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

2012

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

For calendar year 2012 or tax year beginning JUL 1, 2012, and ending JUN 30, 2013

Name of foundation

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL  
CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address)

6310 SAN VICENTE BLVD.

Room/suite

250

A Employer identification number

51-6590472

B Telephone number

323-934-0200

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

City or town, state, and ZIP code

LOS ANGELES, CA 90048

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

► \$ 12,693,822. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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 Interest on savings and temporary cash investments					
3		868.	868.		STATEMENT 1
4 Dividends and interest from securities		375,789.	375,789.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	6,173,685.	<155,929. >			
7 Capital gain net income (from Part IV, line 2)		0.		RECEIVED	
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<55,633. >	<3,194. >		
12 Total. Add lines 1 through 11		165,095.	373,463.		STATEMENT 3
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	STMT 4	1,000.	1,000.		0.
c Other professional fees					
17 Interest					
18 Taxes	STMT 5	5,056.	5,056.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	269.	234.		35.
24 Total operating and administrative expenses Add lines 13 through 23		106,325.	56,290.		50,035.
25 Contributions, gifts, grants paid		657,500.			657,500.
26 Total expenses and disbursements. Add lines 24 and 25		763,825.	56,290.		707,535.
27 Subtract line 26 from line 12:		<598,730. >			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			317,173.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 20 2013  
Operating and Administrative Expenses

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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		56,466.	825,152.
	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		0.	0.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 7	15,263,068.	16,428,352.
	c	Investments - corporate bonds	STMT 8	3,359,493.	881,834.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 9	264,695.	209,929.
	14	Land, buildings, and equipment, basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►	STATEMENT 10)	7,924.	7,649.
	16	Total assets (to be completed by all filers)		18,951,646.	18,352,916.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►	)		
	23	Total liabilities (add lines 17 through 22)		0.	0.
Liabilities	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		18,951,646.	18,951,646.
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds		0.	<598,730. ▶
	30	Total net assets or fund balances		18,951,646.	18,352,916.
	31	Total liabilities and net assets/fund balances		18,951,646.	18,352,916.

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	18,951,646.
2	Enter amount from Part I, line 27a	2	<598,730. ▶
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	18,352,916.
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	18,352,916.

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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 STATEMENT

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 6,173,685.		6,329,614.	<155,929.>
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			<155,929.>
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 <155,929.>
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	717,198.	11,250,594.	.063748
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

2 Total of line 1, column (d)

2 .264740

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 .052948

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 12,225,720.

5 Multiply line 4 by line 3

5 647,327.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 3,172.

7 Add lines 5 and 6

7 650,499.

8 Enter qualifying distributions from Part XII, line 4

8 707,535.

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 ►  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 ►  and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a	5,113.
6b	
6c	
6d	

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here  if Form 2220 is attached

9 Tax due If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►

1,941. Refunded ►

5,113.

8

9

10 1,941.

11 0.

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	<b>Yes</b>	<b>No</b>
1a		X
1b		X

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*

	<b>Yes</b>
1c	X

c Did the foundation file Form 1120-POL for this year?

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.

	<b>Yes</b>
2	X

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*

	<b>Yes</b>
3	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

	<b>Yes</b>
4a	X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

	<b>Yes</b>
4b	

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

*If "Yes," attach the statement required by General Instruction T.*

	<b>Yes</b>
5	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?

	<b>Yes</b>
6	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*

	<b>Yes</b>
7	X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

	<b>Yes</b>
8b	X

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

	<b>Yes</b>
9	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

	<b>Yes</b>
10	X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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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)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
Website address ►	N/A		
14	The books are in care of ► SCHWARTZ, KALES ACCOUNTANCY CORP Telephone no. ► 323-934-0200 Located at ► 6310 SAN VICENTE BLVD., STE 250, LOS ANGELES, CA ZIP+4 ► 90048		
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 2012, 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 ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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"/> X 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"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> X 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"/> X 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"/> X 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 ►	1b	<input checked="" type="checkbox"/> 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 2012?	1c	<input checked="" type="checkbox"/> 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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"/> X No
b	If "Yes," did it have excess business holdings in 2012 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 2012.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/> 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 2012?	4b	<input checked="" type="checkbox"/> 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)?

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?

Yes  No

N/A

7b

X

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

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

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

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

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

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

►

0

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

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**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		
3		
<b>Total.</b> 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	11,021,713.
b	Average of monthly cash balances	1b	1,085,072.
c	Fair market value of all other assets	1c	305,113.
d	Total (add lines 1a, b, and c)	1d	12,411,898.
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	12,411,898.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	186,178.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,225,720.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	611,286.

**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	611,286.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,172.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,172.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	608,114.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	608,114.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	608,114.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	707,535.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	707,535.
b	Cash distribution test (attach the required schedule)	5	3,172.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	704,363.
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		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				608,114.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	35,649.			
e From 2011	160,442.			
f Total of lines 3a through e	196,091.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 707,535.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				608,114.
e Remaining amount distributed out of corpus	99,421.			
5 Excess distributions carryover applied to 2012 (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:	295,512.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	295,512.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	35,649.			
d Excess from 2011	160,442.			
e Excess from 2012	99,421.			

