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

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

2011For calendar year 2011 or tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

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"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,540,264.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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		355.	355.		STATEMENT 1
4 Dividends and interest from securities		344,881.	344,881.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<230,180.>			
b Gross sales price for all assets on line 6a 2,568,328.					
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		<38,882.>	<68.>		STATEMENT 3
12 Total. Add lines 1 through 11		76,174.	345,168.		
13 Compensation of officers, directors, trustees, etc		100,000.	50,000.		50,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest		35.	35.		0.
18 Taxes STMT 4		6,166.	6,166.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		346.	261.		85.
24 Total operating and administrative expenses Add lines 13 through 23		106,547.	56,462.		50,085.
25 Contributions, gifts, grants paid		670,000.			670,000.
26 Total expenses and disbursements. Add lines 24 and 25		776,547.	56,462.		720,085.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<700,373.>			
b Net investment income (if negative, enter -0-)			288,706.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	661,011.	56,466.	56,466.
	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			
	b Investments - corporate stock STMT 6	16,620,193.	15,263,068.	7,911,860.
	c Investments - corporate bonds STMT 7	2,362,261.	3,359,493.	3,260,821.
Liabilities	11 Investments - land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	3,261.	264,695.	303,193.
	14 Land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 9)	5,293.	7,924.	7,924.
	16 Total assets (to be completed by all filers)	19,652,019.	18,951,646.	11,540,264.
	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.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	19,652,019.	19,652,019.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	<700,373. >	
Net Assets or Fund Balances	30 Total net assets or fund balances	19,652,019.	18,951,646.	
	31 Total liabilities and net assets/fund balances	19,652,019.	18,951,646.	

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)	19,652,019.
2 Enter amount from Part I, line 27a	<700,373. >
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	18,951,646.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	18,951,646.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,568,328.		2,798,508.	<230,180.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<230,180.>

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	<230,180.>
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))
2010	677,966.	12,603,346.	.053793
2009	633,500.	12,502,115.	.050671
2008	571,160.	11,038,929.	.051741
2007	603,150.	13,467,033.	.044787
2006			

2 Total of line 1, column (d)	2	.200992
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	.050248
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11,250,594.
5 Multiply line 4 by line 3	5	565,320.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,887.
7 Add lines 5 and 6	7	568,207.
8 Enter qualifying distributions from Part XII, line 4	8	720,085.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,887.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,887.
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	2,887.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,113.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 2,113. Refunded <input type="checkbox"/>	11	0.	

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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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	N/A	
16 At any time during calendar year 2011, 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 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____			
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 2011 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 2011.) 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 2011?	4b		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

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

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

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

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

0

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* PAID TO SCHWARTZ KALES ACCOUNTANCY CORP,
OF WHICH MR LEE IS A SHARHOLDER 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	10,728,246.
b	Average of monthly cash balances	1b	385,484.
c	Fair market value of all other assets	1c	308,193.
d	Total (add lines 1a, b, and c)	1d	11,421,923.
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	11,421,923.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	171,329.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,250,594.
6	Minimum investment return. Enter 5% of line 5	6	562,530.

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	562,530.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,887.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,887.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	559,643.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	559,643.
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	559,643.

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	720,085.
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	720,085.
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	2,887.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	717,198.

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.

Form 990-PF (2011)

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

Form 990-PF (2011)

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				559,643.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				35,649.
f Total of lines 3a through e	35,649.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$				720,085.
a Applied to 2010, 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 2011 distributable amount				559,643.
e Remaining amount distributed out of corpus	160,442.			
5 Excess distributions carryover applied to 2011 (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	196,091.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	196,091.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	35,649.			
e Excess from 2011	160,442.			

