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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

2012

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation ELIAS FOUNDATION		A 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		B Telephone number (see instructions) 609-274-6834
Room/suite		
City or town, state, and ZIP code PENNINGTON NJ 08534-1501		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,572,507	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,077,713			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	114,180	113,358		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	1,326,892			
	b Gross sales price for all assets on line 6a 2,308,152				
	7 Capital gain net income (from Part IV, line 2)		1,326,892		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-5,059				
12 Total. Add lines 1 through 11	2,513,726	1,440,250	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	1,004	904		100
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)	154,340	92,604		61,736
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	36,042	1,705		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	47,541			47,541
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	72,989	256		72,733
	24 Total operating and administrative expenses. Add lines 13 through 23	314,416	95,469	0	184,610
	25 Contributions, gifts, grants paid	509,900			509,900
26 Total expenses and disbursements. Add lines 24 and 25	824,316	95,469	0	694,510	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,689,410				
b Net investment income (if negative, enter -0-)		1,344,781			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

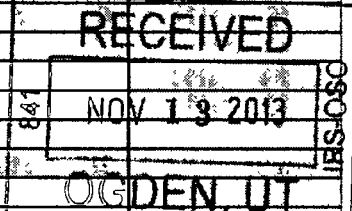
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	4	26,689	26,689
	2	Savings and temporary cash investments	264,531	473,902	473,902
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	294,463	294,127	333,188
	b	Investments—corporate stock (attach schedule)	2,731,008	2,989,297	4,527,484
	c	Investments—corporate bonds (attach schedule)	399,950	199,408	200,222
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	398,483	898,481	921,874	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)	97,960	89,148	89,148	
15	Other assets (describe)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,186,399	4,971,052	6,572,507	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)	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	4,186,399	4,971,052	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	4,186,399	4,971,052		
31	Total liabilities and net assets/fund balances (see instructions)	4,186,399	4,971,052		

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	4,186,399
2	Enter amount from Part I, line 27a	2	1,689,410
3	Other increases not included in line 2 (itemize) <u>CHECK PAYMENTS WRITTEN IN 2012, CLEARED IN</u>	3	3,757
4	Add lines 1, 2, and 3	4	5,879,566
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	908,514
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,971,052

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			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		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	1,326,892	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	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 noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	547,953	4,702,411	0.116526
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
2 Total of line 1, column (d)			2 0.873776
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.174755
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 5,676,174
5 Multiply line 4 by line 3			5 991,940
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 13,448
7 Add lines 5 and 6			7 1,005,388
8 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			8 694,510

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

1 a 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 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		1	26,896
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	26,896
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	26,896
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	35,802	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	35,802	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,906	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 8,906 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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	
16	At any time during calendar year 2012, 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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 2012 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 2012)	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 2012?	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

5b	N/A	
6b		X
7b	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		
	00	0		
	00	0		
	00	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				

Total number of other employees paid over \$50,000 0

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 HANSON	PROGRAM ADVISOR	69,874
POLLY WITHERS	CONSULTING	38,669
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services ▶		

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	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	5,106,128
b	Average of monthly cash balances	1b	656,485
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,762,613
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,762,613
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	86,439
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,676,174
6	Minimum investment return. Enter 5% of line 5	6	283,809

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

1	Minimum investment return from Part X, line 6	1	283,809
2a	Tax on investment income for 2012 from Part VI, line 5	2a	26,896
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	26,896
3	Distributable amount before adjustments Subtract line 2c from line 1	3	256,913
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	256,913
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	256,913

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	694,510
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	694,510
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	694,510

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				256,913
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	576,530			
b From 2008	699,817			
c From 2009	595,304			
d From 2010	404,348			
e From 2011	330,230			
f Total of lines 3a through e	2,606,229			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>694,510</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				256,913
e Remaining amount distributed out of corpus	437,597			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,043,826			
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				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	576,530			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,467,296			
10 Analysis of line 9				
a Excess from 2008	699,817			
b Excess from 2009	595,304			
c Excess from 2010	404,348			
d Excess from 2011	330,230			
e Excess from 2012	437,597			

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	509,900
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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

Schedule of Contributors

OMB No 1545-0047

2012

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

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

Organization type (check one):

- | | |
|---|--|
| <p>Filers of:</p> <p>Form 990 or 990-EZ</p> <p>Form 990-PF</p> | <p>Section:</p> <p><input type="checkbox"/> 501(c)() (enter number) organization</p> <p><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</p> <p><input type="checkbox"/> 527 political organization</p> <p><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</p> <p><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</p> <p><input type="checkbox"/> 501(c)(3) taxable private foundation</p> |
|---|--|

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 _____	\$ 1,077,713	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	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 - 67,315 shares	\$1,077,71312/17/2012.....
.....	\$
.....	\$
.....	\$
.....	\$
.....	\$
.....	\$

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

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) ▶ \$ 0
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
.....	
For Prov Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
.....	
For Prov Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
.....	
For Prov Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
.....	
For Prov Country			

ELIAS FOUNDATION

13-4092287 Page 1 of 9

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

Recipient(s) paid during the year

Name

FOUNDATION FOR JEWISH CULTURE INC

Street

PO BOX 489

City

NEW YORK

State

NY

Zip Code

10011

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

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

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

25,000

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

25,000

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

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

25,000

ELIAS FOUNDATION

13-4092287 Page 2 of 9

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

Recipient(s) paid during the year

Name

GROUNDWORK HUDSON VALLEY (BLACK BROWN DIALOGUE)

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

GROUNDWORK HUDSON VALLEY (STEPPIN UP)

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

10,000

Name

WESTCHESTER 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

15,000

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

NATIONAL DAY LABORER ORGANIZING NETWORK

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

2,900

Name

WESTCHESTER COMMUNITY CENTER

Street

84 BEDFORD ROAD

City

KATONAH

State

NY

Zip Code

10536

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 9

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

Recipient(s) paid during the year

Name

SOCIAL JUST CENTER (SUNY)

Street

33 CENTRAL DRIVE

City

ALBANY

State

NY

Zip Code

12210

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

WESPAC (MAYDAY)

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

2,500

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

Name

GROUNDWORK HUDSON VALLEY (STUDENT ADVOCATE)

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

10,000

Name

WESPAC (GALA JOURNAL)

