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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation ELKIN LEWIS FUND T/W		A Employer identification number 23-6214962			
Number and street (or P O box number if mail is not delivered to street address) 1525 W W.T. HARRIS BLVD. D1114-044		Room/suite			
City or town, state, and ZIP code CHARLOTTE, NC 28288		B Telephone number (see instructions) 800- 352-3705			
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60 month termination under section 507(b)(1)(B), check here <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					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 25,319,783.		J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
(Part I, column (d) must be on cash basis)					
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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		30.	30.		STMT 1
4 Dividends and interest from securities		646,705.	511,280.		STMT 2
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a 974,644.					
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income from (attach schedule)					
10a Gross sales (attach schedule) and allowances					
b Less: Cost of goods sold 60					
c Gross profit (loss) (attach schedule) 63					
11 Other income (attach schedule)		2,206.	-3,951.		STMT 4
12 Total. Add lines 1 through 11		1,333,252.	1,191,670.		
13 Compensation of officers, directors, trustees, etc.		194,985.	146,239.		48,746.
14 Other employee salaries and wages			NONE		NONE
15 Pension plans, employee benefits			NONE		NONE
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 5		750.	NONE		750.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 6		12,493.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE		NONE
22 Printing and publications			NONE		NONE
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses					
Add lines 13 through 23		208,228.	146,239.	NONE	49,496.
25 Contributions, gifts, grants paid		1,000,001.			1,000,001
26 Total expenses and disbursements Add lines 24 and 25		1,208,229.	146,239.	NONE	1,049,497.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		125,023.			
b Net investment income (if negative, enter -0-)			1,045,431.		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	456,956.	874,666.	874,666.
	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 ►	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)	6,228,806.	6,153,814.	6,315,314.
	b Investments - corporate stock (attach schedule)	5,873,683.	5,670,098.	16,444,206.
	c Investments - corporate bonds (attach schedule)	1,632,345.	1,632,345.	1,685,597.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	14,191,790.	14,330,923.	25,319,783.
	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)		NONE	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	14,191,790.	14,330,923.	
	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)	14,191,790.	14,330,923.	
	31 Total liabilities and net assets/fund balances (see instructions)	14,191,790.	14,330,923.	

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	14,191,790.
2 Enter amount from Part I, line 27a	2	125,023.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 11	3	89,100.
4 Add lines 1, 2, and 3	4	14,405,913.
5 Decreases not included in line 2 (itemize) ► CURRENT YEAR AMORTIZATION	5	74,990.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,330,923.

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 974,644.		290,333.	684,311.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			684,311.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	684,311.	
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		

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	924,162.	23,075,865.	0.040049
2010	772,466.	21,102,336.	0.036606
2009	968,970.	19,055,483.	0.050850
2008	1,454,711.	24,221,730.	0.060058
2007	1,456,380.	28,853,347.	0.050475
2 Total of line 1, column (d)	2		0.238038
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		0.047608
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4		23,902,742.
5 Multiply line 4 by line 3	5		1,137,962.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6		10,454.
7 Add lines 5 and 6	7		1,148,416.
8 Enter qualifying distributions from Part XII, line 4	8		1,049,497.
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.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)					
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .				
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	20,909.		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b				
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		2		
3	Add lines 1 and 2			3	20,909.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			5	20,909.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,756.	6	
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,153.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d	7	20,909.	7	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8			
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	11	NONE Refunded		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a			X
1b	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		X
1c	Did the foundation file Form 1120-POL for this year?		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a	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?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV		X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.		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)? If "Yes," complete Part XIV		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11		X
12		
13	X	
Website address ► N/A		
14	► WELLS FARGO BANK	Telephone no ► (800) 352-3705
	Located at ► 1 W 4TH ST 2ND FLOOR, WINSTON SALEM, NC	ZIP+4 ► 27101
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► 15	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22-1. If "Yes," enter the name of the foreign country ►		

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 checked="" type="checkbox"/> Yes	<input 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 type="checkbox"/> Yes	<input checked="" 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)?	1b	X
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 ►		
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	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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	
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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	X
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . STMT. 12	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
WELLS FARGO BANK NA 1525 WEST WT HARRIS BLVD, CHARLOTTE, NC 28288-1114	Trustee 40	194,985.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000				NONE

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

3 Five highest-paid independent contractors for professional services (see instructions) If none, enter "NONE"		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services ►		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	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 ►	

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	23,938,820.
b	Average of monthly cash balances	1b	327,923
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	24,266,743.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	24,266,743.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	364,001.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,902,742.
6	Minimum investment return. Enter 5% of line 5	6	1,195,137.