**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 2012, enter the date of the ruling



4942(j)(3) or  4942(j)(5)

	Tax year (a) 2012	Prior 3 years			(e) Total
		(b) 2011	(c) 2010	(d) 2009	
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)(ii)					
(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 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 or e-mail 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:

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**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)				
<b>a Paid during the year</b>				
ARTWORKS THE NAOMI COHAIN FOUNDATION 96 ENGLE STREET SUITE 120 <u>ENGLEWOOD, NJ 07631</u>	NONE	PUBLIC	COMMUNITY	5,000.
AUTISM SPEAKS 5455 WILSHIRE BLVD STE 2250 <u>LOS ANGELES, CA 90036</u>	NONE	PUBLIC	COMMUNITY	5,000.
ROMAN CATHOLIC BISHOP OF LAS VEGAS 5959 SOUTH HUALAPAI WAY <u>LAS VEGAS, NV 89148</u>	NONE	PUBLIC	EDUCATION	25,000.
BIKUR CHOLIM JEWISH HEALTHCARE FOUNDATION 8489 WEST THIRD STREET <u>LOS ANGELES, CA 90048</u>	NONE	PUBLIC	COMMUNITY	25,000.
STERN COLLEGE FOR WOMEN - LAB EQUIPMENT 500 WEST 185TH STREET BH 725 <u>NEW YORK, NY 10033</u>	NONE	PUBLIC	COMMUNITY	25,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 657,500.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

**12 Subtotal. Add columns (b), (d), and (e)**

**13 Total.** Add line 12, columns (b), (d), and (e)

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

## **Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**



## 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	HSBC A/C # 167-74667-7	P	VARIOUS	VARIOUS
b	UBS A/C # K2 04786 68 SCH (1/5-4/5)	P	VARIOUS	VARIOUS
c	UBS A/C # K2 04786 68 SCH (1/5-4/5)	P	VARIOUS	VARIOUS
d	MORGAN STANLEY SMITH BARNEY A/C #238-171628-245 S	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			
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 42,764.		49,838.	<7,074. >
b 1,005,133.		970,240.	34,893.
c 4,696,580.		4,944,955.	<248,375. >
d 412,668.		364,581.	48,087.
e 16,540.			16,540.
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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<7,074. >
b			34,893. >
c			<248,375. >
d			48,087.
e			16,540.
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	<155,929. >
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL  
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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
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD. #29 LOS ANGELES, CA 90027	NONE	PUBLIC	COMMUNITY	80,000.
CITY OF HOPE 1500 EAST DUARTE ROAD DUARTE, CA 91010	NONE	PUBLIC	MEDICAL RESEARCH	25,000.
DEPARTMENT OF CATHOLIC SCHOOLS - DIOCESE OF OAKLAND 2121 HARRISON ST SUITE 100 OAKLAND, CA 94612	NONE	PUBLIC	EDUCATION	25,000.
SEPULVEDA RESEARCH CORPORATION 16111 PLUMMER ST SEPULVEDA, CA 91343	NONE	PUBLIC	RESEARCH	25,000.
STERN COLLEGE FOR WOMEN - LAB EXPANSION 500 WEST 185TH STREET BH 725 NEW YORK, NY 10033	NONE	PUBLIC	COMMUNITY	80,000.
PROSTATE CANCER FOUNDATION 1250 FOURTH STREET SANTA MONICA, CA 90401	NONE	PUBLIC	MEDICAL RESEARCH	10,000.
STERN COLLEGE FOR WOMEN - LAB EQUIPMENT 500 WEST 185TH STREET BH 725 NEW YORK, NY 10033	NONE	PUBLIC	COMMUNITY	70,000.
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.
<b>Total from continuation sheets</b>				<b>572,500.</b>

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL  
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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
STERN COLLEGE FOR WOMEN 500 WEST 185TH STREET BH 725 NEW YORK, NY 10033	NONE	PUBLIC	MEDICAL RESEARCH	25,000.
SOUTHERN CA COLLEGE OPTOMETRY 2575 YORBA LINDA BLVD FULLERTON, CA 92831	NONE	PUBLIC	COMMUNITY	5,000.
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	10,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD JACKSONVILLE, FL 32256	NONE	PUBLIC	COMMUNITY	10,000.
SUCCESS THROUGH THE ARTS P.O. BOX 481009 LOS ANGELES, CA 90048	NONE	PUBLIC	COMMUNITY	5,000.
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE, SUITE 2800 LOS ANGELES, CA 90045-2659	NONE	PUBLIC	EDUCATION	150,000.
HIRSHBERG FNDN FOR PANCREATIC CANCER 2990 S SEPULVEDA BLVD., SUITE 300C LOS ANGELES, CA 90064	NONE	PUBLIC	RESEARCH	2,500.
TEAM HASC 5902 14TH AVENUE BROOKLYN, NY 11219	NONE	PUBLIC	COMMUNITY	5,000.
<b>Total from continuation sheets</b>				