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

100

Name

WESTCHESTER CHILDRENS ASSOC GALA

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

ELIAS FOUNDATION

13-4092287 Page 4 of 9

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

Recipient(s) paid during the year

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

250

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

500

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

250

Name

WEST CHESTER CHILDRENS ASSOCIATION

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

10,000

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

NEIGHBORS LINK COMMUNITY CENTER

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

20,000

ELIAS FOUNDATION

13-4092287 Page 5 of 9

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

Recipient(s) paid during the year

Name

PFLAG WESTCHESTER

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

1,000

Name

WESPAC (FUNDRAISING TRAINING GRANT)

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

5,000

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

Name

WESTCHESTER

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

900

Name

METRO IAF (WESTCHESTER UNITED)

Street

8518 61ST ST RD

City

REGO PARK

State

NY

Zip Code

11374

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

FAMILY SERVICES 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

10,000

ELIAS FOUNDATION

13-4092287 Page 6 of 9

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

Recipient(s) paid during the year

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

20,000

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

25,000

Name

WESTCHESTER 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

20,000

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

1,000

Name

WESPAC (CGDC)

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

25,000

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

30,000

ELIAS FOUNDATION

13-4092287 Page 7 of 9

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

Recipient(s) paid during the year

Name

METRO IAF (WESTCHESTER UNITED)

Street

8518 61ST ST RD

City REGO PARK	State NY	Zip Code 11374	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3)
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Purpose of grant/contribution GENERAL OPERATING	Amount 5,000
---	------------------------

Name

WESTCHESTER 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 5,000
---	------------------------

Name

WESTCHESTER CHILDRENS ASSN

Street

470 MAMARONECK AVENUE

City WHITE PLAINS	State NY	Zip Code 10605	Foreign Country
-----------------------------	--------------------	--------------------------	------------------------

Relationship NONE	Foundation Status 501(C)(3)
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Purpose of grant/contribution GENERAL OPERATING	Amount 5,000
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Name

MLK INST FOR NONVIOLENCE

Street

449 AUBURN AVENUE

City ATLANTA	State GA	Zip Code 30312	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3)
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Purpose of grant/contribution GENERAL OPERATING	Amount 5,000
---	------------------------

Name

EL KILOMBO INTERGALACTICO

Street

324 WEST GEER STREET

City DURHAM	State NC	Zip Code 27701	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3)
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Purpose of grant/contribution GENERAL OPERATING	Amount 10,000
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Name

GROUNDWORK HUDSON VALLEY (STEPPIN UP)

Street

6 WELLS AVENUE

City YONKERS	State NY	Zip Code 10701	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3)
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Purpose of grant/contribution GENERAL OPERATING	Amount 15,000
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ELIAS FOUNDATION

13-4092287 Page 8 of 9

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

Recipient(s) paid during the year

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

20,000

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

Name

COMMUNTIY 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

30,000

Name

COMMUNTIY 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

5,000

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

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

1,000

ELIAS FOUNDATION

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

Recipient(s) paid during the year

Name

LEGAL SERVICES OF NJ

Street

100 METROPLEX DRIVE SUITE 402

City

EDISON

State

NJ

Zip Code

08817-2684

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

LATIN AMERICAN LEGAL DEFENSE AND EDUCATION FOUNDATION

Street

PO BOX 80

City

PRINCETON

State

NJ

Zip Code

08542-0080

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part 1, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	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	Capital Gains/Losses			Net Gain or Loss
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
	Long Term CG Distributions	Amount	3,265											
	Short Term CG Distributions	Amount	0											
	Totals							2,308,152	981,260				1,326,892	0
1	CITIGROUP	172987BP5			12/19/2002		8/27/2012	200,000	200,000				0	0
2	COCA COLA COM	191216100			12/19/2008		2/2/2012	6,789	4,592				2,207	0
3	EXXON MOBIL CORP COM	30231G102			11/7/2003		12/19/2012	8,912	3,568				5,344	0
4	EXXON MOBIL CORP COM	30231G102			7/11/2000		12/19/2012	35,649	15,950				19,699	0
5	GOLDCORP INC	380956409			10/11/2002		2/1/2012	9,649	2,056				7,593	0
6	GOLDCORP INC	380956409			10/11/2002		2/23/2012	64,680	13,364				51,316	0
7	GOLDCORP INC	380956409			3/7/2003		2/23/2012	49,754	11,330				38,424	0
8	GOLDCORP INC	380956409			3/7/2003		4/24/2012	40,099	11,330				28,769	0
9	GOLDCORP INC	380956409			11/19/2004		4/24/2012	40,099	15,530				24,569	0
10	GOLDCORP INC	380956409			11/19/2004		6/20/2012	19,455	7,765				11,690	0
11	GOLDCORP INC	380956409			11/19/2004		9/5/2012	16,304	6,212				10,092	0
12	GOLDCORP INC	380956409			11/19/2004		12/19/2012	3,646	1,553				2,093	0
13	PEPSICO INC	713448108			10/25/2007		2/2/2012	6,635	7,199				564	0
14	SCHLUMBERGER LTD	806857108			9/73/2005		9/5/2012	21,451	12,503				8,948	0
15	SCHLUMBERGER LTD	806857108			9/13/2005		9/25/2012	51,681	29,174				22,507	0
16	BOMBARDIER INC CL B	097751200			10/25/2007		9/25/2012	18,890	28,525				-9,635	0
17	SCHLUMBERGER LTD	806857108			9/13/2005		12/6/2012	28,593	16,671				11,922	0
18	SCHLUMBERGER LTD	806857108			1/9/2006		12/6/2012	7,148	5,332				1,816	0
19	BOMBARDIER INC CL B	097751200			7/19/2005		9/25/2012	56,669	41,451				15,218	0
20	UBS AG REG	917998304			6/29/1988		12/7/2012	281,549	87,600				193,949	0
21	UBS AG REG	917998304			6/29/1988		2/3/2012	281,197	87,600				193,597	0
22	UBS AG REG	917998304			6/29/1988		2/10/2012	142,201	43,800				98,401	0
23	SCHLUMBERGER LTD	806857108			1/9/2006		12/7/2012	21,467	15,997				5,470	0
24	UBS AG REG	917998304			6/29/1988		1/17/2012	727,254	262,800				464,454	0
25	UBS AG REG	917998304			6/29/1988		2/21/2012	163,809	49,932				113,877	0
26	BLACKSTONE ENTERPRISE							1,234	0				1,234	0
27	ENTERPRISE							73	73				0	0

Part I, Line 11 (990-PF) - Other Income

		-5,059	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	BLACKSTONE	555		
2	PLAINS ALL AMERICAN PIPELINE	-752		
3	ENTERPRISE	-4,862		

