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EXTENSION GRANTED TO 2/15/15
Return of Private Foundation

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2013

Open to Public Inspection

► 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

JUL 1, 2013

, and ending

JUN 30, 2014

Name of foundation

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

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 ►

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

6310 SAN VICENTE BLVD.

Room/suite

250

City or town, state or province, country, and ZIP or foreign postal 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 **J Accounting method: Cash Accrual**
(from Part II, col. (c), line 16) **J Accounting method: Cash Accrual**
(*from Part II, col. (c), line 16*) **J Accounting method: Cash Accrual**

► \$ **14,373,882.** (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		154.	154.		STATEMENT 1
4	Dividends and interest from securities	382,901.	382,901.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	166,841.			
b	Gross sales price for all assets on line 6a	1,688,521.			
7	Capital gain net income (from Part IV, line 2)		166,841.		
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	<49,356. >	0.		STATEMENT 3
12	Total. Add lines 1 through 11	500,540.	549,896.		
13	Compensation of officers, directors, trustees, etc	100,000.	50,000.		50,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes	STMT 4	7,143.	7,143.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 5	710.	650.	60.
24	Total operating and administrative expenses. Add lines 13 through 23		107,853.	57,793.	50,060.
25	Contributions, gifts, grants paid		505,000.		505,000.
26	Total expenses and disbursements. Add lines 24 and 25		612,853.	57,793.	555,060.
27	Subtract line 26 from line 12:		<112,313. >		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		492,103.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		825,152.	681,484.	681,484.
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock	STMT 6	16,428,352.	16,708,298.	12,721,685.
c	Investments - corporate bonds	STMT 7	881,834.	686,068.	666,686.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 8	209,929.	160,726.	300,000.
14	Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)	STATEMENT 9	7,649.	4,027.	4,027.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		18,352,916.	18,240,603.	14,373,882.
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.	
	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.	
29	Retained earnings, accumulated income, endowment, or other funds		<598,730.>	<711,043.>	
30	Total net assets or fund balances		18,352,916.	18,240,603.	
31	Total liabilities and net assets/fund balances		18,352,916.	18,240,603.	

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	18,352,916.
2	Enter amount from Part I, line 27a	2	<112,313.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	18,240,603.
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	18,240,603.

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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	1,688,521.		1,521,680.	166,841.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))
a				
b				
c				
d				
e				166,841.
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	166,841.
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	704,363.	12,225,720.	.057613
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

2 Total of line 1, column (d)

2 .277566

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 .055513

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

4 13,554,086.

5 Multiply line 4 by line 3

5 752,428.

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

6 4,921.

7 Add lines 5 and 6

7 757,349.

8 Enter qualifying distributions from Part XII, line 4

8 555,060.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	9,842.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input 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-)		2	0.
3	Add lines 1 and 2		3	9,842.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	9,842.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,941.	
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	11,000.	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	14,941.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,099.	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 5,099. Refunded ► 0.	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?	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? b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <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) ► 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 <i>General Instruction G</i> ? <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 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A** 13 X

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 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 ► 16 Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)? Yes 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.) Yes 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 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 2013? ► 1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes No

If "Yes," list the years ► _____, _____, _____, _____, _____

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A 2b

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b 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.) N/A 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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

5a During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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			<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		N/A	
If "Yes," attach the statement required by <i>Regulations section 53.4945-5(d)</i>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANK LEE, CPA * 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		
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	12,704,828.
b	Average of monthly cash balances	1b	751,724.
c	Fair market value of all other assets	1c	303,941.
d	Total (add lines 1a, b, and c)	1d	13,760,493.
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	13,760,493.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	206,407.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,554,086.
6	Minimum investment return. Enter 5% of line 5	6	677,704.

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	677,704.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,842.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,842.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	667,862.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	667,862.
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	667,862.

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	555,060.
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	555,060.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	555,060.