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL

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

SOURCE	AMOUNT
HSBC SECURITIES INC	2.
LIFESTORAGE, LP	866.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	868.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HSBC SECURITIES INC - NOMINEE	53,099.	0.	53,099.
MORGAN STANLEY SMITH BARNEY LLC	11,941.	0.	11,941.
UBS FINANCIAL INC - NOMINEE	327,289.	16,540.	310,749.
TOTAL TO FM 990-PF, PART I, LN 4	392,329.	16,540.	375,789.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PRIVEE, LLC	<3,194.>	<3,194.>	
LIFESTORAGE, LP #27-3641592	<52,439.>	0.	
LIFESTORAGE, LP #27-3641592	0.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<55,633.>	<3,194.>	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

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

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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	2,887.	2,887.		0.
FOREIGN TAX PAID	1,586.	1,586.		0.
FOREIGN TAX PAID	583.	583.		0.
TO FORM 990-PF, PG 1, LN 18	5,056.	5,056.		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	155.	155.		0.
FILING FEES	25.	0.		25.
FILING FEES	10.	0.		10.
BANK CHARGES	79.	79.		0.
TO FORM 990-PF, PG 1, LN 23	269.	234.		35.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN STOCKS - SEE SCHEDULE (1/1)	16,428,352.	10,718,514.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,428,352.	10,718,514.

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FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CORPORATE BONDS - SEE SCHEDULE (1/1)	881,834.	842,507.
TOTAL TO FORM 990-PF, PART II, LINE 10C	881,834.	842,507.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN PARTNERSHIP - PRIVEE LLC	COST	0.	0.
INVESTMENT IN LIMITED PARTNERSHIP - LIFESTORAGE, LP	FMV	209,929.	300,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		209,929.	300,000.

FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID FEDERAL TAX	5,000.	5,113.	5,113.
ACCRUED INTEREST PURCHASED	2,924.	2,536.	2,536.
TO FORM 990-PF, PART II, LINE 15	7,924.	7,649.	7,649.

**GENEVIEVE ATOL CHARITABLE TRUST**  
**FEIN 51-6590472**  
**FISCAL YEAR ENDED 6/30/2013**

SCH (1/4)

QUANTITY	INVESTMENT CORPORATE STOCKS	COST BASIS 6/30/2013	MARKET VALUE
80	Amazon. Com	20,274.40	22,215.20
805	American Electric Power Co	25,134.65	36,047.90
1,150	American Tower Corp Reit	87,908.90	84,145.50
250	American Tower Reit Com	20,875.43	18,292.50
1,150	Anadarko Petroleum Corp	86,396.80	98,819.50
370	APPLE INC	152,058.94	146,716.10
1,000	Baidu Inc ADS	85,102.70	94,602.00
155,812	Bank of America Corp	8,449,862.92	2,003,742.32
2,200	Bank of Nova Scotia Canada	126,777.63	117,810.00
43,736	Blackrock Global	402,678.75	397,026.58
225	Boeing Co	20,914.58	23,049.00
3,000	BROADCOM CORP	111,267.50	101,385.00
1,250	CDN Pacific Ry LTD New	20,859.13	20,877.36
750	CENTURYLINK INC	30,441.35	26,512.50
1,775	Check Point Software Tech LTD	83,602.43	88,182.00
500	Chubb Corp	24,700.00	42,325.00
5,450	Ciena Corp Com New	65,264.98	105,893.50
775	Clorox Co	58,795.23	64,433.50
4,500	Coca Cola Co	161,586.64	180,495.00
1,090	Coca Cola Company	24,862.67	43,719.90
800	Colgate Palmolive Co	24,676.20	45,832.00
2,700	Comcast	113,109.82	112,725.00
1,000	Diageo PLC New GB Spon ADR	102,201.95	114,950.00
400	Dollar Gen Corp New	21,109.56	20,172.00
8,000	DoubleLine Income Solutions	200,000.00	185,680.00
1,200	Dow Chem Co	27,738.32	38,604.00
3,800	DOW CHEMICAL	110,650.41	122,246.00
400	Ebay, Inc	21,295.68	20,688.00
1,400	EMC Corp	28,882.04	33,068.00
1,000	Exxon Mobil Corp	69,308.50	90,350.00
528	Exxon Mobil Corp(Merger Exch XTO Energy)	24,926.59	47,704.80
10,000	FEDERAL NATIONAL MTGE ASSOC 8.250%	250,000.00	74,400.00
8,400	First TR Exchange Traded FD	199,105.30	194,712.00
19,290	Franklin/Templeton Global Bond Fund Class C	249,249.59	250,194.05
1,000	General Mills Inc	35,375.00	48,530.00
1,500	General Mills Inc	60,355.75	72,795.00
1,820	Gilead Sciences Inc	35,387.20	93,311.40
2,000	HSBC Hldgs Plc Perp Sub Cap	50,280.00	54,200.00
1,000	HSBC Hldgs PLC Spons ADR	50,544.05	51,900.00
10,000	Ing Clarion Global Real Estate Income Fund	69,313.95	90,200.00
1,000	Ingersoll Rand PLC	55,229.75	55,520.00
3,000	Intel Corp	59,276.89	72,690.00
250	INT'L BUSINESS MACH	39,819.25	47,777.50
7,500	Ishares Inc MSCI Singapore	100,640.25	95,925.00
1,000	IShares Tr Russell 1000 Value Index Fd	44,167.00	83,790.00
1,000	IShares Tr Russell 1000 Value Index Fd	46,122.00	83,790.00
3,430	Jabil Circuit Inc Com	19,655.90	69,903.40