Part I, Line 16a (990-PF) - Legal Fees

		1,004	904	0	100
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	1,004	904		100

Part I, Line 16b (990-PF) - Accounting Fees

		2,500	0	0	2,500
Description		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

Part I, Line 16c (990-PF) - Other Professional Fees

		154,340	92,604	0	61,736
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MERRILL LYNCH FEES AS AGENT	47,181	28,309		18,873
2	ADVISING/CONSULTING FEES	107,159	64,295		42,863

Part I, Line 18 (990-PF) - Taxes

		36,042	1,705	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,705	1,705		
2	ESTIMATED EXCISE PAYMENTS	34,337			

Part I, Line 23 (990-PF) - Other Expenses

		72,989	256	0	72,733
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PARTNERSHIP DEDUCTIONS	224	224		
2	STAFF TRAVEL	309			309
3	MEETINGS OTHER/TOWN HALL	54,784			54,784
4	FUNDER ORGANIZING	900			900
5	OFFICE EXPENSES	5,748			5,748
6	POSTAGE	23			23
7	WEBSITE EXPENSES	1,497			1,497
8	PHONE AND WIRELESS	1,841			1,841
9	ADR FEES	32	32		
10	OTHER MISC	7,631			7,631
11					
12					

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

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

1	CHECK PAYMENTS WRITTEN IN 2012, CLEARED IN 2013	1	3,757
2	Total	2	3,757

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

1	BOND AMORTIZATION	1	822
2	COST BASIS ADJUSTMENT	2	5,554
3	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	3	782,873
4	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	4	56
5	CHECK PAYMENTS WRITTEN IN 2011, CLEARED IN 2012	5	9,209
6	GRANTS PAID IN 2011, CLEARED IN 2012	6	110,000
7	Total	7	908,514

Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers

List Managers who contributed more than 2%
of the total contributions received by the foundation

- 1 JACQUELINE MANN
- 2 JAMES E MANN
- 3 _____
- 4 _____
- 5 _____
- 6 _____
- 7 _____
- 8 _____
- 9 _____
- 10 _____

List Managers who own 10% or more of the stock
of a corporation of which the foundation has a 10%
or greater interest

- 1 _____
 - 2 _____
 - 3 _____
 - 4 _____
 - 5 _____
 - 6 _____
 - 7 _____
 - 8 _____
 - 9 _____
 - 10 _____
-

Part XVI-A, Lines 11a-11e (990-PF) - Other Revenue

	Unrelated Business Income		Excluded by Section 512, 513, or 514			
	Program Service Revenue	Business Code	Amount	Exclusion Code	Amount	Related or Exempt Function Income
1	BLACKSTONE K-1				555	
2	PLAINS ALL AMERICAN K-1				-752	
3	ENTERPRISE K-1				-4,862	
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						

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

	Date	Amount
1 Credit from prior year return	1	1,465
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	34,337
7 Total	7	35,802

Part VIII, Line 3 (990-PF) - Highest-Paid Independent Contractors for Professional Services

Name and address of each person paid more than \$50,000		(b) Type of service	(c) Compensation
1.	Name SARAH HANSON	PROGRAM ADVISOR	69,874
	Street _____		
	City _____ ST _____ ZIP _____		
	Check if Business <input type="checkbox"/> Foreign Country _____		
Explanation			
2.	Name POLLY WITHERS	CONSULTING	38,669
	Street _____		
	City _____ ST _____ ZIP _____		
	Check if Business <input type="checkbox"/> Foreign Country _____		
Explanation			
3.	Name _____		
	Street _____		
	City _____ ST _____ ZIP _____		
	Check if Business <input type="checkbox"/> Foreign Country _____		
Explanation			
4.	Name _____		
	Street _____		
	City _____ ST _____ ZIP _____		
	Check if Business <input type="checkbox"/> Foreign Country _____		
Explanation			
5.	Name _____		
	Street _____		
	City _____ ST _____ ZIP _____		
	Check if Business <input type="checkbox"/> Foreign Country _____		
Explanation			

Assets by Classification - 990PF

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	Convention Code	Prior Accum Deprec, 179, Bonus	2012 Deprec	2012 Accum Deprec
7-yr Farm equipment																
3	FURNITURE & FIXTURE:	6/30/2008	F-9	100.00%	46,039	0	0	0	0	46,039	7	150DB	HY	31,656	5,640	37,296
	Total 7-yr Farm equipment				46,039	0	0	0	0	46,039				31,656	5,640	37,296
5-yr NY Liberty Zone LH improv																
2	MACHINERY & EQUIP	6/30/2008	R-1	100.00%	4,867	0	0	0	0	4,867	5	SL/GDS	MM	4,025	842	4,867
	Total 5-yr NY Liberty Zone leasehold improvement property				4,867	0	0	0	0	4,867				4,025	842	4,867
39-yr Nonresidential real estate																
1	LEASEHOLD IMPROVEM	6/30/2008	R-5	100.00%	90,891	0	0	0	0	90,891	39	SL/GDS	MM	8,156	2,330	10,486
	Total 39-yr Nonresidential and commercial real estate				90,891	0	0	0	0	90,891				8,156	2,330	10,486
	SubTotals				141,797	0	0	0	0	141,797				43,837	8,812	52,649
	Less Disposed Assets				(0)	(0)	(0)	(0)	(0)	(0)				(0)	(0)	(0)
	Ending Totals				141,797	0	0	0	0	141,797				43,837	8,812	52,649

Detail Report

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 IMPROVEMEN	6/30/2008	R-5	100.00%	90,891	0	0	0	0	90,891		39	SL/GDS	MM	8,156
2	MACHINERY & EQUIP	6/30/2008	R-1	100.00%	4,867	0	0	0	0	4,867		5	SL/GDS	MM	4,025
3	FURNITURE & FIXTURES	6/30/2008	F-9	100.00%	46,039	0	0	0	0	46,039		7	150DB	HY	31,656
SubTotals															
Less Disposed Assets															
Ending Totals															
															43,837
															(0)
															<u>43,837</u>

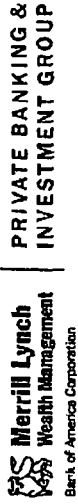
Detail Report

990PF 8,812 52,649

Item No	Description of Property "***" indicates DISPOSED	Date Placed in Service	2012 Current Deprec	2012 Accum Deprec
---------	---	------------------------	---------------------	-------------------

