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Form **990-PF**

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

OMB No 1545-0052

**2011**

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 2011 or tax year beginning , and ending**

Name of foundation <b>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) <b>P.O. Box 1501, NJ2-130-03-31</b>	Room/suite	<b>B</b> Telephone number (see instructions) 609-274-6834
City or town, state, and ZIP code <b>PENNINGTON NJ 08534-1501</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<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>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>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 5,803,335</b>	<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>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 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)	1,444,660			
	<b>2</b> Check <input 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	91,860	90,752		
	<b>5 a</b> Gross rents		0		
	<b>b</b> Net rental income or (loss)	0			
	<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	873,948			
	<b>b</b> Gross sales price for all assets on line 6a	1,488,377			
	<b>7</b> Capital gain net income (from Part IV, line 2)		873,948		
	<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)	-4,503	0	0		
<b>12 Total.</b> Add lines 1 through 11	2,405,965	964,700	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)	911	820	0	91
	<b>b</b> Accounting fees (attach schedule)	2,500	0	0	2,500
	<b>c</b> Other professional fees (attach schedule)	153,533	92,120	0	61,413
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	20,469	1,748	0	0
	<b>19</b> Depreciation (attach schedule) and depletion	0	0	0	
	<b>20</b> Occupancy	47,491			47,491
	<b>21</b> Travel, conferences, and meetings	14,780			14,780
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	10,533	111	0	10,422
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	250,217	94,799	0	136,697
	<b>25</b> Contributions, gifts, grants paid	411,256			411,256
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	661,473	94,799	0	547,953	
<b>27 Subtract line 26 from line 12</b>					
<b>a Excess of revenue over expenses and disbursements</b>	1,744,492				
<b>b Net investment income</b> (if negative, enter -0-)		869,901			
<b>c Adjusted net income</b> (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

(HTA)

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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	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	166	4	4
	2	Savings and temporary cash investments	328,223	264,531	264,531
	3	Accounts receivable ▶	0		
		Less: allowance for doubtful accounts ▶	0	0	0
	4	Pledges receivable ▶	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 instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0		
		Less: allowance for doubtful accounts ▶	0	0	0
	8	Inventories for sale or use	0	0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	294,787	294,463	339,899
	b	Investments—corporate stock (attach schedule)	1,629,213	2,731,008	4,305,676
	c	Investments—corporate bonds (attach schedule)	400,746	399,950	409,914
	11	Investments—land, buildings, and equipment basis ▶	0		
	Less: accumulated depreciation (attach schedule) ▶	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	306,023	398,483	385,351	
14	Land, buildings, and equipment basis ▶	0			
	Less: accumulated depreciation (attach schedule) ▶	0	106,601	97,960	
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)	3,065,759	4,186,399	5,803,335	
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue	0	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	3,065,759	4,186,399	
	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 instructions)	3,065,759	4,186,399		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	3,065,759	4,186,399		

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	3,065,759
2	Enter amount from Part I, line 27a	2	1,744,492
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	434,184
4	Add lines 1, 2, and 3	4	5,244,435
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,058,036
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	4,186,399

**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			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<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>	873,948
<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 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 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 nonchantable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	586,266	3,829,251	0.153102
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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.869171
<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> 0.173834
<b>4</b> Enter the net value of nonchantable-use assets for 2011 from Part X, line 5			<b>4</b> 4,702,411
<b>5</b> Multiply line 4 by line 3			<b>5</b> 817,439
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 8,699
<b>7</b> Add lines 5 and 6			<b>7</b> 826,138
<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.			<b>8</b> 547,953

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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>1</b>	17,398	
<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-)	<b>2</b>	0	
<b>3</b> Add lines 1 and 2	<b>3</b>	17,398	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b> Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	17,398	
<b>6</b> Credits/Payments:			
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>	18,863	
<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>	0	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments Add lines 6a through 6d	<b>7</b>	18,863	
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	1,465	
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 1,465 Refunded <input type="checkbox"/>	<b>11</b>	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?	N/A	
<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 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <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 instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.ELIASFOUNDATION.ORG	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 ► 08534-1501			
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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►		Yes	No
		16		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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 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 ► 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 2011 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 2011)	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 2011?	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 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 instructions)?  Yes  No  
 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) N/A

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

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

	<b>5b</b>	N/A
	<b>6b</b>	X
	<b>7b</b>	N/A

**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 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 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 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	78,252
POLLY WITHERS 203 7TH AVENUE, BROOKLYN, NY 11215	CONSULTING	35,575
		0
		0
		0
<b>Total number of others receiving over \$50,000 for professional services</b>		

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see 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 instructions	
3 NONE	
<b>Total. Add lines 1 through 3</b>	0

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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>	4,211,270
<b>b</b>	Average of monthly cash balances	<b>1b</b>	562,751
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,774,021
<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>	4,774,021
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	71,610
<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>	4,702,411
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	235,121

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	235,121
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	17,398
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI )	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	17,398
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	217,723
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	217,723
<b>6</b>	Deduction from distributable amount (see 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>	217,723

**Part XII Qualifying Distributions** (see 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>	547,953
<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>	547,953
<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 instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	547,953

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

**Part XIII Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				217,723
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			0	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006	362,120			
b	From 2007	576,530			
c	From 2008	699,817			
d	From 2009	595,304			
e	From 2010	404,348			
f	Total of lines 3a through e	2,638,119			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 547,953				
a	Applied to 2010, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see instructions)		0		
c	Treated as distributions out of corpus (Election required—see instructions)	0			
d	Applied to 2011 distributable amount				217,723
e	Remaining amount distributed out of corpus	330,230			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )				0
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,968,349			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	362,120			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,606,229			
10	Analysis of line 9				
a	Excess from 2007	576,530			
b	Excess from 2008	699,817			
c	Excess from 2009	595,304			
d	Excess from 2010	404,348			
e	Excess from 2011	330,230			



**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> Paid during the year See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	411,256
<b>b</b> Approved for future payment NONE				
<b>Total</b>			▶ <b>3b</b>	0





**Schedule B**  
 (Form 990, 990-EZ,  
 or 990-PF)  
 Department of the Treasury  
 Internal Revenue Service

**Schedule of Contributors**

OMB No 1545-0047

**2011**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

<b>Name of the organization</b>	<b>Employer identification number</b>
ELIAS FOUNDATION	13-4092287

**Organization type** (check one).

**Filers of:**

**Section:**

- Form 990 or 990-EZ       501(c)(      ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF               501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ .....