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

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
a Paid during the year				
BAR-ILAN UNIVERSITY 8730 WILSHIRE BLVD., SUITE 550 BEVERLY HILLS, CA 90211	NONE	PUBLIC	MEDICAL RESEARCH	200,000.
BIKUR CHOLIM JEWISH HEALTHCARE FOUNDATION 8489 WEST THIRD STREET LOS ANGELES, CA 90048	NONE	PUBLIC	COMMUNITY	25,000.
BISHOP GORMAN HIGH SCHOOL 5959 SOUTH HUALAPAI WAY LAS VEGAS, NV 89148	NONE	PUBLIC	EDUCATION	25,000.
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE, SUITE 2800 LOS ANGELES, CA 90045-2659	NONE	PUBLIC	EDUCATION	150,000.
PROYECTO PASTORAL AT DOLORES MISSION 135 NORTH MISSION ROAD LOS ANGELES, CA 90033	NONE	PUBLIC	COMMUNITY	25,000.
Total	SEE CONTINUATION SHEET(S)			670,000.
b Approved for future payment				
NONE				
Total				0.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash			X
(2) Other assets			X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees			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) is based on all information of which preparer has any knowledge.


Signature of officer or trustee

11/15/12
Date

2 TRUSTEE
Title

May the IRS discuss this return with the preparer.

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

HOWARD KUNER

Preparer's signature

A. Kerner

Date _____

NOV 14 2012

Check ☐ if self-employed

PTIN	
------	--

P00647575

Firm's name ▶ SCHWARTZ, KALES ACCOUNTANCY CORP.

Firm's EIN ► 95-3131555

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

Phone no. (323) 934-0200

Form 990-PF (2011)

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL
CHARITABLE TRUST

51-6590472

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PUPPIES BEHIND BARS 10 EAST 40TH STREET, 19TH FLOOR NEW YORK, NY 10016	NONE	PUBLIC	COMMUNITY	5,000.
REMOTE AREA MEDICAL FOUNDATION 1834 BEECH STREET KNOXVILLE, TN 37920	NONE	PUBLIC	COMMUNITY	10,000.
ST. ANNE'S 155 N. OCCIDENTAL BLVD LOS ANGELES, CA 90026-4641	NONE	PUBLIC	COMMUNITY	25,000.
STERN COLLEGE FOR WOMEN 500 WEST 185TH STREET BH 725 NEW YORK, NY 10033	NONE	PUBLIC	MEDICAL RESEARCH	50,000.
THE GREATER WEST HOLLYWOOD FOOD COALITION 1106 NORTH CAHUENGA LOS ANGELES, CA 90038	NONE	PUBLIC	COMMUNITY	5,000.
THE SOLDIERS PROJECT 4605 LANKERSHIM BLVD SUITE 221 NORTH HOLLYWOOD, CA 91602	NONE	PUBLIC	COMMUNITY COMMUNITY	10,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD JACKSONVILLE, FL 32256	NONE	PUBLIC	COMMUNITY	10,000.
PROSTATE CANCER FOUNDATION 1250 FOURTH STREET SANTA MONICA, CA 90401	NONE	PUBLIC	MEDICAL RESEARCH MEDICAL RESEARCH	10,000.
CITY OF HOPE 1500 EAST DUARTE ROAD DUARTE, CA 91010	NONE	PUBLIC	MEDICAL RESEARCH	25,000.
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD. #29 LOS ANGELES, CA 90027	NONE	PUBLIC	COMMUNITY	25,000.
Total from continuation sheets				245,000.

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL
CHARITABLE TRUST

51-6590472

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HOMEBOY INDUSTRIES 130 W. BRUNO STREET LOS ANGELES, CA 90012	NONE	PUBLIC	COMMUNITY	25,000.
AUTISM SPEAKS 5455 WILSHIRE BLVD STE 2250 LOS ANGELES, CA 90036	NONE	PUBLIC	COMMUNITY	5,000.
ARTWORKS THE NAOMI COHAIN FOUNDATION 96 ENGLE STREET SUITE 120 ENGLEWOOD, NJ 07631	NONE	PUBLIC	COMMUNITY	5,000.
THE ARMED FORCES FOUNDATION 16 NORTH CAROLINA AVENUE, SE WASHINGTON, DC 20003	NONE	PUBLIC	COMMUNITY	10,000.
DEPARTMENT OF CATHOLIC SCHOOLS - DIOCESE OF OAKLAND 2121 HARRISON ST SUITE 100 OAKLAND, CA 94612	NONE	PUBLIC	EDUCATION	25,000.
Total from continuation sheets				

