.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BIKUR CHOLIM JEWISH HEALTHCARE FOUNDATION 8489 WEST THIRD STREET LOS ANGELES, CA 90048	NONE COMMUNITY	PUBLIC	25,000.
JEWISH FAMILY SERVICE OF LOS ANGELES 3580 WILSHIRE BLVD STE 700 LOS ANGELES, CA 90010	NONE COMMUNITY	PUBLIC	25,000.
SEATTLE CHILDREN'S HOSPITAL RESEARCH FDN PO BOX 5371 SEATTLE, WA 98145	NONE MEDICAL RESEARCH	PUBLIC	5,000.
BAR-ILAN UNIVERSITY 8730 WILSHIRE BLVD., SUITE 550 BEVERLY HILLS, CA 90211	NONE MEDICAL RESEARCH	PUBLIC	200,000.
BISHOP GORMAN HIGH SCHOOL 5959 SOUTH HUALAPAI WAY LAS VEGAS, NV 89148	NONE EDUCATION	PUBLIC	25,000.
BRENTWOOD BIOMEDICAL RESEARCH INSTITUTE P.O. BOX 25027 LOS ANGELES, CA 90025	NONE COMMUNITY	PUBLIC	5,000.
STROUM JEWISH COMMUNITY CENTER 2618 NE 80TH STREET SEATTLE, WA 98115	NONE COMMUNITY	PUBLIC	5,000.
ST CORNELIUS CATHOLIC SCHOOL 201 28TH STREET RICHMOND, CA 94804	NONE EDUCATION	PUBLIC	25,000.

LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE, SUITE 2800 LOS ANGELES, CA 90045-2659	NONE EDUCATION	PUBLIC	150,000.
NATIONAL CONGREGATION OF SYNAGOGUE YOUTH 9831 W. PICO BLVD., SUITE 101 LOS ANGELES, CA 90035	NONE COMMUNITY	PUBLIC	25,000.
PROYECTO PASTORAL AT DOLORES MISSION 135 NORTH MISSION ROAD LOS ANGELES, CA 90033	NONE COMMUNITY	PUBLIC	25,000.
PUPPIES BEHIND BARS 10 EAST 40TH STREET, 19TH FLOOR NEW YORK, NY 10016	NONE COMMUNITY	PUBLIC	5,000.
REMOTE AREA MEDICAL FOUNDATION 1834 BEECH STREET KNOXVILLE, TN 37920	NONE COMMUNITY	PUBLIC	10,000.
RETT SYNDROME RESEARCH TRUST 67 UNDER CLIFF ROAD TRUMBALL, CT 06611	NONE MEDICAL RESEARCH	PUBLIC	1,000.
ST. ANNE'S 155 N. OCCIDENTAL BLVD LOS ANGELES, CA 90026-4641	NONE COMMUNITY	PUBLIC	25,000.
STERN COLLEGE FOR WOMEN 500 WEST 185TH STREET BH 725 NEW YORK, NY 10033	NONE MEDICAL RESEARCH	PUBLIC	50,000.
THE GREATER WEST HOLLYWOOD FOOD COALITION 1040 N. LA BREA AVENUE LOS ANGELES, CA 90038	NONE COMMUNITY	PUBLIC	5,000.
THE SOLDIERS PROJECT 12011 SAN VICENTE BL., SUITE 310 LOS ANGELES, CA 90049	NONE COMMUNITY	PUBLIC	10,000.

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL

51-6590472

WOUNDED WARRIOR PROJECT NONE
7020 A.C. SKINNER PKWY., SUITE COMMUNITY
100 JACKSONVILLE, FL 32256

PUBLIC

10,000.

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

631,000.