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

Form 990-PF (2013)

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL
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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				667,862.
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				
b From 2009				
c From 2010	35,649.			
d From 2011	160,442.			
e From 2012	99,421.			
f Total of lines 3a through e	295,512.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$	555,060.		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				555,060.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	112,802.			112,802.
6 Enter the net total of each column as indicated below:	182,710.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f 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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	182,710.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	83,289.			
d Excess from 2012	99,421.			
e Excess from 2013				

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
b Check box to indicate whether the foundation is a private operating foundation described in section

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

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

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

3 a 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;

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL
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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)				
<i>a Paid during the year</i>				
ST. PAUL SCHOOL 1825 CHURCH LANE <u>SAN PABLO, CA 94806</u>	NONE	PUBLIC	EDUCATION	25,000.
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 SUITE 2250 <u>LOS ANGELES, CA 90036</u>	NONE	PUBLIC	COMMUNITY	5,000.
BIKUR CHOLIM JEWISH HEALTHCARE FOUNDATION 8489 WEST THIRD STREET <u>LOS ANGELES, CA 90048</u>	NONE	PUBLIC	COMMUNITY	25,000.
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD #29 <u>LOS ANGELES, CA 90027</u>	NONE	PUBLIC	COMMUNITY	40,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 505,000.
<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.

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			14	154.	
4 Dividends and interest from securities			14	382,901.	
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	531120	<49,356.>			
8 Gain or (loss) from sales of assets other than inventory			18	166,841.	
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)		<49,356.>		549,896.	0.
13 Total. Add line 12, columns (b), (d), and (e)					500,540.

Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

- b Other transactions:**
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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, is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

12/29/14
Date

Datu

TRUSTEE

Title

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

Yes No

Paid Preparer Use Only	Print/Type preparer's name HOWARD KUNER	Preparer's signature 	Date DEC 26 2014	Check <input type="checkbox"/> if self-employed	PTIN P00647575
	Firm's name ► SCHWARTZ, KALES ACCOUNTANCY CORP.			Firm's EIN ► 95-3131555	
	Firm's address ► 6310 SAN VICENTE BLVD, SUITE 250 LOS ANGELES, CA 90048			Phone no. (323) 934-0200	

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	UBS A/C # K2 04786 68 SCHEDULE 3	P	VARIOUS	VARIOUS
b	UBS A/C # K2 04786 68 SCHEDULE 3	P	VARIOUS	VARIOUS
c	MORGAN STANLEY A/C # 238-171628-245 SCHEDULE 4	P	VARIOUS	VARIOUS
d	MORGAN STANLEY A/C # 238-171628-245 SCHEDULE 4	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 221,662.		226,427.	<4,765.>
b 1,019,635.		937,335.	82,300.
c 35,643.		35,192.	451.
d 394,784.		322,726.	72,058.
e 16,797.			16,797.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a						<4,765.>
b						82,300.
c						451.
d						72,058.
e						16,797.
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	166,841.
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
CHARITABLE TRUST

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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
CITY OF HOPE 1500 EAST DUARTE ROAD DUARTE, CA 91010	NONE	PUBLIC	MEDICAL RESEARCH	25,000.
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE, SUITE 2800 LOS ANGELES, CA 90045	NONE	PUBLIC	EDUCATION	150,000.
PROSTATE CANCER FOUNDATION 1250 FOURTH STREET SANTA MONICA, CA 90401	NONE	PUBLIC	MEDICAL RESEARCH	10,000.
PUPPIES BEHIND BARS 263 WEST 38TH STREET, 4TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC	COMMUNITY	5,000.
REMOTE AREA MEDICAL FOUNDATION 1834 BEECH STREET KNOXVILLE, TN 37920	NONE	PUBLIC	COMMUNITY	10,000.
ROMAN CATHOLIC BISHOP OF LAS VEGAS 5959 SOUTH HUALAPAI WAY LAS VEGAS, NV 89148	NONE	PUBLIC	EDUCATION	25,000.
SEPULVEDA RESEARCH CORPORATION 16111 PLUMMER STREET SEPULVEDA, CA 91343	NONE	PUBLIC	RESEARCH	25,000.
SOUTHERN CA COLLEGE OPTOMETRY 2575 YORBA LINDA BLVD FULLERTON, CA 92831	NONE	PUBLIC	COMMUNITY	5,000.
ST. ANNE'S 155 NORTH OCCIDENTAL BLVD LOS ANGELES, CA 90026	NONE	PUBLIC	COMMUNITY	25,000.
STERN COLLEGE FOR WOMEN 500 WEST 185TH STREET BH 725 NEW YORK, NY 10033	NONE	PUBLIC	MEDICAL RESEARCH	50,000.
Total from continuation sheets				405,000.