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	1500 SHARES AMERICAN ELECTRIC POWER CO	P	09/03/09	05/16/12
b	1500 SHARES AMERICAN ELECTRIC POWER CO	P	10/14/09	05/16/12
c	681 WARRANTS AMERICAN INTERNATIONAL GROUP	P	VARIOUS	02/23/12
d	1000 SHARES BRISTOL MYERS SQUIBB CO	P	02/18/07	09/22/11
e	2000 SHARES BRISTOL MYERS SQUIBB CO	P	07/17/08	09/22/11
f	500 SHARES CABLEVISION SYSTEM	P	07/17/08	02/23/12
g	2000 SHARES CABLEVISION SYSTEM	P	10/24/08	02/23/12
h	125 SHARES AMC NETWORKS INC	P	07/17/08	09/23/11
i	500 SHARES AMC NETWORKS INC	P	10/24/08	09/23/11
j	1000 SHARES CLOROX CO	P	08/03/09	02/23/12
k	1000 SHARES CVS CAREMARK CORP	P	01/15/09	09/22/11
l	500 SHARES CVS CAREMARK CORP	P	03/25/09	09/22/11
m	4000 SHARES GAFISA SA ADS	P	10/30/08	09/22/11
n	536 SHARES GENERAL MOTORS CO	P	VARIOUS	09/22/11
o	9 SHARES GENERAL MOTORS CO	P	10/28/11	11/28/11

(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 56,355.		46,245.	10,110.
b 56,355.		45,897.	10,458.
c 4,856.		11,101.	<6,245.>
d 30,310.		27,610.	2,700.
e 60,619.		45,602.	15,017.
f 7,745.		5,936.	1,809.
g 30,979.		17,006.	13,973.
h 4,230.		2,398.	1,832.
i 16,919.		6,870.	10,049.
j 67,489.		58,621.	8,868.
k 34,421.		25,938.	8,483.
l 17,211.		14,654.	2,557.
m 24,761.		34,025.	<9,264.>
n 11,094.		47,402.	<36,308.>
o 138.			138.

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			10,110.
b			10,458.
c			<6,245.>
d			2,700.
e			15,017.
f			1,809.
g			13,973.
h			1,832.
i			10,049.
j			8,868.
k			8,483.
l			2,557.
m			<9,264.>
n			<36,308.>
o			138.

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	1000 SHARES MCDONALDS CORP	P	02/18/07	02/23/12
b	1652 SHARES NOKIA CORP SPONSORED ADR	P	03/27/09	02/07/12
c	3250 SHARES SPDR DJIA TRUST ETF	P	11/30/07	09/23/11
d	1750 SHARES SPDR DJUA TRUST ETF	P	11/30/07	02/23/12
e	1500 SHARES SPDR DJIA TRUST ETF	P	06/20/08	02/23/12
f	542 SHARES DODGE & COX STOCK FUND	P	02/18/07	08/11/11
g	2675 SHARES DODGE & COX STOCK FUND	P	02/18/07	09/26/11
h	21250 SHARES ROYCE PA MUTUAL FUND	P	03/26/07	VARIOUS
i	104 SHARES ROYCE PA MUTUAL FUND	P	03/26/09	04/25/12
j	499 WARRANTS GENERAL MOTORS 7/10/16	P	VARIOUS	10/25/11
k	9 WARRANTS GENERAL MOTORS 7/10/16	P	10/28/11	11/28/11
l	499 WARRANTS GENERAL MOTORS 7/10/19	P	VARIOUS	10/25/11
m	9 WARRANTS GENERAL MOTORS 7/10/19	P	10/28/11	11/28/11
n	\$100M FREEPORT-MCMORAN COPPER BONDS	P	07/29/09	08/22/11
o	\$100M SARA LEE COMPANY BONDS	P	02/29/12	04/03/12