ID # 51-6590472
FYE JUNE 30, 2011

SCH(1/1)
PAGE 1 OF 3

INVESTMENTS - CORPORATE STOCK		BOOK VALUE	FAIR MARKET VALUE
710	ACCENTURE PLC IRELAND CLASS	29,966	42,891
68	AOL INC	976	1,350
2,950	ALCOA INC	25,156	46,787
1,470	ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS INC	30,059	28,548
3,805	AMERICAN ELECTRIC POWER CO	117,277	143,372
1,276	AMERICAN INTL GROUP INC COM NEW	884,441	37,412
681	AMERICAN INTERNATIONAL GROUP INC WARRANTS 1/19/21	11,577	6,946
150	APPLE INC	52,577	50,351
3,000	AT&T INC	77,625	94,230
155,812	BANK OF AMERICA CORP	8,449,863	1,707,700
2,500	BP PLC SPON ADR	128,251	110,725
3,000	BRISTOL MYERS SQUIBB CO	73,212	86,880
3,000	BROADCOM CORP CL A	111,808	100,920
2,500	CABLEVISION SYSTEMS CORP NY GROUP CL A	32,210	90,525
750	CENTURYLINK INC	30,441	30,323
500	CHUBB CORP	24,700	31,305
4,000	CIENA CORP	50,514	73,520
5,548	CISCO SYSTEMS INC	152,834	86,604
1,537	CITIGROUP INC	146,705	64,001
1,000	CLOROX CO	58,621	67,440
1,295	COCA COLA COMPANY	71,212	87,141
400	COLGATE PALMOLIVE CO	24,676	34,964
1,500	CVS CAREMARK CORP	40,593	56,370
3,217	DODGE & COX STOCK FUND	511,580	365,525
3,000	DOW CHEMICAL	85,797	108,000
12,000	E M C CORP MASS	151,349	330,600
1,528	EXXON MOBIL CORP	94,235	124,349
4,000	FORD MOTOR CO	57,320	55,160
1,400	FREEPORT-MCMORAN COPPER & GOLD INC	49,125	74,060
4,000	GAFISA SA ADS BRL	34,025	37,840
25,000	GENERAL ELECTRIC CO	538,846	471,500
1,000	GENERAL MILLS INC	35,375	37,220
536	GENERAL MOTORS CO	47,402	16,273
487	GENERAL MOTORS CO WARRANTS 7/10/16	31,562	10,422
487	GENERAL MOTORS CO WARRANTS 7/10/19	24,485	7,758
910	GILEAD SCIENCES INC	35,387	37,683
3,400	HEWLETT PACKARD CO	145,367	123,760
3,000	HOME DEPOT INC	68,403	108,660
500	HSBC HOLDINGS PLC SPONS ADR NEW	31,054	24,810

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST

ID # 51-6590472

FYE JUNE 30, 2011

SCH(1/1)