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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 - LAB EQUIPMENT 500 WEST 185TH STREET BH 725 NEW YORK, NY 10033	NONE	PUBLIC	COMMUNITY	25,000.
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.
ADAS TORAH 1135 SOUTH BEVERLY DRIVE LOS ANGELES, CA 90035	NONE	PUBLIC	COMMUNITY	25,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
HSBC SECURITIES INC	1.	1.	
LIFESTORAGE, LP	153.	153.	
TOTAL TO PART I, LINE 3	154.	154.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY					
SMITH BARNEY LLC	61,664.	434.	61,230.	61,230.	
UBS FINANCIAL INC					
- NOMINEE	338,034.	16,363.	321,671.	321,671.	
TO PART I, LINE 4	399,698.	16,797.	382,901.	382,901.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LIFESTORAGE, LP #27-3641592	<49,356.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<49,356.>	0.	

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL

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FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENTS	3,172.	3,172.		0.
FOREIGN TAX PAID	3,971.	3,971.		0.
TO FORM 990-PF, PG 1, LN 18	7,143.	7,143.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEE	250.	250.		0.
FILING FEE	50.	0.		50.
FILING FEE	10.	0.		10.
BANK CHARGE	400.	400.		0.
TO FORM 990-PF, PG 1, LN 23	710.	650.		60.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS - SEE SCHEDULE 1	16,708,298.	12,721,685.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,708,298.	12,721,685.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE SCHEDULE 2	686,068.	666,686.
TOTAL TO FORM 990-PF, PART II, LINE 10C	686,068.	666,686.

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FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIP - LIFESTORAGE LP	FMV	160,726.	300,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		160,726.	300,000.

FORM 990-PF

OTHER ASSETS

STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID FEDERAL TAX	5,113.	3,941.	3,941.
ACCRUED INTEREST PURCHASED	2,536.	86.	86.
TO FORM 990-PF, PART II, LINE 15	7,649.	4,027.	4,027.

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 FEIN 51-6590472
 June 30, 2014

SCHEDULE 1
 PAGE 1 OF 4

QUANTITY	INVESTMENT CORPORATE STOCKS	COST BASIS 6/30/2014	MARKET VALUE
CORPORATE STOCKS:			
700	Accenture PLC Ireland	54,443	56,588
325	Aflac, Incorporated	20,236	20,231
141	Amazon.Com	38,732	45,794
1,150	American Tower Reit	87,909	103,477
375	American Tower Reit	30,933	33,743
800	Amgen, Inc	91,532	94,696
1,150	Anadarko Petroleum Corp	86,397	125,891
550	Apache Corp	49,812	55,341
2,590	Apple Inc	152,059	240,689
600	Archer Daniels Midland	26,346	26,466
2,000	Autodesk, Inc	96,940	112,760
1,000	Baidu Inc	85,103	186,810
2,200	Bank of Nova Scotia Canada	126,778	146,520
155,812	Bankamerica Corp	8,449,863	2,394,830
18,904	Blackrock Global Long Short Credit Fund	199,953	206,427
50,825	Blackrock High Yield Bond Fund	214,857	222,361
750	Blackstone Group LP	23,196	25,080
325	Boeing Co	31,735	41,350
1,250	Canadian Pacific LTD	20,859	31,156
1,775	Check Point Software Tech LTD	83,602	118,978
500	Chubb Corp	24,700	46,085
2,350	Ciena Corp	26,578	50,901
775	Clorox Co	58,795	70,835
4,500	Coca Cola Company	161,587	190,620
1,090	Coca Cola Company	24,863	46,172
400	Colgate Palmolive Co	24,676	54,544
2,700	Comcast Corp	113,110	144,936
375	Crown Castle International	27,206	27,848
285	Deere & Co	26,210	25,807
1,000	Diageo PLC	102,202	127,270
600	Dollar General Corp	32,137	34,416
10,450	DoubleLine Income Solutions Fund	250,069	234,707
1,200	Dow Chemical Co	27,738	61,752
600	Ebay, Inc	32,068	30,036
1,400	EMC Corp	28,882	36,876
1,000	Exxon Mobil Corp	69,309	100,680