	(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	100,575.		45,298.	55,277.
b	8,397.		19,438.	<11,041.>
c	348,555.		434,733.	<86,178.>
d	226,587.		234,087.	<7,500.>
e	194,218.		178,095.	16,123.
f	50,000.		86,125.	<36,125.>
g	247,145.		425,455.	<178,310.>
h	248,773.		255,852.	<7,079.>
i	1,227.		645.	582.
j	7,889.		31,562.	<23,673.>
k	77.			77.
l	5,488.		24,485.	<18,997.>
m	45.			45.
n	107,620.		107,005.	615.
o	104,497.		104,416.	81.

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			55,277.
b			<11,041.>
c			<86,178.>
d			<7,500.>
e			16,123.
f			<36,125.>
g			<178,310.>
h			<7,079.>
i			582.
j			<23,673.>
k			77.
l			<18,997.>
m			45.
n			615.
o			81.

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 \$100M WELLS FARGO CAPITAL XV BONDS		P	09/29/10	10/03/11
b 10000 SHARES PRUDENTIAL FINANCIAL INC JR SUB		P	06/25/08	02/23/12
c 4000 SHARES WACHOVIA CAP TR		P	11/21/07	10/03/11
d CAPITAL GAINS DIVIDENDS				
e				
f				
g				
h				
i				
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 100,000.		112,005.	<12,005.>
b 277,626.		250,000.	27,626.
c 100,000.		100,002.	<2.>
d 16,127.			16,127.
e			
f			
g			
h			
i			
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			<12,005.>
b			27,626.
c			<2.>
d			16,127.
e			
f			
g			
h			
i			
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	<230,180.>
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	18.
STORAGE UPREIT PARTNERS, LP	316.
UBS FINANCIAL INC	21.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	355.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HSBC BROKERAGE - NOMINEE	52,534.	0.	52,534.
UBS FINANCIAL INC - NOMINEE	308,474.	16,127.	292,347.
TOTAL TO FM 990-PF, PART I, LN 4	361,008.	16,127.	344,881.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PRIVEE, LLC	<68.>	<68.>	
STORAGE UPREIT PARTNERS LP #27-3641592	<38,814.>	0.	
STORAGE UPREIT PARTNERS LP #27-3641592	0.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<38,882.>	<68.>	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX ON INVESTMENTS	3,119.	3,119.			0.
FOREIGN TAX PAID	2,525.	2,525.			0.
FOREIGN TAX PAID	522.	522.			0.
TO FORM 990-PF, PG 1, LN 18	6,166.	6,166.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	261.	261.			0.
FILING FEES	75.	0.			75.
FILING FEES	10.	0.			10.
TO FORM 990-PF, PG 1, LN 23	346.	261.			85.

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
INVESTMENT IN STOCKS - SEE SCHEDULE (1/1)	15,263,068.	7,911,860.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,263,068.	7,911,860.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
INVESTMENT IN CORPORATE BONDS - SEE SCHEDULE (1/1)	3,359,493.	3,260,821.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,359,493.	3,260,821.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN PARTNERSHIP - PRIVEE LLC	COST	3,193.	3,193.
INVESTMENT IN LIMITED PARTNERSHIP - STORAGE UPREIT PARTNERS, LP	FMV	261,502.	300,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		264,695.	303,193.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID FEDERAL TAX	5,004.	5,000.	5,000.
ACCRUED INTEREST PURCHASED	289.	2,924.	2,924.
TO FORM 990-PF, PART II, LINE 15	5,293.	7,924.	7,924.