PAGE 2 OF 3

INVESTMENTS - CORPORATE STOCK		BOOK VALUE	FAIR MARKET VALUE
2,000	HSBC HLDGS PLC PERP SUB CAP SECS EXCH	50,280	54,380
25,795	ING CLARION GLOBAL REAL ESTATE INCOME FUND	170,943	215,904
250	INTERNATIONAL BUSINESS MACHINE	39,819	42,888
2,000	ISHARES TR RUSSELL 1000 VALUE INDEX FD	90,289	136,560
3,430	JABIL CIRCUIT INC	19,656	69,286
2,000	JOHNSON & JOHNSON	113,347	133,040
2,205	JP MORGAN CHASE & CO	158,529	90,273
3,261	KRAFT FOODS INC CL A	90,848	114,885
530	KELLOGG CO	19,825	29,320
1,000	LAS VEGAS SANDS CORP	46,363	42,210
2,000	MC DONALDS CORP	98,159	168,640
1,000	MCKESSON CORP	65,432	83,650
6,500	MICROSOFT CORP	168,723	169,000
3,000	MORGAN STANLEY	74,346	69,030
1,000	NATIONAL GRID PLC NEW SPON ADR	45,552	49,430
1,652	NOKIA CORP SPONSORED ADR	19,438	10,606
1,000	NOVARTIS AG SPON ADR	55,004	61,110
3,000	PETROLEO BRASILEIRO SA SPON ADR	119,021	101,580
1,100	PHILIP MORRIS INTL INC	65,762	73,447
2,000	PROCTOR & GAMBLE CO	128,655	127,140
37,431	ROYCE PENNSYLVANIA MUTUAL FUND	355,872	467,144
4,700	SAFEWAY INC	87,228	109,839
1,000	SCHLUMBERGER LTD NETHERLANDS ANTILLES	65,926	86,400
300	SEIMENS A G SPONSORED ADR	24,894	41,259
7,000	SHIP FIN INTL LTD	89,969	126,140
6,500	SPDR DJIA TRUST EFT SER 1	846,915	804,895
1,005	SUN LIFE FINANCIAL INC	30,004	30,230
3,000	TARGET CORP	167,109	140,730
4,500	TENARIS S A ADS	114,607	205,785
2,500	TEVA PHARMACEUTICALS IND LTD ISRAEL ADR	117,612	120,550
2,000	THERMO FISHER SCIENTIFIC INC	87,709	128,780
753	TIME WARNER INC NEW COM	13,900	27,387
189	TIME WARNER CABLE INC COM	4,901	14,750
325	TRANSOCEAN LTD ZUG NAMEN AKT	25,367	20,982
1,000	UNITED TECHNOLOGIES CORP	69,613	88,510
2,000	VALE SA-SP PREF SPON ADR	26,361	63,900
1,500	VISA INC CL A	91,480	126,390
1,100	WAL MART STORES INC	54,120	58,454
3,000	WALT DISNEY CO (HOLDING CO)	95,083	117,120
1,500	WD-40 CO (DEL)	44,930	58,560
INVESTMENT IN STOCK		16,620,193	9,694,106

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST

ID # 51-6590472

FYE JUNE 30, 2011

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INVESTMENTS - CORPORATE BONDS

50,000	ALCOA INC NT INT RATE 6%	44,750	54,268
7,400	AMERICAN INTL GROUP INC SUB DEB JR A	163,756	168,498
250,000	FEDERAL NATIONAL MTGE ASSOCIATION 8 25%	250,000	22,000
12,351	FRANKLIN/TEMPLETON GLOBAL BOND FUND CLASS C	158,680	172,046
100,000	FREEPORT-MCMORAN COPPER	107,005	109,250
50,000	GAP INC 5 95%	51,005	48,036
100,000	GENERAL ELECTRIC CAPITAL CORP	92,920	110,402
2,000	ESCROW GENERAL MOTORS	-	1,300
3,590	ESCROW GENERAL MOTORS	-	2,334
2,000	GMAC 7 25%	23,505	47,000
1,000	GMAC LLC PINES 7 3%	24,170	23,540
100,000	HOUSEHOLD FINANCIAL CORP NT INT RATE	94,716	105,891
4,000	HSBC HOLDINGS PLC	100,000	108,760
8,000	ING GROEP N V PREF CTF	200,002	197,600
4,000	J P MORGAN CHASE AND CO	100,000	111,680
50,000	J P MORGAN CHASE	52,755	53,705
50,000	J P MORGAN CHASE	54,005	53,705
13,863	PIMCO TOTAL RETURN FUND	158,749	152,350
10,000	PRUDENTIAL FINANCIAL INC	250,000	278,600
50,000	SEARS ROEBUCK ACCEPTANCE	47,845	44,188
4,000	WACHOVIA CAP TR X	100,002	103,000
100,000	WELLS FARGO CAPITAL XV	112,005	105,500
50,000	WELLS FARGO & CO NT RATE 5%	47,675	53,976
15,032	WESTERN ASSET HIGH INCOME FUND II	128,715	151,210

INVESTMENT IN BONDS

2,362,261

2,278,836

TOTAL HOLDINGS

18,982,454

11,972,942