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	1,195,137.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	20,909.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	20,909.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,174,228.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,174,228.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,174,228.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes	1a	1,049,497.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	3a	NONE
3	Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a	Suitability test (prior IRS approval required)	4	1,049,497.
b	Cash distribution test (attach the required schedule)	5	N/A
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	1,049,497.
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				1,174,228.
2 Undistributed income, if any, as of the end of 2012			NONE	
a Enter amount for 2011 only			NONE	
b Total for prior years 20 10, 20 20				
3 Excess distributions carryover, if any, to 2012.				
a From 2007	47,100.			
b From 2008	253,272.			
c From 2009	22,664.			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	323,036.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1,049,497.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE	
c Treated as distributions out of corpus (Election required - see instructions)			NONE	
d Applied to 2012 distributable amount				1,049,497.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))	124,731.			124,731.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	198,305.			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE	
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			NONE	
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE	
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				NONE
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	198,305.			
10 Analysis of line 9				
a Excess from 2008	175,641.			
b Excess from 2009	22,664.			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►	
b	Check box to indicate whether the foundation is a private operating foundation described in section				4942(j)(3) or	4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
	Tax year	Prior 3 years			(c) Total	
	(a) 2012	(b) 2011	(c) 2010	(d) 2009		
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon:					
a	"Assets" alternative test - enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c	"Support" alternative test - enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JEWISH FAM & CHILD SVC OF PHILA 2100 ARCH STREET, 5TH FLOOR PHILADELPHIA PA	NONE	PUBLIC EXE	GENERAL SUPPORT	204,515.
THE ATHENAEUM OF PHILADELPHIA 219 SOUTH 6TH STREET PHILADELPHIA PA 19106	NONE	PUBLIC EXE	GENERAL SUPPORT	241,005.
INGLIS HOUSE 2600 BELMONT AVENUE PHILADELPHIA PA 19131	NONE	PUBLIC CHA	GENERAL SUPPORT	174,983.
MERCHANTS FUND OF PHILADELPHIA ATTENTION: PATRICIA BLAKELY PHILADELPHIA PA	NONE	PRIVATE FO	SUPPORT	174,983.
WILLS EYE HEALTH SYSTEM 840 WALNUT STREET PHILADELPHIA PA 19107-5109	NONE	PUBLIC EXE	GENERAL SUPPORT	204,515.
Total			► 3a	1,000,001.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments		14		30.	
4 Dividends and interest from securities		14		646,705.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory		18		684,311.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b PARTNERSHIP INCOME		01		2,206.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,333,252.	
13 Total Add line 12, columns (b), (d), and (e)				13	1,333,252.

(See worksheet in line 13 instructions to verify calculations.)

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

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

NOT APPLICABLE

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign
Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (whether or not taxpayer is based on all information of which preparer has any knowledge)

11.7.2011

11/14/2013

► Trustee

May the IRS discuss this return
with the preparer shown below
(see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

ELKIN LEWIS FUND

T/W

23-6214962

FORM 990PPF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO - SECURED MARKET DEPOSIT ACC	30.	30.
TOTAL	=====	30.

