



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation TR NELL W ELKIN & WM ELKIN FD		A Employer identification number 58-1378819
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1908	Room/suite	B Telephone number (see instructions) (404) 588-8250
City or town, state, and ZIP code ORLANDO FL 32802-1908		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) \$ 4,426,961	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)				
	2 Check <input checked="" 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	103,375	104,585		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	79,682			
	b Gross sales price for all assets on line 6a	2,478,059			
	7 Capital gain net income (from Part IV, line 2)				
	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)					
12 Total. Add lines 1 through 11	183,057	184,267	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	16,528	8,264		8,264
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	14,352	1,012		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	33,380	9,276	0	10,764
	25 Contributions, gifts, grants paid	135,000			135,000
26 Total expenses and disbursements. Add lines 24 and 25	168,380	9,276	0	145,764	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	14,677				
b Net investment income (if negative, enter -0-)		174,991			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

1416

Form 990-PF (2012) TR NELL W ELKIN & WM ELKIN FD

58-1378819

Page **2**

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			
	2 Savings and temporary cash investments	68,674	167,204	167,204
	3 Accounts receivable <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>			
	4 Pledges receivable <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>			
	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) <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> Less accumulated depreciation (attach schedule) <input type="checkbox"/>			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	4,011,364	3,927,511	4,259,759
	14 Land, buildings, and equipment basis <input type="checkbox"/> Less accumulated depreciation (attach schedule) <input type="checkbox"/>			
	15 Other assets (describe <input type="checkbox"/>)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,080,038	4,094,715	4,426,963
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 <input type="checkbox"/>)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,080,038	4,094,715	
	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)	4,080,038	4,094,715	
	31 Total liabilities and net assets/fund balances (see instructions)	4,080,038	4,094,715	

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	4,080,038
2 Enter amount from Part I, line 27a	2	14,677
3 Other increases not included in line 2 (itemize) <input type="checkbox"/>	3	
4 Add lines 1, 2, and 3	4	4,094,715
5 Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,094,715

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) 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			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	79,682
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	206,911	4,197,306	0.049296
2010	345,599	4,074,788	0.084814
2009	198,407	3,647,882	0.054390
2008	276,505	4,435,086	0.062345
2007	288,965	5,361,730	0.053894

2 Total of line 1, column (d)	2	0.304739
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	0.060948
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,298,402
5 Multiply line 4 by line 3	5	261,979
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,750
7 Add lines 5 and 6	7	263,729
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	145,764

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	3,500	
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	3,500	
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	3,500	
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,126	
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	7,126	
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	3,626	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 3,500 Refunded <input type="checkbox"/>	11	126	

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)? 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
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? 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
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? 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> GA		
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	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)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 813-9304 Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 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 ▶	16	Yes X	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input 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)? 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)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

6b

If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

☐

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		
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	4,229,624
b	Average of monthly cash balances	1b	134,236
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,363,860
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	4,363,860
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	65,458
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,298,402
6	Minimum investment return. Enter 5% of line 5	6	214,920

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	214,920
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,500
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,500
3	Distributable amount before adjustments Subtract line 2c from line 1	3	211,420
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	211,420
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	211,420

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1	
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	145,764
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	145,764
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	145,764

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				211,420
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				
b From 2008				
c From 2009				
d From 2010				
e From 2011	484			
f Total of lines 3a through e	484			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 145,764				
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				145,764
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))	484			484
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				65,172
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				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see 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

SUNTRUST BANK GA-ATL-0041 SUITE 900 1155 PEACHTREE ST NE ATLANTA, GA 30309

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

HTTPS://SUNTRUST.COM/MICROSITES/FOUNDATION/DEFAULT.HTM

c Any submission deadlines

MARCH 31, AUGUST 31, NOVEMBER 30

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

PLEASE GO TO HTTPS://WWW.SUNTRUST.COM/MICROSITES/FOUNDATION/DEFAULT.HTM FOR MORE INFO

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 Paid during the year See Attached Statement				
Total			▶ 3a	135,000
b Approved for future payment NONE				
Total			▶ 3b	0

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	103,375	
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	79,682	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		183,057	0
13 Total. Add line 12, columns (b), (d), and (e)				13	183,057