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization ELIAS FOUNDATION	Employer identification number 13-4092287
------------------------------------------	----------------------------------------------

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES AND JACQUELINE MANN 10 OLD ROAD LANE MOUNT KISCO NY 10549-4524 Foreign State or Province. _____ Foreign Country. _____	\$ 1,444,660	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution )
2	_____ _____ Foreign State or Province. _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
3	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
4	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
5	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
6	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Name of organization ELIAS FOUNDATION	Employer identification number 13-4092287
------------------------------------------	----------------------------------------------

**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	UBS AG REG ----- ----- -----	\$ 1,444,660	12/30/2011 -----
-----	----- ----- -----	\$ 0	-----
-----	----- ----- -----	\$ 0	-----
-----	----- ----- -----	\$ 0	-----
-----	----- ----- -----	\$ 0	-----
-----	----- ----- -----	\$ 0	-----
-----	----- ----- -----	\$ 0	-----

ELIAS FOUNDATION

13-4092287 Page 1 of 7

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

## Name

VCS GAYPRIDE ROCKLAND (COMMUNITY DESIGN)

## Street

77 SOUTH MAIN STREET

## City

NEW YORK

## State

NY

## Zip Code

10956

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

999

## Name

METRO IAF INC (WESTCHESTER UNITED)

## Street

8518 61ST ROAD

## City

REGO PARK

## State

NY

## Zip Code

11374

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

30,000

## Name

COMMUNITY VOICES HEARD (15TH ANNIV DINNER)

## Street

103 EAST 196TH 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

7,500

## Name

WEST CHESTER CHILDRENS ASSOCIATION (ADVOCACY DINNER)

## Street

470 MAMARONECK 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

2,000

## Name

NEIGHBORS LINK

## 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

5,000

## 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

2,000

ELIAS FOUNDATION

13-4092287 Page 2 of 7

**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

10,000

## Name

A BETTER WAY FOUNDATION

## Street

PO BOX 842

## City

HARTFORD

## State

CT

## Zip Code

06143

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

1,500

## Name

AMERICAN FRIENDS SERVICE COMMITTEE

## Street

4511 NEW YORK AVENUE

## City

UNION CITY

## State

NJ

## Zip Code

07087

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

5,000

## Name

MLK INST FOR NONVIOLENCE

## Street

449 AUBURN AVENUE

## City

ATLANTA

## State

GA

## Zip Code

30312

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

500

## Name

EXALT YOUTH

## Street

175 REMSEN STREET, SUITE 100

## City

BROOKLYN

## State

NY

## Zip Code

11212

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

1,500

## Name

CHILDRENS VILLAGE

## Street

1 ECHO HILLS

## City

DOBBS FERRY

## State

NY

## Zip Code

10852

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

5,000

ELIAS FOUNDATION

13-4092287 Page 3 of 7

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

## Name

UNITED FOR A FAIR ECONOMY

## Street

29 WINTER STREET

## City

BOSTON

## State

MA

## Zip Code

02108

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

3,235

## Name

NEIGHBORS LINK (GALA)

## 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

10,000

## 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

15,000

## Name

COMMUNITY VOICES HEARD

## Street

103 EAST 196TH 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

50,000

## Name

SOUTHERN MAINE WORKERS CENTER

## Street

86 POPULAR 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

WESPAC (COMMUNITY DESIGN)

## 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

1,022

ELIAS FOUNDATION

13-4092287 Page 4 of 7

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

Recipient(s) paid during the year

Name

TIDES FOUNDATION

Street

1600 ORETHA C HALEY BLVD

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

30,000

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

5,000

Name

NEIGHBORS LINK

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

15,000

Name

OSSINING PUBLIC SCHOOL SYSTEM

Street

29 SOUTH HIGHLAND AVENUE

City

OSSINING

State

NY

Zip Code

10562

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

30,000

Name

GREYSTON FOUNDATION

Street

21 PARK AVENUE

City

YONKERS

State

NY

Zip Code

10703

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

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

10,000

ELIAS FOUNDATION

13-4092287 Page 5 of 7

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

## Name

WESTCHESTER CHILDRENS ASSOICATION

## Street

470 MAMARONECK 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

15,000

## 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

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

## Name

KIDS IN DANGER

## Street

116 WEST ILLINIOS 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

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

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

ELIAS FOUNDATION

13-4092287 Page 6 of 7

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

## 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

## Name

CHILDRENS VILLAGE

## Street

1 ECHO HILLS

## City

DOBBS FERRY

## State

NY

## Zip Code

10852

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

25,000

## Name

PLANNED PARENTHOOD OF THE MERCER

## Street

437 EAST STATE STREET

## City

TRENTON

## State

NJ

## Zip Code

08608

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

4,000

## Name

NEW LABOR

## Street

103 BAYARD STREET

## City

NEW BRUNSWICK

## State

NJ

## Zip Code

08901

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

10,000

## Name

ANSWER

## Street

2969 MISSION STREET

## City

SAN FRANCISCO

## State

CA

## Zip Code

94110

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

2,000

## Name

FAMILIES UNITED FOR RACIAL

## Street

81 WILLOUGHBY STREET, #701

## City

BROOKLYN

## State

NY

## Zip Code

11201

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

1,000

ELIAS FOUNDATION

13-4092287 Page 7 of 7

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

## Name

OSSINING UFSD

## Street

190 CROTON AVENUE

## City

CHICAGO

## State

IL

## Zip Code

10562

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

2,000

## 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

32,000

## Name

FAMILY SERVICE SOC OF YONKERS (GRANDPOWER)

## 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

1,000

## 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

10,000

## Name

EL KILOMBO INTERGALACTICO

## Street

324 WEST GEER STREET

## City

DURHAM

## State

NC

## Zip Code

27701

## Foreign Country

## Relationship

NONE

## Foundation Status

501(C)(3)

## Purpose of grant/contribution

GENERAL OPERATING

## Amount

6,000

## Name

## Street

## City

## State

## Zip Code

## Foreign Country

## Relationship

## Foundation Status

## Purpose of grant/contribution

## Amount

0

Account Number

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

December 01, 2011 - December 30, 2011

ELIAS WESTCHESTER FD

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.09	0.09		.09		
BIF MONEY FUND	64,744.00	64,744.00	1.0000	64,744.00	6	.01
<b>TOTAL</b>		64,744.09		64,744.09	6	.01