**GENEVIEVE ATOL CHARITABLE TRUST**  
**FEIN 51-6590472**  
**FISCAL YEAR ENDED 6/30/2013**

SCH (2/4)

QUANTITY	INVESTMENT CORPORATE STOCKS	COST BASIS 6/30/2013	MARKET VALUE
2,000	Johnson & Johnson	113,346.50	171,720.00
2,205	JP MORGAN CHASE & CO	158,529.14	116,401.95
8,000	JP Morgan Chase & Co	200,000.00	196,880.00
1,000	K12 Inc Com	24,230.00	26,270.00
1,600	KBR Inc	51,933.71	52,000.00
530	Kellogg Co	19,824.80	34,041.90
670	Las Vegas Sands Corp	30,029.40	35,463.10
1,000	LAS VEGAS SANDS CORP	46,363.25	52,930.00
14,129	Lord Abbett Short Duration	66,123.22	64,853.25
1,000	Marathon Oil Corp Com	33,708.00	34,580.00
2,000	Marathon Oil Corp Unsolicited	50,177.25	69,160.00
36	Mastercard Inc	20,824.20	20,682.00
1,600	MC DONALDS CORP	113,208.86	158,400.00
800	MCKESSON CORP	57,448.77	91,600.00
2,000	Medtronic Inc	76,523.25	102,940.00
21,872	MFS Emerging Markets Bond Fund Class C	329,015.75	324,362.38
6,500	MICROSOFT CORP-4/1/99 stk split	168,722.75	224,542.50
2,500	NATIONAL GRID PLC	130,803.12	141,675.00
1,700	Nestle SA Sponsored ADR	108,937.51	111,826.00
4,000	Nextera Energy Capital	100,000.00	90,760.00
335	Nike Inc B	20,605.02	21,332.80
1,500	NOVARTIS AG SPON ADR	85,783.50	106,065.00
1,925	Oracle Corp	60,756.23	59,116.75
1,600	Paychex Inc (Unsolicited)	55,812.45	58,416.00
3,000	Pearson PLC Spon ADR	55,733.25	53,730.00
22,062	Pimco Total Return Fund	249,758.41	237,389.91
1,300	Potash Corp Sask	55,093.25	49,569.00
2,000	PROCTOR & GAMBLE CO	128,654.50	153,980.00
1,350	Qualcomm Inc	84,611.20	82,471.50
1,500	Rockwell Collins Inc	96,653.42	95,115.00
900	Ross Stores, Inc	59,311.15	58,329.00
2,400	Royal BK Scotland	49,837.92	57,960.00
16,077	ROYCE PENNS * *	99,375.24	206,266.89
1,000	SCHLUMBERGER LTD	65,925.60	71,660.00
4,000	Ship Fin Intl Ltd	50,313.35	59,360.00
300	Siemens A G Sponsored ADR	24,894.00	30,393.00
1,005	Sun Life Finl Inc	30,003.90	29,768.10
3,275	TEVA PHARMACEUTICALS IND LTD	131,501.03	128,380.00
189	Time Warner Cable Inc Com(Spinoff fr TW)	4,901.31	21,258.72
753	Time Warner Inc New Com(Rev Stock Split 3:1)	13,899.74	43,538.46
175	Toyota Motor CP ADR New	20,674.75	21,115.50
1,600	Tyco Intl LTD	51,716.45	52,720.00
518	Unilever PLC (New)	20,641.58	20,953.10
1,550	United Technologies Corp	115,025.85	144,057.00
600	UPS	51,443.65	51,888.00
2,000	Vodafone Group PLC New Spon ADR	50,525.25	57,490.00
325	Walt Disney Co Hldg Co	20,672.80	20,523.75

GENEVIEVE ATOL CHARITABLE TRUST  
 FEIN 51-6590472  
 FISCAL YEAR ENDED 6/30/2013

SCH (3/4)

QUANTITY	INVESTMENT CORPORATE STOCKS	COST BASIS 6/30/2013	MARKET VALUE
3,000	Walter Energy Inc Com	98,030.50	31,200.00
1,500	WD-40 COMPANY	44,929.75	81,720.00
4,000	Wells Fargo & Company	100,000.00	92,760.00
31,032	Western Asset High Income Fund II Inc	284,800.36	286,115.04
4,000	Western Asset Income Fd II Inc	26,642.00	36,880.00
3,500	Yahoo Inc Unsolicited	52,288.25	87,955.00
	TOTAL CORPORATE STOCKS	<u>16,428,351.72</u>	<u>10,718,514.11</u>

GENEVIEVE ATOL CHARITABLE TRUST  
 FEIN 51-6590472  
 FISCAL YEAR ENDED 6/30/2013

SCH (4/4)

