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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

ELAINE GORBACH LEVINE
CHARITABLE FOUNDATION, INC

A Employer identification number

13-4053212

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

C/O J. PECK 4996 WARREN ST., NW

Room/suite

B Telephone number

(202) 362-7325

City or town, state or province, country, and ZIP or foreign postal code

WASHINGTON, DC 20016

C If exemption application is pending, check here ►

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 ► 2 Foreign organizations meeting the 85% test, check here and attach computation ►

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ► I Fair market value of all assets at end of year (from Part II, col (c), line 16) **262,904.** J Accounting method Cash Accrual
(Part I, column (d) must be on cash basis.) Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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				
4	Dividends and interest from securities	7,594.	7,594.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	10,127.			
b	Gross sales price for all assets on line 6a	146,013.			
7	Capital gain net income (from Part IV, line 2)		10,127.		
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				
12	Total Add lines 1 through 11	17,721.	17,721.		RECEIVED 702 NOV 13 2014 OGDEN, U. 0.
13	Compensation of officers, directors, trustees, etc	0.	0.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	4,558.	4,558.		0.
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	4,697.	4,697.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	9,255.	9,255.		0.
25	Contributions, gifts, grants paid	75,600.			75,600.
26	Total expenses and disbursements Add lines 24 and 25	84,855.	9,255.		75,600.
27	Subtract line 26 from line 12	-67,134.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		8,466.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions

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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	16,264.	9,684.	9,684.	
	2	Savings and temporary cash investments				
	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				
	c	Investments - corporate bonds	STMT 4	235,648.	97,596.	31,437.
Liabilities	11	Investments - land, buildings, and equipment basis ►				
		Less accumulated depreciation ►				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 5	106,692.	184,190.	221,783.
	14	Land, buildings, and equipment basis ►				
		Less accumulated depreciation ►				
	15	Other assets (describe ►)				
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		358,604.	291,470.	262,904.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ►)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
		and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
Net Assets or Fund Balances		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		41,281.	41,281.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		317,323.	250,189.	
	30	Total net assets or fund balances		358,604.	291,470.	
	31	Total liabilities and net assets/fund balances		358,604.	291,470.	

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	358,604.
2	Enter amount from Part I, line 27a	2	-67,134.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	291,470.
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	291,470.

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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 MORGAN STANLEY - SEE ATTACHED			P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS					
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 141,592.		135,886.	5,706.		
b 4,421.			4,421.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			5,706.		
b			4,421.		
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	10,127.	
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))
2012	73,490.	328,478.	.223729
2011	63,003.	390,659.	.161274
2010	101,653.	478,798.	.212309
2009	86,394.	593,556.	.145553
2008	86,947.	939,439.	.092552

2 Total of line 1, column (d) .835417

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 .167083

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 278,207.

5 Multiply line 4 by line 3 46,484.

6 Enter 1% of net investment income (1% of Part I, line 27b) 85.

7 Add lines 5 and 6 46,569.

8 Enter qualifying distributions from Part XII, line 4 75,600.

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	85.
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	
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	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	85.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	0.
6	Credits/Payments	85.
a	2013 estimated tax payments and 2012 overpayment credited to 2013	260.
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	
7	Total credits and payments Add lines 6a through 6d	260.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	175.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► 175. Refunded ► 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?	N/A	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X	
1c	Did the foundation file Form 1120-POL for this year?		X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>NONE</u>			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X		

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► JOANNE C. PECK Located at ► 4996 WARREN ST., NW, WASHINGTON, DC	Telephone no ► 202-362-7325 ZIP+4 ► 20016
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	
16	At any time during calendar year 2013, 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 ►	

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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	<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 ►	
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 2013?	
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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)	
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? If "Yes," did it have excess business holdings in 2013 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 2013.)	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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 2013?	

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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

Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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

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?

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
JOANNE C. PECK 4996 WARREN ST., NW WASHINGTON, DC 20016	DIRECTOR 1.00	0.	0.	0.
SHEILA G. FRIEDLAND 196 HILLAIR CIRCLE WHITE PLAINS, NY 10605	DIRECTOR 1.00	0.	0.	0.
PHYLLIS SONNENSCHEIN 19 BERKELEY STREET CAMBRIDGE, MA 02138	DIRECTOR 1.00	0.	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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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 NONE		
		0.
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 NONE		
		0.
2		
All other program-related investments. See instructions		
3 NONE		
		0.
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	270,551.
b Average of monthly cash balances	1b	11,893.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	282,444.
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	282,444.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,237.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	278,207.
6 Minimum investment return. Enter 5% of line 5	6	13,910.