GOVERNMENT AND AGENCY SECURITIES Description	Quantity	Acquired	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Estimated Current Yield%
Δ U.S. TREASURY NOTE 4.000% AUG 15 2018 04 000% AUG 15 2018 MOODY'S: AAA S&P: *** CUSIP: 912828JH4 ORIGINAL UNIT/TOTAL COST: 103.4921/103,492.19	100,000	09/09/08	102,463.24	117.7730	117,773.00	15,309.76	1,489.13	4,000	3.39
<b>TOTAL</b>	100,000		102,463.24	117,773.00	15,309.76	1,489.13	4,000	3.40	

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

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Current Yield%
ABBOTT LABS	ABT	12/20/07	600	57.3588	34,415.28	56.2300	33,738.00	(677.28)	1,152	3.41
ALLERGAN INC	AGN	12/20/07	600	63.7264	38,235.84	87.7400	52,644.00	14,408.16	120	.22
		07/22/09	600	50.5690	30,341.40	87.7400	52,644.00	22,302.60	120	.22
<i>Subtotal</i>			1,200	68,577.24	68,577.24		105,288.00	36,710.76	240	.22
BLACKSTONE GROUP LP	BX	08/04/09	800	12.9999	10,399.92	14.0100	11,208.00	808.08	320	2.85
COM UNIT REPSTG LP		03/02/10	800	14.1089	11,287.12	14.0100	11,208.00	(79.12)	320	2.85
		04/05/10	1,400	14.5099	20,313.86	14.0100	19,614.00	(699.86)	560	2.85
		11/01/10	1,000	13.6858	13,685.80	14.0100	14,010.00	324.20	400	2.85
<i>Subtotal</i>			4,000	55,686.70	55,686.70		56,040.00	353.30	1,600	2.85
BOMBARDIER INC CL B	BDRBF	07/19/05	15,000	2.7634	41,451.00	3.9872	59,808.00	18,357.00	1,440	2.40
		10/25/07	5,000	5.7050	28,525.00	3.9872	19,936.00	(8,589.00)	480	2.40
<i>Subtotal</i>			20,000	69,976.00	69,976.00		79,744.00	9,768.00	1,920	2.40



ELIAS WESTCHESTER FD

Account Number

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

December 01, 2011 - December 30, 2011

<b>EQUITIES (continued)</b> Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
CHEVRON CORP	CVX	12/12/01	800	42.8250	34,260.00	106.4000	85,120.00	50,860.00	2,592	3.04
CISCO SYSTEMS INC COM	CSCO	08/04/09 04/05/10	1,000 1,000	22.2382 26.1899	22,238.20 26,189.90	18.0800 18.0800	18,080.00 18,080.00	(4,158.20) (8,109.90)	240 240	1.32 1.32
<i>Subtotal</i>			2,000	48,428.10	48,428.10		36,160.00	(12,268.10)	480	1.32
COCA COLA COM	KO	12/18/08 04/05/10	1,200 800	45.8158 54.8187	54,978.96 43,854.96	69.9700 69.9700	83,964.00 55,976.00	28,985.04 12,121.04	2,257 1,505	2.68 2.68
<i>Subtotal</i>			2,000	98,833.92	98,833.92		139,940.00	41,106.08	3,762	2.68
DANAHER CORP DEL COM	DHR	01/22/08	1,000	37.4837	37,483.75	47.0400	47,040.00	9,556.25	101	2.1
DOVER CORP	DOV	04/15/09 07/22/09 08/04/09	400 400 200	31.4885 35.2895 34.5974	12,595.40 14,115.80 6,919.48	58.0500 58.0500 58.0500	23,220.00 23,220.00 11,610.00	10,624.60 9,104.20 4,690.52	504 504 252	2.17 2.17 2.17
<i>Subtotal</i>			1,000	33,630.68	33,630.68		58,050.00	24,419.32	1,260	2.17
EXXON MOBIL CORP COM	XOM	07/11/00 11/07/03 07/07/04 08/17/10	400 200 600 800	39.8737 35.6800 45.0600 60.8577	15,949.50 7,136.00 27,036.00 48,686.16	84.7600 84.7600 84.7600 84.7600	33,904.00 16,952.00 50,856.00 67,808.00	17,954.50 9,816.00 23,820.00 19,121.84	752 376 1,128 1,504	2.21 2.21 2.21 2.21
<i>Subtotal</i>			2,000	98,807.66	98,807.66		169,520.00	70,712.34	3,760	2.21
FREEMT-MCMRAN CPR & GLD	FCX	05/05/06	2,000	33.8999	67,399.90	36.7900	73,580.00	6,180.10	2,000	2.71
GILEAD SCIENCES INC COM	GILD	01/19/06 01/24/06	2,000 400	29.5750 28.8225	59,150.00 11,529.00	40.9300 40.9300	81,860.00 16,372.00	22,710.00 4,843.00	1,080	1.22
<i>Subtotal</i>			2,400	70,679.00	70,679.00		98,232.00	27,553.00	1,080	1.22
GOLDCORP INC	GG	10/11/02 03/07/03 11/19/04 01/07/05 01/10/05	1,500 2,000 4,000 1,000 1,000	10.2800 11.3302 15.5300 13.8000 12.9500	15,420.00 22,660.40 62,120.00 13,800.00 12,950.00	44.2500 44.2500 44.2500 44.2500 44.2500	66,375.00 88,500.00 177,000.00 44,250.00 44,250.00	50,955.00 65,839.60 114,880.00 30,450.00 31,300.00	810 1,080 2,160 540 540	1.22 1.22 1.22 1.22 1.22
<i>Subtotal</i>			9,500	126,950.40	126,950.40		420,375.00	293,424.60	5,130	1.22



PRIVATE BANKING & INVESTMENT GROUP

Bank of America Corporation

ELIAS WESTCHESTER FD

Account Number

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

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%
GOOGLE INC CL A	GOOG	01/22/08	50	584.5226	29,226.13	645.9000	32,295.00	3,068.87		
		02/06/08	25	502.9976	12,574.94	645.9000	16,147.50	3,572.56		
		07/22/09	25	428.9600	10,674.00	645.9000	16,147.50	5,473.50		
		08/04/09	100	449.7640	44,976.40	645.9000	64,590.00	19,613.60		
<b>Subtotal</b>			200		97,451.47		<b>129,180.00</b>	<b>31,728.53</b>		
HONEYWELL INTL INC DEL	HON	04/15/09	400	31.0680	12,427.20	54.3500	21,740.00	9,312.80		596 2.74
		07/22/09	400	33.4595	13,383.80	54.3500	21,740.00	8,356.20		596 2.74
		08/04/09	200	35.5195	7,103.90	54.3500	10,870.00	3,766.10		298 2.74
<b>Subtotal</b>			1,000		32,914.90		<b>54,350.00</b>	<b>21,435.10</b>		<b>1,490 2.74</b>
MICROSOFT CORP	MSFT	08/04/09	1,000	23.5983	23,598.30	25.9600	25,960.00	2,361.70		801 3.08
		08/17/10	500	24.8195	12,409.75	25.9600	12,980.00	570.25		400 3.08
<b>Subtotal</b>			1,500		36,008.05		<b>38,940.00</b>	<b>2,931.95</b>		<b>1,201 3.08</b>
PEPSICO INC	PEP	10/25/07	1,200	71.9902	86,388.24	66.3500	79,620.00	(6,768.24)		2,472 3.10
		10/14/08	300	55.9494	16,784.82	66.3500	19,905.00	3,120.18		618 3.10
		04/15/09	500	51.5680	25,784.00	66.3500	33,175.00	7,391.00		1,030 3.10
<b>Subtotal</b>			2,000		128,957.06		<b>132,700.00</b>	<b>3,742.94</b>		<b>4,120 3.10</b>
PLUM CREEK TIMBER CO INC	PCL	12/06/01	1,000	27.6544	27,654.43	36.5600	36,560.00	8,905.57		1,681 4.59
		11/07/02	500	22.6764	11,338.21	36.5600	18,280.00	6,941.79		840 4.59
		12/13/02	500	22.3656	11,182.81	36.5600	18,280.00	7,097.19		840 4.59
<b>Subtotal</b>			2,000		50,175.45		<b>73,120.00</b>	<b>22,944.55</b>		<b>3,361 4.59</b>
SCHLUMBERGER LTD	SLB	09/13/05	1,400	41.6775	58,348.50	68.3100	95,634.00	37,285.50		1,400 1.46
		01/09/06	1,600	53.3225	85,316.00	68.3100	109,296.00	23,980.00		1,600 1.46
<b>Subtotal</b>			3,000		143,664.50		<b>204,930.00</b>	<b>61,265.50</b>		<b>3,000 1.46</b>
SIEMENS AG ADR	SI	04/21/06	400	96.4200	38,568.00	95.6100	38,244.00	(324.00)		1,182 3.08
		04/26/06	400	99.2950	39,718.00	95.6100	38,244.00	(1,474.00)		1,182 3.08
<b>Subtotal</b>			800		78,286.00		<b>76,488.00</b>	<b>(1,798.00)</b>		<b>2,364 3.08</b>



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ELIAS WESTCHESTER FD

Account Number

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

December 01, 2011 - December 30, 2011

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
UNION PACIFIC CORP	UNP	04/15/09	400	47.9973	19,198.92	105.9400	42,376.00	23,177.08	960	2.26
		07/22/09	100	59.4890	5,948.90	105.9400	10,594.00	4,645.10	240	2.26
Subtotal			500		25,147.82		52,970.00	27,822.18	1,200	2.26
<b>TOTAL</b>					1,437,733.88		2,165,505.00	727,771.12	40,733	1.88

**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 GLOBAL ALLOCATION FD INC INSTL	9,894	195,825.73	18.2400	180,466.56	(15,359.17)	195,773	(15,307)	3,948	2.18
SYMBOL: MALOX Initial Purchase:04/03/08	502	N/A	18.2400	9,156.48				201	2.18
Fixed Income 28% Equity 72%									
.2230 Fractional Share	3.96	18,2400		4.07	11			1	2.18
Subtotal (Fixed Income)				53,095.59					
Subtotal (Equities)				136,531.52					
<b>TOTAL</b>	148,169			142,345	(15,359.06)		(15,307)	4,150	2.19
<b>TOTAL PRINCIPAL INVESTMENTS</b>	1,800,770.90			2,537,649.20	727,721.82			48,889	1.93

**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.

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

**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: December 01, 2011 - December 30, 2011

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

**Notes**

Δ Debt instruments purchased at a premium show amortization θ 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**

Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.45	0.45		.45		
BIF MONEY FUND	2,672.00	2,672.00	1.0000	2,672.00		.01
<b>TOTAL</b>		2,672.45		2,672.45		.01

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>MUTUAL FUNDS/CLOSED END FUNDS/UIT</b>									
BLACKROCK GLOBAL ALLOCATION FD INC INSTL	149	2,653.69	18.2400	2,717.76	64.07	N/A	(22,282)	60	2.18
SYMBOL: MALOX Initial Purchase:REINV Fixed Income 28% Equity 72%									
Subtotal (Fixed Income)				760.97					
Subtotal (Equities)				1,956.79					



ELIAS FAMILY FUND

Account Number:

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

December 01, 2011 - December 30, 2011

CASH/MONEY ACCOUNTS	Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
	CASH	0.73	0.73		.73		
	BIF MONEY FUND	84,939.00	84,939.00	1.0000	84,939.00	8	.01
	<b>TOTAL</b>		84,939.73		84,939.73	8	.01

GOVERNMENT AND AGENCY SECURITIES	Description	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Accrued Interest	Estimated Annual Income	Estimated Current Yield%
	U.S. TREASURY NOTE 03/18/05	200,000	192,000.00	111.0630	222,126.00	30,126.00	2,978.26	8,000	3.60
	4.000% FEB 15 2015 04.000% FEB 15 2015								
	MOODY'S: AAA S&P: *** CUSIP: 912828DM9								
	<b>TOTAL</b>	200,000	192,000.00		222,126.00	30,126.00	2,978.26	8,000	3.60

CORPORATE BONDS	Description	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Accrued Interest	Estimated Annual Income	Estimated Current Yield%
	Δ CITIGROUP 12/16/02	200,000	200,541.90	101.5100	203,020.00	2,478.10	3,843.75	11,250	5.54
	SUBORDINATED GLB 05.625% AUG 27 2012								
	MOODY'S: BAA1 S&P: BBB+ CUSIP: 172967BP5								
	ORIGINAL UNIT/TOTAL COST: 100.6635/201,327.18								
	ANHEUSER-BUSCH COS INC 10/11/02	200,000	199,408.00	103.4470	206,894.00	7,486.00	4,010.42	8,750	4.22
	COMPANY GUARANT 04.375% JAN 15 2013								
	MOODY'S: BAA1 S&P: A- CUSIP: 035229CP6								
	<b>TOTAL</b>	400,000	399,949.90		409,914.00	9,964.10	7,854.17	20,000	4.88

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.



ELIAS FAMILY FUND Account Number.

December 01, 2011 - December 30, 2011

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

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
ABBOTT LABS	ABT	01/10/11	300	47.8864	14,365.92	56.2300	16,869.00	2,503.08	576	3.41
ALLERGAN INC	AGN	04/12/11	200	74.7856	14,957.12	87.7400	17,548.00	2,590.88	40	.22
AMAZON COM INC COM	AMZN	01/10/11	50	184.4300	9,221.50	173.1000	8,655.00	(566.50)		
		02/25/11	50	177.3300	8,866.50	173.1000	8,655.00	(211.50)		
		03/07/11	100	169.4901	16,949.01	173.1000	17,310.00	360.99		
Subtotal			200	35,037.01			34,620.00	(417.01)		
AMER EXPRESS COMPANY	AXP	01/10/11	300	44.5146	13,354.38	47.1700	14,151.00	796.62	216	1.52
		05/04/11	100	49.6444	4,964.44	47.1700	4,717.00	(247.44)	72	1.52
Subtotal			400	18,318.82			18,868.00	549.18	288	1.52
APPLE INC	AAPL	02/15/11	200	359.0000	71,800.00	405.0000	81,000.00	9,200.00		
BLACKSTONE GROUP LP	BX	02/14/11	2,000	17.3089	34,617.80	14.0100	28,020.00	(6,597.80)	800	2.85
COM UNIT REPGT L P		03/07/11	200	17.6346	3,526.92	14.0100	2,802.00	(724.92)	80	2.85
		05/19/11	300	17.0715	5,121.45	14.0100	4,203.00	(918.45)	120	2.85
Subtotal			2,500	42,266.17			36,025.00	(8,241.17)	1,000	2.85
BOEING COMPANY	BA	01/10/11	200	69.1746	13,834.92	73.3500	14,670.00	835.08	353	2.39
CELGENE CORP COM	CELG	01/10/11	200	56.7663	11,353.26	67.6000	13,520.00	2,166.74		
CITIGROUP INC COM NEW	C	01/18/11	100	48.6000	4,860.00	26.3100	2,631.00	(2,229.00)	4	.15
		01/20/11	20	47.6000	952.00	26.3100	526.20	(425.80)	1	.15
		02/03/11	200	48.0000	9,600.00	26.3100	5,262.00	(4,338.00)	8	.15
		03/07/11	80	45.2950	3,623.60	26.3100	2,104.80	(1,518.80)	4	.15
Subtotal			400	19,035.60			10,524.00	(8,511.60)	17	.15
COCA COLA COM	KO	01/10/11	200	62.9446	12,588.92	69.9700	13,994.00	1,405.08	376	2.68
DISNEY (WALT) CO COM STK	DIS	01/10/11	300	39.4046	11,821.38	37.5000	11,250.00	(571.38)	180	1.60
		01/20/11	100	39.0500	3,905.00	37.5000	3,750.00	(155.00)	60	1.60
		03/07/11	100	43.0455	4,304.55	37.5000	3,750.00	(554.55)	60	1.60
Subtotal			500	20,030.93			18,750.00	(1,280.93)	300	1.60

ELIAS FAMILY FUND

Account Number

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

December 01, 2011 - December 30, 2011

<b>EQUITIES (continued)</b>	<b>Description</b>	<b>Symbol</b>	<b>Acquired</b>	<b>Quantity</b>	<b>Unit Cost Basis</b>	<b>Total Cost Basis</b>	<b>Estimated Market Price</b>	<b>Estimated Market Value</b>	<b>Unrealized Gain/(Loss)</b>	<b>Annual Income</b>	<b>Estimated Current Yield%</b>
	ENTERPRISE PRDTS PRTN LP	EPD	01/10/11	300	42.0699	12,620.97	46.3800	13,914.00	1,293.03	735	5.28
	L P		03/07/11	100	42.9146	4,291.46	46.3800	4,638.00	346.54	245	5.28
			05/03/11	400	41.4100	16,564.00	46.3800	18,552.00	1,988.00	980	5.28
	<b>Subtotal</b>			800		27,969		37,104.00	3,627.57	1,960	5.28
	EXXON MOBIL CORP	COM	01/10/11	200	75.1046	15,020.92	84.7600	16,952.00	1,931.08	376	2.21
			05/04/11	100	84.5400	8,454.00	84.7600	8,476.00	22.00	188	2.21
	<b>Subtotal</b>			300		23,474.92		25,428.00	1,953.08	564	2.21
	GENERAL ELECTRIC		01/10/11	500	18.5758	9,287.90	17.9100	8,955.00	(332.90)	340	3.79
			05/19/11	500	19.9365	9,968.25	17.9100	8,955.00	(1,013.25)	340	3.79
	<b>Subtotal</b>			1,000		19,256.15		17,910.00	(1,346.15)	680	3.79
	GOLDCORP INC		01/18/11	300	40.8400	12,252.00	44.2500	13,275.00	1,023.00	162	1.22
			01/20/11	100	40.1242	4,012.42	44.2500	4,425.00	412.58	54	1.22
	<b>Subtotal</b>			400		16,264.42		17,700.00	1,435.58	216	1.22
	GOOGLE INC CL A		01/10/11	30	614.6000	18,438.00	645.9000	19,377.00	939.00		
			04/06/11	50	574.0700	28,703.50	645.9000	32,295.00	3,591.50		
	<b>Subtotal</b>			80		47,141.50		51,672.00	4,530.50		
	HONEYWELL INTL INC DEL		01/10/11	200	53.9646	10,792.92	54.3500	10,870.00	77.08	298	2.74
			05/04/11	100	60.3944	6,039.44	54.3500	5,435.00	(604.44)	149	2.74
	<b>Subtotal</b>			300		16,832.36		16,305.00	(527.36)	447	2.74
	ILLINOIS TOOL WORKS INC		01/10/11	200	54.2746	10,854.92	46.7100	9,342.00	(1,512.92)	288	3.08
	JPMORGAN CHASE & CO		02/03/11	200	45.1154	9,023.08	33.2500	6,650.00	(2,373.08)	200	3.00
			03/07/11	100	45.3755	4,537.55	33.2500	3,325.00	(1,212.55)	100	3.00
	<b>Subtotal</b>			300		13,560.63		9,975.00	(3,585.63)	300	3.00
	MGM RESORTS INTERNATIONAL		07/21/11	3,000	15.6491	46,947.30	10.4300	31,290.00	(15,657.30)		
	SHS										
	PEPSICO INC		01/10/11	200	66.0646	13,212.92	66.3500	13,270.00	57.08	412	3.10



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ELIAS FAMILY FUND

Account Number:

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

December 01, 2011 - December 30, 2011

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%
PLAINS ALL AMERN PIPL LP	PAA	01/10/11	100	63.4792	6,347.92	73.4500	7,345.00	997.08	398	5.41
		02/07/11	200	63.8041	12,760.82	73.4500	14,690.00	1,929.18	797	5.41
		05/03/11	300	63.3127	18,993.81	73.4500	22,035.00	3,041.19	1,195	5.41
Subtotal			600		35,102.55		44,070.00	5,967.45	2,390	5.41
SCHLUMBERGER LTD	SLB	01/10/11	100	80.7800	8,078.00	68.3100	6,831.00	(1,247.00)	100	1.46
		02/03/11	100	88.6846	8,868.46	68.3100	6,831.00	(2,037.46)	100	1.46
		05/19/11	100	83.3867	8,338.67	68.3100	6,831.00	(1,507.67)	100	1.46
Subtotal			300		25,285.13		20,493.00	(4,792.13)	300	1.46
SILVER WHEATON CORP	SLW	01/18/11	500	32.7070	16,353.50	28.9600	14,480.00	(1,873.50)	180	1.24
		01/20/11	100	30.6892	3,068.92	28.9600	2,896.00	(172.92)	36	1.24
Subtotal			600		19,422.42		17,376.00	(2,046.42)	216	1.24
TIMKEN COMPANY	TKR	05/03/11	500	55.0974	27,548.70	38.7100	19,355.00	(8,193.70)	400	2.06
		05/04/11	100	53.1327	5,313.27	38.7100	3,871.00	(1,442.27)	80	2.06
		05/12/11	400	52.8275	21,131.00	38.7100	15,484.00	(5,647.00)	320	2.06
		05/19/11	400	50.5100	20,204.00	38.7100	15,484.00	(4,720.00)	320	2.06
Subtotal			1,400		74,196.97		54,194.00	(20,002.97)	1,120	2.06
YUM BRANDS INC	YUM	05/12/11	500	54.4565	27,228.25	59.0100	29,505.00	2,276.75	571	1.93
		07/21/11	300	54.5155	16,354.65	59.0100	17,703.00	1,348.35	342	1.93
Subtotal			800		43,582.90		47,208.00	3,625.10	913	1.93
<b>TOTAL</b>					<b>761,542</b>		<b>688,725.00</b>	<b>(72,817.00)</b>	<b>12,756</b>	<b>1.85</b>

**MUTUAL FUNDS/CLOSED END FUNDS/UIT**

Description	Quantity	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Current Yield%
LOOMIS SAYLES STRATEGIC INC FD CL Y	13,449	14.3500	192,993.15	(6,992.14)	199,985	(6,992)	12,871	6.66
SYMBOL NEZYX Initial Purchase:01/11/11								
Fixed Income 100%								
.8990 Fractional Share	13.37	14.3500	12.90	(0.47)			1	6.66

ELIAS FAMILY FUND

Account Number:

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

December 01, 2011 - December 30, 2011

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%
Subtotal (Fixed Income)									
<b>TOTAL</b>		199,998.66		193,006.05	(6,992.61)		(6,992)	12,872	6.67
<b>TOTAL PRINCIPAL INVESTMENTS</b>		1,593,088.48		1,598,710.78	5,622.30			53,636	3.35

**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.

**Notes**

- <sup>1</sup> Some agency securities are not backed by the full faith and credit of the United States government.
  - $\Delta$  Debt Instruments purchased at a premium show amortization
  - $\Theta$  Debt Instruments purchased at a discount show accretion
- 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	1.07	1.07		1.07		



Elias - Operating  
 Account Number:  
 24-Hour Assistance: (800) MERRILL  
 Access Code: 79-657-02002

December 01, 2011 - December 30, 2011

**YOUR EMA BANK DEPOSIT INTEREST SUMMARY**

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	93,792	57,655	.10	4.74	74,746
Bank of America RI, N.A.	83	83	.10	0.01	83
<b>TOTAL ML Bank Deposit Program</b>	93,875			4.75	74,829

**YOUR EMA ASSETS**

CASH/MONEY ACCOUNTS	Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH		1.10	1.10		1.10		
ML BANK DEPOSIT PROGRAM		74,829.00	74,829.00	1.0000	74,829.00	75	.10
<b>TOTAL</b>			74,830.10		74,830.10	75	.10

EQUITIES	Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Current Yield%
UBS AG REG		XGBSF	N/A	121,400		N/A	11.9559	1,451,446.26		N/A	
1CHF PAR ORDINARY											
<b>TOTAL</b>						531,732		1,451,446.26			

RESEARCH RATINGS	Security	Symbol	BofAML Research	Morningstar	S&P
	UBS AG REG	UBSRF	Neutral (B27)	No Coverage	No Coverage

PLEASE REFER TO THE BACK OF YOUR STATEMENT FOR A GUIDE TO BofAML AND THIRD PARTY RESEARCH RATINGS.

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Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss	Totals			
															Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
														Securities		1,488,377	614,429	873,948
														Other sales		0	0	0
1	X	PACCAR INC	693718108			1/20/2011		7/29/2011	4,321	5,739				-1,418				
2	X	PACCAR INC	693718108			1/20/2011		7/29/2011	4,321	5,739				-1,418				
3	X	REGIONS FINL CORP	7591EP100			8/18/2009		8/11/2011	8,800	10,700				-1,900				
4	X	REGIONS FINL CORP	7591EP100			4/5/2010		8/11/2011	8,800	16,220				-7,420				
5	X	LOOMIS SAYLES INVT GRADE	543487136			2/5/2010		1/7/2011	12	12				0				
6	X	LOOMIS SAYLES INVT GRADE	543487136			4/6/2010		1/7/2011	12	12				0				
7	X	AES CORP	00130H105			7/7/2004		8/11/2011	31,024	29,970				1,054				
8	X	LOOMIS SAYLES INVT GRADE	543487136			3/4/2010		1/7/2011	265	261				4				
9	X	AES CORP	00130H105			10/6/2004		8/11/2011	51,707	52,826				-1,119				
10	X	BLACKROCK SHORT TERM B	09253K605			11/30/2009		1/7/2011	257	252				5				
11	X	BLACKROCK SHORT TERM B	09253K605			12/1/2009		1/7/2011	10	10				0				
12	X	BLACKROCK SHORT TERM B	09253K605			3/1/2010		1/7/2011	10	10				0				
13	X	LOOMIS SAYLES INVT GRADE	543487136			4/7/2010		1/7/2011	265	264				1				
14	X	LOOMIS SAYLES INVT GRADE	543487136			2/4/2010		1/7/2011	277	271				6				
15	X	BLACKROCK SHORT TERM B	09253K605			6/1/2010		1/7/2011	10	10				0				
16	X	BLACKROCK SHORT TERM B	09253K605			6/18/2010		1/7/2011	3	3				0				
17	X	BLACKROCK SHORT TERM B	09253K605			3/31/2010		1/7/2011	168	167				1				
18	X	BLACKROCK SHORT TERM B	09253K605			4/1/2010		1/7/2011	10	10				0				
19	X	BLACKROCK SHORT TERM B	09253K605			2/1/2010		1/7/2011	10	10				0				
20	X	BLACKROCK SHORT TERM B	09253K605			2/4/2009		1/7/2011	3,096	2,795				301				
21	X	BLACKROCK SHORT TERM B	09253K605			2/4/2009		1/7/2011	59,876	54,062				5,814				
22	X	BLACKROCK SHORT TERM B	09253K605			3/2/2009		1/7/2011	10	9				1				
23	X	BLACKROCK SHORT TERM B	09253K605			5/1/2009		1/7/2011	10	9				1				
24	X	BLACKROCK SHORT TERM B	09253K605			8/3/2009		1/7/2011	10	9				1				
25	X	BLACKROCK SHORT TERM B	09253K605			9/1/2009		1/7/2011	10	10				0				
26	X	BLACKROCK SHORT TERM B	09253K605			10/1/2009		1/7/2011	10	10				0				
27	X	BLACKROCK SHORT TERM B	09253K605			2/26/2010		1/7/2011	158	157				1				
28	X	BLACKROCK SHORT TERM B	09253K605			4/30/2010		1/7/2011	168	167				1				
29	X	BLACKROCK SHORT TERM B	09253K605			5/28/2010		1/7/2011	178	177				1				
30	X	BLACKROCK SHORT TERM B	09253K605			12/31/2009		1/7/2011	187	184				3				
31	X	BLACKROCK SHORT TERM B	09253K605			1/29/2010		1/7/2011	178	177				1				
32	X	BOMBARDIER INC CL B	097751200			7/19/2005		1/20/2011	17,400	8,290				9,110				
33	X	BOMBARDIER INC CL B	097751200			7/19/2005		2/7/2011	12,500	5,527				6,973				
34	X	GOLDCORP INC	380956409			10/1/2002		2/7/2011	20,855	5,140				15,715				
35	X	LOOMIS SAYLES INVT GRADE	543487136			1/7/2010		1/7/2011	12	12				0				
36	X	LOOMIS SAYLES INVT GRADE	543487136			12/4/2009		1/7/2011	253	248				5				
37	X	LOOMIS SAYLES INVT GRADE	543487136			1/6/2010		1/7/2011	289	280				9				
38	X	AES CORP	00130H105			7/7/2004		2/7/2011	12,496	9,990				2,506				
39	X	AES CORP	00130H105			7/7/2004		5/3/2011	13,213	9,990				3,223				
40	X	SCHLUMBERGER LTD	806857108			9/13/2005		1/10/2011	16,095	8,336				7,759				
41	X	STATE STREET CORP	857477103			8/4/2009		2/7/2011	9,400	10,778				-1,378				
42	X	STATE STREET CORP	857477103			12/14/2009		2/7/2011	28,199	23,712				4,487				
43	X	UBS AG REG	H89231338			6/29/2010		1/3/2011	835,596	219,000				616,596				
44	X	UBS AG REG	H89231338			1/1/2011		1/1/2011	261,835	66,848				194,987				
45	X	TEEKAY TANKERS LTD	Y8565N102			1/10/2011		2/3/2011	12,000	12,877				-877				
46	X	LOOMIS SAYLES INVT GRADE	543487136			1/6/2010		1/7/2011	145	140				5				
47	X	LOOMIS SAYLES INVT GRADE	543487136			1/20/2009		1/7/2011	2,873	2,339				534				
48	X	LOOMIS SAYLES INVT GRADE	543487136			1/20/2009		1/7/2011	61,397	49,992				11,405				
49	X	LOOMIS SAYLES INVT GRADE	543487136			2/6/2009		1/7/2011	12	10				2				
50	X	LOOMIS SAYLES INVT GRADE	543487136			3/6/2009		1/7/2011	12	9				3				
51	X	LOOMIS SAYLES INVT GRADE	543487136			7/8/2009		1/7/2011	12	11				1				



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

		-4,503	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP INCOME	-4,503		
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

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

	911	820	0	91
	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	911	820	91
2				
3				
4				
5				
6				
7				
8				
9				
10				

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

		2,500	0	0	2,500
	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	2,500			2,500
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

		153,533	92,120	0	61,413
		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MERRILL LYNCH FEES AS AGENT	38,306	22,984		15,322
2	ADVISING/CONSULTING FEES	115,077	69,046		46,031
3	EMA FEE	150	90		60
4					
5					
6					
7					
8					
9					
10					

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

		20,469	1,748	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY EXCISE TAX DUE	8,989			
2	ESTIMATED EXCISE PAYMENTS	9,732			
3	FOREIGN TAX WITHHELD	1,748	1,748		
4					
5					
6					
7					
8					
9					
10					

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

		10,533	111	0	10,422
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	16	16		
2	PARTNERSHIP DEDUCTIONS	95	95		
3	POSTAGE	57			57
4	PHONE AND WIRELESS	1,710			1,710
5	OFFICE EXPENSES	5,745			5,745
6	PRINTING/PUBLICATIONS	53			53
7	WEBSITE EXPENSES	2,857			2,857
8					
9					

**Part III (990-PF) - Changes in Net Assets or Fund Balances****Line 3 - Other increases not included in Part III, Line 2**

1	GRANTS PAID IN 2011, CLEARED IN 2012	1	80,000
2	CHECK PAYMENTS WRITTEN IN 2011, CLEARED IN 2012	2	9,209
3	FEDERAL TAX REFUND	3	20
4	COST BASIS ADJUSTMENT	4	344,955
5	Total	5	434,184

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

1	BOND AMORTIZATION	1	1,108
2	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	2	912,928
3	GRANTS PAID IN 2010, CLEARED IN 2011	3	144,000
4	Total	4	1,058,036





**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	15.00	
2	JAMES E. MANN		10 OLD ROAD LANE	MOUNT KISCO	NY	10549		SECRETARY	10.00	
3	ALISON MANN		CO JJ MANN 10 OLD ROAD LANE	MOUNT KISCO	NY	10549		CE PRESIDE	10.00	
4	ANASTASIA MANN		CO JJ MANN 10 OLD ROAD LANE	MOUNT KISCO	NY	10549		CE PRESIDE	10.00	
5	ELDAR SHAFIR		CO JJ MANN 10 OLD ROAD LANE	MOUNT KISCO	NY	10549		TREASURER	10.00	
6										
7										
8										
9										
10										

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

	Date	Amount	
1 Credit from prior year return . . . . .	1	9,131	
2 First quarter estimated tax payment . . . . .	5/15/2011	2	3,244
3 Second quarter estimated tax payment . . . . .	6/15/2011	3	3,244
4 Third quarter estimated tax payment . . . . .	9/12/2011	4	3,244
5 Fourth quarter estimated tax payment . . . . .	5		
6 Other payments . . . . .	6		
7 Total . . . . .	7	18,863	

**Assets by Classification - 990PF**

12/31/2011 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	Con-vention Code	Prior Accum Deprec , 179, Bonus	2011 Deprec	2011 Accum Deprac	
<b>7-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	25,906	5,750	31,656	
	Total 7-yr Farm equipment				46,039	0	0	0	0	46,039				25,906	5,750	31,656	
<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	3,464	561	4,025	
	Total 5-yr NY Liberty Zone leasehold improvement property				4,867	0	0	0	0	4,867				3,464	561	4,025	
<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	5,826	2,330	8,156	
	Total 39-yr Nonresidential and commercial real estate				90,891	0	0	0	0	90,891				5,826	2,330	8,156	
	SubTotals				141,797	0	0	0	0	141,797				35,196	8,641	43,837	
	Less Disposed Assets				( 0)	( 0)	( 0)	( 0)	( 0)	( 0)				( 0)	( 0)	( 0)	
	Ending Totals				141,797	0	0	0	0	141,797				35,196	8,641	43,837	

**Detail Report**

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	AMT Type	Recovery Period (years)	Method	Convention Code	Prior Accum Deprec., .179, Bonus
					141,797	0	0	0	0	141,797					35,196
1	LEASEHOLD IMPROV	6/30/2008	R-5	100.00%	90,891	0	0	0	0	90,891		39	SL/GDS	MM	5,826
2	MACHINERY & EQUIP	6/30/2008	R-1	100.00%	4,867	0	0	0	0	4,867		5	200DB	HY	3,464
3	FURNITURE & FIXTURES	6/30/2008	F-9	100.00%	46,039	0	0	0	0	46,039		7	200DB	HY	25,906
	SubTotals				141,797	0	0	0	0	141,797					35,196
	Less. Disposed Assets				( 0)	( 0)	( 0)	( 0)	( 0)	( 0)					( 0)
	Ending Totals				141,797	0	0	0	0	141,797					35,196

**Detail Report**

990PF		8,641		43,837	
Item No	Description of Property **** indicates DISPOSED	Date Placed in Service	2011 Current Deprec	2011 Accum Deprec	
1	LEASEHOLD IMPROV	6/30/2008	2,330	8,156	
2	MACHINERY & EQUIP	6/30/2008	561	4,025	
3	FURNITURE & FIXTURES	6/30/2008	5,750	31,656	
SubTotals			8,641	43,837	
Less. Disposed Assets			( 0)	( 0)	
Ending Totals			<u>8,641</u>	<u>43,837</u>	

Form **8868**  
 (Rev. January 2012)  
 Department of the Treasury  
 Internal Revenue Service

## 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> <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions <b>ELIAS FOUNDATION</b>	<small>Employer identification number (EIN) or</small> <input checked="" type="checkbox"/> <b>13-4092287</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>P O Box 1501, NJ2-130-03-31</b>	<small>Social security number (SSN)</small> <input type="checkbox"/>
	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-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 8/15/2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year 2011 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>	\$	17,398
<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>	\$	18,863
<b>c</b> <b>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>	\$	0

**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. For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2012)

- 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)

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

Enter filer's identifying number, see instructions

<b>Type or print</b>	Name of exempt organization <b>ELIAS FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>13-4092287</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>P O Box 1501, NJ2-130-03-31</b>	Social security number (SSN) <input type="checkbox"/>
File by the due date for filing your return See instructions	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-BL	02	Form 1041-A	08
Form 990-EZ	01	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 11/15/2012
- For calendar year 2011, 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 An attempt to obtain information necessary for filing a return was requested in a timely fashion, but the information was not furnished in sufficient time to permit the timely filing of the return, or the taxpayer personally visited an IRS office for the purpose of securing information or advice and was unable to meet with an IRS representative

<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>	\$	17,398
<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>	\$	18,863
<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 must be completed for Part II only.**

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

Signature  Title  Date