1	LEASEHOLD IMPROVEMEN	6/30/2008	2,330	10,486
2	MACHINERY & EQUIP	6/30/2008	842	4,867
3	FURNITURE & FIXTURES	6/30/2008	5,640	37,296

SubTotals			8,812	52,649
Less Disposed Assets			(0)	(0)
Ending Totals			<u>8,812</u>	<u>52,649</u>



PRIVATE BANKING & INVESTMENT GROUP

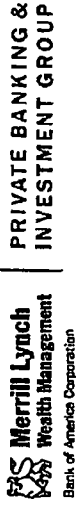
ELIAS WESTCHESTER FD

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
ALLERGAN INC	AGN	12/20/07	600	63.7264	38,235.84	91.7300	55,038.00	16,802.16	120	.21
		07/22/09	600	50.5690	30,341.40	91.7300	55,038.00	24,696.60	120	.21
<i>Subtotal</i>			1,200		68,577.24		110,076.00	41,498.76	240	.21
BLACKSTONE GROUP LP	BX	08/04/09	800	12.9999	10,399.92	15.5900	12,472.00	2,072.08	320	2.56
COM UNIT REPTSG LP		03/02/10	800	14.1089	11,287.12	15.5900	12,472.00	1,184.88	320	2.56
		04/05/10	1,400	14.5099	20,313.86	15.5900	21,826.00	1,512.14	560	2.56
		11/01/10	1,000	13.6858	13,685.80	15.5900	15,590.00	1,904.20	400	2.56
<i>Subtotal</i>			4,000		55,686.70		62,360.00	6,673.30	1,600	2.56
CHEVRON CORP	CVX	12/12/01	800	42.8250	34,260.00	108.1400	86,512.00	52,252.00	2,880	3.32
CISCO SYSTEMS INC COM	CSCO	08/04/09	1,000	22.2382	22,238.20	19.6494	19,649.40	(2,588.80)	561	2.85
		04/05/10	1,000	26.1899	26,189.90	19.6494	19,649.40	(6,540.50)	561	2.85
		02/23/12	1,000	20.2500	20,250.00	19.6494	19,649.40	(600.60)	561	2.85
<i>Subtotal</i>			3,000		68,678.10		58,948.20	(9,729.90)	1,683	2.85
COCA COLA COM	KO	12/18/08	2,200	22.9079	50,397.38	36.2500	79,750.00	29,352.62	2,245	2.81
		04/05/10	1,600	27.4093	43,854.96	36.2500	58,000.00	14,145.04	1,632	2.81
<i>Subtotal</i>			3,800		94,252.34		137,750.00	43,497.66	3,877	2.81
DANAHER CORP DEL COM	DHR	01/22/08	1,000	37.4837	37,483.75	55.9000	55,900.00	18,416.25	101	.17
DOVER CORP	DOV	04/15/09	400	31.4885	12,595.40	65.7100	26,284.00	13,688.60	561	2.13
		07/22/09	400	35.2895	14,115.80	65.7100	26,284.00	12,168.20	561	2.13
		08/04/09	200	34.5974	6,919.48	65.7100	13,142.00	6,222.52	280	2.13
<i>Subtotal</i>			1,000		33,630.68		65,710.00	32,079.32	1,402	2.13
EXXON MOBIL CORP COM	XOM	11/07/03	100	35.6800	3,568.00	86.5500	8,655.00	5,087.00	228	2.63
		07/07/04	600	45.0600	27,036.00	86.5500	51,930.00	24,894.00	1,368	2.63
		08/17/10	800	60.8577	48,686.16	86.5500	69,240.00	20,553.84	1,824	2.63
<i>Subtotal</i>			1,500		79,290.16		129,825.00	50,534.84	3,420	2.63
FREPRI-MCMRAN CPR & GLD	FCX	05/05/06	2,000	33.6999	67,399.90	34.2000	68,400.00	1,000.10	2,501	3.65

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PRIVATE BANKING &
INVESTMENT GROUP

ELIAS WESTCHESTER FD

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

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%
GILEAD SCIENCES INC COM	GILD	01/19/06	2,000	29.5750	59,150.00	73.4500	146,900.00	87,750.00		
		01/24/06	400	28.8225	11,529.00	73.4500	29,380.00	17,851.00		
<i>Subtotal</i>			2,400		70,679.00		176,280.00	105,601.00		
GOLDCORP INC	GG	11/19/04	2,000	15.5300	31,060.00	36.7000	73,400.00	42,340.00	1,081	1.47
		01/07/05	1,000	13.8000	13,800.00	36.7000	36,700.00	22,900.00	540	1.47
		01/10/05	1,000	12.9500	12,950.00	36.7000	36,700.00	23,750.00	540	1.47
<i>Subtotal</i>			4,000		57,810.00		146,800.00	88,990.00	2,161	1.47
GOOGLE INC CL A	GOOG	01/22/08	50	584.5226	29,226.13	707.3800	35,369.00	6,142.87		
		02/06/08	25	502.9976	12,574.94	707.3800	17,684.50	5,109.56		
		07/22/09	25	426.9600	10,674.00	707.3800	17,684.50	7,010.50		
		08/04/09	100	449.7640	44,976.40	707.3800	70,738.00	25,761.60		
<i>Subtotal</i>			200		97,451.47		141,476.00	44,024.53		
HONEYWELL INTL INC DEL	HON	04/15/09	400	31.0680	12,427.20	63.4700	25,388.00	12,960.80	656	2.58
		07/22/09	400	33.4595	13,383.80	63.4700	25,388.00	12,004.20	656	2.58
		08/04/09	200	35.5195	7,103.90	63.4700	12,694.00	5,590.10	328	2.58
<i>Subtotal</i>			1,000		32,914.90		63,470.00	30,555.10	1,640	2.58
MICROSOFT CORP	MSFT	08/04/09	1,000	23.5983	23,598.30	26.7097	26,709.70	3,111.40	920	3.44
		08/17/10	500	24.8195	12,409.75	26.7097	13,354.85	945.10	460	3.44
		02/23/12	500	31.4758	15,737.90	26.7097	13,354.85	(2,383.05)	460	3.44
<i>Subtotal</i>			2,000		51,745.95		53,419.40	1,673.45	1,840	3.44
PEPSICO INC	PEP	10/25/07	1,100	71.9902	79,189.22	68.4300	75,273.00	(3,916.22)	2,365	3.14
		10/14/08	300	55.9494	16,784.82	68.4300	20,529.00	3,744.18	645	3.14
		04/15/09	500	51.5680	25,784.00	68.4300	34,215.00	8,431.00	1,075	3.14
<i>Subtotal</i>			1,900		121,758.04		130,017.00	8,258.96	4,085	3.14