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST

ID # 51-6590472

FYE JUNE 30, 2012

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INVESTMENTS - CORPORATE STOCK		BOOK VALUE	FAIR MARKET VALUE
710	ACCENTURE PLC IRELAND CLASS	29,966	42,664
5,950	ALCOA INC	55,306	52,063
1,470	ALLSCRIPTS HEALTHCARE SOLUTIONS INC	30,059	16,067
805	AMERICAN ELECTRIC POWER CO	25,135	32,120
1,276	AMERICAN INTL GROUP INC COM NEW	873,340	40,947
68	AOL INC	976	1,909
150	APPLE INC	52,577	87,600
3,000	AT&T INC	77,625	106,980
155,812	BANK OF AMERICA CORP	8,449,863	1,274,542
2,500	BP PLC SPON ADR	128,251	101,350
3,000	BROADCOM CORP CL A	111,268	101,280
750	CENTURYLINK INC	30,441	29,618
500	CHUBB CORP	24,700	36,410
6,700	CIENA CORP	81,051	109,679
5,548	CISCO SYSTEMS INC	152,834	95,259
1,537	CITIGROUP INC	146,705	42,129
1,295	COCA COLA COMPANY	71,212	101,256
400	COLGATE PALMOLIVE CO	24,676	41,640
575	DIAGEO PLC NEW GB SPON ADR	54,607	59,265
4,200	DOW CHEMICAL	113,535	132,300
13,400	E M C CORP MASS	180,231	343,442
1,528	EXXON MOBIL CORP	94,235	130,751
8,000	FORD MOTOR CO	107,246	76,720
1,400	FREEMONT-MCMORAN COPPER & GOLD INC	49,125	47,698
25,000	GENERAL ELECTRIC CO	538,846	521,000
1,000	GENERAL MILLS INC	35,375	38,540
910	GILEAD SCIENCES INC	35,387	46,665
2,350	HARTFORD FINANCIAL SERVICES	49,838	44,039
3,400	HEWLETT PACKARD CO	145,367	68,374
3,000	HOME DEPOT INC	68,403	158,970
1,000	HSBC HOLDINGS PLC SPONS ADR NEW	50,544	44,130
2,000	HSBC HLDGS PLC PERP SUB CAP SECS EXCH	50,280	54,360
25,795	ING CLARION GLOBAL REAL ESTATE INCOME FUND	170,943	204,296
250	INTERNATIONAL BUSINESS MACHINE	39,819	48,895
2,000	ISHARES TR RUSSELL 1000 VALUE INDEX FD	90,289	136,440
3,430	JABIL CIRCUIT INC	19,656	69,732

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST
ID # 51-6590472
FYE JUNE 30, 2012

SCH(1/1)
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INVESTMENTS - CORPORATE STOCK		BOOK VALUE	FAIR MARKET VALUE
2,000	JOHNSON & JOHNSON	113,347	135,120
2,205	JP MORGAN CHASE & CO	158,529	78,785
1,000	K12 INC	24,230	23,300
3,261	KRAFT FOODS INC CL A	90,848	125,940
530	KELLOGG CO	19,825	26,145
1,670	LAS VEGAS SANDS CORP	76,393	72,628
3,000	MARATHON OIL CORP	83,885	76,710
1,000	MC DONALDS CORP	52,861	88,530
1,300	MCKESSON CORP	90,165	121,875
2,000	MEDTRONIC INC	76,523	77,460
6,500	MICROSOFT CORP	168,723	198,835
3,000	MORGAN STANLEY	74,346	43,770
1,000	NATIONAL GRID PLC NEW SPON ADR	45,552	52,990
850	NESTLE SA SPONSORED ADR	52,783	50,779
1,000	NOVARTIS AG SPON ADR	55,004	55,900
3,000	PETROLEO BRASILEIRO SA SPON ADR	119,021	56,310
1,100	PHILIP MORRIS INTL INC	65,762	95,986
2,000	PROCTOR & GAMBLE CO	128,655	122,500
2,400	ROYAL BK SCOTLAND	49,838	52,608
16,077	ROYCE PENNSYLVANIA MUTUAL FUND	99,375	179,901
4,700	SAFEWAY INC	87,228	85,305
1,000	SCHLUMBERGER LTD NETHERLANDS ANTILLES	65,926	64,910
300	SEIMENS A G SPONSORED ADR	24,894	25,221
7,000	SHIP FIN INTL LTD	89,968	109,410
1,005	SUN LIFE FINANCIAL INC	30,004	21,842
3,000	TARGET CORP	167,109	174,570
5,600	TENARIS S A ADS	142,957	195,832
2,500	TEVA PHARMACEUTICALS IND LTD ISRAEL ADR	117,612	98,600
2,000	THERMO FISHER SCIENTIFIC INC	87,709	103,820
753	TIME WARNER INC NEW COM	13,900	28,991
189	TIME WARNER CABLE INC COM	4,901	15,517
325	TRANSOCEAN LTD ZUG NAMEN AKT	25,367	14,537
1,000	UNITED TECHNOLOGIES CORP	69,613	75,530
2,000	VALE SA-SP PREF SPON ADR	26,361	39,700
1,500	VISA INC CL A	91,480	185,445
2,000	VODAFONE GROUPLC NEW SPON ADR	50,525	56,360
1,100	WAL MART STORES INC	54,120	76,692
3,000	WALT DISNEY CO (HOLDING CO)	95,083	145,500
1,000	WALTER ENERGY INC	68,010	44,160
1,500	WD-40 CO (DEL)	44,930	74,715
INVESTMENT IN STOCK		15,263,068	7,911,860