QUANTITY	INVESTMENT CORPORATE BONDS	COST BASIS 6/30/2013	MARKET VALUE
<b>CORPORATE BONDS</b>			
300,000	Anheuser Busch Inbev 09 750%	170,096 85	136,806 00
100,000	Buckeye Partners LP	105,013 25	102,393.00
100,000	Century Link Inc B/E 5 800%	103,138 24	98,500 00
50,000	Citigroup Inc	49,756 50	49,755.00
100,000	Cliffs Nat Resources	104,091 25	90,630.00
100,000	Gen Elec Captl Corp Mtn Int Rate - Due 9/15/17	92,920.00	113,267.00
100,000	Goldman Sachs Group Inc	111,005 25	102,436 00
50,000	Prudential Financial	49,631 00	49,000.00
50,000	Wells Fargo & Co Nt Rate 5% - Due 11/15/14	47,675 00	52,720 00
50,000	Zions Bancorp	48,506 50	47,000 00
<b>TOTAL CORPORATE BONDS</b>		<b>881,833 84</b>	<b>842,507.00</b>

**GENEVIEVE ATOL CHARITABLE TRUST  
SECURITIES SOLD GAIN & LOSS - UBS  
6/30/2013**

SCH (1/5)

QUANTITY	NAME	DATE	BASIS	ADDITIONS	DATE	GAIN (LOSS)
		ACQ'D	7/1/2012	2012-2013	SOLD	
UBS K2 04786 68						
276	AMERICAN INT'L GRP INC COM (AIG Exchange)	02/18/07	382,567 59			
-276	AMERICAN INT'L GRP INC COM (AIG Exchange)				02/21/13	10,176 03 -372,391 56 LT
249	AMERICAN INT'L GRP INC COM (AIG Exchange)	05/09/07	200,838 95			
-249	AMERICAN INT'L GRP INC COM (AIG Exchange)				02/21/13	9,180 56 -191,658 39 LT
499	AMERICAN INT'L GRP INC COM (AIG Exchange)	07/15/08	215,525 10			
-499	AMERICAN INT'L GRP INC COM (AIG Exchange)				02/21/13	18,397 97 -197,127 13 LT
252	AMERICAN INT'L GRP INC COM (AIG Exchange)	09/11/08	74,407 85			
-252	AMERICAN INT'L GRP INC COM (AIG Exchange)				02/21/13	9,291 16 -65,116 69 LT
2000	AT & T Inc	09/03/09	50,201 25			
-2000	AT & T Inc				07/30/12	74,658 69 24,457 44 LT
1000	AT & T Inc	09/23/09	27,423 25			
-1000	AT & T Inc				07/30/12	37,329 34 9,906 09 LT
1000	BP PLC Spon Adr	12/23/09	58,203 25			
-1000	BP PLC Spon Adr				02/22/13	41,898 96 -16,304 29 LT
1000	BP PLC Spon Adr	05/13/10	48,623 25			
-1000	BP PLC Spon Adr				02/22/13	41,898 96 -6,724 29 LT
500	BP PLC Spon Adr	05/26/10	21,424 25			
-500	BP PLC Spon Adr				02/22/13	20,949 48 -474 77 LT
5548	CISCO SYSTEMS INC PSI MKT	02/18/07	152,833 53			
-5548	CISCO SYSTEMS INC PSI MKT				12/31/12	107,523 67 -45,309 86 LT
5500	CISCO SYSTEMS INC PSI MKT	12/05/12		104,663 38		
-5500	CISCO SYSTEMS INC PSI MKT				02/22/13	114,183 18 9,519 80 ST
106	CITIGROUP INC	02/18/07	57,742 56			
-106	CITIGROUP INC				02/22/13	4,506 35 -53,236 21 LT
299	CITIGROUP INC	07/15/08	46,859 25			
-299	CITIGROUP INC				02/22/13	12,711 31 -34,147 94 LT
730	CITIGROUP INC	07/15/08	25,310 00			
-730	CITIGROUP INC				02/22/13	31,034 32 5,724 32 LT
402	CITIGROUP INC	08/07/09	16,792 73			
-402	Reverse stock split @10-5/6/11				02/22/13	17,090 13 297 40 LT
1000	Deere and Co	08/27/12		76,842 25		
-1000	Deere and Co				05/07/13	88,711 76 11,869 51 ST
1800	E M C CORP MASS	02/18/07	26,226 00			
-1800	E M C CORP MASS				08/21/12	46,778 12 20,552 12 LT
5200	E M C CORP MASS	09/04/08	73,788 15			
-200	E M C CORP MASS				08/21/12	5,197 57 2,359 56 LT
-5000	E M C CORP MASS				02/21/13	116,444 76 45,494 62 LT
5000	E M C CORP MASS	10/27/08	51,335 25			
-5000	E M C CORP MASS				02/21/13	116,444 76 65,109 51 LT
4000	Ford Motor Co	03/09/11	57,320 38			
-4000	Ford Motor Co				12/21/12	45,764 35 -11,556 03 LT
4000	Ford Motor Co	02/29/12	49,925 25			
-4000	Ford Motor Co				12/21/12	45,764 34 -4,160 91 ST
1400	Freeport-McMoran Copper & Gold, Inc	05/14/10	49,124 85			
-1400	Freeport-McMoran Copper & Gold, Inc				08/02/12	47,075 21 -2,049 64 LT

**GENEVIEVE ATOL CHARITABLE TRUST  
SECURITIES SOLD GAIN & LOSS - UBS  
6/30/2013**

SCH (2/5)