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ELIAS WESTCHESTER FD

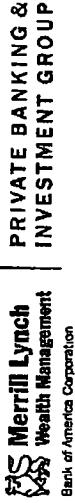
YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit		Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
				Cost Basis	Market Price						
PLUM CREEK TIMBER CO INC	PCL	12/06/01	1,000	27.6544	44.3700	27,654.43	44,370.00	16,715.57	1,680	3.78	
		11/07/02	500	22.6764	44.3700	11,338.21	22,185.00	10,846.79	840	3.78	
		12/13/02	500	22.3656	44.3700	11,182.81	22,185.00	11,002.19	840	3.78	
Subtotal			2,000	50,175.45		88,740.00	88,740.00	38,564.55	3,360	3.78	
SCHLUMBERGER LTD	SLB	01/09/06	1,200	53.3225	69.2986	63,987.00	83,158.32	19,171.32	1,320	1.58	
SIEMENS AG ADR	SI	04/21/06	400	96.4200	109.4700	38,568.00	43,788.00	5,220.00	1,146	2.61	
		04/26/06	400	99.2950	109.4700	39,718.00	43,788.00	4,070.00	1,146	2.61	
Subtotal			800	78,286.00		87,576.00	87,576.00	9,290.00	2,292	2.61	
UNION PACIFIC CORP	UNP	04/15/09	400	47.9973	125.7200	19,198.92	50,288.00	31,089.08	1,105	2.19	
		07/22/09	100	59.4890	125.7200	5,948.90	12,572.00	6,623.10	277	2.19	
Subtotal			500	25,147.82		62,860.00	62,860.00	37,712.18	1,382	2.19	
TOTAL				1,234,870.38		1,861,677.92	1,861,677.92	626,807.54	36,234	1.95	

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total		Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Current Yield%
		Cost Basis	Market Price						
BLACKROCK GLOBAL ALLOCATION FD INC INSTL	9,894	195,825.73	19.8300	196,196.02	372.29	195,773	424	2,830	1.44
SYMBOL: MALOX Initial Purchase: 04/03/08 Fixed Income 28% Equity 72% 2230 Fractional Share	502	N/A	19.8300	9,954.66				144	1.44
Subtotal (Fixed Income)		3.96	19.8300	4.42	.46			1	1.44
Subtotal (Equities)				57,723.99					
				148,433.11					

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ELIAS WESTCHESTER FD

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Estimated Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Estimated Annual Current Yield%
TOTAL		195,829.69		206,157.10	372.75		424	2,975	1.44
TOTAL PRINCIPAL INVESTMENTS		1,565,342.59		2,217,851.02	642,553.77			43,222	1.95

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.

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.

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

Notes

^Δ Debt Instruments purchased at a premium show amortization

¹ 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.

Principal Debit Balance

14,999.21

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

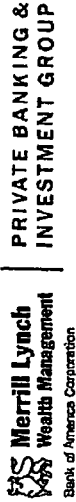
CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	15,000.81	15,000.81		15,000.81		

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ELIAS WESTCHESTER FD

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS December 01, 2012 - December 31, 2012

CASH/MONEY ACCOUNTS (continued)	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
BIF MONEY FUND	25.00	25.00	1.0000	25.00		.04
TOTAL		15,025.81		15,025.81		.04

MUTUAL FUNDS/CLOSED END FUNDS/UIT	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 GLOBAL ALLOCATION FD INC INSTL	149	2,653.69	19.8300	2,954.67	300.98	N/A	2,954	43 1.44
SYMBOL: MALOX Initial Purchase:12/21/09 Fixed Income 28% Equity 72%								
Subtotal (Fixed Income)			827.31					
Subtotal (Equities)			2,127.36					
TOTAL		2,653.69	2,954.67	300.98	300.98		2,954	43 1.46
TOTAL INCOME INVESTMENTS		17,679.50	17,980.48	300.98	300.98		43	.24

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.

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	1,583,022.09	2,235,831.50	642,854.75	1,500.00	43,265	1.94

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Elias - Operating

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

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

December 01, 2012 - December 31, 2012

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N A	54,167	45,668	10	3.87	0
TOTAL ML Bank Deposit Program	54,167			3.87	0

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est Annual Yield%
CASH	10,985.65	10,985.65		10,985.65		

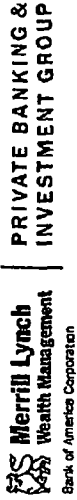
LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	10,985.65	10,985.65				

YOUR EMA TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS						
Date	Transaction Type	Quantity	Description	Income	Income Year To Date	
12/31	Bank Interest		BANK DEPOSIT INT 12/31	3.87		
	<i>Subtotal (Taxable Interest)</i>			3.87		63.20
	NET TOTAL			3.87		63.20

SECURITY TRANSACTIONS							
Settlement Date	Description	Transaction Type	Quantity	Unit Price	Debit	Credit	Accrued Interest Earned/(Paid)
12/10	UBS AG REG .1CHF PAR ORDINARY ML TAG: 121207090917M SWIFT SETTLEMENT, UPDATE	Journal Entry	67,315				

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ELIAS FAMILY FUND

ACCOUNT INVESTMENT OBJECTIVE

December 01, 2012 - December 31, 2012

TOTAL RETURN: Objective is to strike a balance between fixed-income instruments for current income and equities for growth. Despite the relatively balanced nature of the portfolio, the investor should be willing to assume the risk of price volatility and principal loss.

If you have changes to your investment objective, please contact your Private Wealth Advisor(s).

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.10	0.10		.10		
BIF MONEY FUND	449,700.00	449,700.00	1.0000	449,700.00	180	.04
TOTAL		449,700.10		449,700.10	180	.04

Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Interest	Estimated Current Annual Income	Estimated Current Yield%
U.S. TREASURY NOTE 4.000% FEB 15 2015	03/18/05	200,000	192,000.00	107.8440	215,688.00	23,688.00	3,000.00	8,000	3.70
	FEB 15 2015								
	MOODY'S: AAA S&P: *** CUSIP: 912828DM9								
TOTAL		200,000	192,000.00		215,688.00	23,688.00	3,000.00	8,000	3.71

Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Interest	Estimated Current Annual Income	Estimated Current Yield%
ANHEUSER-BUSCH COS INC COMPANY GUARNT 04.375% JAN 15 2013	10/11/02	200,000	199,408.00	100.1110	200,222.00	814.00	4,034.72	8,750	4.37
	MOODY'S: A3 S&P: A CUSIP: 035229CP6								
TOTAL		200,000	199,408.00		200,222.00	814.00	4,034.72	8,750	4.37

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

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PRIVATE BANKING & INVESTMENT GROUP

ELIAS FAMILY FUND

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

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	47.8854	14,365.92	65.5000	19,650.00	5,284.08	169	.85
		02/22/12	200	56.1852	11,237.04	65.5000	13,100.00	1,862.96	113	.85
		02/23/12	100	56.2137	5,621.37	65.5000	6,550.00	928.63	56	.85
Subtotal			600	31,224.33	31,224.33		39,300.00	8,075.67	338	.85
ALLERGAN INC	AGN	04/12/11	200	74.7856	14,957.12	91.7300	18,346.00	3,388.88	40	.21
		02/02/12	200	84.9384	16,987.68	91.7300	18,346.00	1,358.32	40	.21
		02/09/12	200	87.5768	17,515.36	91.7300	18,346.00	830.64	40	.21
Subtotal			600	49,460.16	49,460.16		55,038.00	5,577.84	120	.21
AMAZON COM INC COM	AMZN	01/10/11	50	184.4300	9,221.50	250.8700	12,543.50	3,322.00		
		02/25/11	50	177.3300	8,866.50	250.8700	12,543.50	3,677.00		
		03/07/11	100	168.4901	16,949.01	250.8700	25,087.00	8,137.99		
Subtotal			200	35,037.01	35,037.01		50,174.00	15,136.99		
AMER EXPRESS COMPANY	AXP	01/10/11	300	44.5146	13,354.38	57.4800	17,244.00	3,889.62	240	1.39
		05/04/11	100	49.6444	4,964.44	57.4800	5,748.00	783.56	80	1.39
		02/29/12	100	53.3630	5,335.30	57.4800	5,748.00	412.70	80	1.39
		12/19/12	300	56.9642	17,089.26	57.4800	17,244.00	154.74	240	1.39
Subtotal			800	40,743.38	40,743.38		45,984.00	5,240.62	640	1.39
AMERICAN TOWER REIT INC (HLDG CO) SHS	AMT	09/25/12	400	71.2850	28,514.00	77.2700	30,908.00	2,394.00	384	1.24
APPLE INC	AAPL	02/15/11	200	359.0000	71,800.00	532.1729	106,434.58	34,634.58	2,120	1.99
BLACKSTONE GROUP LP	BX	02/14/11	2,000	17.3089	34,617.80	15.5900	31,180.00	(3,437.80)	800	2.56
COM UNIT REPSTG LP	COM	03/07/11	200	17.6346	3,526.92	15.5900	3,118.00	(408.92)	80	2.56
		05/19/11	300	17.0715	5,121.45	15.5900	4,677.00	(444.45)	120	2.56
		02/09/12	1,000	16.5856	16,585.60	15.5900	15,590.00	(995.60)	400	2.56
		02/22/12	500	15.6849	7,842.45	15.5900	7,795.00	(47.45)	200	2.56
Subtotal			4,000	67,694.22	67,694.22		62,360.00	(5,334.22)	1,600	2.56

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PRIVATE BANKING & INVESTMENT GROUP

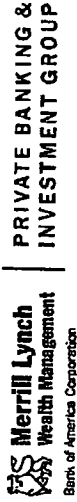
ELIAS FAMILY FUND

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Current Annual Income	Yield%
BOEING COMPANY	BA	01/10/11 02/02/12	200 100	69.1746 75.0458	13,834.92 7,504.58	75.3600 75.3600	15,072.00 7,536.00	1,237.08 31.42	388 194	2.57 2.57
Subtotal			300		21,339.50		22,608.00	1,268.50	582	2.57
CELGENE CORP COM	CELG	01/10/11 02/09/12 02/23/12	200 100 100	56.7663 72.0900 74.8414	11,353.26 7,209.00 7,484.14	78.4700 78.4700 78.4700	15,694.00 7,847.00 7,847.00	4,340.74 638.00 362.86		
Subtotal			400		26,046.40		31,388.00	5,341.60		
CITIGROUP INC COM NEW	C	01/18/11 01/20/11 02/03/11 03/07/11	100 20 200 80	48.6000 47.6000 48.0000 45.2950	4,860.00 952.00 9,600.00 3,623.60	39.5600 39.5600 39.5600 39.5600	3,956.00 791.20 7,912.00 3,164.80	(904.00) (160.80) (1,688.00) (458.80)	4 1 8 4	.10 .10 .10 .10
Subtotal			400		19,035.60		15,824.00	(3,211.60)	17	.10
COCA COLA COM	KO	01/10/11 02/09/12 02/23/12 12/19/12	400 600 200 300	31.4723 33.9850 34.5576 36.8999	12,588.92 20,391.00 6,911.52 11,069.97	36.2500 36.2500 36.2500 36.2500	14,500.00 21,750.00 7,250.00 10,875.00	1,911.08 1,359.00 338.48 (194.97)	408 612 204 306	2.81 2.81 2.81 2.81
Subtotal			1,500		50,961.41		54,375.00	3,413.59	1,530	2.81
COLGATE PALMOLIVE	CL	02/09/12 02/23/12	500 100	91.5130 93.0000	45,756.50 9,300.00	104.5400 104.5400	52,270.00 10,454.00	6,513.50 1,154.00	1,240 248	2.37 2.37
Subtotal			600		55,056.50		62,724.00	7,667.50	1,488	2.37
DISNEY (WALT) CO COM STK	DIS	01/10/11 01/20/11 03/07/11 12/19/12	300 100 100 100	39.4046 39.0500 43.0455 50.0950	11,821.38 3,905.00 4,304.55 5,009.50	49.7900 49.7900 49.7900 49.7900	14,937.00 4,979.00 4,979.00 4,979.00	3,115.62 1,074.00 674.45 (30.50)	225 75 75 75	1.50 1.50 1.50 1.50
Subtotal			600		25,040.43		29,874.00	4,833.57	450	1.50

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PRIVATE BANKING & INVESTMENT GROUP