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SCHEDULE 1
 PAGE 2 OF 4

QUANTITY	INVESTMENT CORPORATE STOCKS	COST BASIS 6/30/2014	MARKET VALUE
528	Exxon Mobil Corp	24,927	53,159
10,000	Federal National Mortgage Association 8.25%	250,000	129,100
10,550	First Trust Exchange Traded Fund	248,988	285,167
19,290	Franklin Templeton Global Bond Fund	249,250	258,296
800	General Electric Co	19,629	21,024
1,500	General Mills Inc	60,356	78,810
1,000	General Mills Inc	35,375	52,540
1,529	General Motors Co	48,474	55,503
850	Gilead Sciences Inc	14,121	70,474
220	Google, Inc	120,917	126,562
50	Google, Inc	26,714	29,234
800	Halliburton Co	51,292	56,808
1,200	Hilton Worldwide Holdings, Inc	26,399	27,960
2,000	HSBC Holdings PLC 8%	50,280	54,140
1,000	HSBC Holdings PLC	50,544	50,800
10,000	ING Clarion Global Real Estate Income Fund	69,314	91,100
1,875	Ingersoll Rand PLC	94,485	117,206
3,000	Intel Corp	59,277	92,700
250	International Business Machines	39,819	45,318
7,500	Ishares MSCI Singapore	100,640	101,400
750	Ishares MSCI Mexico Capped ETF	50,735	50,858
750	Ishares MSCI South Korea Capped ETF	49,309	48,765
1,000	IShares Trust Russell 1000 Value Index Fund	44,167	101,270
1,000	IShares Trust Russell 1000 Value Index Fund	46,122	101,270
1,540	Jabil Circuit Inc	8,185	32,186
2,000	Johnson & Johnson	113,347	209,240
2,205	JP Morgan Chase & Co	158,529	127,052
4,000	JP Morgan Chase & Co 5.45%	100,000	91,200
1,000	K12 Inc	24,230	24,070
1,600	KBR Inc	51,934	38,160
530	Kellogg Co	19,825	34,821
1,350	Las Vegas Sands Corp	70,970	102,897
670	Las Vegas Sands Corp	29,699	51,067
1,000	Marathon Oil Corp	33,708	39,920
2,000	Marathon Oil Corp	50,177	79,840
520	Mastercard Inc	31,340	38,204
1,600	McDonalds Corporation	113,209	161,184
800	McKesson Corporation	57,449	148,968

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 June 30, 2014

SCHEDULE 1
 PAGE 3 OF 4

QUANTITY	INVESTMENT CORPORATE STOCKS	COST BASIS 6/30/2014	MARKET VALUE
2,425	Medtronic Inc	101,247	154,618
3,850	Microsoft Corporation	92,588	160,545
2,500	National Grid PLC	130,803	185,950
1,700	Nestle SA	108,938	132,039
4,000	Nextera Energy Capital 5.25%	100,000	88,640
485	Nike, Inc class B	30,648	37,612
650	Nike, Inc class B	50,615	50,408
1,500	Novartis AG	85,784	135,795
450	NXP Semi Conductors NV	26,922	29,781
1,925	Oracle Corp	60,756	78,020
1,600	Paychex Inc	55,812	66,496
3,000	Pearson PLC	55,733	59,430
350	Philipps 66	20,690	28,151
22,062	Pimco Total Return Fund	249,758	242,023
1,300	Potash Corp Saskatchewan	55,093	49,348
4,000	Powershares ETF Trust II	99,780	99,480
2,000	Proctor & Gamble Company	128,655	157,180
1,350	Qualcomm Inc	84,611	106,920
1,500	Rockwell Collins Inc	96,653	117,210
1,225	Ross Stores, Inc	85,315	81,009
2,400	Royal Bank Scotland 7.25%	49,838	60,768
16,077	Royce Pennsylvania Mutual Fund	99,375	241,636
1,000	Schlumberger LTD	65,926	117,950
300	Schlumberger LTD	26,473	35,385
4,000	Ship Finance International Ltd	50,313	74,360
300	Siemens AG	24,018	39,657
675	Starwood Hotels & Resorts Worldwide	50,250	54,554
1,005	Sun Life Financial	30,004	36,894
600	Terex Corp	20,960	24,660
753	Time Warner Inc	13,152	52,898
189	Time Warner Cable Inc	4,901	27,840
94	Time, Inc	747	2,277
250	Toyota Motor Corporation	30,501	29,915
1,600	Tyco International Ltd	51,716	72,960
768	Unilever PLC	31,023	34,798
1,550	United Technologies Corp	115,026	178,948
600	United Parcel Service	51,444	61,596
600	Vanguard European MSCI ETF	31,704	35,970