QUANTITY	NAME	DATE ACQ'D	BASIS 7/1/2012	ADDITIONS 2012-2013	DATE SOLD	PROCEEDS	GAIN (LOSS)
3530	GENERAL ELECTRIC CORP PSI MKT	02/18/07	126,947 18				
-3530	GENERAL ELECTRIC CORP PSI MKT	07/15/08	203,990 25		07/30/12	73,244 37	-53,702 81 LT
7500	GENERAL ELECTRIC CORP PSI MKT				07/30/12	155,618 35	-48,371 90 LT
-7500	GENERAL ELECTRIC CORP PSI MKT	09/16/08	24,488 25		07/30/12	20,749 12	-3,739 13 LT
1000	GENERAL ELECTRIC CORP PSI MKT	11/13/08	90,170 81		07/30/12	9,752 08	2,688 70 LT
-1000	GENERAL ELECTRIC CORP PSI MKT				02/21/13	127,959 80	44,852 37 LT
6000	GENERAL ELECTRIC CORP PSI MKT	09/01/09	93,249 71		02/21/13	161,280 25	68,030 54 LT
-470	GENERAL ELECTRIC CORP PSI MKT						
-5530	GENERAL ELECTRIC CORP PSI MKT						
6970	GENERAL ELECTRIC CORP PSI MKT						
-6970	GENERAL ELECTRIC CORP PSI MKT						
3400	HEWLETT PACKARD	02/18/07	145,367 00				
-3400	HEWLETT PACKARD				07/30/12	62,628 14	-82,738 86 LT
3000	HOME DEPOT INC	07/17/08	68,402 50				
-3000	HOME DEPOT INC				02/21/13	194,454 81	126,052 31 LT
3000	Intel Corp	08/28/12		75,658 75			
-3000	Intel Corp				12/31/12	60,689 39	-14,969 36 ST
761	KRAFT FOODS INC	02/18/07	26,292 55				
-761	KRAFT FOODS INC				08/28/12	31,869 45	5,576 90 LT
500	KRAFT FOODS INC	03/25/09	11,674 25				
-500	KRAFT FOODS INC				08/28/12	20,939 19	9,264 94 LT
2000	KRAFT FOODS INC	09/23/09	52,880 95				
-2000	KRAFT FOODS INC				08/28/12	83,756.76	30,875 81 LT
500	MCKESSON CORP	11/09/10	32,716 23				
-500	MCKESSON CORP				03/06/13	53,328 85	20,612 62 LT
2000	MORGAN STANLEY PC	07/14/10	49,402 41				
-2000	MORGAN STANLEY PC				03/01/13	44,977 61	-4,424 80 LT
1000	MORGAN STANLEY PC	11/23/10	24,943 25				
-1000	MORGAN STANLEY PC				03/01/13	22,488 80	-2,454 45 LT
1000	PETROLED BRASILEIRO SA	09/04/08	45,844 25				
-1000	PETROLED BRASILEIRO SA				12/17/12	19,309 82	-26,534 43 LT
1000	PETROLED BRASILEIRO SA	09/03/09	40,403 65				
-1000	PETROLED BRASILEIRO SA				12/17/12	19,309 81	-21,093 84 LT
1000	PETROLED BRASILEIRO SA	11/16/10	32,773 25				
-1000	PETROLED BRASILEIRO SA				12/17/12	19,309 82	-13,463 43 LT
1100	PHILIP MORRIS INTERNATIONAL INC (Altria Spinoff)	02/18/07	65,762 29				
-1100	PHILIP MORRIS INTERNATIONAL INC (Altria Spinoff)				07/30/12	100,081 58	34,319 29 LT
1600	Rockwell Collins Inc	05/08/13		103,083 50			
-1600	Rockwell Collins Inc				05/23/13	106,550 73	3,467 23 ST
4700	Safeway Inc	08/07/09	87,227 85				
-4700	Safeway Inc				07/30/12	71,395 54	-15,832 31 LT
1700	Target Corp	02/18/07	107,661 00				
-1300	Target Corp				11/21/12	82,580 69	251 69 LT
-400	Target Corp				02/21/13	25,407 40	75 40 LT

**GENEVIEVE ATOL CHARITABLE TRUST  
SECURITIES SOLD GAIN & LOSS - UBS  
6/30/2013**

SCH (3/5)