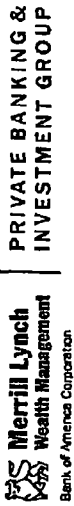
ELIAS FAMILY FUND

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Yield%
E M C CORPORATION MASS	EMC	04/09/12	1,000	28.7550	28,755.00	25.3000	25,300.00	(3,455.00)		
		04/24/12	1,000	27.7255	27,725.50	25.3000	25,300.00	(2,425.50)		
<i>Subtotal</i>			2,000	56,480.50			50,600.00	(5,880.50)		
ECOLAB INC	ECL	02/29/12	1,000	60.3640	60,364.00	71.9000	71,900.00	11,536.00	921	1.27
ELI LILLY & CO	LLY	05/31/12	600	41.0150	24,609.04	49.3200	29,592.00	4,982.96	1,176	3.97
ENTERPRISE PROTS PRTN LP	EPD	01/10/11	300	42.0699	12,620.97	50.0800	15,024.00	2,403.03	780	5.19
L P		03/07/11	100	42.9146	4,291.46	50.0800	5,008.00	716.54	260	5.19
		05/03/11	400	41.4100	16,564.00	50.0800	20,032.00	3,468.00	1,040	5.19
		02/02/12	100	49.8022	4,980.22	50.0800	5,008.00	27.78	260	5.19
		02/22/12	100	51.4600	5,146.00	50.0800	5,008.00	(138.00)	260	5.19
		02/23/12	100	51.1620	5,116.20	50.0800	5,008.00	(108.20)	260	5.19
<i>Subtotal</i>			1,100	48,718.85			55,088.00	6,369.15	2,860	5.19
EXXON MOBIL CORP	XOM	01/10/11	200	75.1046	15,020.92	86.5500	17,310.00	2,289.08	456	2.63
COM		05/04/11	100	84.5400	8,454.00	86.5500	8,655.00	201.00	228	2.63
		02/02/12	200	83.3658	16,673.16	86.5500	17,310.00	636.84	456	2.63
		02/09/12	200	84.8642	16,972.84	86.5500	17,310.00	337.16	456	2.63
		02/23/12	100	86.7930	8,679.30	86.5500	8,655.00	(24.30)	228	2.63
<i>Subtotal</i>			800	65,800.22			69,240.00	3,439.78	1,824	2.63
GENERAL ELECTRIC	GE	01/10/11	500	18.5758	9,287.90	20.9900	10,495.00	1,207.10	380	3.62
		05/19/11	500	19.9365	9,968.25	20.9900	10,495.00	526.75	380	3.62
		02/02/12	1,000	18.8062	18,806.20	20.9900	20,990.00	2,183.80	761	3.62
		02/09/12	1,000	19.2200	19,220.00	20.9900	20,990.00	1,770.00	761	3.62
		02/23/12	500	19.2820	9,641.00	20.9900	10,495.00	854.00	380	3.62
		12/19/12	500	21.0700	10,535.00	20.9900	10,495.00	(40.00)	380	3.62
<i>Subtotal</i>			4,000	77,458.35			83,960.00	6,501.65	3,042	3.62
GILEAD SCIENCES INC	GILD	03/08/12	1,000	46.4125	46,412.50	73.4500	73,450.00	27,037.50		

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PRIVATE BANKING & INVESTMENT GROUP

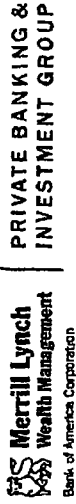
ELIAS FAMILY FUND

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
GOLDCORP INC	GG	01/18/11	300	40.8400	12,252.00	36.7000	11,010.00	(1,242.00)	162	1.47
		01/20/11	100	40.1242	4,012.42	36.7000	3,670.00	(342.42)	54	1.47
		02/09/12	500	47.3008	23,650.40	36.7000	18,350.00	(5,300.40)	270	1.47
Subtotal			900		39,914.82		33,030.00	(6,884.82)	486	1.47
GOOGLE INC CL A	GOOG	01/10/11	30	614.6000	18,438.00	707.3800	21,221.40	2,783.40		
		04/06/11	50	574.0700	28,703.50	707.3800	35,369.00	6,665.50		
Subtotal			80		47,141.50		56,590.40	9,448.90		
HONEYWELL INTL INC DEL	HON	01/10/11	200	53.9646	10,792.92	63.4700	12,694.00	1,901.08	328	2.58
		05/04/11	100	60.3944	6,039.44	63.4700	6,347.00	307.56	164	2.58
		02/09/12	200	60.0799	12,015.98	63.4700	12,694.00	678.02	328	2.58
Subtotal			500		28,848.34		31,735.00	2,886.66	820	2.58
ILLINOIS TOOL WORKS INC	ITW	01/10/11	200	54.2746	10,854.92	60.8100	12,162.00	1,307.08	304	2.49
		02/02/12	100	54.9330	5,493.30	60.8100	6,081.00	587.70	152	2.49
		02/22/12	200	56.1752	11,235.04	60.8100	12,162.00	926.96	304	2.49
Subtotal			500		27,583.26		30,405.00	2,821.74	760	2.49
JPMORGAN CHASE & CO	JPM	02/03/11	200	45.1154	9,023.08	43.9691	8,793.82	(229.26)	240	2.72
		03/07/11	100	45.3755	4,537.55	43.9691	4,396.91	(140.64)	120	2.72
Subtotal			300		13,560.63		13,190.73	(369.90)	360	2.72
MGM RESORTS INTERNATIONAL SHS	MGM	07/21/11	3,000	15.6491	46,947.30	11.6400	34,920.00	(12,027.30)		
		02/22/12	1,000	13.8564	13,856.40	11.6400	11,640.00	(2,216.40)		
Subtotal			4,000		60,803.70		46,560.00	(14,243.70)		
PEPSICO INC	PEP	01/10/11	200	66.0646	13,212.92	68.4300	13,686.00	473.08	430	3.14
		02/09/12	400	64.2700	25,708.00	68.4300	27,372.00	1,664.00	860	3.14
Subtotal			600		38,920.92		41,058.00	2,137.08	1,290	3.14

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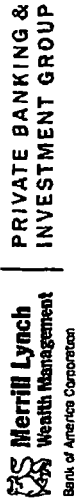
ELIAS FAMILY FUND