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STATEMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AIR PRODS & CHEMICALS INC COM W/ RTS TO ALLEGHENY CNTY PA SA 3.000% 6/01/13 ALTOONA PA WTR AUTH 5.343% 12/01/21 AMERICAN EAGLE OUTFITTERS INC NEW COM AMERISOURCEBERGEN CORP COM BUCKS CNTY PA 3.000% 6/01/15 CIGNA CORP COM CIGNA CORP 4.375% 12/15/20 CHESTER CNTY PA 3.500% 11/15/14 COMCAST CORP NEW CL A SPL COMCAST CORP 4.950% 6/15/16 COMMONWEALTH FING AU 4.460% 6/01/17 COUNCIL ROCK PA SCH 4.000% 2/15/13 DENTSPLY INTL INC NEW COM EQT CORPORATION FMC CORP COM NEW W/RTS EXP 03/01/2006 HEINZ H J CO COM HEINZ (H.J.) CO. 5.350% 7/15/13 HERSHEY FOODS CORP COM W/RTS ATTACHED EX HERSHEY COMPANY 4.125% 12/01/20 LANCASTER PA 4.000% 11/01/16 LEHIGH CNTY PA 3.000% 11/15/13 LINCOLN NATL CORP COM LINCOLN NATIONAL COR 4.850% 6/24/21 MCKEEESPORT PA MUN AU 4.000% 12/15/19 OCTORARA PENN AREA 4.000% 6/01/14 PNC FINL SVCS GROUP INC COM W/RIGHTS ATT PNC FUNDING CORP 3.625% 2/08/15 PPG INDNS INC COM W/RTS ATTACHED EXP 04/3 PPG INDUSTRIES INC 3.600% 11/15/20 PPL CORP COM PPL ENERGY SUPPLY LL 6.300% 7/15/13 DMJ260 5892 11/14/2013 08:55:18	30,000. 15,000. 16,029. 64,800. 12,780. 8,825. 567. 6,563. 8,750. 36,225. 7,425. 31,220. 9,222. 1,958. 16,544. 5,106. 18,788. 7,780. 52,962. 12,375. 9,611. 7,500. 4,960. 7,275. 20,000. 20,000. 12,400. 10,875. 23,400. 5,400. 48,620. 11,270. 496-1513076000	30,000. 16,029. 64,800. 12,780. 567. 6,563. 36,225. 7,425. 31,220. 1,958. 16,544. 5,106. 18,788. 7,780. 52,962. 12,375. 4,960. 7,275. 20,000. 12,400. 10,875. 23,400. 5,400. 48,620. 11,270.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PENN MANOR SCH DIST 3.807% 6/01/17	19,035.	19,035.
PENNSYLVANIA ST 4.000% 9/01/20	10,000.	
PENNSYLVANIA ST TURN 3.000% 12/01/16	6,517.	
PHILADELPHIA PA WTR 5.000% 11/01/18	11,979.	
SPRINGETTSBURY TWP 5.150% 11/15/23	10,300.	10,300.
SUNOCO INC COM TELEFLEX INC COM W/RIGHTS ATTACHED EXPIR	3,000.	3,000.
UGI CORP NEW COM W/RTS ATTACHED EXP 04/2	4,794.	4,794.
UNITED STATES STEEL CORP COM	12,190.	12,190.
UNIVERSAL HLTH SVCS INC CL B COM	2,000.	2,000.
WALLENPAAUPACK PA ARE 4.150% 9/01/21	3,000.	3,000.
WEST SHORE PA SCH DI 3.000% 11/15/15	9,891.	9,891.
WILKINSBURG PA 2.420% 7/15/16	8,021.	
TOTAL	1,748.	1,748.
	646,705.	511,280.

ELKIN LEWIS FUND

T/W

23-6214962

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NET PARTNERSHIP INCOME	2,206.	-3,951.
TOTALS	2,206.	-3,951.

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STATEMENT 4

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ELKIN LEWIS FUND

T/W

23-6214962

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	750.			750.
TOTALS	750.			750.

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STATEMENT 5

FORM 990PF, PART I - TAXES

=====

DESCRIPTION

FEDERAL ESTIMATES - PRINCIPAL

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

12,493.

=====

STATEMENT 6

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
912828EX4 US TREAS. NOTE 4.500		
912828FS4 US TREAS. NOTE 4.625		
912828CJ7 US TREAS. NOTE 4.750		
912828KB5 US TREAS. NOTE 1.000		
912828KC3 US TREAS. NOTE 1.375		
912828MT4 US TREAS. NOTE 1.375		
912828KP4 US TREAS. NOTE 1.375		
912828NL0 US TREAS. NOTE 1.875		
912828JK7 US TREAS. NOTE 3.125		
912828JQ4 US TREAS. NOTE 2.750		
912828PE4 US TREAS. NOTE 1.250		
017357YA6 ALLEGHENY CNTY PA SA		
02202PAM8 ALTOONA PA WTR AUTH		
118565UQ1 BUCKS CNTY PA		
165573TJ5 CHESTER CNTY PA		
20281PDH2 COMMONWEALTH FING AU		
222263LR4 COUNCIL ROCK PA SCH		
514282RQ7 LANCASTER PA		
524786XB1 LEHIGH CNTY PA		
581442EK2 MCKEESPORT PA MUN AU		
675740MT8 OCTORARA PENN AREA		
707546PK7 PENN MANOR SCH DIST		
7091415U5 PENNSYLVANIA ST		
709223M81 PENNSYLVANIA ST TURN		
717893XC0 PHILADELPHIA PA WTR		
850406CR8 SPRINGETTSBURY TWP		
932432SW8 WALLENPAUPACK PA ARE		
955819QW0 WEST SHORE PA SCH DI		
968529HL4 WILKINSBURG PA		
	100,000.	100,964.
	504,458.	505,235.
	329,694.	350,118.
	314,290.	318,516.
	256,629.	256,885.
	755,839.	784,609.
	251,035.	251,135.
	267,116.	275,170.
	255,387.	255,885.
	524,764.	563,175.
	519,245.	524,975.
	547,385.	542,120.
	264,135.	272,710.
	207,575.	215,312.
	283,722.	297,280.
	208,420.	222,096.
	300,000.	314,916.
	264,120.	264,213.

ELKIN LEWIS FUND

T/W

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION

	ENDING BOOK VALUE	ENDING FMV
	-----	-----
TOTALS	6,153,814.	6,315,314.

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STATEMENT 8

DESCRIPTION

ENDING
BOOK VALUEENDING
FMV

02553E106 AMERICAN EAGLE OUTFIT
 20030N200 COMCAST CORP-SPECIAL
 423074103 HEINZ H J CO
 427866108 THE HERSHEY COMPANY
 86764P109 SUNOCO INC COM
 314211103 FEDERATED INVESTORS
 534187109 LINCOLN NATL CORP IN
 693475105 PNC FINANCIAL SERVIC
 03073E105 AMERISOURCEBERGEN CO
 156708109 CEPHALON INC COM
 125509109 CIGNA CORP
 249030107 DENTSPLY INTL INC CO
 29264F205 ENDO HEALTH SOLUTION
 913903100 UNIVERSAL HEALTH SVC
 879369106 TELEFLEX INC
 03662Q105 ANSYS INC
 009158106 AIR PRODS & CHEMS IN
 228368106 CROWN HLDGS INC
 302491303 FMC CORP COM NEW
 693506107 PPG INDUSTRIES INC
 912909108 UNITED STS STL CORP
 26884L109 EQT CORPORATION
 69351T106 PPL CORPORATION
 902681105 UGI CORP NEW COM
 29273R109 ENERGY TRANSFER PART
 86722A103 SUNCOKE ENERGY INC

TOTALS

5,670,098.

16,444,206.

=====

ELKIN LEWIS FUND

T/W

23-6214962

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION

	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
	464287226 ISHARES BARCLAYS AGG	151,838.	165,651.
	125509BN8 CIGNA CORP	166,521.	169,083.
	20030NAG6 COMCAST CORP	162,816.	153,824.
	423074AJ2 HEINZ (H.J.) CO.	315,441.	343,452.
	427866AR9 HERSHEY COMPANY	153,060.	168,291.
	534187BB4 LINCOLN NATIONAL COR	317,670.	317,583.
	693476BH5 PNC FUNDING CORP	147,732.	161,759.
	693506BD8 PPG INDUSTRIES INC	217,267.	205,954.
	69352JAM9 PPL ENERGY SUPPLY LL		
	TOTALS	1,632,345.	1,685,597.

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STATEMENT 10

ELKIN LEWIS FUND

T/W

23-6214962

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ELECTION MERGER SUNOC BASIS ADJUSTMENT	86,746.
ROUNDING	1.
ACCRUED INTEREST PAID 2011-2012	2,353.
TOTAL	89,100.

STATEMENT 11

XD576 2000

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ELKIN LEWIS FUND

T/W

23-6214962

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

=====

NAME:

The Merchants FD of Phila
C/O Patricia Blakley

ADDRESS:

1528 Walnut Street Suite 1004
Philadelphia, PA 19102

GRANT DATE: 11/01/2012

GRANT AMOUNT 174,983.

GRANT PURPOSE:

Business Stabilization grants

DATES OF REPORTS BY GRANTEE:

11/13/2013

DATE OF VERIFICATION: 11/14/2013

RESULTS OF VERIFICATION:

Merchants fund has not provided adquate documentation
following up with Merchants to get correct report

STATEMENT 12