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Yes	No
	
	
	
	
	
	
	
	
	
	
	
	
	

- (1) Cash**

1a(1)		X
-------	--	---

- (2) Other assets**

1a(2)		X
-------	--	---

- b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization . . .**

1b(1)		X
-------	--	---

- (2) Purchases of assets from a noncharitable exempt organization**

1b(2)		X
-------	--	---

- (3) Rental of facilities, equipment, or other assets**

1b(3)		X
-------	--	---

- #### (4) Reimbursement arrangements

1b(4)		X
-------	--	---

- (5) Loans or loan guarantees

1b(5)		X
-------	--	---

- (6) Performance of services or membership or fundraising solicitations**

1b(6)		X
-------	--	---

- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

1c		X
----	--	---

- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

[illegible]

- 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 (other than taxpayer) is based on all information of which preparer has any knowledge.

Barbara Alfred
Signature of officer or trustee

5/1/2013
Date

► TRUSTEE
Title

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 ☒ if self-employed

PTIN

DONALD J ROMAN

[Signature]

5/1/2013

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH PA 15219

Phone no 412-355-6000

TR NELL W ELKIN & WM ELKIN FD

58-1378819 Page 1 of 1

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

Recipient(s) paid during the year

Name

STATE YMCA OF GEORGIA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

VISITING NURSE HEALTH SYSTEM ATLANTA

Street

City

State

Zip Code

Foreign Country

ATLANTA

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

Name

MEDCEN COMMUNITY HEALTH FDN

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

THE PIEDMONT PARK CONSERVANCY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

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

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

										Amount		Long Term CG Distributions		Short Term CG Distributions			
										1,329							
										0							
Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Expense of Sale and Cost of Improve-ments	Depreciation	Adjustments	Net Gain or Loss			
								Capital Gains/Losses		Other sales							
								Gross Sales	Cost or Other Basis		Valuation Method						
1	INVESCO SMALL CAP GROWT	00141M622			10/18/2011		2/6/2012	2,860	2,525				0	335			
2	INVESCO SMALL CAP GROWT	00141M622			12/9/2011		2/6/2012	887	802				0	85			
3	INVESCO SMALL CAP GROWT	00141M622			8/8/2011		2/6/2012	403	323				0	80			
4	INVESCO SMALL CAP GROWT	00141M622			1/15/2010		8/6/2012	41,409	30,912				0	10,497			
5	INVESCO SMALL CAP GROWT	00141M622			8/8/2011		2/6/2012	4,742	3,877				0	865			
6	ADVISORS CAMBIAR SMALL C	0075W0593			3/28/2011		8/6/2012	6,825	6,883				0	-58			
7	ADVISORS CAMBIAR SMALL C	0075W0593			3/28/2011		8/6/2012	33,345	36,637				0	-3,292			
8	ADVISORS CAMBIAR SMALL C	0075W0593			8/8/2011		8/6/2012	4,008	3,450				0	558			
9	ADVISORS CAMBIAR SMALL C	0075W0593			10/18/2011		8/6/2012	4,102	3,825				0	277			
10	ADVISORS CAMBIAR SMALL C	0075W0593			12/15/2011		8/6/2012	1,627	1,512				0	115			
11	DOUBLELINE TOTAL RETURN	258620103			8/6/2012		11/19/2012	9,750	9,647				0	103			
12	EATON VANCE ATLANTA CAP	277902698			8/6/2012		11/19/2012	13,725	13,203				0	522			
13	EATON VANCE FLTG-RT-I	277911491			5/26/2011		8/6/2012	69,273	69,676				0	-403			
14	EATON VANCE FLTG-RT-I	277911491			2/6/2012		8/6/2012	1,711	1,700				0	11			
15	GOLDMAN SACHS GROWTH C	38142Y401			12/7/2011		2/6/2012	11,979	10,972				0	1,007			
16	GOLDMAN SACHS GROWTH C	38142Y401			1/15/2010		2/6/2012	5,146	4,327				0	819			
17	GOLDMAN SACHS GROWTH C	38142Y401			1/15/2010		8/6/2012	175,558	146,904				0	28,654			
18	GOLDMAN SACHS GROWTH C	38142Y401			8/8/2011		8/6/2012	13,429	11,150				0	2,279			
19	ISHARES TR DOW JONES SEI	464287168			7/18/2011		2/6/2012	5,580	5,332				0	248			
20	ISHARES IBOXX INVT GRADE	464287242			10/18/2011		8/6/2012	32,584	30,229				0	2,355			
21	ISHARES IBOXX INVT GRADE	464287242			2/6/2012		8/6/2012	4,586	4,425				0	161			
22	ISHARES IBOXX INVT GRADE	464287242			5/26/2011		8/6/2012	111,750	102,976				0	8,774			
23	ISHARES IBOXX INVT GRADE	464287242			5/26/2011		11/19/2012	4,862	4,448				0	414			
24	ISHARES IBOXX INVT GRADE	464287242			4/27/2011		11/19/2012	2,917	2,636				0	281			
25	ISHARES TR RUSSELL 1000 V	464287598			1/15/2010		2/6/2012	23,191	20,437				0	2,754			
26	ISHARES TR RUSSELL 1000 V	464287598			1/15/2010		8/6/2012	96,972	82,459				0	14,513			
27	ISHARES TR RUSSELL 1000 V	464287598			1/15/2010		11/19/2012	5,798	4,931				0	867			
28	ISHARES TR RUSSELL 1000 V	464287614			2/6/2012		8/6/2012	53,836	52,144				0	1,692			
29	ISHARES TR RUSSELL 1000 G	464287614			2/6/2012		11/19/2012	139,600	137,419				0	2,181			
30	ISHARES BARCLAYS MBS BD	464288588			8/6/2012		11/19/2012	5,843	5,881				0	-38			
31	ISHARES BARCLAYS 3-7 YR T	464288661			8/6/2012		11/19/2012	9,149	9,131				0	18			
32	LEGG MASON BATTERYMRC	52465U607			1/15/2010		2/6/2012	79,596	79,335				0	261			
33	LEGG MASON BATTERYMRC	52465U607			6/24/2010		2/6/2012	33,183	31,050				0	2,133			
34	LEGG MASON BATTERYMRC	52465U607			1/26/2011		2/6/2012	53,152	60,460				0	-7,308			
35	LEGG MASON BATTERYMRC	52465U607			1/26/2011		2/6/2012	2,290	2,536				0	-246			
36	LEGG MASON BATTERYMRC	52465U607			7/18/2011		2/6/2012	24,912	27,800				0	-2,888			
37	LEGG MASON BATTERYMRC	52465U607			8/8/2011		2/6/2012	7,028	6,675				0	353			
38	LEGG MASON BATTERYMRC	52465U607			10/18/2011		2/6/2012	41,515	37,950				0	3,565			
39	MFS RESEARCH INTL-I	552983470			1/26/2011		2/6/2012	14,573	15,815				0	-1,242			
40	MFS RESEARCH INTL-I	552983470			1/26/2011		2/6/2012	2,321	2,476				0	-155			
41	MFS RESEARCH INTL-I	552983470			7/18/2011		2/6/2012	81,639	88,100				0	-6,461			
42	MFS RESEARCH INTL-I	552983470			1/15/2010		2/6/2012	171,416	168,197				0	3,219			
43	MFS RESEARCH INTL-I	552983470			1/15/2010		8/6/2012	47,680	47,593				0	97			
44	MFS RESEARCH INTL-I	552983470			8/8/2011		8/6/2012	5,343	5,175				0	168			
45	MFS RESEARCH INTL-I	552983470			10/18/2011		8/6/2012	37,758	37,500				0	258			
46	NEUBERGER BERMAN HIGH I	64128K868			8/6/2012		11/19/2012	4,925	4,925				0	0			
47	PIMCO FOREIGN BD US\$ HED	693390882			2/6/2012		8/6/2012	122,296	117,550				0	4,746			
48	PIMCO EMERGING LOCAL BD	72201F516			8/6/2012		11/19/2012	1,875	1,872				0	3			
49	RS INVT TR VALUE-Y	74972H614			3/28/2011		2/6/2012	137,963	147,968				0	-10,005			
50	RS INVT TR VALUE-Y	74972H614			8/8/2011		2/6/2012	10,038	8,550				0	1,488			
51	TEMPLETON GLOBAL BD-ADV	880208400			4/27/2011		2/6/2012	12,454	13,230				0	-776			
52	TEMPLETON GLOBAL BD-ADV	880208400			5/26/2011		2/6/2012	28,764	30,250				0	-1,486			
53	TEMPLETON GLOBAL BD-ADV	880208400			7/18/2011		2/6/2012	19,692	20,650				0	-958			
54	TEMPLETON GLOBAL BD-ADV	880208400			1/26/2011		2/6/2012	48,340	49,479				0	-1,139			
55	TEMPLETON GLOBAL BD-ADV	880208400			1/26/2011		8/6/2012	84,934	86,671				0	-1,737			
56	TEMPLETON GLOBAL BD-ADV	880208400			12/8/2011		8/6/2012	1,737	1,765				0	-28			
57	TEMPLETON GLOBAL BD-ADV	880208400			10/18/2011		8/6/2012	29,101	28,550				0	551			
58	TEMPLETON GLOBAL BD-ADV	880208400			12/15/2011		8/6/2012	1,452	1,349				0	103			
59	VANGUARD BD INDEX SHORT	921937827			1/26/2011		8/6/2012	178,339	176,899				0	1,440			
60	VANGUARD BD INDEX SHORT	921937827			2/6/2012		8/6/2012	9,745	9,756				0	-11			
61	VANGUARD BD INDEX TOTAL	921937835			1/15/2010		8/6/2012	273,681	256,992				0	17,569			
62	VANGUARD BD INDEX TOTAL	921937835			2/6/2012		8/6/2012	11,541	11,396				0	145			

Long Term CG Distributions
Short Term CG Distributions

Amount
1,329
0

Gross Sales
2,478,059
0

Cost, Other Basis and Expenses
2,398,377
0

Net Gain or Loss
79,682
0

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 18 (990-PF) - Taxes

		14,352	1,012	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,012	1,012		
2	PY EXCISE TAX DUE	6,214			
3	ESTIMATED EXCISE PAYMENTS	7,126			

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			4,011,364	0	
2	EATON VANCE ATLANTA CAP SMID-CAP-		0	276,014	293,147
3	ISHARES TR DOW JONES SEL DIVD INDE		0	366,630	387,744
4	ISHARES IBOX INVT GRADE CORP BD E		0	210,578	233,874
5	ISHARES TR RUSSELL 1000 VALUE INDEX		0	280,763	347,133
6	ISHARES TR RUSSELL 1000 GROWTH IND		0	794,517	977,766
7	MANNING & NAPIER WORLD OPPTY-S-A		0	461,092	450,166
8	ISHARES BARCLAYS MBS BD ETF		0	326,506	327,858
9	OPPENHEIMER DEVELOPING MKTS INST		0	279,250	298,633
10	DOUBLELINE TOTAL RETURN BD-I		0	278,678	280,161
11	PIMCO EMERGING LOCAL BD-I		0	94,378	95,863
12	NEUBERGER BERMAN HIGH INCOME BD-		0	231,622	240,388
13	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	327,483	327,026

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

[illegible]

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQ'D	Compensation	Benefits	Expense Account
			P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	16,528		0
1	SUNTRUST BANK											
2	JENNER WOOD		P O BOX 4655	ATLANTA	GA	30302		CHAIRMAN	AS REQ'D			
3	JOHN GERAGHTY		P O BOX 30302	ATLANTA	GA	30302		DIST COMM	AS REQ'D			
4	DAVE DIERKER		P O BOX 30302	ATLANTA	GA	30302		DIST COMM	AS REQ'D			
5	KIRBY THOMPSON		P O BOX 4655	ATLANTA	GA	30302		SECRETARY	AS REQ'D			

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

	Date	Amount
1 Credit from prior year return		1
2 First quarter estimated tax payment	5/9/2012	2 1,782
3 Second quarter estimated tax payment	6/6/2012	3 1,782
4 Third quarter estimated tax payment	9/4/2012	4 1,782
5 Fourth quarter estimated tax payment	12/12/2012	5 1,780
6 Other payments		6
7 Total		7 7,126