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST
ID # 51-6590472
FYE JUNE 30, 2012

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INVESTMENTS - CORPORATE BONDS

50,000	ALCOA INC NT INT RATE 6%	44,750	52,444
7,400	AMERICAN INTL GROUP INC SUB DEB JR A	163,756	183,446
100,000	ARCELORMITTAL 5 5%	100,355	94,652
100,000	CENTURY LINK INC 5 8%	100,505	99,551
100,000	CHESAPEAKE ENERGY CORP	106,255	99,000
100,000	CNA FINANCIAL SERVICES	101,132	109,965
16,406	MFS EMERGING MARKETS BOND FUND CLASS C	241,011	250,195
100,000	ENCANA CORP	95,255	95,525
10,000	FEDERAL NATIONAL MTGE ASSOCIATION 8 25%	250,000	15,600
19,290	FRANKLIN/TEMPLETON GLOBAL BOND FUND CLASS C	249,250	248,458
100,000	GAP INC 5.95%	101,698	104,000
100,000	GENERAL ELECTRIC CAPITAL CORP	92,920	114,757
2,000	ESCROW GENERAL MOTORS	-	-
3,590	ESCROW GENERAL MOTORS	-	-
2,000	GMAC 7.25% SR NOTES	23,505	47,660
1,000	GMAC LLC PINES 7 3%	24,170	23,660
100,000	GOLDMAN SACHS GROUP INC	100,411	101,582
100,000	HARTFORD FINANCIAL SVCS	102,369	107,118
100,000	HCA INC 5 875%	103,005	104,500
100,000	HOUSEHOLD FINANCIAL CORP NT INT RATE	94,716	103,220
4,000	HSBC HOLDINGS PLC	100,000	108,720
100,000	ICHAN ENTERPRISES	100,947	105,125
8,000	ING GROEP N V PREF CTF	200,002	190,560
4,000	J P MORGAN CHASE AND CO	100,000	108,520
50,000	J P MORGAN CHASE	52,755	54,815
50,000	J P MORGAN CHASE	54,005	54,815
22,062	PIMCO TOTAL RETURN FUND	249,758	249,304
50,000	SEARS ROEBUCK ACCEPTANCE	47,845	28,777
50,000	WELLS FARGO & CO NT RATE 5%	47,675	53,482
35,032	WESTERN ASSET HIGH INCOME FUND II	311,442	351,371

INVESTMENT IN BONDS

3,359,493

3,260,821

TOTAL HOLDINGS

18,622,561

11,172,681