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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

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 , 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 FL 32802-1908		
City or town, state, and ZIP code ORLANDO				
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		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) ► \$ 4,426,961		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
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))				
Revenue	(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			
	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.	33,380	9,276	0
Add lines 13 through 23				
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)

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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			
	2	Savings and temporary cash investments	68,674	167,204	167,204
	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)			
		b Investments—corporate stock (attach schedule)			
		c Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,011,364	3,927,511	4,259,759
	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)	4,080,038	4,094,715	4,426,963
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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 ►)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
		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	4,080,038	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) ►	3	
4	Add lines 1, 2, and 3	4	4,094,715
5	Decreases not included in line 2 (itemize) ►	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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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)

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

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

2	0 304739
3	0 060948
4	4,298,402
5	261,979
6	1,750
7	263,729
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 ► 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 ► 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-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)**5 Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-**6 Credits/Payments****a** 2012 estimated tax payments and 2011 overpayment credited to 2012**b** Exempt foreign organizations—tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld**6a** 7,126**6b****6c****6d****7 Total credits and payments** Add lines 6a through 6d**8 Enter any penalty for underpayment of estimated tax** Check here if Form 2220 is attached**9 Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed**10 Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid**11 Enter the amount of line 10 to be Credited to 2013 estimated tax** ► 3,500

Refunded

►

11

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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)
- 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)

11		X
12		X
13	X	

- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

Website address ► N/A

- 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	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.**

- 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?

 Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

 Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

 Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

 Yes 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)?

 Yes 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)

 Yes No

	Yes	No
	X	

1b X

1c X

- 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

►

- 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?

- 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))

	Yes	No
	X	

2b N/A

- 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?

 Yes No

If "Yes," list the years ► 20_____ , 20_____ , 20_____ , 20_____

	Yes	No
	X	

3a N/A

- 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)

- 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_____

	Yes	No
	X	

3b N/A

- 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

 Yes 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)

	Yes	No
	X	

3b N/A

- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

	Yes	No
	X	

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?

	Yes	No
	X	

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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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
 Yes No
 Yes No
 Yes No
 Yes No
 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)?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

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?**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

►

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	
1 NONE
2
3
4
	Expenses

Part IX-B Summary of Program-Related Investments (see instructions)

Part IX B Summary of Program-Related Investments (See Instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
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	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		
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	145,764
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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	145,764
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				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 ____				
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)

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](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](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	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 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) 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					
4 Dividends and interest from securities					
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					
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)					
13 Total. Add line 12, columns (b), (d), and (e)	0			183,057	0
	13			183,057	

(See worksheet in line 13 instructions to verify calculations)

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

- | | | Yes | No |
|-----|--|-------|----|
| 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? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| (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. | | |

- 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

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

Signature of officer or trustee

5/1/2013

Date

► TRUSTEE

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

1

PTIN

DONALD J. ROMAN

5/1/2013

B00364310

Firm's name ► **BBIC**

Firm's EIN  13-4008334

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

Phone no. 412-355-6000

Primary address - 600 GRANT STREET, PITTSBURGH, PA 15212

1-800-888-8888

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 ATLANTA	State	Zip Code	Foreign Country
------------------------	--------------	-----------------	------------------------

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
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Relationship	Foundation Status		
---------------------	--------------------------	--	--

Purpose of grant/contribution	Amount
--------------------------------------	---------------

Name**Street**

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status		
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Purpose of grant/contribution	Amount
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Part I, 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	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Totals		Net Gain or Loss	
														Capital Gains/Losses	Other Sales		
	Long Term CG Distributions	Amount	1,329												Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Short Term CG Distributions		0												2,478,059	2,398,377	0
1	X INVESTEC SMALL CAP GROWTH	001414M622			10/19/2011	26/2012		2,860	2,625								335
2	X INVESTEC SMALL CAP GROWTH	001414M622			12/9/2011	26/2012		887	802								85
3	X INVESTEC SMALL CAP GROWTH	001414M622			8/8/2011	8/6/2012		403	323								80
4	X INVESTEC SMALL CAP GROWTH	001414M622			1/15/2010	8/6/2012		41,409	30,912							10,497	
5	X INVESTEC SMALL CAP GROWTH	001414M622			8/8/2011	8/6/2012		4,742	3,877							865	
6	X ADVISORS CAMBRIAN SMALL C	0075W0563			3/28/2011	2/6/2012		6,825	6,883							-58	
7	X ADVISORS CAMBRIAN SMALL C	0075W0563			3/28/2011	2/6/2012		33,345	36,637							-3,292	
8	X ADVISORS CAMBRIAN SMALL C	0075W0563			8/8/2011	8/6/2012		4,008	3,450							558	
9	X ADVISORS CAMBRIAN SMALL C	0075W0563			10/19/2011	8/6/2012		4,102	3,825							277	
10	X ADVISORS CAMBRIAN SMALL C	0075W0563			12/19/2011	8/6/2012		1,627	1,512							115	
11	X DOUBLELINE TOTAL RETURN	2588620103			8/6/2012	11/19/2012		9,750	9,647							103	
12	X EATON VANCE ATLANTA CAP	277902698			8/6/2012	11/19/2012		13,725	13,203							522	
13	-															-403	
14	X EATON VANCE FLIG-RT-I	277911491			5/26/2011	8/6/2012		69,273	69,637							11	
15	X GOLDMAN SACHS GROWTH	38142Y401			12/7/2011	2/6/2012		1,711	1,700							0	
16	X GOLDMAN SACHS GROWTH	38142Y401			1/5/2010	2/6/2012		5,146	4,327							1,007	
17	X GOLDMAN SACHS GROWTH	38142Y401			1/5/2010	8/6/2012		175,558	146,904							819	
18	X GOLDMAN SACHS GROWTH	38142Y401			8/8/2011	8/6/2012		13,429	11,150							2,279	
19	X SHARES TR DOWN JONES SEC	464287168			7/18/2011	2/6/2012		5,580	5,332							248	
20	X SHARES IBOXX INV GRADE	464287242			10/18/2011	2/6/2012		32,584	30,229							2,355	
21	X SHARES IBOXX INV GRADE	464287242			2/6/2012	8/6/2012		4,566	4,425							161	
22	X SHARES IBOXX INV GRADE	464287242			5/26/2011	8/6/2012		111,750	102,976							874	
23	X SHARES IBOXX INV GRADE	464287242			2/6/2012	11/19/2012		4,862	4,448							414	
24	X SHARES IBOXX INV GRADE	464287242			4/27/2011	11/19/2012		2,917	2,636							281	
25	X SHARES TR RUSSELL 1000 V	464287598			1/15/2010	2/6/2012		23,191	20,437							2,754	
26	X SHARES TR RUSSELL 1000 V	464287598			1/15/2010	8/6/2012		96,972	82,459							14,513	
27	X SHARES TR RUSSELL 1000 V	464287598			1/15/2010	8/6/2012		57,788	54,931							867	
28	X SHARES TR RUSSELL 1000 V	464287614			2/6/2012	8/6/2012		53,836	52,144							1,692	
29	X SHARES TR RUSSELL 1000 V	464287614			2/6/2012	11/19/2012		139,600	137,419							2,181	
30	X SHARES BARCLAYS MBS D	464288588			8/6/2012	11/19/2012		5,843	5,881							-38	
31	X SHARES BARCLAYS 3.7 YR T	464288588			8/6/2012	11/19/2012		9,149	9,131							-18	
32	X LEGG MASON BATTERYMRC	524656U607			1/15/2010	2/6/2012		79,586	79,355							261	
33	X LEGG MASON BATTERYMRC	524656U607			6/24/2010	2/6/2012		33,183	31,050							2,133	
34	X LEGG MASON BATTERYMRC	524656U607			7/28/2011	2/6/2012		53,152	50,460							-7,308	
35	X LEGG MASON BATTERYMRC	524656U607			1/28/2011	2/6/2012		2,280	2,536							-246	
36	X LEGG MASON BATTERYMRC	524656U607			1/15/2010	2/6/2012		24,912	27,800							-2,888	
37	X LEGG MASON BATTERYMRC	524656U607			10/18/2011	2/6/2012		7,028	6,675							-553	
38	X LEGG MASON BATTERYMRC	524656U607			10/18/2011	2/6/2012		41,512	37,985							3,565	
39	X MFS RESEARCH INTL-I	552993470			1/26/2011	2/6/2012		14,573	15,815							-1,242	
40	X MFS RESEARCH INTL-I	552993470			1/28/2011	2/6/2012		3,321	2,476							-155	
41	X MFS RESEARCH INTL-I	552993470			7/18/2011	2/6/2012		81,639	88,100							-6,461	
42	X MFS RESEARCH INTL-I	552993470			1/15/2010	2/6/2012		171,416	168,197							3,219	
43	X MFS RESEARCH INTL-I	552993470			8/8/2011	2/6/2012		47,680	47,503							0	
44	X MFS RESEARCH INTL-I	552993470			10/18/2011	2/6/2012		5,343	5,175							168	
45	X MFS RESEARCH INTL-I	552993470			12/20/2011	2/6/2012		37,758	37,500							258	
46	X NEUBERGER BERMAN HIGH D	64128K868			8/6/2012	11/19/2012		4,925	4,925							0	
47	X PIMCO FOREIGN BD U.S. HED	6833390882			2/6/2012	8/6/2012		122,256	117,550							4,746	
48	X PIMCO EMERGING LOCAL BD	72201F516			8/6/2012	11/19/2012		1,875	1,872							3	
49	X RS INV TR VALUE-Y	74972H614			3/28/2011	2/6/2012		137,963	147,968							-10,005	
50	X RS INV TR VALUE-Y	74972H614			8/8/2011	2/6/2012		10,038	8,550							1,488	
51	X TEMPLETON GLOBAL BD-ADV	880208490			4/27/2011	2/6/2012		12,454	13,239							-776	
52	X TEMPLETON GLOBAL BD-ADV	880208490			5/26/2011	2/6/2012		28,764	30,250							-1,486	
53	X TEMPLETON GLOBAL BD-ADV	880208490			7/18/2011	2/6/2012		19,692	20,650							-958	
54	X TEMPLETON GLOBAL BD-ADV	880208490			1/26/2011	2/6/2012		49,340	49,479							-1,139	
55	X TEMPLETON GLOBAL BD-ADV	880208490			12/15/2011	8/6/2012		84,934	86,671							-1,737	
56	X TEMPLETON GLOBAL BD-ADV	880208490			12/15/2011	8/6/2012		1,757	1,755							-28	
57	X TEMPLETON GLOBAL BD-ADV	880208490			12/15/2011	8/6/2012		29,101	28,550							551	
58	X VANGUARD BD INDEX SHORT	921937827			12/15/2011	8/6/2012		1,452	1,349							103	
59	X VANGUARD BD INDEX SHORT	921937827			12/15/2011	8/6/2012		178,359	176,859							1,440	
60	X VANGUARD BD INDEX SHORT	921937827			12/15/2011	8/6/2012		9,745	9,736							-11	
61	X VANGUARD BD INDEX TOTAL	921937835			12/15/2011	8/6/2012		273,681	256,092							17,989	
62	X VANGUARD BD INDEX TOTAL	921937835			12/15/2011	8/6/2012		11,541	11,356							145	

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

	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

			4,011,364	3,927,511	4,259,759
	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- 2		0	276,014	293,147
3	ISHARES TR DOW JONES SEL DIVID INDE		0	366,630	387,744
4	ISHARES IBOXX INV 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 OPPORTY-S-A		0	461,092	450,166
8	ISHARES BARCLAYS MBS BD ETF		0	326,506	327,858
9	OPPENHEIMER DEVELOPING MKTS INSTI		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 E		0	327,483	327,026

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

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

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

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