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	13,910.
2a Tax on investment income for 2013 from Part VI, line 5	2a	85.
b Income tax for 2013 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	85.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	13,825.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	13,825.
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	13,825.

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	75,600.
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	75,600.
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	85.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	75,515.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				13,825.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	40,481.			
b From 2009	56,794.			
c From 2010	77,893.			
d From 2011	43,630.			
e From 2012	57,186.			
f Total of lines 3a through e	275,984.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 75,600.			0.	
a Applied to 2012, 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 2013 distributable amount	61,775.			13,825.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	337,759.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
1 Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	40,481.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	297,278.			
10 Analysis of line 9				
a Excess from 2009	56,794.			
b Excess from 2010	77,893.			
c Excess from 2011	43,630.			
d Excess from 2012	57,186.			
e Excess from 2013	61,775.			

ELAINE GORBACH LEVINE
CHARITABLE FOUNDATION, INC

Form 990-PF (2013)

13-4053212

Page 10

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 2013, enter the date of the ruling ►

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

Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV | Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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 address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE				75,600.
Total			► 3a	75,600.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A · Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	7,594.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	10,127.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a						
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e)			0.		17,721.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13		17,721.
(See worksheet in line 13 instructions to verify calculations)						

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

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

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

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

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	ALAN S. HELFER		11/4/14	P00194206	
	Firm's name ► GINSBERG HELFER & BOYD, PLLC			Firm's EIN ► 52-1305787	
Firm's address ► 1850 K STREET, NW, SUITE 675 WASHINGTON, DC 20006			Phone no 202-223-5000		

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	9,784.	0.	9,784.	9,784.	
MORGAN STANLEY	4,421.	4,421.	0.	0.	
MS:LESS ACCRUED INTEREST PAID	-2,190.	0.	-2,190.	-2,190.	
TO PART I, LINE 4	12,015.	4,421.	7,594.	7,594.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,558.	4,558.		0.
TO FORM 990-PF, PG 1, LN 16B	4,558.	4,558.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEETING EXPENSES	4,032.	4,032.		0.
INVESTMENT EXPENSES	300.	300.		0.
ANNUAL REGISTRATION	365.	365.		0.
TO FORM 990-PF, PG 1, LN 23	4,697.	4,697.		0.

FORM 990-PF

CORPORATE BONDS

STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY	97,596.	31,437.
TOTAL TO FORM 990-PF, PART II, LINE 10C	97,596.	31,437.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY	COST	184,190.	221,783.
TOTAL TO FORM 990-PF, PART II, LINE 13		184,190.	221,783.

Morgan Stanley

Corporate Tax Statement Tax Year 2013

THE ELAINE GORBACH LEVINE CHAR FND
ATTENTION: JOANNE COHEN PECK
4996 WARREN ST NW
WASHINGTON DC 20016-4373

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

Identification Number. 26-4310632

Taxpayer ID Number: 52-2201803
Account Number: 661 035005 2223

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 9a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)
ALCOA INC 6750 18JL15	CUSIP: 013817AS0	Symbol (Box 1d):						
	10,000 000	01/10/11	03/11/13	\$11,373 00	\$10,861 58	\$0 00	\$511 42	\$0 00
ANGLOGOLD HLDS 5375 20AP15	CUSIP: 035127AA9	Symbol (Box 1d):						
	15,000,000	11/15/11	03/11/13	\$55,752 17	\$15,154 86	\$0 00	\$597 31	\$0 00
ARCELORMITTAL 6125 18JN01	CUSIP: 03938LAJF1	Symbol (Box 1d):						
	10,000 000	11/15/11	06/20/13	\$10,147 80	\$10,012 48	\$0 00	\$135 32	\$0 00
CLIFFS NATL RES 5900 20MH15	CUSIP: 18683RAA9	Symbol (Box 1d):						
	10,000 000	11/16/11	06/20/13	\$9,838 20	\$10,712 74	\$0 00	(\$874 54)	\$0 00
COMPUTER SCIENCE 6500 18MH15	CUSIP: 205363AL8	Symbol (Box 1d):						
	10,000,000	11/16/11	08/12/13	\$11,333 52	\$10,468 09	\$0 00	\$865,43	\$0 00
DEUTSCHE BANK 5375 15MH02	CUSIP: 2515EEAA7	Symbol (Box 1d):						
	10,000,000	07/08/10	10/29/13	\$10,490 65	\$10,238 81	\$0 00	\$251 84	\$0 00
ENERGY CORP 5125 *20SP15	CUSIP: 29364QAF0	Symbol (Box 1d):						
	5,000 000	11/16/11	06/20/13	\$5,239 45	\$5,267 72	\$0 00	(\$28 27)	\$0 00
HARTFORD FINL 6300 18MH15	CUSIP: 416515AU8	Symbol (Box 1d):						
	10,000 000	12/08/10	03/11/13	\$11,859 90	\$10,567 49	\$0 00	\$1,293 41	\$0 00
HSBC FINANCE CORP 5600 18FB15	CUSIP: 40429XUD6	Symbol (Box 1d):						
	10,000,000	01/10/11	08/12/13	\$1,918 80	\$10,372 92	\$0 00	\$545,88	\$0 00
PITNEY BOWES INC 5600 18MH15	CUSIP: 72447XAD9	Symbol (Box 1d):						
	10,000 000	01/10/11	08/12/13	\$10,844 51	\$10,431 79	\$0 00	\$412 72	\$0 00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Page 9 of 10

Morgan Stanley

Corporate Tax Statement Tax Year 2013

THE ELAINE GORBACH LEVINE CHAR FND
ATTENTION: JOANNE COHEN PECK
4996 WARREN ST NW
WASHINGTON DC 20016-4373

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor

New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 52-2201803
Account Number: 661 035005 223

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked)
(Continued)

OMB NO. 1545-0715

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)
PNC BANK	5250 17JA15	CUSIP: 693491AA6	Symbol (Box 1d):					
	10,000 000	12/08/10	12/11/13	\$10,978.54	\$10,722.60	\$0.00	\$255.94	\$0.00
PRUDENTIAL FIN	6000 17DE01	CUSIP: 74432QBC8	Symbol (Box 1d):					
	10,000 000	12/08/10	03/11/13	\$11,768.00	\$10,784.86	\$0.00	\$1,003.14	\$0.00
SUNTRUST BANK	5450 17DE01	CUSIP: 86787GAC6	Symbol (Box 1d):					
	10,000,000	01/10/11	03/11/13	\$11,047.10	\$10,309.62	\$0.00	\$737.48	\$0.00
Total Long Term Noncovered Securities				\$141,591.64	\$135,885.56	\$0.00	\$5,706.08	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)				\$141,591.64				
Total Cost or Other Basis (Box 3)					\$0.00			
Total Wash Sale Loss Disallowed (Box 5)						\$0.00		
Total Fed Tax Withheld (Box 4)							\$0.00	

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

Gorbach Levine Charitable Foundation
2013 Donations

Check to	Date	Amount
LAM Foundation	1/28/2013	\$1,000.00
Peaceplayers Amy Selco, 901 New York Ave NW Ste 550 Washington, DC 20001	4/5/2013	\$1,000.00
UJA Federation of New York Allison Freidland, 3 Mayflower Rd Scarsdale, NY 10583	4/8/2013	\$1,000.00
UJA Federation of New York Sheila Freidland, 196 Hillair Cir White Plains, NY 10605	4/19/2013	\$1,000.00
Children's Center of New Milford Beth Shimlock MD & Peter Cokin , 134 Sherry Ln New Milford, CT 06776	5/8/2013	\$1,000.00
Village of Center of The Arts Beth Shimlock MD & Peter Cokin ; 134 Sherry Ln New Milford, CT 06776	5/8/2013	\$1,000.00
Summer Search Phyllis Sonnenschein, 19 Berkley St Cambridge, MA 02138	5/23/2013	\$1,000.00
Cambridge Camping Phyllis Sonnenschein, 19 Berkley St Cambridge, MA 02138	5/23/2013	\$500.00
The Good People Fund 384 Wyoming Ave. Milburn, NJ 07041	5/28/2013	\$15,000.00
Yemin Orde 12230 Wilkins Ave Rockville, MD 20852	6/4/2013	\$10,000.00
Camp Viva -Family Services Sheila Freidland, 196 Hillair Cir White Plains, NY 10605	6/25/2014	\$2,400.00
Project Kesher Sheila Freidland, 196 Hillair Cir White Plains, NY 10605	6/25/2014	\$10,000.00
Camp Hoop Heroes After School Allstars, Attn Aaron Dworkin 1101 15th St NW-Ste203 Washington, DC 20005	7/8/2013	\$5,000.00
Congregation Adat Reyim David Gettler, 9397 Peter Roy Court Burke, VA 22015	7/16/2013	\$1,000.00
Aid for Orphans Relief Sheila Greenhouse, 586 Stone Hill Dr Orange, CT 06477	7/16/2013	\$750.00
Long Wharf Theatre Sheila Greenhouse, 586 Stone Hill Dr Orange, CT 06477	7/16/2013	\$250.00
The Museum of Jewish Heritage Josh Gettler, 150 East 39th St. Apt 501 New York, NY 10016	7/18/2013	\$500.00
Neurofibromatosis Mid Atlantic Averi Seligman, 301 Tingey St SE Unit 426, Washington, DC 20003	8/27/2013	\$500.00
Temple Israel of Hollywood Samantha Freidland, 840 South Cloverdale Rd, Los Angeles, CA 90036	8/27/2013	\$1,000.00
Vidcapt Phyllis Sonnenschein, 19 Berkley St Cambridge, MA 02138	9/13/2013	\$1,000.00
Facing History and Ourselves Phyllis Sonnenschein, 19 Berkley St Cambridge, MA 02138	9/13/2013	\$3,200.00
The Friendship Circle Sam & Amy Gettler, 60 Tall Oaks Ct Stamford, CT 06903	9/18/2013	\$1,000.00
Camp Discovery/American Academy of Derm Sam & Amy Gettler, 60 Tall Oaks Ct Stamford, CT 06903	9/18/2013	\$1,000.00
S.L E Lupos Foundation Jeffrey Cokin, 11 Ocean View Dr Stamford, CT 06902	9/24/2013	\$1,000.00
Families First Parenting Phyllis Sonnenschein, 19 Berkley St Cambridge, MA 02138	11/4/2013	\$500.00

Gorbach Levine Charitable Foundation
2013 Donations

Check to	Date	Amount
The Portland Porpoise Robert & Caleb Levine; 395 Spring St. Portland, ME 04102	11/4/2013	\$2,000 00
Project Kesher Sheila Freidland; 196 Hillair Cr. White Plains, NY 10605	11/19/2013	\$1,000 00
The Bridge Fund of MA Phyllis Sonnenschein, 19 Berkley St. Cambridge, MA 02138	11/19/2013	\$1,000 00
Mill River Collaborative Jeffrey & Marty Cokin; 11 Ocean View Dr. Stamford, CT 06902	11/19/2013	\$1,000 00
JCC of Greater Washington Development Dept/Parenting Ctr, 6125 Montrose Rd Rockville, MD 20852	11/20/2013	\$5,000 00
Lam Foundation-Eden Fund Melanie Pontz; 1634 Catherine St. Philadelphia, PA 19146	12/5/2013	\$2,000.00
Room To Grow Attn: Mechilia Salazar, 142 Berkley St Boston, MA 02116	12/16/2013	\$1,000.00
Generation Rwanda Phyllis Sonnenschein; 19 Berkley St. Cambridge, MA 02138	12/19/2013	\$1,000.00

The information and data contained in this report are from sources considered reliable, but their accuracy and completeness is not guaranteed. This report has been prepared for illustrative purposes only and is not intended to be used as a substitute for monthly transaction statements you receive on a regular basis from Morgan Stanley Smith Barney Management LLC. Please compare the data on this document carefully with your monthly statement to verify its accuracy.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. ELAINE GORBACH LEVINE CHARITABLE FOUNDATION, INC	Employer identification number (EIN) or 13-4053212
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O J. PECK 4996 WARREN ST., NW	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20016	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JOANNE C. PECK

- The books are in the care of ► **4996 WARREN ST., NW – WASHINGTON, DC 20016**

Telephone No. ► **202-362-7325**Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**.5 For calendar year **2013**, or other tax year beginning , and ending .6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension

ALL INFORMATION IS NOT AVAILABLE TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	260.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	260.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ►

Title ► **CPA**

Date ►

Form 8868 (Rev. 1-2014)