Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation
**or Section 4947(a)(1) Nonexempt Charitable Trust**
**Treated as a Private Foundation**
**Note:** The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

**2008**

**For calendar year 2008, or tax year beginning** 11/01 **, 2008, and ending** 10/31 **, 2009**

G Check all that apply [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: ELLIOTT FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 2210 EAST JACKSON BLVD. Room/suite

City or town, state, and ZIP code: ELKHART, IN 46516

**A Employer identification number** 35-6021398

**B** Telephone number (see page 10 of the instructions) (574) 862-7575

**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 ▶ [ ]

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 98,296.

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify) ______
*(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) (see page 11 of the instructions) )*

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 Check ▶ [X] if the foundation is **not** required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 3,129. | 3,129. | | STMT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | -16,280. | | | |
| | b Gross sales price for all assets on line 6a 77,626. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | | | |
| | 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) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | | | | |
| | 12 **Total.** Add lines 1 through 11 | -13,151. | 3,129. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | NONE | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) STMT 2 | 2,224. | 1,112. | NONE | 1,112. |
| | c Other professional fees (attach schedule) STMT 3 | 1,392. | 1,392. | NONE | NONE |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) | 111. | NONE | NONE | NONE |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) STMT 4 | 427. | 427. | NONE | NONE |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 4,154. | 2,931. | NONE | 1,112. |
| | 25 Contributions, gifts, grants paid | 4,000. | | | 4,000. |
| | 26 **Total expenses and disbursements** Add lines 24 and 25 | 8,154. | 2,931. | NONE | 5,112. |
| | 27 Subtract line 26 from line 12 | | | | |
| | a **Excess of revenue over expenses and disbursements** | -21,305. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 198. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | -0- | |

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**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )

| | | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| **Assets** | 1 Cash - non-interest-bearing | 7,316. | 1,936. | 1,936. |
| | 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 (attach schedule) (see page 15 of the instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10 a Investments - U S and state government obligations (attach schedule) | | | |
| | b Investments - corporate stock (attach schedule) STMT 5 | 73,016. | 23,109. | 25,074. |
| | c Investments - corporate bonds (attach schedule) | | | |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other (attach schedule) STMT 6 | 39,347. | 73,329. | 71,286. |
| | 14 Land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I) | 119,679. | 98,374. | 98,296. |
| **Liabilities** | 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 (attach schedule) | | | |
| | 22 Other liabilities (describe ▶ ) | | | |
| | 23 **Total liabilities** (add lines 17 through 22) | | | |
| **Net Assets or Fund Balances** | **Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 Unrestricted | 119,679. | 98,374. | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]** | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 **Total net assets or fund balances** (see page 17 of the instructions) | 119,679. | 98,374. | |
| | 31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions) | 119,679. | 98,374. | |

**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 | 119,679. |
| 2 | Enter amount from Part I, line 27a | 2 | -21,305. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 98,374. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 98,374. |

**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 | SEE PART IV SCHEDULE | | | |
| b | | | | |
| 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 | | | | |

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 | | | | |

| | | | |
|---|---|---|---|
| 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 | -16,280. |
| 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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 | | 3 | |

**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 page 18 of 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)) |
|---|---|---|---|
| 2007 | 3,945. | 112,502. | 0.035066 |
| 2006 | NONE | 122,709. | NONE |
| 2005 | 2,500. | 116,047. | 0.021543 |
| 2004 | NONE | 117,492. | NONE |
| 2003 | 8,000. | 128,671. | 0.062174 |

| | | |
|---|---|---|
| 2 **Total** of line 1, column (d) | 2 | 0.118783 |
| 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 | 0.023757 |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 | 4 | 90,288. |
| 5 Multiply line 4 by line 3 | 5 | 2,145. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 2. |
| 7 Add lines 5 and 6 | 7 | 2,147. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 5,112. |

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 on page 18

## Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

| | | | | |
|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling letter ________ (attach copy of ruling letter if necessary - see instructions) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b | | 1 | 2. |
| 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 | NONE |
| 3 | Add lines 1 and 2 | | 3 | 2. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 4 | NONE |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- | | 5 | 2. |
| 6 | Credits/Payments | | | |
| a | 2008 estimated tax payments and 2007 overpayment credited to 2008 | 6a 56. | | |
| b | Exempt foreign organizations-tax withheld at source | 6b NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c NONE | | |
| d | Backup withholding erroneously withheld | 6d NONE | | |
| 7 | Total credits and payments Add lines 6a through 6d | | 7 | 56. |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here [ ] 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 | 54. |
| 11 | Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 54. **Refunded** ▶ | | 11 | NONE |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | 1b | | X |
| | *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* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | N/A | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ IN, | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | X |

**Part VII-A Statements Regarding Activities** *(continued)*

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ N/A

14 The books are in care of ▶ RICHARD BOND Telephone no ▶ 574-862-7575

Located at ▶ 2210 EAST JACKSON, ELKHART, IN ZIP + 4 ▶ 46516

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here N/A ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** Yes No

**1a** During the year did the foundation (either directly or indirectly)

**(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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

| | | | 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 page 20 of the instructions)? | 1b | N/A | |
| | 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 2008? | 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No

If "Yes," list the years ▶ ____ , ____ , ____ , ____

| | | | Yes | No |
|---|---|---|---|---|
| **b** | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.) | 2b | N/A | |

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

▶ ____ , ____ , ____ , ____

**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

| | | | Yes | No |
|---|---|---|---|---|
| **b** | If "Yes," did it have excess business holdings in 2008 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 2008.)* | 3b | N/A | |
| **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 2008? | 4b | | X |

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

| | | Yes | No |
|---|---|---|---|
| **5a** | During the year did the foundation pay or incur any amount to | | |
| | **(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | ☐ Yes | ☒ No |
| | **(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | ☐ Yes | ☒ No |
| | **(3)** Provide a grant to an individual for travel, study, or other similar purposes? | ☐ Yes | ☒ No |
| | **(4)** Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) | ☐ 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 page 22 of the instructions)? **5b** | N/A | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | |
| **c** | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | ☐ Yes | ☒ No |
| | *If "Yes," attach the statement required by Regulations section 53 4945-5(d)* | | |
| **6a** | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | ☐ Yes | ☒ No |
| **b** | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** | | X |
| | *If you answered "Yes" to 6b, also 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? **7b** | | X |

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

| (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 |
|---|---|---|---|---|
| SEE STATEMENT 7 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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 ▶ NONE

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

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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 ▶ NONE

**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** (see page 23 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments See page 24 of the instructions<br>3 NONE | |
| **Total.** Add lines 1 through 3 ▶ | |

## Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 | 88,336. |
| b | Average of monthly cash balances | 1b | 3,327. |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 91,663. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 91,663. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 1,375. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 90,288. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 4,514. |

## Part XI Distributable Amount (see page 25 of the 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 | 4,514. |
| 2a | Tax on investment income for 2008 from Part VI, line 5 | 2a 2. | | |
| b | Income tax for 2008 (This does not include the tax from Part VI.) | 2b | | |
| c | Add lines 2a and 2b | | 2c | 2. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | 3 | 4,512. |
| 4 | Recoveries of amounts treated as qualifying distributions | | 4 | |
| 5 | Add lines 3 and 4 | | 5 | 4,512. |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | | 6 | |
| 7 | **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | | 7 | 4,512. |

## Part XII Qualifying Distributions (see page 25 of the 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 | 5,112. |
| b | Program-related investments - total from Part IX-B | 1b | NONE |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 5,112. |
| 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 (see page 26 of the instructions) | 5 | 2. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 5,110. |

**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 page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2007 | (c) 2007 | (d) 2008 |
|---|---|---|---|---|
| 1 Distributable amount for 2008 from Part XI, line 7 | | | | 4,512. |
| 2 Undistributed income, if any, as of the end of 2007 | | | | |
| a Enter amount for 2007 only | | | 3,910. | |
| b Total for prior years 20___,20___,20___ | | | | |
| 3 Excess distributions carryover, if any, to 2008 | | | | |
| a From 2003 | | | | |
| b From 2004 | | | | |
| c From 2005 | | | | |
| d From 2006 | | | | |
| e From 2007 | | | | |
| f **Total** of lines 3a through e | | | | |
| 4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 5,112. | | | | |
| a Applied to 2007, but not more than line 2a | | | 3,910. | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | |
| d Applied to 2008 distributable amount | | | | 1,202. |
| e Remaining amount distributed out of corpus | NONE | | | |
| 5 Excess distributions carryover applied to 2008 *(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:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | NONE | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| 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 | | | | |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions | | | | |
| e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009 | | | | 3,310. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a | NONE | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2004 | | | | |
| b Excess from 2005 | | | | |
| c Excess from 2006 | | | | |
| d Excess from 2007 | | | | |
| e Excess from 2008 NONE | | | | |

## Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

| | Tax year (a) 2008 | Prior 3 years (b) 2007 | (c) 2006 | (d) 2005 | (e) Total |
|---|---|---|---|---|---|
| 2a 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 page 27 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 9

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

SEE STATEMENT 10

c Any submission deadlines

NONE

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

MUST BE A CHARITABLE ORGANIZATION

**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| SEE STATEMENT 11 | | | | |
| **Total** . . . . . . . . . ▶ **3a** | | | | 4,000. |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . . . . ▶ **3b** | | | | |

## 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 (See page 28 of the instructions ) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion 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 | 3,129. | |
| 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 | -16,280. | |
| 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) | | | | -13,151. | |

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 -13,151.

(See worksheet in line 13 instructions on page 28 to verify calculations )

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions ) |
|---|---|
| | N/A |

## 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

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | N/A | | N/A |

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

**Sign Here**

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

Signature of officer or trustee — Date: 12-16-10 — Title: Secretary/Treasurer

**Paid Preparer's Use Only**

| | | | |
|---|---|---|---|
| Preparer's signature | Kenneth J. Keber | Date 1/11/10 | Check if self-employed ☐ — Preparer's identifying number (See Signature on page 30 of the instructions) P00240883 |
| Firm's name (or yours if self-employed), address, and ZIP code | CROWE HORWATH LLP<br>330 E JEFFERSON BLVD, PO BOX 7<br>SOUTH BEND, IN 46624-0007 | | EIN ▶ 35-0921680<br>Phone no 574-232-3992 |

Form 990-PF (2008)

JSA
8E1493 1 000

# FORM 990-PF - PART IV
# CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|---|---|---|---|---|---|---|---|---|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| | | SEE ATTACHED STATEMENT | | | | | VAR | VAR |
| 35,842. | | 36,541. | | | | | -699. | |
| | | SEE ATTACHED STATEMENT | | | | | VAR | VAR |
| 41,784. | | 57,365. | | | | | -15,581. | |
| TOTAL GAIN(LOSS) ........................................ | | | | | | | -16,280. | |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| MERRILL LYNCH - 655-04X22 | 3,129. | 3,129. |
| TOTAL | 3,129. | 3,129. |

FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| CROWE HORWATH LLP | 2,224. | 1,112. | NONE | 1,112. |
| TOTALS | 2,224. | 1,112. | NONE | 1,112. |

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| BROKER/ADVISORY FEES | 1,392. | 1,392. | NONE | NONE |
| TOTALS | 1,392. | 1,392. | NONE | NONE |

## FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| EMA FEES | 80. | 80. | NONE | NONE |
| MISCELLANEOUS | 347. | 347. | NONE | NONE |
| TOTALS | 427. | 427. | NONE | NONE |

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|---|
| SEE ATTACHMENT | | 73,016. | 23,109. | 25,074. |
| | TOTALS | 73,016. | 23,109. | 25,074. |

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| SEE ATTACHMENT | 39,347. | 73,329. | 71,286. |
| TOTALS | 39,347. | 73,329. | 71,286. |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|---|---|---|---|---|
| NORMAN M. GWALTNEY<br>525 EAST 57TH STREET<br>INDIANAPOLIS, IN 46220 | DIRECTOR<br>1. | NONE | NONE | NONE |
| C. JULIE ELLIOTT<br>525 EAST 57TH STREET<br>INDIANAPOLIS, IN 46220 | VICE PRESIDENT<br>1. | NONE | NONE | NONE |
| RICHARD E. BOND<br>2210 EAST JACKSON BLVD.<br>ELKHART, IN 46516 | SECRETARY/TREASURER<br>1. | NONE | NONE | NONE |
| MARY N. ELLIOTT<br>1656 BROOKSTONE COURT<br>ELKHART, IN 46514 | DIRECTOR<br>1. | NONE | NONE | NONE |
| ELIZABETH E. BOND<br>2210 EAST JACKSON BLVD.<br>ELKHART, IN 46516 | PRESIDENT<br>1. | NONE | NONE | NONE |
| ELLIOTT E. BOND<br>123 KENYAN AVENUE<br>ELKHART, IN 46516 | DIRECTOR<br>1. | NONE | NONE | NONE |
| KATHRYN E. MUSGRAVE<br>825 OLD AUSTIN ROAD<br>SAN ANTONIO, TX 78209 | DIRECTOR<br>1. | NONE | NONE | NONE |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|---|---|---|---|---|
| | GRAND TOTALS | NONE | NONE | NONE |