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST
 FEIN 51-6590472
 June 30, 2014

SCHEDULE 1
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QUANTITY	INVESTMENT CORPORATE STOCKS	COST BASIS 6/30/2014	MARKET VALUE
325	Walt Disney Co	20,673	27,866
1,000	Walter Energy Inc	17,660	5,450
1,500	WD-40 Company	44,930	112,830
4,000	Wells Fargo & Company 5.125%	100,000	92,040
31,032	Western Asset High Income Fund II Inc	284,800	292,632
4,000	Western Asset High Income Fund II Inc	26,642	37,720
385	Williams Sonoma Co	20,547	27,635
625	WisdomTree Trust Japan Hedge	30,126	30,850
TOTAL CORPORATE STOCKS		<u>16,708,298</u>	<u>12,721,685</u>

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST
 FEIN 51-6590472
 June 30, 2014

SCHEDULE 2
 PAGE 1 OF 1

QUANTITY	INVESTMENT CORPORATE BONDS	COST BASIS 6/30/2014	MARKET VALUE
CORPORATE BONDS:			
300,000	Anheuser Busch Inbev 9.75%	170,097	136,011
100,000	Buckeye Partners LP 4.875%	104,125	109,205
50,000	Citigroup Inc 5.95%	51,715	50,500
100,000	Cliffs Natural Resources 4.875%	103,379	98,632
100,000	Goldman Sachs Group Inc 6.75%	110,657	120,303
50,000	Prudential Financial 5.625%	49,631	53,484
50,000	Wells Fargo & Co 5%	47,675	47,688
50,000	Zions Bancorp 5.8%	48,788	50,863
TOTAL CORPORATE BONDS		<u>686,068</u>	<u>666,686</u>

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST
SECURITIES SOLD GAIN & LOSS - UBS
FISCAL YEAR ENDED 6/30/2014

SCHEDULE 3
PAGE 1 OF 2

QUANTITY	NAME	DATE ACQUIRED	BASIS 7/1/2013	ADDITIONS 2013-2014	DATE SOLD	SALE PROCEEDS	GAIN (LOSS)
UBS - ACCT # K2 04786 68							
333	Allegion PLC	12/02/13		11,218			
0	Allegion PLC				12/16/13	14	3 ST
-333	Allegion PLC				05/22/14	16,704	5,497 ST
1,500	Broadcom Corp	03/09/11	60,465				
-1,500	Broadcom Corp				11/13/13	41,355	-19,110 LT
1,500	Broadcom Corp	05/09/11	49,812				
-1,500	Broadcom Corp				11/13/13	41,355	-8,457 LT
750	CenturyLink Inc	03/11/11	30,441				
-750	CenturyLink Inc				11/13/13	23,477	-6,965 LT
3,000	Dow Chemical	10/08/08	85,797				
-3,000	Dow Chemical				11/13/13	118,049	32,251 LT
800	Dow Chemical	04/05/13	24,853				
-800	Dow Chemical				11/13/13	31,480	6,626 ST
1	General Motors	12/23/13					
-1	General Motors				12/23/13	25	25 ST
2,650	MICROSOFT CORP	02/18/07	76,134				
-2,650	MICROSOFT CORP				11/13/13	99,771	23,636 LT
90	Motors Liquidating Co GUC	06/12/12	0				
-90	Motors Liquidating Co GUC				05/19/14	2,263	2,263 LT
50	Motors Liquidating Co GUC	06/12/12	0				
-50	Motors Liquidating Co GUC				05/19/14	1,257	1,257 LT
2,500	TEVA PHARMACEUTICALS LTD	12/05/12	100,871				
-2,500	TEVA PHARMACEUTICALS LTD				11/13/13	95,572	-5,299 ST
775	TEVA PHARMACEUTICALS LTD	04/09/13	30,630				
-775	TEVA PHARMACEUTICALS LTD				11/13/13	29,627	-1,003 ST
526	Verizon Communications	02/24/14		25,309			
-1	Verizon Communications				02/24/14	25	-1 ST
-525	Verizon Communications				05/27/14	25,774	491 ST
178	Verizon Communications	02/24/14		8,542			
-178	Verizon Communications				05/27/14	8,707	166 ST
1,091	Vodafone Group PLC	08/10/11	50,525				
0	Vodafone Group PLC				02/27/14	4	0 LT
-1,091	Vodafone Group PLC				05/27/14	37,643	-12,879 LT
368	Vodafone Group PLC	11/18/13		25,004			
-368	Vodafone Group PLC				05/27/14	12,705	-12,299 ST