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit		Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Current Annual Income	Yield%
				Cost Basis	Quantity						
PLAINS ALL AMERN PIPL LP	PAA	01/10/11	200	31.7396		6,347.92	45.2400	9,048.00	2,700.08	434	4.79
		02/07/11	400	31.9020		12,760.82	45.2400	18,096.00	5,335.18	868	4.79
		05/03/11	600	31.6563		18,993.81	45.2400	27,144.00	8,150.19	1,302	4.79
Subtotal			1,200			38,102.55		54,288.00	16,185.45	2,604	4.79
SCHLUMBERGER LTD	SLB	01/10/11	100	80.7800		8,078.00	69.2986	6,929.86	(1,148.14)	110	1.58
		02/03/11	100	88.6846		8,868.46	69.2986	6,929.86	(1,938.60)	110	1.58
		05/19/11	100	83.3867		8,338.67	69.2986	6,929.86	(1,408.81)	110	1.58
		02/09/12	200	78.8100		15,762.00	69.2986	13,859.72	(1,902.28)	220	1.58
Subtotal			500			41,047.13		34,649.30	(6,397.83)	550	1.58
SILVER WHEATON CORP	SLW	01/18/11	500	32.7070		16,353.50	36.0800	18,040.00	1,686.50	141	.77
		01/20/11	100	30.6892		3,068.92	36.0800	3,608.00	539.08	28	.77
		02/23/12	300	39.3255		11,797.65	36.0800	10,824.00	(973.65)	85	.77
Subtotal			900			31,220.07		32,472.00	1,251.93	254	.77
TIMKEN COMPANY	TKR	05/03/11	500	55.0974		27,548.70	47.8300	23,915.00	(3,633.70)	461	1.92
		05/04/11	100	53.1327		5,313.27	47.8300	4,783.00	(530.27)	92	1.92
		05/12/11	400	52.8275		21,131.00	47.8300	19,132.00	(1,999.00)	368	1.92
		05/19/11	400	50.5100		20,204.00	47.8300	19,132.00	(1,072.00)	368	1.92
Subtotal			1,400			74,196.97		66,962.00	(7,234.97)	1,289	1.92
UBS AG REG .1CHF PAR ORDINARY EST MKT PRICE AS OF 12/28/12	XGBSF		67,315	4.58		304,940.00	15.5896	1,049,413.92			
WAL-MART STORES INC	WMT	03/08/12	1,000	59.5520		59,552.00	68.2300	68,230.00	8,678.00	1,591	2.33
YUM BRANDS INC	YUM	05/12/11	500	54.4565		27,228.25	66.4000	33,200.00	5,971.75	671	2.01
		07/21/11	300	54.5155		16,354.65	66.4000	19,920.00	3,565.35	403	2.01
		02/23/12	100	65.6852		6,568.52	66.4000	6,640.00	71.48	134	2.01
		12/19/12	100	67.4700		6,747.00	66.4000	6,640.00	(107.00)	134	2.01
Subtotal			1,000			56,898.42		66,400.00	9,507.58	1,342	2.01
TOTAL						1,459,586.71		2,665,805.93	156,805.30	30,438	1.14

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ELIAS FAMILY FUND

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

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 LOW DURATION BD INSTL CL SYMBOL: BFMSX Initial Purchase: 02/27/12 Fixed Income 100% .1570 Fractional Share	20.661	199,998.32	9.8400	203,304.24	3,305.92	199,998	3,305	5,062 2.48
BLACKROCK GLOBAL ALLOCATION FD INC INSTL SYMBOL: MALOX Initial Purchase 02/27/12 Fixed Income 28% Equity 72% .2710 Fractional Share	15.205	299,994.11	19.8300	301,515.15	1,521.04	299,994	1,521	4,349 1.44
LOOMIS SAYLES STRATEGIC INC FD CL Y SYMBOL: NEZYX Initial Purchase: 01/11/11 Fixed Income 100% .8990 Fractional Share	13.449	199,985.29	15.4600	207,921.54	7,936.25	199,985	7,936	11,351 5.45
		13.37	15.4600	13.90	53			1 5.45
				495,666.97				
				217,094.77				

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ELIAS FAMILY FUND

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
TOTAL		699,997.96		712,761.74	12,763.78		12,762	20,765	2.91
TOTAL PRINCIPAL INVESTMENTS		3,000,692.77		4,244,177.77	194,071.08			68,133	1.61

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.

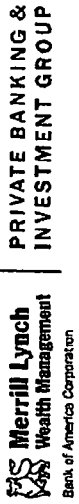
Notes

* 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	702.79	702.79		702.79		
BIF MONEY FUND	6,660.00	6,660.00	1.0000	6,660.00	3	.04
TOTAL		7,362.79		7,362.79	3	.04
TOTAL INCOME INVESTMENTS		7,362.79		7,362.79	2	.04

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PRIVATE BANKING & INVESTMENT GROUP

ELIAS FAMILY FUND

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

December 01, 2012 - December 31, 2012

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	3,008,055.56	4,251,540.56	194,071.08	7,034.72	68,136	1.60

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
DIVIDENDS/INTEREST INCOME TRANSACTIONS						
12/03	Subtotal (Taxable Interest)			382.12		28,000.00
12/03	Dividend		BLACKROCK LOW DURATION BD INSTL CL DIVIDEND			7,211.75
12/04	Dividend		PAY DATE 11/30/2012 TIMKEN COMPANY DIVIDEND	322.00		
12/05	Rpt Fgn Div		HOLDING 1400.0000 PAY DATE 12/04/2012 SILVER WHEATON CORP RPT FGN DIV	63.00		
12/07	Dividend		HOLDING 900.0000 PAY DATE 12/05/2012 BOEING COMPANY DIVIDEND	132.00		
12/10	Dividend		HOLDING 300.0000 PAY DATE 12/07/2012 EXXON MOBIL CORP COM DIVIDEND	456.00		
12/10	Dividend		HOLDING 800.0000 PAY DATE 12/10/2012 HONEYWELL INTL INC DEL	205.00		

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Form **8868**
 (Rev. January 2013)
 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 **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

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

	Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	ELIAS FOUNDATION	13-4092287
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	Social security number (SSN)
	P O BOX 1501, NJ2-130-03-31	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PENNINGTON NJ	08534-1501

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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 8/15/2013 to file the exempt organization return for the organization named above. The extension is for the organization's return for calendar year 2012 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

3a 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	3a	\$	26,896
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	3b	\$	35,802
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	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. 1-2013)

- 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

File by the due date for filing your return See instructions	Name of exempt organization ELIAS FOUNDATION		Employer identification number (EIN) or 13-4092287
	Number, street, and room or suite no If a P O box, see instructions P O. BOX 1501, NJ2-130-03-31		Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions PENNINGTON		NJ
			08534-1501

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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 **BANK OF AMERICA, N.A.**
Telephone No. _____ 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 11/15/2013
- For calendar year 2012, 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

8a 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.	8a \$	26,896
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	8b \$	35,802
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0

Signature and Verification must be completed for Part II only.

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

Signature _____ Title _____ Date _____