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ELLIOTT FOUNDATION C/O RICHARD BOND
ELKHART, IN 46516

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

AN APPLICANT MUST PROVIDE A WRITTEN REQUEST INCLUDING INFORMATION ABOUT THE APPLICANT AND THE APPLICANT'S TAX EXEMPT STATUS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| THE SAMARITAN CENTER<br>221 EAST CRAWFORD STREET<br>ELKHART, IN 46514 | NONE<br>PUBLIC CHARITY | CHARITABLE | 1,000. |
| CHURCH COMMUNITY SERVICES, INC.<br>907 OAKLAND AVENUE<br>P.O. BOX 2346<br>ELKHART, IN 46515 | NONE<br>PUBLIC CHARITY | CHARITABLE | 1,000. |
| FAMILIES FIRST, INC.<br>1000 W. HIVELY AVENUE<br>ELKHART, IN 46517 | NONE<br>PUBLIC CHARITY | CHARITABLE | 500. |
| CHILD AND PARENT SERVICES<br>1000 W. HIVELY AVENUE<br>P.O. BOX 773<br>ELKHART, IN 46515 | NONE<br>PUBLIC CHARITY | CHARITABLE | 500. |
| FAITH MISSION OF ELKHART<br>801 BENHAM AVENUE<br>P.O. BOX 46516<br>ELKHART, IN 46516 | NONE<br>PUBLIC CHARITY | CHARITABLE | 500. |
| THE PROJECT SCHOOL<br>1145 E. 22ND STREET<br>INDIANAPOLIS, IN 46202 | NONE<br>PUBLIC CHARITY | CHARITABLE | 500. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| | | TOTAL CONTRIBUTIONS PAID | 4,000. |

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

# Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2008

Name of estate or trust: ELLIOTT FOUNDATION

Employer identification number: 35-6021398

**Note:** *Form 5227 filers need to complete* ***only*** *Parts I and II*

## Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|---|---|---|---|---|
| 1a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|---|---|---|
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | -699. |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | |
| 4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet | 4 | ( ) |
| 5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶ | 5 | -699. |

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|---|---|---|---|---|
| 6a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|---|---|---|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | -15,581. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | |
| 9 Capital gain distributions | 9 | |
| 10 Gain from Form 4797, Part I | 10 | |
| 11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet | 11 | ( ) |
| 12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶ | 12 | -15,581. |

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

**Part III Summary of Parts I and II**
**Caution:** *Read the instructions* ***before*** *completing this part.*

| | | | (1) Beneficiaries' (see page 5) | (2) Estate's or trust's | (3) Total |
|---|---|---|---|---|---|
| 13 | **Net short-term gain or (loss)** | 13 | | | -699. |
| 14 | **Net long-term gain or (loss):** | | | | |
| a | Total for year | 14a | | | -15,581. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht) | 14b | | | |
| c | 28% rate gain | 14c | | | |
| 15 | **Total net gain or (loss).** Combine lines 13 and 14a ▶ | 15 | | | -16,280. |

**Note:** *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

**Part IV Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( 3,000.)

**Note:** *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

**Caution:** *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

| | | | |
|---|---|---|---|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | 17 | |
| 18 | Enter the **smaller** of line 14a or 15 in column (2) but not less than zero | 18 | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | |
| 20 | Add lines 18 and 19 | 20 | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶ | 21 | |
| 22 | Subtract line 21 from line 20 If zero or less, enter -0- | 22 | |
| 23 | Subtract line 22 from line 17 If zero or less, enter -0- | 23 | |
| 24 | Enter the **smaller** of the amount on line 17 or $2,200 | 24 | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23 | 25 | |
| 26 | Subtract line 25 from line 24 | 26 | |
| 27 | Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22 | 27 | |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-) | 28 | |
| 29 | Subtract line 28 from line 27 | 29 | |
| 30 | Multiply line 29 by 15% (15) | 30 | |
| 31 | Figure the tax on the amount on line 23 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions) | 31 | |
| 32 | Add lines 30 and 31 | 32 | |
| 33 | Figure the tax on the amount on line 17 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions) | 33 | |
| 34 | **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T) | 34 | |

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

# Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2008

Name of estate or trust: ELLIOTT FOUNDATION

Employer identification number: 35-6021398

**Part I** Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price (see page 4 of the instructions) | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| 1a SEE ATTACHED STATEMENT | VAR | VAR | 35,842. | 36,541. | -699. |

**1b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . . . . . . . . . . . . . . . -699.

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.** **Schedule D-1 (Form 1041) 2008**

JSA
8F1221 2 000

| Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | Employer identification number |
|---|---|
| | |

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price (see page 4 of the instructions) | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| **6a** SEE ATTACHED STATEMENT | | | 41,784. | 57,365. | -15,581. |

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . . . . . . . . . . . . . . . -15,581.

## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity | Security Description | Date of Acquisition | Date of Liquidation | Sale Price | Cost Basis | Gain or (Loss) |
|---|---|---|---|---|---|---|
| 8.0000 | AGCO CORP COM | 09/04/08 | 11/03/08 | 252.95 | 425 71 | (172.76) ST |
| 8 0000 | AMERICAN WTR WKS CO INC | 07/25/08 | 11/03/08 | 161.67 | 152.80 | 8.87 ST |
| 1 0000 | APPLE INC | 07/25/08 | 11/03/08 | 107.83 | 160.23 | (52 40) ST |
| 5 0000 | CHEVRON CORP | 12/20/07 | 11/03/08 | 368.10 | 458 84 | (90 74) ST |
| 2.0000 | CLOROX CO DEL COM | 12/20/07 | 11/03/08 | 125.17 | 130 44 | (5.27) ST |

Merrill Lynch

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## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity | Security Description | Date of Acquisition | Date of Liquidation | Sale Price | Cost Basis | Gain or (Loss) |
|---|---|---|---|---|---|---|
| 11.0000 | DOMINION RES INC NEW VA | 09/04/08 | 11/03/08 | 398.30 | 462.01 | (63.71) ST |
| 30.0000 | DUKE ENERGY CORP NEW | 03/20/08 | 11/03/08 | 494 99 | 531.53 | (36.54) ST |
| 1.0000 | ECOLAB INC | 12/20/07 | 11/03/08 | 37 32 | 51 05 | (13.73) ST |
| 8.0000 | FISERV INC WISC PV 1CT | 12/20/07 | 11/03/08 | 270 87 | 428.80 | (157 93) ST |
| 13 0000 | FOREST LABS INC | 08/18/08 | 11/03/08 | 302.48 | 496 93 | (194 45) ST |
| 5.0000 | ISHARES IBOXX $ | 10/29/07 | 11/03/08 | 437.74 | 532 95 | (95 21) LT |
| 22.0000 | ISHARES LEHMAN 1-3 YR | 10/29/07 | 11/03/08 | 1,846.22 | 1,793 22 | 53.00 LT |
| 10.0000 | GOODRICH CORPORATION | 08/18/08 | 11/03/08 | 374 89 | 532.94 | (158.05) ST |
| 1.0000 | ISHARES RS 2000 VALUE | 10/29/07 | 11/03/08 | 53 71 | 77.15 | (23 44) LT |
| 4.0000 | LOCKHEED MARTIN CORP | 12/20/07 | 11/03/08 | 340.72 | 425.76 | (85 04) ST |
| 4 0000 | NSTAR COM | 12/20/07 | 11/03/08 | 134 04 | 143.71 | (9.67) ST |
| 17 0000 | NOVELLUS SYS INC | 07/25/08 | 11/03/08 | 269.81 | 337.62 | (67.81) ST |
| 3.0000 | NUCOR CORPORATION | 09/04/08 | 11/03/08 | 115.88 | 145 51 | (29 63) ST |
| 2 0000 | PG&E CORP | 12/20/07 | 11/03/08 | 72.80 | 91.10 | (18 30) ST |
| 5 0000 | PHILIP MORRIS INTL INC | 05/19/08 | 11/03/08 | 215 50 | 268.54 | (53 04) ST |
| 12 0000 | WISCONSIN ENERGY CORP | 03/20/08 | 11/03/08 | 508 17 | 514 20 | (6 03) ST |
| 73.0000 | BLKROCK MGD INC PRT INST | 10/29/07 | 11/03/08 | 648.97 | 735 83 | (86 86) LT |
| 41 0000 | BLACKROCK HEALTHCARE I | 10/29/07 | 11/03/08 | 205.41 | 298.88 | (93.47) LT |
| 13 0000 | AMN ELEC POWER CO | 11/03/08 | 01/23/09 | 410 75 | 417.82 | (7 07) ST |
| 21.0000 | AMERICAN WTR WKS CO INC | 07/25/08 | 01/23/09 | 430 04 | 401 12 | 28 92 ST |
| 7.0000 | BAXTER INTERNTL INC | 11/03/08 | 01/23/09 | 395 98 | 421 39 | (25.41) ST |
| 14 0000 | CISCO SYSTEMS INC COM | 12/20/07 | 01/23/09 | 215.03 | 396 48 | (181.45) LT |
| 1.0000 | CISCO SYSTEMS INC COM | 03/20/08 | 01/23/09 | 15.35 | 24.56 | (9.21) ST |
| 6 0000 | CISCO SYSTEMS INC COM | 11/03/08 | 01/23/09 | 92.17 | 104.22 | (12 05) ST |
| 7 0000 | CLOROX CO DEL COM | 12/20/07 | 01/23/09 | 349.25 | 456.55 | (107 30) LT |
| 6.0000 | COCA COLA COM | 12/20/07 | 01/23/09 | 252.72 | 373.68 | (120 96) LT |
| 2.0000 | COCA COLA COM | 11/03/08 | 01/23/09 | 84.24 | 89 80 | (5 56) ST |
| 10.0000 | ECOLAB INC | 12/20/07 | 01/23/09 | 350.07 | 510 61 | (160 54) LT |
| 1.0000 | ECOLAB INC | 03/20/08 | 01/23/09 | 35 01 | 43.04 | (8.03) ST |
| 8 0000 | FLUOR CORP NEW DEL COM | 12/20/07 | 01/23/09 | 323 62 | 549 87 | (226 25) LT |
| 3.0000 | FLUOR CORP NEW DEL COM | 11/03/08 | 01/23/09 | 121 36 | 117 24 | 4.12 ST |
| 5 0000 | LIFE TECHNOLOGIES CORP | 07/25/08 | 01/23/09 | 125.68 | 216.25 | (90 57) ST |
| 8 0000 | LIFE TECHNOLOGIES CORP | 11/03/08 | 01/23/09 | 201 11 | 227 89 | (26 78) ST |
| 6.0000 | NORFOLK SOUTHERN CORP | 09/04/08 | 01/23/09 | 204 43 | 406 62 | (202.19) ST |
| 9.0000 | TORCHMARK CORP COM | 12/20/07 | 01/23/09 | 279.29 | 538 49 | (259 20) LT |
| 1.0000 | TORCHMARK CORP COM | 11/03/08 | 01/23/09 | 31.04 | 42 05 | (11.01) ST |
| 11 0000 | WYETH | 08/18/08 | 01/23/09 | 463.81 | 476.18 | (12 37) ST |
| 2.0000 | WYETH | 11/03/08 | 01/23/09 | 84.33 | 65.20 | 19 13 ST |
| 17 0000 | AGCO CORP COM | 01/23/09 | 02/20/09 | 293.66 | 341 00 | (47 34) ST |
| 11.0000 | CAMPBELL SOUP CO | 11/03/08 | 02/20/09 | 324.72 | 421 85 | (97.13) ST |

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## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity | Security Description | Date of Acquisition | Date of Liquidation | Sale Price | Cost Basis | Gain or (Loss) |
|---|---|---|---|---|---|---|
| 1 0000 | CHEVRON CORP | 12/20/07 | 02/20/09 | 66.00 | 91.78 | (25 78) LT |
| 3.0000 | CHEVRON CORP | 05/19/08 | 02/20/09 | 198.00 | 304 58 | (106.58) ST |
| 6.0000 | FIRSTENERGY CORP | 12/20/07 | 02/20/09 | 288.21 | 439.61 | (151.40) LT |
| 59 0000 | ISHARES RUSSELL MIDCAP | 12/20/07 | 02/20/09 | 1,711.53 | 3,313.44 | (1,601 91) LT |
| 56.0000 | ISHARES RUSSELL MIDCAP | 03/20/08 | 02/20/09 | 1,302.32 | 2,343 15 | (1,040 83) ST |
| 25 0000 | ISHARES IBOXX $ | 10/29/07 | 02/20/09 | 2,427.28 | 2,664 75 | (237 47) LT |
| 9 0000 | ISHARES BARCLYS 1-3 YEAR | 10/29/07 | 02/20/09 | 757.51 | 733 59 | 23.92 LT |
| 15 0000 | HUNT J B TRANS SVCS INC | 11/03/08 | 02/20/09 | 326.69 | 431 51 | (104 82) ST |
| 8.0000 | METLIFE INC COM | 01/23/09 | 02/20/09 | 173.36 | 202.32 | (28 96) ST |
| 30 0000 | MYLAN INC | 12/20/07 | 02/20/09 | 379.80 | 403.66 | (23 86) LT |
| 4.0000 | MYLAN INC | 03/20/08 | 02/20/09 | 50 64 | 44.24 | 6 40 ST |
| 10.0000 | MYLAN INC | 11/03/08 | 02/20/09 | 126 61 | 85.61 | 41 00 ST |
| 11 0000 | NASDAQ OMX GRP INC | 09/04/08 | 02/20/09 | 230.88 | 364.45 | (133 57) ST |
| 12 0000 | NSTAR COM | 12/20/07 | 02/20/09 | 392.51 | 431.13 | (38.62) LT |
| 1.0000 | NSTAR COM | 03/20/08 | 02/20/09 | 32 71 | 30.14 | 2 57 ST |
| 8 0000 | P P G INDUSTRIES INC | 01/23/09 | 02/20/09 | 263 37 | 309 84 | (46.47) ST |
| 2.0000 | PHILIP MORRIS INTL INC | 05/19/08 | 02/20/09 | 71.31 | 107 42 | (36.11) ST |
| 7 0000 | PHILIP MORRIS INTL INC | 09/04/08 | 02/20/09 | 249 63 | 377.31 | (127 68) ST |
| 6.0000 | PRECISION CASTPARTS | 01/23/09 | 02/20/09 | 363.19 | 361 27 | 1.92 ST |
| 11.0000 | SCANA CORP NEW COM | 11/03/08 | 02/20/09 | 339 78 | 368 52 | (28 74) ST |
| 2.0000 | STAPLES INC | 01/23/09 | 02/20/09 | 31.73 | 32.30 | (0.57) ST |
| 9.0000 | TYCO INTL LTD, BERMUDA | 03/20/08 | 02/20/09 | 197 91 | 387.52 | (189.61) ST |
| 6 0000 | TYCO INTL LTD, BERMUDA | 11/03/08 | 02/20/09 | 131.94 | 146.94 | (15.00) ST |
| 8 0000 | TYCO INTL LTD, BERMUDA | 01/23/09 | 02/20/09 | 175 93 | 166.89 | 9 04 ST |
| 86.0000 | BLKROCK MGD INC PRT INST | 10/29/07 | 02/20/09 | 765.40 | 866 88 | (101 48) LT |
| 31.0000 | BLACKROCK HEALTHCARE I | 10/29/07 | 02/20/09 | 154.38 | 225 99 | (71.61) LT |
| 11 0000 | ALEXANDRIA REAL EST EQTS | 02/20/09 | 04/06/09 | 401.55 | 497.07 | (95 52) ST |
| 11 0000 | AVALONBAY CMMUN INC | 02/20/09 | 04/06/09 | 563.35 | 481.99 | 81.36 ST |
| 17.0000 | DIGITAL RLTY TR INC | 02/20/09 | 04/06/09 | 612 03 | 502.11 | 109.92 ST |
| 9.0000 | FPL GROUP INC | 02/20/09 | 04/06/09 | 462.76 | 443.63 | 19 13 ST |
| 5 0000 | GENZYME CORPORATION | 11/03/08 | 04/06/09 | 278 84 | 367.49 | (88.65) ST |
| 1 0000 | GENZYME CORPORATION | 02/20/09 | 04/06/09 | 55.78 | 71.95 | (16.17) ST |
| 15 0000 | HEALTH CARE REIT INC COM | 02/20/09 | 04/06/09 | 494 61 | 476.24 | 18 37 ST |
| 33 0000 | NATIONAL RETAIL PPTYS | 02/20/09 | 04/06/09 | 577 45 | 495.78 | 81 67 ST |
| 5.0000 | PRUDENTIAL FINANCIAL INC | 03/20/08 | 04/06/09 | 112.27 | 363 03 | (250.76) LT |
| 7.0000 | PRUDENTIAL FINANCIAL INC | 11/03/08 | 04/06/09 | 157.19 | 223.08 | (65.89) ST |
| 9.0000 | PRUDENTIAL FINANCIAL INC | 02/20/09 | 04/06/09 | 202.11 | 173.23 | 28 88 ST |
| 2 0000 | SCANA CORP NEW COM | 11/03/08 | 04/06/09 | 60.94 | 67.01 | (6 07) ST |
| 12 0000 | SCANA CORP NEW COM | 01/23/09 | 04/06/09 | 365.70 | 396.62 | (30 92) ST |
| 29.0000 | AGILENT TECHNOLOGIES INC | 04/06/09 | 05/12/09 | 543.80 | 461 83 | 81.97 ST |

Merrill Lynch

EMA Fiscal Statement

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## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity | Security Description | Date of Acquisition | Date of Liquidation | Sale Price | Cost Basis | Gain or (Loss) |
|---|---|---|---|---|---|---|
| 64.0000 | DUPONT FABROS TECHNOLOGY | 04/06/09 | 05/12/09 | 521.36 | 510.28 | 11.08 ST |
| 6.0000 | FRANKLIN RES INC | 04/06/09 | 05/12/09 | 370.67 | 353.15 | 17.52 ST |
| 31 0000 | HCP INC | 04/06/09 | 05/12/09 | 659.29 | 609.72 | 49.57 ST |
| 10 0000 | ITT CORP | 02/20/09 | 05/12/09 | 405.81 | 404.19 | 1.62 ST |
| 35.0000 | INTL GAME TECHNOLOGY | 01/23/09 | 05/12/09 | 484.12 | 401.14 | 82.98 ST |
| 7.0000 | INTL GAME TECHNOLOGY | 02/20/09 | 05/12/09 | 96.83 | 66.99 | 29.84 ST |
| 6.0000 | MCDONALDS CORP COM | 01/23/09 | 05/12/09 | 321.55 | 347.68 | (26.13) ST |
| 1 0000 | MCDONALDS CORP COM | 02/20/09 | 05/12/09 | 53 60 | 55.07 | (1.47) ST |
| 13 0000 | O REILLY AUTOMOTIVE INC | 02/20/09 | 05/12/09 | 465 04 | 423.73 | 41.31 ST |
| 10 0000 | PG&E CORP | 12/20/07 | 05/12/09 | 371 04 | 455.50 | (84.46) LT |
| 2.0000 | PG&E CORP | 03/20/08 | 05/12/09 | 74.21 | 72 82 | 1.39 LT |
| 1.0000 | PG&E CORP | 02/20/09 | 05/12/09 | 37.11 | 35 36 | 1 75 ST |
| 17.0000 | TANGER FACTORY OUTLT CEN | 02/20/09 | 05/12/09 | 501.29 | 499 01 | 2.28 ST |
| 18 0000 | TYCO INTL LTD NAMEN-AKT | 01/23/09 | 05/12/09 | 456.11 | 375.51 | 80 60 ST |
| 21.0000 | VENTAS INC | 02/20/09 | 05/12/09 | 581 42 | 491 11 | 90.31 ST |
| 8 0000 | HEWLETT PACKARD CO DEL | 05/19/08 | 06/03/09 | 281.59 | 380.90 | (99 31) LT |
| 2.0000 | HEWLETT PACKARD CO DEL | 11/03/08 | 06/03/09 | 70.39 | 77.84 | (7 45) ST |
| 4 0000 | HEWLETT PACKARD CO DEL | 02/20/09 | 06/03/09 | 140.81 | 127.20 | 13.61 ST |
| 9 0000 | PUBLIC STORAGE $0.10 | 04/06/09 | 06/03/09 | 590.37 | 545 07 | 45 30 ST |
| 9 0000 | PHILIP MORRIS INTL INC | 04/06/09 | 06/03/09 | 396 97 | 332.91 | 64 06 ST |
| 12 0000 | VORNADO REALTY TRUST COM | 02/20/09 | 06/03/09 | 574 48 | 486 22 | 88 26 ST |
| 8 0000 | ALTRIA GROUP INC | 11/03/08 | 07/23/09 | 139.67 | 152.87 | (13.20) ST |
| 13.0000 | AFLAC INC COM | 05/12/09 | 07/23/09 | 457.98 | 431.39 | 26 59 ST |
| 5.0000 | AVON PROD INC | 01/23/09 | 07/23/09 | 148.09 | 97 64 | 50 45 ST |
| 7 0000 | BURGER KING HLDGS INC | 06/03/09 | 07/23/09 | 113.33 | 116 92 | (3.59) ST |
| 9.0000 | COMCAST CORP NEW CL A | 05/19/08 | 07/23/09 | 130.58 | 200.18 | (69 60) LT |
| 5 0000 | CMS ENERGY CORP | 12/20/07 | 07/23/09 | 63.15 | 86.74 | (23.59) LT |
| 4.0000 | CVS CAREMARK CORP | 12/20/07 | 07/23/09 | 134.56 | 154 40 | (19 84) LT |
| 7 0000 | CHEVRON CORP | 05/19/08 | 07/23/09 | 474.81 | 710.70 | (235.89) LT |
| 3.0000 | COCA COLA COM | 02/20/09 | 07/23/09 | 148.46 | 129 11 | 19 35 ST |
| 1.0000 | DEVRY INC DEL | 01/23/09 | 07/23/09 | 48.47 | 60.56 | (12.09) ST |
| 8.0000 | EXXON MOBIL CORP COM | 06/03/09 | 07/23/09 | 572 06 | 571 91 | 0 15 ST |
| 1.0000 | EMERSON ELEC CO | 05/12/09 | 07/23/09 | 36 36 | 35 10 | 1 26 ST |
| 19 0000 | FEDERATED INVESTRS B | 02/20/09 | 07/23/09 | 498.24 | 388 19 | 110 05 ST |
| 5 0000 | ISHARES RUSSELL MIDCAP | 12/20/07 | 07/23/09 | 193.40 | 280 80 | (87 40) LT |
| 6 0000 | ISHARES RUSSELL MIDCAP | 03/20/08 | 07/23/09 | 185.05 | 251 05 | (66 00) LT |
| 6.0000 | ISHARES S&P GLOBAL INFO | 03/20/08 | 07/23/09 | 291.88 | 330 37 | (38 49) LT |
| 50.0000 | ISHARES TR MSCI EAFE | 10/29/07 | 07/23/09 | 2,248.20 | 4,050.50 | (1,802 30) LT |
| 37 0000 | ISHARES TR MSCI EAFE | 10/29/07 | 07/23/09 | 1,819.31 | 3,044 35 | (1,225 04) LT |
| 101.0000 | POWERSHARES ETF TR | 12/20/07 | 07/23/09 | 1,451.16 | 2,267.47 | (816 31) LT |

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EMA Fiscal Statement

## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity | Security Description | Date of Acquisition | Date of Liquidation | Sale Price | Cost Basis | Gain or (Loss) |
|---|---|---|---|---|---|---|
| 7.0000 | POWERSHARES ETF TR | 03/20/08 | 07/23/09 | 100.57 | 135.14 | (34.57) LT |
| 13 0000 | POWERSHARES ETF TR | 11/03/08 | 07/23/09 | 186.79 | 185.27 | 1.52 ST |
| 5 0000 | POWERSHARES ETF TR | 02/20/09 | 07/23/09 | 71.85 | 63 13 | 8 72 ST |
| 93.0000 | ISHARES BARCLYS 1-3 YEAR | 10/29/07 | 07/23/09 | 7,778.32 | 7,580 44 | 197 88 LT |
| 114 0000 | ISHARES MSCI EMERGING | 10/29/07 | 07/23/09 | 4,057.15 | 6,313.70 | (2,256.55) LT |
| 9 0000 | ISHARES MSCI EMERGING | 03/20/08 | 07/23/09 | 320.30 | 377 31 | (57.01) LT |
| 45 0000 | ISHARES MSCI EMERGING | 11/03/08 | 07/23/09 | 1,601.51 | 1,147 94 | 453.57 ST |
| 12.0000 | ISHARES MSCI EMERGING | 02/20/09 | 07/23/09 | 427 07 | 262 43 | 164 64 ST |
| 1 0000 | ISHARES MSCI EMERGING | 06/30/09 | 07/23/09 | 35.59 | 32.53 | 3.06 ST |
| 10.0000 | GENL DYNAMICS CORP COM | 05/12/09 | 07/23/09 | 536.69 | 541 58 | (4 89) ST |
| 1.0000 | GENERAL MILLS | 05/12/09 | 07/23/09 | 59.47 | 53 24 | 6 23 ST |
| 16 0000 | GENUINE PARTS CO | 06/03/09 | 07/23/09 | 564 21 | 562.17 | 2 04 ST |
| 34.0000 | GOODYEAR TIRE RUBBER | 02/20/09 | 07/23/09 | 486.22 | 202.77 | 283.45 ST |
| 46.0000 | ISHARES RS 2000 GROWTH | 10/29/07 | 07/23/09 | 2,783.98 | 4,091.69 | (1,307.71) LT |
| 54 0000 | ISHARES RS 2000 VALUE | 10/29/07 | 07/23/09 | 2,714 09 | 4,166 64 | (1,452 55) LT |
| 2 0000 | JOHNSON AND JOHNSON COM | 05/12/09 | 07/23/09 | 120 36 | 109.70 | 10.66 ST |
| 10.0000 | KIMBERLY CLARK | 05/12/09 | 07/23/09 | 574 40 | 514 94 | 59 46 ST |
| 7 0000 | MARATHON OIL CORP | 07/25/08 | 07/23/09 | 222 04 | 293 76 | (71 72) ST |
| 6 0000 | MARATHON OIL CORP | 11/03/08 | 07/23/09 | 190 33 | 174.84 | 15.49 ST |
| 5.0000 | MARATHON OIL CORP | 02/20/09 | 07/23/09 | 158 61 | 120.99 | 37 62 ST |
| 7.0000 | NV ENERGY INC | 11/03/08 | 07/23/09 | 79.39 | 60.48 | 18.91 ST |
| 2 0000 | NORTHROP GRUMMAN CORP | 11/03/08 | 07/23/09 | 91.50 | 92 86 | (1.36) ST |
| 10 0000 | ORACLE CORP $0.01 DEL | 05/19/08 | 07/23/09 | 223.21 | 226 59 | (3.38) LT |
| 1.0000 | PPL CORPORATION | 12/20/07 | 07/23/09 | 33.22 | 53.50 | (20 28) LT |
| 7.0000 | PEPSICO INC | 05/12/09 | 07/23/09 | 395.36 | 345.40 | 49.96 ST |
| 6.0000 | QUALCOMM INC | 11/03/08 | 07/23/09 | 282.61 | 223.14 | 59 47 ST |
| 5 0000 | SIMON PROPERTY GROUP DEL | 04/06/09 | 07/23/09 | 270.80 | 198.01 | 72.79 ST |
| 56 0000 | SECTOR SPDR FINANCIAL | 10/29/07 | 07/23/09 | 697.74 | 1,880.48 | (1,182.74) LT |
| 23.0000 | SECTOR SPDR FINANCIAL | 12/20/07 | 07/23/09 | 286 57 | 661.25 | (374 68) LT |
| 6.0000 | SECTOR SPDR FINANCIAL | 03/20/08 | 07/23/09 | 74.75 | 150.90 | (76.15) LT |
| 24 0000 | SECTOR SPDR FINANCIAL | 11/03/08 | 07/23/09 | 299.03 | 375.31 | (76.28) ST |
| 102.0000 | SECTOR SPDR FINANCIAL | 02/20/09 | 07/23/09 | 1,270.90 | 767.04 | 503.86 ST |
| 1 0000 | SECTOR SPDR FINANCIAL | 07/02/09 | 07/23/09 | 12.46 | 11.76 | 0.70 ST |
| 3 0000 | STAPLES INC | 01/23/09 | 07/23/09 | 65 13 | 48.45 | 16 68 ST |
| 1.0000 | THERMO FISHER SCIENTIFIC | 03/20/08 | 07/23/09 | 43 95 | 54.38 | (10.43) LT |
| 11 0000 | TORCHMARK CORP COM | 02/20/09 | 07/23/09 | 457.96 | 243.96 | 214.00 ST |
| 3.0000 | UNION PACIFIC CORP | 05/12/09 | 07/23/09 | 177.41 | 144 25 | 33 16 ST |
| 3.0000 | UNITED TECHS CORP COM | 05/12/09 | 07/23/09 | 160.47 | 155 34 | 5 13 ST |
| 2.0000 | WAL-MART STORES INC | 07/25/08 | 07/23/09 | 98.21 | 114.00 | (15.79) ST |
| 185 1680 | BLACKROCK HEALTHCARE | 10/29/07 | 07/23/09 | 990.63 | 1,349 88 | (359.25) LT |

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 Statement Period Year Ending 10/31/09 Account No. 655-04X22

x 00007370

Merrill Lynch

**EMA Fiscal Statement**

KENNETH KEBER

## REALIZED CAPITAL GAIN AND LOSS SUMMARY

| Quantity | Security Description | Date of Acquisition | Date of Liquidation | Sale Price | Cost Basis | Gain or (Loss) |
|---|---|---|---|---|---|---|
| 80 0000 | BLACKROCK HEALTHCARE I | 12/20/07 | 07/23/09 | 428.00 | 539.19 | (111 19) LT |
| 48.0000 | BLACKROCK HEALTHCARE I | 03/20/08 | 07/23/09 | 256 80 | 263.04 | (6.24) LT |
| 1.0000 | BLACKROCK HEALTHCARE I | 03/24/08 | 07/23/09 | 5.37 | 5.59 | (0.22) LT |
| 7 0000 | NORTHROP GRUMMAN CORP | 11/03/08 | 07/31/09 | 313.32 | 325.04 | (11.72) ST |
| 1.0000 | NORTHROP GRUMMAN CORP | 02/20/09 | 07/31/09 | 44.76 | 44.95 | (0.19) ST |
| 2 0000 | DELTA AIR LINES INC | 06/03/09 | 10/21/09 | 17.99 | 14 30 | 3 69 ST |
| 2 0000 | ISHARES RUSSELL MIDCAP | 12/20/07 | 10/21/09 | 88 35 | 112 32 | (23.97) LT |
| 2.0000 | ISHARES RUSSELL MIDCAP | 03/20/08 | 10/21/09 | 73.37 | 83 68 | (10.31) LT |
| 2 0000 | ISHARES TR MSCI EAFE | 10/29/07 | 10/21/09 | 106.99 | 162.02 | (55.03) LT |
| 2.0000 | ISHARES TR MSCI EAFE | 10/29/07 | 10/21/09 | 112.33 | 164.56 | (52,23) LT |
| 4.0000 | ISHARES IBOXX $ | 10/29/07 | 10/21/09 | 420.03 | 426.36 | (6.33) LT |
| 2 0000 | MARKET VECTORS ETF TR | 07/23/09 | 10/21/09 | 96.25 | 80.13 | 16 12 ST |
| 4.0000 | ISHARES IBOXX$ HIGH YIEL | 07/23/09 | 10/21/09 | 345.55 | 325 78 | 19.77 ST |
| 4 0000 | SPDR KBW BANK ETF | 07/23/09 | 10/21/09 | 93.95 | 74.35 | 19 60 ST |
| 5.0000 | POWERSHARES GLOBAL | 07/23/09 | 10/21/09 | 66.89 | 63.96 | 2.93 ST |
| 4.0000 | WISDOMTREE INDIA | 07/23/09 | 10/21/09 | 87.87 | 75.03 | 12 84 ST |
| 2.0000 | ISHARES DOW JONES US | 10/29/07 | 10/21/09 | 70 47 | 89.74 | (19 27) LT |
| 2.0000 | MOTOROLA INC COM | 07/23/09 | 10/21/09 | 16.45 | 13.29 | 3 16 ST |
| 2 0000 | MATERIALS SELECT SECTOR | 07/23/09 | 10/21/09 | 64.73 | 57.11 | 7 62 ST |
| 39.0000 | BLKROCK MGD INC PRT INST | 10/29/07 | 10/21/09 | 382 20 | 393 12 | (10 92) LT |

PLEASE SEE REVERSE SIDE

# ELLIOTT FOUNDATION
EIN 35-6021398
2008 FORM 990-PF
PART II, LINE 10b ATTACHMENT

| | | 10/31/2009 BOOK VALUE | 10/31/2009 FMV |
|---|---|---|---|
| 16 SHS | AGILENT TECHNOLOGIES INC | 355 | 396 |
| 18 SHS | ALLIANT ENERGY CORP | 579 | 493 |
| 20 SHS | ALTRIA GROUP | 350 | 379 |
| 16 SHS | AVON PROD INC | 309 | 521 |
| 7 SHS | BALL CORP | 343 | 345 |
| 5 SHS | BECTON DICKINSON CO | 316 | 345 |
| 22 SHS | BURGER KING HLDGS INC | 368 | 378 |
| 38 SHS | CMS ENERGY CORP | 606 | 516 |
| 7 SHS | COCA COLA COM | 301 | 381 |
| 24 SHS | COMCAST CORP | 405 | 354 |
| 10 SHS | CON-WAY INC | 357 | 330 |
| 24 SHS | CONAGRA FOODS INC | 471 | 504 |
| 11 SHS | CVS CAREMARK CORP | 378 | 391 |
| 60 SHS | DELTA AIR LINES INC | 419 | 428 |
| 7 SHS | DEVRY INC | 404 | 388 |
| 19 SHS | DIRECTV GROUP INC | 483 | 500 |
| 13 SHS | DOVER CORP | 474 | 490 |
| 20 SHS | DPL INC | 459 | 513 |
| 32 SHS | DUKE ENERGY CORP | 451 | 514 |
| 13 SHS | EMERSON ELEC CO | 456 | 495 |
| 18 SHS | ENDO PHARMACEUTCLS HLDGS | 351 | 403 |
| 11 SHS | FIRSTENERGY CORP | 665 | 488 |
| 51 SHS | FORD MOTOR CO | 352 | 357 |
| 8 SHS | FPL GROUP INC | 477 | 396 |
| 8 SHS | GENERAL MILLS | 426 | 532 |
| 6 SHS | GENERAL DYNAMICS CORP | 332 | 380 |
| 2 SHS | GOLDMAN SACHS GROUP INC | 329 | 340 |
| 33 SHS | GOODYEAR TIRE RUBBER | 197 | 425 |
| 14 SHS | INTREPID POTASH INC | 360 | 361 |
| 12 SHS | JC PENNEY CO | 358 | 398 |
| 8 SHS | JOHNSON AND JOHNSON COM | 439 | 481 |
| 9 SHS | MCDONALDS CORP | 504 | 532 |
| 10 SHS | MCKESSON CORPORATION | 403 | 590 |
| 51 SHS | MOTOROLA INC | 339 | 437 |
| 26 SHS | MYLAN INC | 347 | 422 |
| 21 SHS | NORTHEAST UTILITIES | 482 | 494 |
| 42 SHS | NV ENERGY INC | 363 | 491 |
| 16 SHS | ORACLE CORP | 327 | 340 |
| 15 SHS | PATTERSON COS INC | 353 | 383 |
| 18 SHS | PAYCHEX INC | 494 | 517 |
| 12 SHS | PG&E CORP | 473 | 491 |
| 14 SHS | PPL CORPORATION | 656 | 422 |
| 7 SHS | QUALCOMM INC | 252 | 292 |
| 9 SHS | SIMON PROPERTY GROUP | 356 | 611 |
| 23 SHS | SPIRIT AEROSYSTEMS HLDGS | 351 | 366 |
| 22 SHS | STAPLES INC | 355 | 483 |
| 9 SHS | STERICYCLE INC | 493 | 471 |
| 13 SHS | TANGER FACTORY OUTLET | 466 | 495 |
| 15 SHS | TEXAS INSTRUMENTS | 357 | 352 |
| 11 SHS | THERMO FISHER SCIENTIFIC | 520 | 495 |
| 8 SHS | TORCHMARK CORP | 177 | 331 |
| 6 SHS | UNION PACIFIC CORP | 289 | 335 |
| 9 SHS | UNITED TECHS CORP | 466 | 557 |
| 7 SHS | VF CORPORATION | 454 | 497 |
| 7 SHS | WAL-MART STORES INC | 386 | 352 |
| 16 SHS | WALGREEN CO | 408 | 610 |
| 11 SHS | WISCONSIN ENERGY CORP | 468 | 488 |
| | **TOTAL LINE 10b - CORPORATE STOCK** | $ 23,109 | $ 25,074 |

ELLIOTT FOUNDATION
EIN 35-6021398
2008 FORM 990-PF
PART II, LINE 13 ATTACHMENT

| | | 10/31/2009 BOOK VALUE | 10/31/2009 FMV |
|---|---|---|---|
| 989 SHS | BLACKROCK MGD INC | 9,866 | 9,700 |
| 61 SHS | ISHARES RUSSEL MIDCAP | 2,914 | 2,512 |
| 78 SHS | ISHARES RUSSEL MIDCAP | 3,078 | 2,645 |
| 40 SHS | ISHARES S&P GLOBAL INFO | 2,064 | 2,046 |
| 74 SHS | ISHARES TR MSCI EAFE | 4,151 | 3,694 |
| 68 SHS | ISHARES TR MSCI EAFE | 4,384 | 3,625 |
| 140 SHS | ISHARES IBOXX $ | 14,797 | 14,840 |
| 114 SHS | ISHARES IBOXX$ HIGH YIELD | 9,285 | 9,711 |
| 41 SHS | ISHARES RS 2000 GROWTH | 2,994 | 2,522 |
| 49 SHS | ISHARES RS 2000 VALUE | 2,842 | 2,610 |
| 63 SHS | ISHARES DOW JONES US | 2,594 | 2,068 |
| 34 SHS | ISHARES MSCI BRAZIL FREE | 1,945 | 2,340 |
| 71 SHS | MARKET VECTORS ETF TR | 2,845 | 3,008 |
| 67 SHS | MATERIALS SELECT SECTOR | 1,914 | 1,966 |
| 149 SHS | POWERSHARES GLOBAL | 1,906 | 1,947 |
| 102 SHS | SPDR KBW BANK ETF | 1,896 | 2,134 |
| 29 SHS | SPDR S P CHINA | 1,960 | 1,979 |
| 101 SHS | WISDONTREE INDIA | 1,894 | 1,940 |
| | **TOTAL LINE 13 - OTHER INVESTMENTS** | $ 73,329 | $ 71,286 |