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST
SECURITIES SOLD GAIN & LOSS - UBS
FISCAL YEAR ENDED 6/30/2014

SCHEDULE 3
PAGE 2 OF 2

QUANTITY	NAME	DATE ACQ'D	BASIS 7/1/2013	ADDITIONS 2013-2014	DATE SOLD	PROCEEDS	GAIN (LOSS)
27	WTS General Motors		12/23/13				
-1	WTS General Motors				12/23/13	22	22 ST
-16	WTS General Motors				05/19/14	246	246 ST
-10	WTS General Motors				05/19/14	144	144 ST
27	WTS General Motors	12/23/13					
-1	WTS General Motors				12/23/13	29	29 ST
-16	WTS General Motors				05/19/14	370	370 ST
-10	WTS General Motors				05/19/14	217	217 ST
3,500	Yahoo Inc	08/28/12	52,288				
-3,500	Yahoo Inc				05/22/14	120,020	67,732 LT
100,000	Century Link Inc notes	04/18/12	102,856				
-100,000	Century Link Inc notes				04/01/14	101,555	-1,301 LT
10,431	MFS Emerging Markets Bond Fund Class C	10/17/11	150,005				
-10,431	MFS Emerging Markets Bond Fund Class C				05/19/14	158,760	8,754 LT
5,975	MFS Emerging Markets Bond Fund Class C	02/28/12	91,005				
-5,975	MFS Emerging Markets Bond Fund Class C				05/19/14	90,939	-66 LT
5,466	MFS Emerging Markets Bond Fund Class C	02/28/13	88,005				
-5,466	MFS Emerging Markets Bond Fund Class C				05/19/14	83,189	-4,816 LT
4,000	JP Morgan Chase & Co	08/14/08	100,000				
-4,000	JP Morgan Chase & Co				09/03/13	100,000	0 LT
			<u>1,093,690</u>	<u>70,072</u>		<u>1,241,297</u>	<u>77,535</u>
	Short-term		156,354	70,072		221,662	-4,765
	Long-term		937,335	0		1,019,635	82,299
							<u>77,535</u>

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST
SECURITIES SOLD GAIN & LOSS - MORGAN STANLEY
FISCAL YEAR ENDED 6/30/2014