QUANTITY	NAME	DATE ACQ'D	BASIS 7/1/2012	ADDITIONS 2012-2013	DATE SOLD	PROCEEDS	GAIN (LOSS)
1300	Target Corp	08/21/09	59,447.91				
-1300	Target Corp				02/21/13	82,574.03	23,126.12 LT
1000	Tenaris S A ADS	09/04/08	47,692.25				
-1000	Tenaris S A ADS				12/05/12	39,701.57	-7,990.68 LT
3000	Tenaris S A ADS	10/27/08	48,625.25				
-3000	Tenaris S A ADS				12/05/12	119,104.72	70,479.47 LT
500	Tenaris S A ADS	05/26/10	18,289.25				
-500	Tenaris S A ADS				12/05/12	19,850.79	1,561.54 LT
500	TEVA PHARMACEUTICALS IND LTD	07/17/08	20,765.25				
-500	TEVA PHARMACEUTICALS IND LTD				12/31/12	18,374.74	-2,390.51 LT
1500	TEVA PHARMACEUTICALS IND LTD	09/04/08	71,852.25				
-1500	TEVA PHARMACEUTICALS IND LTD				12/31/12	55,124.21	-16,728.04 LT
500	TEVA PHARMACEUTICALS IND LTD	11/23/10	24,994.25				
-500	TEVA PHARMACEUTICALS IND LTD				12/31/12	18,374.74	-6,619.51 LT
1000	Thermo Fisher Scientific	01/16/09	38,655.45				
-1000	Thermo Fisher Scientific				02/22/13	72,820.84	34,165.39 LT
500	Thermo Fisher Scientific	10/14/09	23,699.25				
-500	Thermo Fisher Scientific				02/22/13	36,410.42	12,711.17 LT
500	Thermo Fisher Scientific	11/23/10	25,354.25				
-500	Thermo Fisher Scientific				02/22/13	36,410.42	11,056.17 LT
2000	Vale SA-SP Pref Son Adr	10/30/08	26,361.25				
-2000	(Name Change from Companhia Vale Do Rio)				07/30/12	36,237.93	9,876.68 LT
1000	VISA INC CL A	10/27/08	47,915.95				
-1000	VISA INC CL A				02/21/13	157,270.24	109,354.29 LT
500	VISA INC CL A	12/23/09	43,564.25				
-500	VISA INC CL A				02/21/13	78,635.12	35,070.87 LT
1100	WAL MART STORES INC	02/18/07	54,120.00				
-1100	WAL MART STORES INC				11/27/12	75,675.35	21,555.35 LT
2000	WALT DISNEY HOLDING CO NEW	02/18/07	69,560.00				
-2000	WALT DISNEY HOLDING CO NEW				02/21/13	108,210.69	38,650.69 LT
1000	WALT DISNEY HOLDING CO NEW	09/02/09	25,523.25				
-1000	WALT DISNEY HOLDING CO NEW				02/21/13	54,105.35	28,582.10 LT
700	Ing Clarion Global Real Estate Income Fund	09/04/09	4,325.24				
-700	Ing Clarion Global Real Estate Income Fund				02/21/13	6,581.16	2,255.92 LT
7300	Ing Clarion Global Real Estate Income Fund	09/08/09	46,942.05				
-7300	Ing Clarion Global Real Estate Income Fund				02/21/13	68,632.12	21,690.07 LT
55	Ing Clarion Global Real Estate Income Fund	10/06/09	357.69				
-55	Ing Clarion Global Real Estate Income Fund				02/21/13	517.09	159.40 LT
7740	Ing Clarion Global Real Estate Income Fund	12/30/09	50,004.05				
-7740	Ing Clarion Global Real Estate Income Fund				02/21/13	72,768.85	22,764.80 LT
100000	Arcelormittal Call @MW 05 500%	03/23/12	100,355.25				
-100000	Arcelormittal Call @MW 05 500%				03/25/13	105,394.75	5,039.50 LT
100000	Century Link Inc B/E 5 800%	04/18/12	100,505.25				
-100000	Century Link Inc B/E 5 800%				01/22/13	103,861.50	3,356.25 ST

**GENEVIEVE ATOL CHARITABLE TRUST  
SECURITIES SOLD GAIN & LOSS - UBS  
6/30/2013**

SCH (4/5)

QUANTITY	NAME	DATE ACQ'D	BASIS	ADDITIONS 2012-2013	DATE SOLD	PROCEEDS	GAIN (LOSS)
100000	Cheapeake Energy Corp	02/29/12	106,255 25				
-100000	Cheapeake Energy Corp				05/02/13	112,044 75	5,789 50 LT
100000	CNA Financial Svcs	10/17/11	101,132 25				
-100000	CNA Financial Svcs				10/23/12	115,869 75	14,737 50 LT
100000	Encana Corp	03/29/12	95,255 25				
-100000	Encana Corp				03/28/13	99,054 75	3,799 50 ST
50000	GAP Inc 5 95%	05/12/11	51,005 25				
-50000	GAP Inc 5 95%				12/18/12	56,422 38	5,417 13 LT
50000	GAP Inc 5 95%	02/29/12	50,692 75				
-50000	GAP Inc 5 95%				12/18/12	56,422 37	5,729 62 ST
100000	Goldman Sachs Group Inc	02/09/12	100,410 95				
-100000	Goldman Sachs Group Inc				10/24/12	111,164 75	10,753 80 ST
100000	Hartford Financial Svcs	10/17/11	102,369 25				
-100000	Hartford Financial Svcs				11/21/12	115,754 75	13,385 50 LT
100000	HCA Inc B/E Rate 05 875%	04/30/12	103,005 25				
-100000	HCA Inc B/E Rate 05 875%				05/02/13	109,869 75	6,864 50 LT
100000	Ichan Enterprises	10/17/11	100,947 25				
-100000	Ichan Enterprises				09/19/12	105,094 75	4,147 50 ST
100000	PNC Finl Serv Grp Inc	09/21/12		112,255 25			
-100000	PNC Finl Serv Grp Inc				03/28/13	113,635 75	1,380 50 ST
50000	Sears Roebuck Accep	02/18/07	47,844 71				
-50000	Sears Roebuck Accep				08/22/12	30,437 25	-17,407 46 LT
50000	JP Morgan Chase	02/03/10	52,755 25				
-50000	JP Morgan Chase				11/27/12	55,577 38	2,822 13 LT
50000	JP Morgan Chase	11/23/10	54,005 25				
-50000	JP Morgan Chase				11/27/12	55,577 37	1,572 12 LT
1200	AMERICAN INT'L GRP INC SUB DEB JR A-4	05/09/08	26,645 25				
-1200	AMERICAN INT'L GRP INC SUB DEB JR A-4				08/02/12	29,915 96	3,270 71 LT
6000	AMERICAN INT'L GRP INC SUB DEB JR A-4	05/12/08	132,755 24				
-800	AMERICAN INT'L GRP INC SUB DEB JR A-4				08/02/12	19,943 97	2,243 27 LT
-2000	AMERICAN INT'L GRP INC SUB DEB JR A-4				08/02/12	49,904 47	5,652 72 LT
-3200	AMERICAN INT'L GRP INC SUB DEB JR A-4				08/02/12	79,811.10	9,008 31 LT
200	AMERICAN INT'L GRP INC SUB DEB JR A-4	05/13/08	4,355 24				
-200	AMERICAN INT'L GRP INC SUB DEB JR A-4				08/02/12	4,988 19	632 95 LT
2000	GMAC 7 25%	08/13/08	23,505 25				
-2000	GMAC 7 25%				08/22/12	48,085 67	24,580 42 LT
1000	GMAC LLC PINES 7 3%	02/18/07	24,170 00				
-1000	GMAC LLC PINES 7 3%				08/22/12	23,947 71	-222 29 LT
4000	HSBC Hldgs Plc	06/17/10	100,000 00				
-4000	HSBC Hldgs Plc				08/22/12	111,248 25	11,248 25 LT
8000	ING GROEP N V PREF CTF	11/30/07	200,002 00				
-8000	ING GROEP N V PREF CTF				08/09/12	199,611 76	-390 24 LT
				<u>5,442,691 55</u>	<u>472,503 13</u>	<u>5,701,712 80</u>	<u>-213,481 88</u>
TOTAL UBS SECURITIES (15100)				497,736 70	472,503 13	1,005,133 27	34,893.44 S/T
				4,944,954 85	0 00	4,696,579 53	-248,375 32 L/T
							<u>-213,481 88</u>

GENEVIEVE ATOL CHARITABLE TRUST  
SECURITIES SOLD GAIN & LOSS - MORGAN STANLEY  
6/30/2013

QUANTITY	NAME	TRANSFERRED		ADDITIONS 2012-2013	DATE SOLD	PROCEEDS AMOUNT	GAIN (LOSS)					
		DATE ACQ'D	BASIS									
<b>MORGAN STANLEY - ACCT# 238-171628-245</b>												
<b>FIXED INCOME CORPORATE BONDS</b>												
50000	Alcoa Inc Nt Int Rate 6% - Due 7/15/13	04/24/09	44,750 00									
-50000	Alcoa Inc Nt Int Rate 6% - Due 7/15/13				06/21/13	49,993 50	5,243 50 LT					
100000	Household Fin Corp Nt Int Rate - Due 7/15/13	02/04/09	94,716 00									
-100000	Household Fin Corp Nt Int Rate - Due 7/15/13				06/21/13	100,000 00	5,284 00 LT					
<b>EQUITIES</b>												
710	Accenture PLC Ireland Class	01/04/10	29,966 00									
-710	Accenture PLC Ireland Class				06/20/13	56,431 90	26,465 90 LT					
3000	Ship Fin Intl Ltd	11/25/09	39,655 20									
-3000	Ship Fin Intl Ltd				06/20/13	45,320 80	5,665 60 LT					
325	Transocean Ltd Zug Namen Akt	08/14/09	25,366 50									
-325	Transocean Ltd Zug Namen Akt				06/20/13	15,638 55	-9,727 95 LT					
68	AOL Inc (Spinoff from Time Warner)	03/27/09	625 75									
-68	AOL Inc (Spinoff from Time Warner)				04/29/13	2,649 92	2,024 17 LT					
2950	Alcoa Inc Com	04/02/09	25,156 36									
-2950	Alcoa Inc Com				04/29/13	24,623 39	-532 97 LT					
3000	Alcoa Inc Com	09/28/11	30,150 00									
-3000	Alcoa Inc Com				04/29/13	25,040 73	-5,109 27 LT					
1470	Allscripts Healthcare Solutions Inc	01/04/10	30,059 03									
-1470	Allscripts Healthcare Solutions Inc				04/29/13	20,239 97	-9,819 06 LT					
1250	Ciena Corp Com New	11/25/09	15,785 75									
-1250	Ciena Corp Com New				06/20/13	24,632 19	8,846 44 LT					
1100	Tenaris SA Sponsored ADR	09/27/11	28,349 89									
-1100	Tenaris SA Sponsored ADR				04/29/13	48,096 85	19,746 96 LT					
<b>TOTAL HSBC SECURITIES (15000)</b>			<b>364,580 48</b>	<b>0 00</b>		<b>412,667 80</b>	<b>48,087 32 LT</b>					

MS Investor Prime MMkt

TOTAL MORGAN STANLEY BROKERAGE HOLDINGS