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

**2010**

Department of the Treasury  
Internal Revenue Service

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

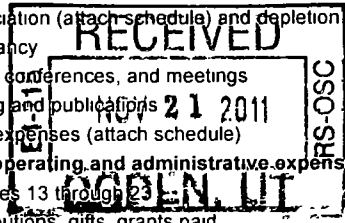
For calendar year **2010**, or tax year beginning , and ending

**G** Check all that apply  Initial return  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

Name of foundation <b>THE ELIAS FOUNDATION</b>		<b>A</b> Employer identification number 13-4092287
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31	Room/suite	<b>B</b> Telephone number (see page 10 of the instructions) (609) 274-6834
City or town, state, and ZIP code PENNINGTON NJ 08534-1501		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 5,071,259	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	0	0		
	<b>4</b> Dividends and interest from securities	70,471	69,382		
	<b>5 a</b> Gross rents	8,379	8,379		
	<b>b</b> Net rental income or (loss)	8,379			
	<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	493,169			
	<b>b</b> Gross sales price for all assets on line 6a	716,964			
	<b>7</b> Capital gain net income (from Part IV, line 2)		493,169		
	<b>8</b> Net short-term capital gain			0	
	<b>9</b> Income modifications				
	<b>10 a</b> Gross sales less returns and allowances	0			
<b>b</b> Less Cost of goods sold	0				
<b>c</b> Gross profit or (loss) (attach schedule)	0				
<b>11</b> Other income (attach schedule)	18	18	0		
<b>12 Total.</b> Add lines 1 through 11	572,037	570,948	0		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0			
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16 a</b> Legal fees (attach schedule)	1,259	1,133	0	126
	<b>b</b> Accounting fees (attach schedule)	5,500	0	0	5,500
	<b>c</b> Other professional fees (attach schedule)	152,177	91,306	0	60,871
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see page 14 of the instructions)	11,143	1,154	0	0
	<b>19</b> Depreciation (attach schedule) and depletion	0	0	0	
	<b>20</b> Occupancy	43,179			43,179
	<b>21</b> Travel, conferences, and meetings	4,423			4,423
	<b>22</b> Printing and publications	405			405
	<b>23</b> Other expenses (attach schedule)	10,117	88	0	10,029
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	228,203	93,681	0	124,533
	<b>25</b> Contributions, gifts, grants paid	461,733			461,733
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	689,936	93,681	0	586,266	
<b>27 Subtract line 26 from line 12</b>					
<b>a Excess of revenue over expenses and disbursements</b>	-117,899				
<b>b Net investment income</b> (if negative, enter -0-)		477,267			
<b>c Adjusted net income</b> (if negative, enter -0-)			0		

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3

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	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing		166	166
	2	Savings and temporary cash investments	213,262	328,223	328,223
	3	Accounts receivable	0	0	0
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0	0	0
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0	0	0
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	295,100	294,787	327,477
	b	Investments—corporate stock (attach schedule)	1,963,503	1,629,213	3,551,572
	c	Investments—corporate bonds (attach schedule)	401,522	400,746	420,750
	11	Investments—land, buildings, and equipment basis	0	0	0
	Less accumulated depreciation (attach schedule)	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	0	306,023	336,470	
14	Land, buildings, and equipment basis	141,797			
	Less accumulated depreciation (attach schedule)	35,196	117,917	106,601	
15	Other assets (describe )	0	0	0	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	2,991,304	3,065,759	5,071,259	
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe )	0	0	
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	2,991,304	3,065,759	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	2,991,304	3,065,759		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	2,991,304	3,065,759		

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 2,991,304
2	Enter amount from Part I, line 27a	2 -117,899
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3 397,257
4	Add lines 1, 2, and 3	4 3,270,662
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5 204,903
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 3,065,759

**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.)
<b>1a</b> See Attached Statement				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	0	0	0	0
<b>b</b>	0	0	0	0
<b>c</b>	0	0	0	0
<b>d</b>	0	0	0	0
<b>e</b>	0	0	0	0
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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		
<b>a</b>	0	0	0	0
<b>b</b>	0	0	0	0
<b>c</b>	0	0	0	0
<b>d</b>	0	0	0	0
<b>e</b>	0	0	0	0
<b>2</b> 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 }			<b>2</b>	493,169
<b>3</b> 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 }			<b>3</b>	0

**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))	
2009	747,533	3,250,255	0.229992	
2008	907,817	4,184,439	0.216951	
2007	836,613	5,321,781	0.157205	
2006	603,208	5,389,598	0.111921	
2005	587,270	4,301,942	0.136513	
<b>2</b> Total of line 1, column (d)			<b>2</b>	0.852582
<b>3</b> 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			<b>3</b>	0.170516
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			<b>4</b>	3,829,251
<b>5</b> Multiply line 4 by line 3			<b>5</b>	652,949
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b>	4,773
<b>7</b> Add lines 5 and 6			<b>7</b>	657,722
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.			<b>8</b>	586,266

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

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</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			
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0
<b>3</b> Add lines 1 and 2			9,545
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
<b>5</b> Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			9,545
<b>6</b> Credits/Payments			
<b>a</b> 2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>	10,000	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	8,676	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments Add lines 6a through 6d			18,676
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			0
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			9,131
<b>11</b> Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 9,131 Refunded <input type="checkbox"/>			0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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?		X
<b>b</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)? <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
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?		X
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> DE		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
<b>9</b> 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**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 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? Website address ▶ WWW.ELIASFOUNDATION.ORG	13	X	
14	The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A Telephone no ▶ (609) 274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534			
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 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 _____, 20 _____, 20 _____, 20 _____		
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 22 of the instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010)	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 2010?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? Organizations relying on a current notice regarding disaster assistance check here  **5b** N/A

**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?  Yes  No  
If "Yes" to 6b, file Form 8870 **6b** X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **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 Attached Statement	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

**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				
<b>Total number of other employees paid over \$50,000</b>				<b>0</b>

**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
SARAH HANSEN 103 BERKELEY PLACE #2, BROOKLYN, NY 11217	PROGRAM ADVISOR	77,450
POLLY WITHERS 203 7TH AVENUE, BROOKLYN, NY 11215	CONSULTING	42,100
.....		0
.....		0
.....		0

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 24 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 NONE .....	
2 .....	
All other program-related investments See page 24 of the instructions	
3 NONE .....	0
Total. Add lines 1 through 3 <span style="float: right;">▶</span>	0

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,426,076
<b>b</b>	Average of monthly cash balances	<b>1b</b>	461,488
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,887,564
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,887,564
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	58,313
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,829,251
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	191,463

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	191,463
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	9,545
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	9,545
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	181,918
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	181,918
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	181,918

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	586,266
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	586,266
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	586,266

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				181,918
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005	378,135			
<b>b</b> From 2006	362,120			
<b>c</b> From 2007	576,530			
<b>d</b> From 2008	699,817			
<b>e</b> From 2009	595,304			
<b>f</b> Total of lines 3a through e	2,611,906			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 586,266				
<b>a</b> Applied to 2009, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
<b>d</b> Applied to 2010 distributable amount				181,918
<b>e</b> Remaining amount distributed out of corpus	404,348			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,016,254			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	378,135			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,638,119			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006	362,120			
<b>b</b> Excess from 2007	576,530			
<b>c</b> Excess from 2008	699,817			
<b>d</b> Excess from 2009	595,304			
<b>e</b> Excess from 2010	404,348			

**Part XIV Private Operating Foundations** (see page 27 of the 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 2010, 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

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>b</b> 85% of line 2a	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0

**3** Complete 3a, b, or c for the alternative test relied upon

**a** "Assets" alternative test—enter

(1) Value of all assets 0

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) 0

**b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed 0

**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) 0

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) 0

(3) Largest amount of support from an exempt organization 0

(4) Gross investment income 0

**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 28 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) )

JACQUELINE MANN                      JAMES E MANN

**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 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

WWW ELIASFOUNDATION.ORG

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

N/A

**c** Any submission deadlines

N/A

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

N/A

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			<b>▶ 3a</b>	461,733
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			<b>▶ 3b</b>	0





**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

FAMILY SERVICE SOCIETY OF YONKER (FSSY)

Street

70 ASHBURTON AVENUE

City

YONKERS

State

NY

Zip Code

10703-0437

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

35,000

Name

NATIONAL PEOPLE'S ACTION

Street

810 N MILWAUKEE

City

CHICAGO

State

IL

Zip Code

60642

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

SOUTHERN CENTER FOR HUMAN RIGHTS

Street

83 POPLAR STREET, NW

City

ATLANTA

State

GA

Zip Code

30303-2122

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

6,000

Name

ISLES INC

Street

10 WOOD STREET

City

TRENTON

State

NJ

Zip Code

08618

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

KIDS IN DANGER

Street

116 WEST ILLINOIS STREET

City

CHICAGO

State

IL

Zip Code

60654

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

MERCER ALLIANCE TO END HOMELESS

Street

3150 BRUNSWICK PIKE

City

LAWRENCEVILLE

State

NJ

Zip Code

08648

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

JACOB BURNS FILM CENTER

Street

364 MANVILLE ROAD

City

PLEASANTVILLE

State

NY

Zip Code

10570-2117

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

18,000

Name

CHILDREN'S VILLAGE

Street

1 ECHO HILLS

City

DOBBS FERRY

State

NY

Zip Code

108522

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

35,000

Name

PARTNERS IN HEALTH

Street

888 COMMONWEALTH AVENUE

City

BOSTON

State

MA

Zip Code

02215

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

7,500

Name

NATIONAL DAY LABORER ORGANIZATION

Street

675 S PARK VIEW ST, SUITE B

City

LOS ANGELES

State

CA

Zip Code

90057

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,200

Name

NEIGHBORS LINK COMMUNITY CTR

Street

27 COLUMBUS AVENUE

City

MOUNT KISCO

State

NY

Zip Code

10549

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

16,500

Name

HISPANIC RESOURCE CENTER

Street

168 WEST BOSTON POST ROAD

City

MAMARONECK

State

NY

Zip Code

10543

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,100

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

WESTCHESTER HISPANIC COALITION

Street

46 WALLER AVENUE

City

WHITE PLAINS

State

NY

Zip Code

10605

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

54,798

Name

NORTHWEST BRONX COMMUNITY &amp; CLERGY COALITION

Street

103 EAST 196TH STREET

City

BRONX

State

NY

Zip Code

10468

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

COMMUNITY VOICES HEARD

Street

170 EAST 116TH STREET

City

NEW YORK

State

NY

Zip Code

10029

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

40,349

Name

GROUNDWORK HUDSON VALLEY

Street

6 WELLS AVENUE

City

YONKERS

State

NY

Zip Code

10701

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

12,678

Name

WESPAC

Street

19 MARBLE AVENUE

City

PLEASANTVILLE

State

NY

Zip Code

10570

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

33,400

Name

AMNESTY INTL USA

Street

5 PENN PLAZA

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

FAMILIES AND FRIENDS OF LOUISIANA

Street

1600 ORETHA C. HALEY BLVD

City

NEW ORLEANS

State

LA

Zip Code

70113

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

710

Name

TIDES FOUNDATION (YJFC)

Street

P O BOX 29903

City

SAN FRANCISCO

State

CA

Zip Code

94129-0903

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

32,013

Name

FAIRVOTE

Street

6930 CARROLL AVENUE, SUITE 610

City

TAKOMA PARK

State

MD

Zip Code

20912

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

SOUTHERN MAINE WORKERS' CENTER

Street

83 POPLAR STREET

City

ATLANTA

State

GA

Zip Code

30303-2122

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

8,000

Name

HUNGER ACTION NETWORK OF NYS

Street

260 W 36TH ST, #504

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

FAMILY SERVICE OF WESTCHESTER

Street

ONE GATEWAY PLAZA

City

PORT CHESTER

State

NY

Zip Code

10573

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,585

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

ROCKWOOD LEADERSHIP

Street

1648 MARTIN LUTHER KING JR WAY

City

BERKELEY

State

CA

Zip Code

94709

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

GIRLS INC

Street

120 WALL STREET

City

NEW YORK

State

NY

Zip Code

10005

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

NORTHSTAR FUND

Street

520 EIGHTH AVENUE

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

SALISH KOOTENAI COLLEGE

Street

58138 U S 93

City

PABLO

State

MT

Zip Code

59864

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

30,000

Name

HOPA MOUNTAIN

Street

234 E BABCOCK ST

City

BOZEMAN

State

MT

Zip Code

59715

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

THE CENTER POLE

Street

P O BOX 71

City

GARRYOWEN

State

MT

Zip Code

59031

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

ALTERNET

Street

77 FEDERAL STREET

City

SAN FRANCISCO

State

CA

Zip Code

94107

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

BRENNAN CENTER FOR JUSTICE

Street

161 6TH AVENUE

City

NEW YORK

State

NY

Zip Code

10013

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

DOMESTIC WORKERS UNITED

Street

1201 BROADWAY STREET

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

DEMOCRACY NOW

Street

207 W 25TH STREET

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

CENTER FOR CONSTITUTIONAL RIGHTS

Street

666 BROADWAY STREET

City

NEW YORK

State

NY

Zip Code

10012

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

JOBS FOR JUSTICE

Street

1325 MASSACHUSETTS AVENUE

City

WASHINGTON

State

DC

Zip Code

20005

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

LAMBI FUND OF HAITI

Street

P O BOX 18955

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

SOUTHERN CENTER FOR HUMAN RIGHTS

Street

83 POPLAR STREET

City

ATLANTA

State

GA

Zip Code

30303

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

PREBLE STREET

Street

18 PORTLAND STREET

City

PORTLAND

State

ME

Zip Code

04101

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

IN THESE TIMES

Street

2040 N MILWAUKEE AVENUE

City

CHICAGO

State

IL

Zip Code

60647

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

MAINE EQUAL JUSTICE

Street

126 SEWALL STREET

City

AUGUSTA

State

ME

Zip Code

04330

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

OSSINING UFSD

Street

190 CROTON AVENUE

City

OSSINING

State

NY

Zip Code

10562

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,400

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

**Recipient(s) paid during the year**

Name  
TASK INC

Street  
3200 SPRING FOREST ROAD

City RALEIGH	State NC	Zip Code 27616	Foreign Country
Relationship NONE	Foundation Status 501 (C) (3)		
Purpose of grant/contribution GENERAL OPERATING			Amount 5,000

Name  
ACORN

Street  
739 8TH STREET

City WASHINGTON	State DC	Zip Code 20003	Foreign Country
Relationship NONE	Foundation Status 501 (C) (3)		
Purpose of grant/contribution GENERAL OPERATING			Amount 2,000

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0



**Line 11 (990-PF) - Other Income**

		18	18	18	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	
1	BLACKSTONE LP K-1	18	18		
2			0		
3			0		
4			0		
5			0		
6			0		
7			0		
8			0		
9			0		
10			0		

**Line 16a (990-PF) - Legal Fees**

		1,259	1,133	0	126
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	1,259	1,133		126
2					
3					
4					
5					
6					
7					
8					
9					
10					

**Line 16b (990-PF) - Accounting Fees**

		5,500	0	0	5,500
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	5,500			5,500
2					
3					
4					
5					
6					
7					
8					
9					
10					

**Line 16c (990-PF) - Other Fees**

		152,177	91,306	0	60,871
		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ML FEES AS AGENT	32,477	19,486		12,991
2	PROGRAM ADVISING FEES	77,600	46,560		31,040
3	CONSULTING FEES	42,100	25,260		16,840
4					
5					
6					
7					
8					
9					
10					

**Line 18 (990-PF) - Taxes**

		11,143	1,154	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,154	1,154		
2	ESTIMATED EXCISE PAYMENTS	5,700			
3	PY EXCISE TAX DUE	4,289			
4					
5					
6					
7					
8					
9					
10					

**Line 23 (990-PF) - Other Expenses**

		10,117	88	0	10,029
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1		0	0	0	0
2	PHONE AND WIRELESS FEES	1,718			1,718
3	OFFICE CLEANING FEES	5,120			5,120
4	OTHER MISC FEES	3,121			3,121
5	ADR FEES	16	16		
6	PARTNERSHIP FEES	72	72		
7	WEBSITE DESIGN	70			70
8					
9					
10					

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

---

**Line 3 - Other increases not included in Part III, Line 2**

1	COST BASIS ADJUSTMENT	1	251,128
2	FEDERAL EXCISE TAX REFUND	2	129
3	GRANTS PAID IN 2010, CLEARED IN 2011	3	146,000
4	Total	4	397,257

---

**Line 5 - Decreases not included in Part III, Line 2**

1	BOND AMORTIZATION	1	1,089
2	GRANTS PAID IN 2009, CLEARED IN 2010	2	203,814
3	Total	3	204,903

---

**Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income**

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Long Term CG Distributions												4,684
	Short Term CG Distributions												0
<b>1</b>	BP PLC SPON ADR	055622104		5/8/2003	5/4/2010	25,215	0	19,605	5,410			0	5,410
<b>2</b>	BP PLC SPON ADR	055622104		1/27/2004	5/4/2010	25,215	0	24,410	805			0	805
<b>3</b>	UBS AG REG	H89231338		12/18/2009	4/5/2010	661,500	0	179,580	481,920			0	481,920
<b>4</b>	SECTION 1231 LOSS					-5	0	0	-5			0	-5
<b>5</b>	ST GAIN BLACKSTONE LP					27	0	0	27			0	27
<b>6</b>	LT GAIN BLACKSTONE LP					328	0	0	328			0	328
<b>7</b>						0	0	0	0			0	0
<b>8</b>						0	0	0	0			0	0
<b>9</b>						0	0	0	0			0	0
<b>10</b>						0	0	0	0			0	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	JACQUELINE MANN		10 OLD ROAD LANE	MOUNT KISCO	NY	10549		PRESIDENT	15	
2	JAMES E MANN		10 OLD ROAD LANE	MOUNT KISCO	NY	10549		SECRETARY	10	
3	ALISON MANN		C/O J&J MANN, 10 OLD ROAD LAN	MOUNT KISCO	NY	10549		VICE PRESIDE	10	
4	ANASTASIA MANN		C/O J&J MANN, 10 OLD ROAD LAN	MOUNT KISCO	NY	10549		VICE PRESIDE	10	
5	ELDAR SHAFIR		C/O J&J MANN, 10 OLD ROAD LAN	MOUNT KISCO	NY	10549		TREASURER	10	
6										
7										
8										
9										
10										

**Part**

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date		Amount
1		1	4,300
2		2	
3		3	
4		4	
5	12/15/2010	5	5,700
6		6	
7		7	10,000

**Assets by Classification - 990PF**

12/31/2010 THE ELIAS FOUNDATION 13-4092287

Item No	Description of Property **** indicates DISPOSED	Date Placed In Service	Asset Code	Bus Use %	Cost or Other Basis	Sec 179 Deduction	Credit	Special Allowance	Salvage Value	Recovery Basis	Recovery Period	Method	Convention Code	Prior Accum Deprec, 179, Bonus	2010 Deprec	2010 Accum Deprec
<b>7-yr Farm equipment</b>																
3	FURNITURE & FIXTURES	6/30/2008	F-9	100 00%	46,039	0	0	0	0	46,039	7	200DB	HY	17,854	8,052	25,906
	Total 7-yr Farm equipment				46,039	0	0	0	0	46,039				17,854	8,052	25,906
<b>5-yr NY Liberty Zone LH Improv</b>																
2	MACHINERY & EQUIP	6/30/2008	R-1	100 00%	4,867	0	0	0	0	4,867	5	200DB	HY	2,530	934	3,464
	Total 5-yr NY Liberty Zone leasehold improvement property				4,867	0	0	0	0	4,867				2,530	934	3,464
<b>39-yr Nonresidential Real Estate</b>																
1	LEASEHOLD IMPROV	6/30/2008	R-5	100 00%	90,891	0	0	0	0	90,891	39	SL/GDS	MM	3,496	2,330	5,826
	Total 39-yr Nonresidential and commercial real estate				90,891	0	0	0	0	90,891				3,496	2,330	5,826
	Sub Totals				141,797	0	0	0	0	141,797				23,880	11,316	35,196
	Less Disposed Assets				( 0)	( 0)	( 0)	( 0)	( 0)	( 0)				( 0)	( 0)	( 0)
	Ending Totals				141,797	0	0	0	0	141,797				23,880	11,316	35,196

**Assets by Classification - ALL**

12/31/2010 THE ELIAS FOUNDATION 13-4092287

Item No	Description of Property <small>***** indicates DISPOSED</small>	Date Placed In Service	Asset Code	Bus Use %	Cost or Other Basis	Sec 179 Deduction	Credit	Special Allowance	Salvage Value	Recovery Basis	Recovery Period	Method	Con-vention Code	Prior Accum Deprec., 179, Bonus	2010 Deprec	2010 Accum Deprec	
<b>2-yr Farm equipment</b>																	
3	FURNITURE & FIXTURE:	6/30/2008	F-9	100 00%	46,039	0	0	0	0	46,039	7	200DB	HY	17,854	8,052	25,906	
	Total 7-yr Farm equipment				46,039	0	0	0	0	46,039				17,854	8,052	25,906	
<b>5-yr NY Liberty Zone LHMprov</b>																	
2	MACHINERY & EQUIP	6/30/2008	R-1	100 00%	4,867	0	0	0	0	4,867	5	200DB	HY	2,530	934	3,464	
	Total 5-yr NY Liberty Zone leasehold improvement property				4,867	0	0	0	0	4,867				2,530	934	3,464	
<b>39-yr Nonresidential real estate</b>																	
1	LEASEHOLD IMPROV	6/30/2008	R-5	100 00%	90,891	0	0	0	0	90,891	39	SL/GDS	MM	3,496	2,330	5,826	
	Total 39-yr Nonresidential and commercial real estate				90,891	0	0	0	0	90,891				3,496	2,330	5,826	
	SubTotals				141,797	0	0	0	0	141,797				23,880	11,316	35,196	
	Less Disposed Assets				( 0)	( 0)	( 0)	( 0)	( 0)	( 0)				0	0	0	
	Ending Totals				141,797	0	0	0	0	141,797				23,880	11,316	35,196	

**Detail Report**

12/31/2010 THE ELIAS FOUNDATION 13-4092287

Item No	Description of Property <small>***** indicates DISPOSED</small>	Date Placed in Service	Asset Code	Bus Use %	Cost or Other Basis	Sec 179 Deduction	Credit	Special Allowance	Salvage Value	Recovery Basis	AMT Type	Recovery Period (years)	Method	Convention Code	Prior Accum. Deprec', 179, Bonus
1	LEASEHOLD IMPROV	6/30/2008	R-5	100 00%	90,891	0	0	0	0	90,891		39	SL/GDS	MM	3,496
2	MACHINERY & EQUIP	6/30/2008	R-1	100 00%	4,867	0	0	0	0	4,867		5	200DB	HY	2,530
3	FURNITURE & FIXTURES	6/30/2008	F-9	100 00%	46,039	0	0	0	0	46,039		7	200DB	HY	17,854
SubTotals															
Less Disposed Assets															
Ending Totals															
					141,797	0	0	0	0	141,797					23,880
					( 0)	( 0)	( 0)	( 0)	( 0)	( 0)	( 0)				( 0)
					<u>141,797</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>141,797</u>					<u>23,880</u>

# Detail Report

990PF		11,316		35,196	
Item No	Description of Property "***" indicates DISPOSED	Date Placed in Service	2010 Current Deprec	2010 Accum Deprec	
1	LEASEHOLD IMPROV	6/30/2008	2,330	5,826	
2	MACHINERY & EQUIP	6/30/2008	934	3,464	
3	FURNITURE & FIXTURES	6/30/2008	8,052	25,906	
SubTotals			11,316	35,196	
Less Disposed Assets			(	0)	(
Ending Totals			11,316	35,196	



# Detail Report

ALL		23,880	11,316	35,196
Item No	Description of Property **** indicates DISPOSED	Prior Accum Deprec, 179, Bonus	2010 Current Deprec	2010 Accum Deprec
	Date Placed in Service			
1	LEASEHOLD IMPROV 6/30/2008	3,496	2,330	5,826
2	MACHINERY & EQUIP 6/30/2008	2,530	934	3,464
3	FURNITURE & FIXTURES 6/30/2008	17,854	8,052	25,906
SubTotals		23,880	11,316	35,196
Less Disposed Assets		( 0 )	( 0 )	( 0 )
Ending Totals		<u>23,880</u>	<u>11,316</u>	<u>35,196</u>



Account Number:

MERRILL LYNCH TRUST COMPANY,  
A DIVISION OF BANK OF AMERICA, N.A.  
AGENT OF THE  
THE ELIAS FOUNDATION  
TUA 2-11-08

**Net Portfolio Value:**

**\$4,821,639.72**

**Your Private Wealth Advisor:**  
MARIA BRISBANE  
623 FIFTH AVE 34TH FLR  
NEW YORK NY 10022  
maria\_brisbane@ml.com  
(800) 893-4806

**Trust Officer:**  
PATRICK J MCARDLE  
973-245-4509

**ELIAS WESTCHESTER FD**

This account is enrolled in the Personal Investment Advisory Program

December 01, 2010 - December 31, 2010

**ASSETS**

	December 31	November 30
Cash/Money Accounts	172,960.48	296,794.43
Fixed Income	748,227.00	758,939.00
Equities	3,551,572.14	2,329,104.75
Mutual Funds	336,470.38	331,043.67
Options	-	-
Other	-	-
Subtotal (Long Portfolio)	4,809,230.00	3,715,881.85
Estimated Accrued Interest	12,409.72	9,676.63
<b>TOTAL ASSETS</b>	<b>\$4,821,639.72</b>	<b>\$3,725,558.48</b>

**LIABILITIES**

Debit Balance	-	-
Short Market Value	-	-
<b>NET PORTFOLIO VALUE</b>	<b>\$4,821,639.72</b>	<b>\$3,725,558.48</b>

**CASH FLOW**

	This Statement	Year to Date
<b>Opening Cash/Money Accounts</b>	<b>\$296,794.43</b>	
<b>CREDITS</b>		
Funds Received	-	-
Electronic Transfers	-	-
Other Credits	4,648.62	29,577.62
Subtotal	4,648.62	29,577.62
<b>DEBITS</b>		
Electronic Transfers	-	-
Other Debits	(134,693.62)	(940,747.53)
ML Trust Fees	(2,712.34)	(32,477.53)
Non ML Trust Fees	-	-
Bill Payment	-	-
Subtotal	(\$137,405.96)	(\$973,225.06)
<b>Net Cash Flow</b>	<b>(\$132,757.34)</b>	<b>(\$943,647.44)</b>
Dividends/Interest Income	8,923.39	75,394.44
Dividend Reinvestments	-	(2,677.48)
Security Purchases/Debits	-	(192,647.55)
Security Sales/Credits	-	711,930.13
<b>Closing Cash/Money Accounts</b>	<b>\$172,960.48</b>	
Securities You Transferred In/Out	1,074,865.14	1,074,952.12

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MLPF&S is a registered broker-dealer, Member Securities Investor Protection Corporation (SIPC) and a wholly owned subsidiary of Bank of America Corporation.



ELIAS WESTCHESTER FD

Account Number:

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS**

December 01, 2010 - December 31, 2010

Description	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Interest	Estimated Annual Income	Est. Annual Yield%
<b>CASH/MONEY ACCOUNTS</b>								
CASH	0.66	0.66		.66				
BIF MONEY FUND	169,172.00	169,172.00	1.0000	169,172.00		102	102	.06
<b>TOTAL</b>		169,172.66		169,172.66		102	102	.06
<b>GOVERNMENT AND AGENCY SECURITIES <sup>1</sup></b>								
Description	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Interest	Estimated Annual Income	Estimated Current Yield%
U.S. TREASURY NOTE 4.000% FEB 15 2015 CUSIP: 912828DM9	200,000	192,000.00	109.5550	219,110.00	27,110.00	3,000.00	8,000	3.65
U.S. TREASURY NOTE 4.000% AUG 15 2018 CUSIP: 912828JH4	100,000	102,787.26	108.3670	108,367.00	5,579.74	1,500.00	4,000	3.69
ORIGINAL UNIT/TOTAL COST:		103.4921/103,492.19						
<b>TOTAL</b>	300,000	294,787.26		327,477.00	32,689.74	4,500.00	12,000	3.66
<b>CORPORATE BONDS</b>								
Description	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Interest	Estimated Annual Income	Estimated Current Yield%
A CITIGROUP SUBORDINATED GLB 05.625% AUG 27 2012 MOODY'S: BAA1 S&P: A- CUSIP: 172967BP5	200,000	201,337.95	104.9350	209,870.00	8,532.05	3,875.00	11,250	5.36
ORIGINAL UNIT/TOTAL COST:		103.2940/206,588.00						
ANHEUSER-BUSCH COS INC COMPANY GUARNT 04.375% JAN 15 2013 MOODY'S: BAA2 S&P: BBB+ CUSIP: 035229CP6	200,000	199,408.00	105.4400	210,880.00	11,472.00	4,034.72	8,750	4.14
<b>TOTAL</b>	400,000	400,745.95		420,750.00	20,004.05	7,909.72	20,000	4.75



ELIAS WESTCHESTER FD

Account Number:

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS**

December 01, 2010 - December 31, 2010

**PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.**

<b>EQUITIES</b> Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss) Annual	Estimated Current Annual Income	Yield%
ABBOTT LABS	ABT	12/20/07	600	57.3588	34,415.28	47.9100	<b>28,746.00</b>	(5,669.28)	<b>1,057</b>	3.67
AES CORP	AES	07/07/04	5,000	9.9900	49,950.00	12.1800	60,900.00	10,950.00		
		10/06/04	5,000	10.5653	52,826.50	12.1800	60,900.00	8,073.50		
<i>Subtotal</i>			10,000		102,776.50		<b>121,800.00</b>	19,023.50		
ALLERGAN INC	AGN	12/20/07	600	63.7264	38,235.84	68.6700	41,202.00	2,966.16	120	.29
		07/22/09	600	50.5690	30,341.40	68.6700	41,202.00	10,860.60	120	.29
<i>Subtotal</i>			1,200		68,577.24		<b>82,404.00</b>	13,826.76	<b>240</b>	.29
BLACKSTONE GROUP LP	BX	08/04/09	800	12.9999	10,399.92	14.1500	11,320.00	920.08	321	2.82
COM UNIT REPSTG L P		03/02/10	800	14.1089	11,287.12	14.1500	11,320.00	32.88	321	2.82
		04/05/10	1,400	14.5099	20,313.86	14.1500	19,810.00	(503.86)	561	2.82
		11/01/10	1,000	13.6858	13,685.80	14.1500	14,150.00	464.20	401	2.82
<i>Subtotal</i>			4,000		55,686.70		<b>56,600.00</b>	913.30	<b>1,604</b>	2.82
BOMBARDIER INC CL B	BDRBF	07/19/05	20,000	2.7634	55,268.00	5.0420	100,840.00	45,572.00	2,020	2.00
		10/25/07	5,000	5.7050	28,525.00	5.0420	25,210.00	(3,315.00)	505	2.00
<i>Subtotal</i>			25,000		83,793.00		<b>126,050.00</b>	42,257.00	<b>2,525</b>	2.00
CHEVRON CORP	CVX	12/12/01	800	42.8250	34,260.00	91.2500	73,000.00	38,740.00	<b>2,305</b>	3.15
CISCO SYSTEMS INC COM	CSCO	08/04/09	1,000	22.2382	22,238.20	20.2300	20,230.00	(2,008.20)		
		04/05/10	1,000	26.1899	26,189.90	20.2300	20,230.00	(5,959.90)		
<i>Subtotal</i>			2,000		48,428.10		<b>40,460.00</b>	(7,968.10)		
COCA COLA COM	KO	12/18/08	1,200	45.8158	54,978.96	65.7700	78,924.00	23,945.04	2,113	2.67
		04/05/10	800	54.8187	43,854.96	65.7700	52,616.00	8,761.04	1,408	2.67
<i>Subtotal</i>			2,000		98,833.92		<b>131,540.00</b>	32,706.08	<b>3,521</b>	2.67
DANAHER CORP DEL COM	DHR	01/22/08	1,000	37.4837	37,483.75	47.1700	47,170.00	9,686.25	<b>80</b>	.16
DOVER CORP	DOV	04/15/09	400	31.4885	12,595.40	58.4500	23,380.00	10,784.60	441	1.88
		07/22/09	400	35.2895	14,115.80	58.4500	23,380.00	9,264.20	441	1.88
		08/04/09	200	34.5974	6,919.48	58.4500	11,690.00	4,770.52	221	1.88
<i>Subtotal</i>			1,000		33,630.68		<b>58,450.00</b>	24,819.32	<b>1,103</b>	1.88



ELIAS WESTCHESTER FD

Account Number:

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS**

December 01, 2010 - December 31, 2010

Equities (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
EXXON MOBIL CORP COM	XOM	07/11/00	400	39.8737	15,949.50	73.1200	29,248.00	13,298.50	704	2.40
		11/07/03	200	35.6800	7,136.00	73.1200	14,624.00	7,488.00	352	2.40
		07/07/04	600	45.0600	27,036.00	73.1200	43,872.00	16,836.00	1,056	2.40
		08/17/10	800	60.8577	48,686.16	73.1200	58,496.00	9,809.84	1,408	2.40
<i>Subtotal</i>			2,000	98,807.66			<b>146,240.00</b>	<b>47,432.34</b>	<b>3,520</b>	<b>2.40</b>
FREEPRT-MCMRAN CPR & GLD	FCX	05/05/06	1,000	67.3999	67,399.90	120.0900	<b>120,090.00</b>	<b>52,690.10</b>	<b>2,000</b>	<b>1.66</b>
GILEAD SCIENCES INC COM	GILD	01/19/06	2,000	29.5750	59,150.00	36.2400	72,480.00	13,330.00		
		01/24/06	400	28.8225	11,529.00	36.2400	14,496.00	2,967.00		
<i>Subtotal</i>			2,400	70,679.00			<b>86,976.00</b>	<b>16,297.00</b>		
GOLDCORP INC	GG	10/11/02	2,000	10.2800	20,560.00	45.9800	91,960.00	71,400.00	720	.78
		03/07/03	2,000	11.3302	22,660.40	45.9800	91,960.00	69,299.60	720	.78
		11/19/04	4,000	15.5300	62,120.00	45.9800	183,920.00	121,800.00	1,440	.78
		01/07/05	1,000	13.8000	13,800.00	45.9800	45,980.00	32,180.00	360	.78
		01/10/05	1,000	12.9500	12,950.00	45.9800	45,980.00	33,030.00	360	.78
<i>Subtotal</i>			10,000	132,090.40			<b>459,800.00</b>	<b>327,709.60</b>	<b>3,600</b>	<b>.78</b>
GOOGLE INC CL A	GOOG	01/22/08	50	584.5226	29,226.13	593.9700	29,698.50	472.37		
		02/06/08	25	502.9976	12,574.94	593.9700	14,849.25	2,274.31		
		07/22/09	25	426.9600	10,674.00	593.9700	14,849.25	4,175.25		
		08/04/09	100	449.7640	44,976.40	593.9700	59,397.00	14,420.60		
<i>Subtotal</i>			200	97,451.47			<b>118,794.00</b>	<b>21,342.53</b>		
HONEYWELL INTL INC DEL	HON	04/15/09	400	31.0680	12,427.20	53.1600	21,264.00	8,836.80	484	2.27
		07/22/09	400	33.4595	13,383.80	53.1600	21,264.00	7,880.20	484	2.27
		08/04/09	200	35.5195	7,103.90	53.1600	10,632.00	3,528.10	242	2.27
<i>Subtotal</i>			1,000	32,914.90			<b>53,160.00</b>	<b>20,245.10</b>	<b>1,210</b>	<b>2.27</b>
MICROSOFT CORP	MSFT	08/04/09	1,000	23.5983	23,598.30	27.9100	27,910.00	4,311.70	640	2.29
		08/17/10	500	24.8195	12,409.75	27.9100	13,955.00	1,545.25	320	2.29
<i>Subtotal</i>			1,500	36,008.05			<b>41,865.00</b>	<b>5,856.95</b>	<b>960</b>	<b>2.29</b>

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ELIAS WESTCHESTER FD

Account Number:

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS**

December 01, 2010 - December 31, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
PEPSICO INC	PEP	10/25/07	1,200	71.9902	86,388.24	65.3300	78,396.00	(7,992.24)	2,304	2.93
		10/14/08	300	55.9494	16,784.82	65.3300	19,599.00	2,814.18	576	2.93
		04/15/09	500	51.5680	25,784.00	65.3300	32,665.00	6,881.00	960	2.93
<i>Subtotal</i>			2,000		128,957.06		<b>130,660.00</b>	1,702.94	<b>3,840</b>	2.93
PLUM CREEK TIMBER CO INC	PCL	12/06/01	1,000	27.6544	27,654.43	37.4500	37,450.00	9,795.57	1,681	4.48
		11/07/02	500	22.6764	11,338.21	37.4500	18,725.00	7,386.79	840	4.48
		12/13/02	500	22.3656	11,182.81	37.4500	18,725.00	7,542.19	840	4.48
<i>Subtotal</i>			2,000		50,175.45		<b>74,900.00</b>	24,724.55	<b>3,361</b>	4.48
REGIONS FINL CORP	RF	08/18/09	2,000	5.3500	10,700.00	7.0000	14,000.00	3,300.00	80	.57
		04/05/10	2,000	8.1100	16,220.00	7.0000	14,000.00	(2,220.00)	80	.57
<i>Subtotal</i>			4,000		26,920.00		<b>28,000.00</b>	1,080.00	<b>160</b>	.57
SCHLUMBERGER LTD	SLB	09/13/05	1,600	41.6775	66,684.00	83.5000	133,600.00	66,916.00	1,345	1.00
		01/09/06	1,600	53.3225	85,316.00	83.5000	133,600.00	48,284.00	1,345	1.00
<i>Subtotal</i>			3,200		152,000.00		<b>267,200.00</b>	115,200.00	<b>2,690</b>	1.00
SIEMENS AG ADR	SI04	04/21/06	400	96.4200	38,568.00	124.2500	49,700.00	11,132.00	1,086	2.18
		04/26/06	400	99.2950	39,718.00	124.2500	49,700.00	9,982.00	1,086	2.18
<i>Subtotal</i>			800		78,286.00		<b>99,400.00</b>	21,114.00	<b>2,172</b>	2.18
STATE STREET CORP	SIT	08/04/09	200	53.8899	10,777.98	46.3400	9,268.00	(1,509.98)	8	.08
		12/14/09	600	39.5197	23,711.82	46.3400	27,804.00	4,092.18	24	.08
<i>Subtotal</i>			800		34,489.80		<b>37,072.00</b>	2,582.20	<b>32</b>	.08
UBS AG REG	UBS	N/A	65,262	N/A	N/A	16.4700	<b>1,074,865.14</b>		608	1.64
UNION PACIFIC CORP	UNP	04/15/09	400	47.9973	19,198.92	92.6600	37,064.00	17,865.08	152	1.64
		07/22/09	100	59.4890	5,948.90	92.6600	9,266.00	3,317.10	152	1.64
<i>Subtotal</i>			500		25,147.82		<b>46,330.00</b>	21,182.18	<b>760</b>	1.64
<b>TOTAL</b>					<b>1,629,212.68</b>		<b>3,551,572.14</b>	<b>847,494.32</b>	<b>36,740</b>	<b>1.03</b>



ELIAS WESTCHESTER FD

Account Number:

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS**

December 01, 2010 - December 31, 2010

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Current Yield%
BLACKROCK SHORT TERM BD FUND INSTL	6,064	54,157.66	9.8900	59,972.96	5,815.30	54,062	5,910	1,959	3.26
SYMBOL: MADUX Initial Purchase:02/04/09 Fixed Income 100% .3030 Fractional Share	313	N/A	9.8900	3,095.57				102	3.26
BLACKROCK GLOBAL ALLOCATION FD INC INSTL	9,894	195,825.73	19.5000	192,933.00	(2,892.73)	195,773	(2,840)	2,682	1.38
SYMBOL: MALOX Initial Purchase:04/03/08 Fixed Income 39% Equity 61% .2230 Fractional Share	502	N/A	19.5000	9,789.00				137	1.38
LOOMIS SAYLES INVT GRADE BD FD CL Y	5,074	50,092.35	12.1300	61,547.62	11,455.27	49,991	11,556	3,075	4.99
SYMBOL: LSIIX Initial Purchase:01/20/09 Fixed Income 100% .9180 Fractional Share	237	N/A	12.1300	2,874.81				144	4.99
Subtotal (Fixed Income)				206,568.38					
Subtotal (Equities)				123,663.07					



ELIAS WESTCHESTER FD

Account Number:

# YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
<b>TOTAL</b>	300,093.70	300,093.70	330,231.45	14,378.37	14,626	8,102	2.45	76,944	1.60
<b>TOTAL PRINCIPAL INVESTMENTS</b>	2,794,012.25	4,799,203.25	914,566.48						

**Total Client Investment:** Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.

**Cumulative Investment Return:** Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

**Market Timing:** Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

**Initial Purchase:** Date of your initial investment in this fund.

**Unrealized Gain or (Loss):** Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.

**Notes**

- Δ Debt instruments purchased at a premium show amortization
- ∅ Debt instruments purchased at a discount show accretion
- \* Some agency securities are not backed by the full faith and credit of the United States government.
- Total values exclude N/A items
- For Credit Ratings: S&P and Moody's provide credit ratings on the credit quality of certain bonds and preferred stocks. For a credit enhanced security, Moody's and S&P publish and provide third party vendors the higher of the rating on the credit enhancer (guarantor) or the stand alone rating on the underlying security.

# YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	163.82	163.82	1.0000	163.82	2	.06
BIF MONEY FUND	3,624.00	3,624.00	1.0000	3,624.00	2	.06
<b>TOTAL</b>	3,787.82	3,787.82	3,787.82	3,787.82	2	.06

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ELIAS WESTCHESTER FD

Account Number:

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS**

December 01, 2010 - December 31, 2010

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return(\$)	Estimated Annual Current Income Yield%
BLACKROCK SHORT TERM BD FUND INSTL SYMBOL: MADUX Initial Purchase:REINV Fixed Income 100%	131	1,281.44	9.8900	1,295.59	14.15	N/A	1,295	43 3.26
BLACKROCK GLOBAL ALLOCATION FD INC INSTL SYMBOL: MALOX Initial Purchase:REINV Fixed Income 39% Equity 61%	149	2,653.69	19.5000	2,905.50	251.81	N/A	2,905	41 1.38
LOOMIS SAYLES INVT GRADE BD FD CL Y SYMBOL: LSIX Initial Purchase:REINV Fixed Income 100%	168	1,994.13	12.1300	2,037.84	43.71	N/A	2,037	102 4.99
Subtotal (Fixed Income)				4,466.58				
Subtotal (Equities)				1,772.35				
<b>TOTAL</b>		5,929.26		<b>6,238.93</b>	309.67		<b>6,237</b>	<b>186 2.98</b>
<b>TOTAL INCOME INVESTMENTS</b>		9,717.08		<b>10,026.75</b>	309.67		<b>188</b>	<b>1.88</b>

**Total Client Investment:** Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment. Does not apply to income investments "denoted by N/A".

**Unrealized Gain or (Loss):** Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.

**Cumulative Investment Return:** Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

**Market Timing:** Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.



ELIAS WESTCHESTER FD

Account Number:

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS**

December 01, 2010 - December 31, 2010

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
<b>TOTAL PRINCIPAL/INCOME INVESTMENTS</b>	2,803,729.33	4,809,230.00	914,876.15	12,409.72	77,132	1.60

**YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS**

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
12/01	Subtotal (Taxable Interest)			60.00		32,000.00
12/01	Subtotal (Tax-Exempt Dividends)					1,766.69
12/01	Dividend		ALLERGAN INC DIVIDEND			
12/01	Dividend		HOLDING 1200.0000 PAY DATE 12/01/2010			
12/01	Dividend		BLACKROCK SHORT TERM BD FUND INSTL			
12/01	Dividend		DIVIDEND			
12/01	Dividend		PAY DATE 11/30/2010			
12/01	Dividend		LOOMIS SAYLES INVT GRADE BD FD CLY			
12/01	Dividend		DIVIDEND			
12/01	Dividend		PAY DATE 12/06/2010			
12/01	Dividend		MICROSOFT CORP			
12/01	Dividend		DIVIDEND			
12/01	Dividend		HOLDING 1500.0000 PAY DATE 12/09/2010			
12/01	Dividend		CHEVRON CORP			
12/01	Dividend		DIVIDEND			
12/01	Dividend		HOLDING 800.0000 PAY DATE 12/10/2010			

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Online at: [www.mymerrill.com](http://www.mymerrill.com)

Account Number.

24-Hour Assistance: (800) MERRILL  
Access Code: 79-657-02002

ELIAS FOUNDATION  
17 MARBLE AVE  
PLEASANTVILLE NY 10570-2906

**Net Portfolio Value:** **\$155,428.56**

**Your Private Wealth Advisor:**

MARIA BRISBANE  
623 FIFTH AVE 34TH FLR  
NEW YORK NY 10022  
maria\_brisbane@ml.com  
(800) 893-4806

**Elias - Operating**

December 01, 2010 - December 31, 2010

	December 31	November 30	This Statement	Year to Date
<b>ASSETS</b>				
Cash/Money Accounts	155,428.56	50,643.53	50,643.53	
Fixed Income	-	-	-	10,344.43
Equities	-	-	-	-
Mutual Funds	-	-	-	910,000.00
Options	-	-	-	920,344.43
Other	-	-	-	-
Subtotal (Long Portfolio)	155,428.56	50,643.53		
<b>TOTAL ASSETS</b>	<b>\$155,428.56</b>	<b>\$50,643.53</b>		
<b>LIABILITIES</b>				
Debit Balance	-	-	(1,774.89)	(28,552.27)
Short Market Value	-	-	-	(206.50)
<b>TOTAL LIABILITIES</b>	<b>-</b>	<b>-</b>	<b>(23,462.76)</b>	<b>(753,655.94)</b>
<b>NET PORTFOLIO VALUE</b>	<b>\$155,428.56</b>	<b>\$50,643.53</b>	<b>(25,237.65)</b>	<b>(782,414.71)</b>
<b>CASH FLOW</b>				
Opening Cash/Money Accounts			50,643.53	
<b>CREDITS</b>				
Funds Received			-	10,344.43
Electronic Transfers			-	-
Other Credits			130,000.00	910,000.00
Subtotal			130,000.00	920,344.43
<b>DEBITS</b>				
Electronic Transfers			(1,774.89)	(28,552.27)
Margin Interest Charged			-	-
Other Debits			-	(206.50)
Visa Purchases (debits)			-	-
ATM/Cash Advances			-	-
Checks Written/Bill Payment			(23,462.76)	(753,655.94)
Subtotal			(25,237.65)	(782,414.71)
<b>Net Cash Flow</b>			<b>\$104,762.35</b>	<b>\$137,929.72</b>
Dividends/Interest Income			22.68	115.39
Security Purchases/Debits			-	-
Security Sales/Credits			-	-
<b>Closing Cash/Money Accounts</b>			<b>\$155,428.56</b>	
Securities You Transferred In/Out			(1,074,865.14)	(1,074,865.14)

The Private Banking and Investment Group makes available products and services offered by Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S) and other subsidiaries of Bank of America Corporation. Investment products: **Are Not FDIC Insured** **Are Not Bank Guaranteed** **May Lose Value**  
MLPF&S is a registered broker-dealer, Member Securities Investor Protection Corporation (SIPC) and a wholly owned subsidiary of Bank of America Corporation.



Elias - Operating

Account Number:

24-Hour Assistance: (800) MERRILL  
Access Code: 79-657-02002

**YOUR EMA BANK DEPOSIT INTEREST SUMMARY**

December 01, 2010 - December 31, 2010

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	50,643	108,901	.25	22.68	155,427
<b>TOTAL ML Bank Deposit Program</b>	50,643			22.68	155,427

**YOUR EMA ASSETS**

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	1.56	1.56	1.0000	1.56	389	.25
ML BANK DEPOSIT PROGRAM	155,427.00	155,427.00	1.0000	155,427.00	389	.25
<b>TOTAL</b>		155,428.56		155,428.56	389	.25

**YOUR EMA TRANSACTIONS**

Date	Transaction Type	Quantity	Description	Income	
				Income	Year To Date
12/31	Bank Interest		BANK DEPOSIT INTEREST	.68	
	Income Total		ML BANK DEPOSIT PROGRAM	22.00	115.39
	Subtotal (Taxable Interest)			22.68	
	<b>NET TOTAL</b>			<b>22.68</b>	<b>115.39</b>

## Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- 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](http://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*

<b>Type or print</b>	Name of exempt organization <b>THE ELIAS FOUNDATION</b>	Employer identification number <b>13-4092287</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions <b>P O BOX 1501</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>PENNINGTON NJ 08534-1501</b>	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	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

- The books are in the care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A.

Telephone No ▶ (609) 274-6834 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 8/15/2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
 ▶  calendar year 2010 or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>3a</b>	\$	12,959
<b>b</b> If this application is for Form 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	<b>3b</b>	\$	5,700
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$	8,676

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

<b>Part II</b>		<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).	
Type or print  File by the extended due date for filing your return See instructions	Name of exempt organization <b>THE ELIAS FOUNDATION</b>		Employer identification number <b>13-4092287</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>P O BOX 1501</b>		
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>PENNINGTON NJ 08534-1501</b>		

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

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

- The books are in the care of  **MLTC, A DIVISION OF BANK OF AMERICA, N A** Telephone No  **(609) 274-6834** 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

- I request an additional 3-month extension of time until \_\_\_\_\_ **11/15/2011**
- For calendar year **2010**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_
- If the tax year entered in line 5 is for less than 12 months, check reason  Initial return  Final return  Change in accounting period
- State in detail why you need the extension \_\_\_\_\_

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	<b>8a</b>	\$ 9,545
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b>	\$ 18,676
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	<b>8c</b>	\$ 0

**Signature and Verification**

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

Signature  Title  Date