SCHEDULE 4
PAGE 1 OF 2

QUANTITY	NAME	DATE ACQUIRED	BASIS 7/1/2013	ADDITIONS 2013-2014	DATE SOLD	SALE PROCEEDS	GAIN (LOSS)
MORGAN STANLEY - ACCT # 238-171628-245							
100,000	General Electric Capital Corp notes	02/04/09	92,920				
-100,000	General Electric Capital Corp notes				04/23/14	112,823	19,903 LT
805	American Electric Power Co	08/14/09	25,135				
-320	American Electric Power Co				10/29/13	15,031	5,040 LT
-485	American Electric Power Co				01/28/14	22,722	7,579 LT
2,750	Ciena Corp Com New	11/25/09	34,729				
-1,815	Ciena Corp Com New				08/06/13	40,918	17,997 LT
-935	Ciena Corp Com New				10/29/13	22,239	10,431 LT
350	Ciena Corp Com New	09/27/11	3,958				
-350	Ciena Corp Com New				10/29/13	8,325	4,366 LT
400	FMC Technologies, Inc	08/06/13	21,709				
-400	FMC Technologies, Inc				01/28/14	19,368	-2,341 ST
910	Gilead Sciences Inc	03/27/09	20,270				
-600	Gilead Sciences Inc				08/06/13	35,800	22,435 LT
-310	Gilead Sciences Inc				10/29/13	21,313	14,408 LT
60	Gilead Sciences Inc	07/22/10	997				
-60	Gilead Sciences Inc				10/29/13	4,125	3,128 LT
1,890	Jabil Circuit Inc Com	03/27/09	10,830				
-1,140	Jabil Circuit Inc Com				08/06/13	26,322	19,789 LT
-750	Jabil Circuit Inc Com				01/28/14	13,340	9,042 LT
300	Osram Licht AG	08/14/09	876				
-300	Osram Licht AG				07/26/13	902	26 LT
0	Time, Inc (Distribution from TWX)	03/27/09	1				
0	Time, Inc (Distribution from TWX)				06/06/14	3	2 LT
1,000	Walter Energy Inc Com	02/22/12	68,010				
-1,000	Walter Energy Inc Com				04/23/14	7,668	-60,342 LT
1,000	Walter Energy Inc Com	06/20/13	12,360				
-1,000	Walter Energy Inc Com				10/29/13	15,180	2,820 ST
13,889	Lord Abbett Short Duration	10/19/12	65,000				
-13,889	Lord Abbett Short Duration				08/06/13	63,254	-1,746 LT
15	Lord Abbett Short Duration (Reinvest)	11/01/12	70				
-15	Lord Abbett Short Duration (Reinvest)				08/06/13	69	-2 ST
35	Lord Abbett Short Duration (Reinvest)	12/03/12	162				
-35	Lord Abbett Short Duration (Reinvest)				08/06/13	158	-4 ST
4	Lord Abbett Short Duration (Reinvest)	12/19/12	20				
-4	Lord Abbett Short Duration (Reinvest)				08/06/13	19	-1 ST

THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST
 SECURITIES SOLD GAIN & LOSS - MORGAN STANLEY
 FISCAL YEAR ENDED 6/30/2014

SCHEDULE 4
 PAGE 2 OF 2

QUANTITY	NAME	DATE ACQ'D	BASIS 7/1/2013	ADDITIONS 2013-2014	DATE SOLD	PROCEEDS	GAIN (LOSS)
35	Lord Abbett Short Duration (Reinvest)	01/02/13	165				
-35	Lord Abbett Short Duration (Reinvest)				08/06/13	161	-4 ST
33	Lord Abbett Short Duration (Reinvest)	02/01/13	157				
-33	Lord Abbett Short Duration (Reinvest)				08/06/13	152	-4 ST
36	Lord Abbett Short Duration (Reinvest)	03/01/13	169				
-36	Lord Abbett Short Duration (Reinvest)				08/06/13	164	-5 ST
34	Lord Abbett Short Duration (Reinvest)	04/01/13	158				
-34	Lord Abbett Short Duration (Reinvest)				08/06/13	154	-4 ST
14	Lord Abbett Short Duration (Reinvest)	04/30/13	65				
-14	Lord Abbett Short Duration (Reinvest)				08/06/13	63	-2 ST
34	Lord Abbett Short Duration (Reinvest)	05/31/13	157				
-34	Lord Abbett Short Duration (Reinvest)				08/06/13	154	-3 ST
TOTAL HSBC SECURITIES (15000)			<u>336,209</u>	<u>21,709</u>		<u>430,427</u>	<u>72,509</u>
Short-term			13,484	21,709		35,643	450
Long-term			322,726	0		394,784	<u>72,058</u>
							<u>72,509</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE ELIAS, GENEVIEVE AND GEORGIANNA ATOL CHARITABLE TRUST	Employer identification number (EIN) or 51-6590472
	Number, street, and room or suite no. If a P.O. box, see instructions 6310 SAN VICENTE BLVD., NO. 250	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90048	

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-T (corporation)	07
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

SCHWARTZ, KALES ACCOUNTANCY CORP

- The books are in the care of ► **6310 SAN VICENTE BLVD., STE 250 - LOS ANGELES, CA 90048**

Telephone No ► **323-934-0200** 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

FEBRUARY 15, 2015, to file the exempt organization return for the organization named above. The extension

is for the organization's return for.

► calendar year _____ or

► tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a 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.	3a	\$ 14,941.
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	3b	\$ 3,941.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 11,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions