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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

NOV 1, 2012

, and ending

OCT 31, 2013

Name of foundation

THE ELKINS FOUNDATION

A Employer identification number

74-6051746

Number and street (or P O box number if mail is not delivered to street address)

1001 FANNIN

Room/suite

1001

B Telephone number

713-652-2020

City or town, state, and ZIP code

HOUSTON, TX 77002

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(from Part II, col (c), line 16)

\$ 209,160,859. (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 amount in column (a).)

(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

3,540,031.

N/A

2 Check ☐ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

464.

325.

STATEMENT 1

4 Dividends and interest from securities

4,974,406.

4,974,406.

STATEMENT 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

59,983,353.

7 Capital gain net income (from Part IV, line 2)

6,007,956.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

-89,912.

649,754.

STATEMENT 3

12 Total. Add lines 1 through 11

14,432,945.

11,632,441.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 4

30,190.

15,095.

0.

c Other professional fees

STMT 5

729,960.

721,470.

0.

17 Interest

18 Taxes

STMT 6

217,993.

57,493.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 7

1,854.

1,854.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

979,997.

795,912.

0.

25 Contributions, gifts, grants paid

8,660,000.

8,660,000.

26 Total expenses and disbursements. Add lines 24 and 25

9,639,997.

795,912.

8,660,000.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

4,792,948.

b Net investment income (if negative, enter -0-)

10,836,529.

c Adjusted net income (if negative, enter -0-)

N/A

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	1,532.		
	2 Savings and temporary cash investments	1,792,261.	6,614,880.	6,614,880.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 10</b>	118,342,738.	118,505,366.	172,911,882.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other <b>STMT 11</b>	11,219,287.	8,860,526.	29,634,097.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 <b>Total assets</b> (to be completed by all filers)	131,355,818.	133,980,772.	209,160,859.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	20,083,230.	20,083,230.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	111,272,588.	113,897,542.	<b>STATEMENT 9</b>
30 <b>Total net assets or fund balances</b>	131,355,818.	133,980,772.		
31 <b>Total liabilities and net assets/fund balances</b>	131,355,818.	133,980,772.		

**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	131,355,818.
2 Enter amount from Part I, line 27a	2	4,792,948.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	136,148,766.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 8</b>	5	2,167,994.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	133,980,772.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>			<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b CAPITAL GAIN FROM PARTNERSHIP INVESTMENTS</b>		<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>c</b>				
<b>d</b>				
<b>e</b>				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 59,713,020.		53,975,397.	5,737,623.
<b>b</b> 270,333.			270,333.
<b>c</b>			
<b>d</b>			
<b>e</b>			
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	
<b>a</b>			5,737,623.
<b>b</b>			270,333.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <span style="font-size: small;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>		<b>2</b>	6,007,956.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	N/A

**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	3,510,000.	176,597,820.	.019876
2010	2,592,000.	70,304,446.	.036868
2009	2,680,000.	56,041,522.	.047822
2008	3,016,652.	50,134,054.	.060172
2007	2,918,483.	61,604,304.	.047375

<b>2</b> Total of line 1, column (d)	<b>2</b>	.212113
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.042423
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	201,350,033.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	8,541,872.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	108,365.
<b>7</b> Add lines 5 and 6	<b>7</b>	8,650,237.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	8,660,000.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	108,365.
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	108,365.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	108,365.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	167,060.
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	167,060.
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	58,695.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 58,695. Refunded <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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) <input checked="" type="checkbox"/> TX		
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

N/A

**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 ► HOUSTON TRUST COMPANY Telephone no. ► 713-651-9400 Located at ► 1001 FANNIN ST, STE 700 HOUSTON, TX ZIP+4 ► 77002			
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.

	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 ►		
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.) N/A	2b	
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 checked="" type="checkbox"/> Yes <input 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	X
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)?

☐ 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)?

N/A

5b

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(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
VIRGINIA A. ELKINS	TRUSTEE			
1001 FANNIN, STE. 1001				
HOUSTON, TX 77002	2.00	0.	0.	0.
ELISE E. JOSEPH	VICE PRESIDENT & TRUSTEE			
1001 FANNIN, STE. 1001				
HOUSTON, TX 77002	2.00	0.	0.	0.
LESLIE E. SASSER	PRESIDENT & TRUSTEE			
1001 FANNIN, STE. 1001				
HOUSTON, TX 77002	2.00	0.	0.	0.
WILLIAM L. MEDFORD	SECRETARY & TREASURER			
1001 FANNIN, STE. 1001				
HOUSTON, TX 77002	2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0





**Part 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	200,326,986.
b	Average of monthly cash balances	1b	4,089,291.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	204,416,277.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	204,416,277.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,066,244.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	201,350,033.
6	Minimum investment return. Enter 5% of line 5	6	10,067,502.

**Part XI** Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	10,067,502.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	108,365.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	108,365.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,959,137.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9,959,137.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,959,137.

**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	8,660,000.
b	Program-related investments - total from Part IX-B	1b	0.
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	8,660,000.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,660,000.

**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				9,959,137.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			8,653,175.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 8,660,000.				
a Applied to 2011, but not more than line 2a			8,653,175.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				6,825.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				9,952,312.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
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 XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
SEE STATEMENT XV-1				8,660,000.
<b>Total</b>			<b>▶ 3a</b>	8,660,000.
<b>b</b> Approved for future payment				
SEE STATEMENT XV-2				8,400,000.
<b>Total</b>			<b>▶ 3b</b>	8,400,000.



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




- | 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 |
|--|-------|-----|----|
| 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. |       |     |    |

[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
N/A		

**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.

Signature of officer or trustee      Date      Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	RINDA CORBIN	<i>Rinda Corbin</i>	2/26/14		P00747421
	Firm's name ▶ DELOITTE TAX LLP				Firm's EIN ▶ 86-1065772
	Firm's address ▶ 1111 BAGBY STREET, SUITE 4500 HOUSTON, TX 77002			Phone no. 713-982-2000	

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

Name of the organization

Employer identification number

**THE ELKINS FOUNDATION**

**74-6051746**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_

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

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization

Employer identification number

THE ELKINS FOUNDATION

74-6051746

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ELKINS FAMILY CHARITABLE LEAD ANNUITY TRUST, EIN: 68-6245144 1001 FANNIN, SUITE 700 HOUSTON, TX 77002	\$ 709,531.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ELKINS FAMILY CHARITABLE LEAD ANNUITY TRUST, EIN: 68-6245144 1001 FANNIN, SUITE 700 HOUSTON, TX 77002	\$ 2,830,500.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Employer identification number

74-6051746

## Part II

[illegible]

Name of organization

Employer identification number

**THE ELKINS FOUNDATION****74-6051746**

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

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

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
INTEREST	464.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	464.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	4,974,406.	0.	4,974,406.
TOTAL TO FM 990-PF, PART I, LN 4	4,974,406.	0.	4,974,406.

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FORM 990-PF OTHER INCOME STATEMENT 3

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NET INCOME FROM PARTNERSHIPS	635,002.	635,002.	
MISC. - LITIGATION PROCEEDS	255.	255.	
INTEREST INCOME FROM MUTUAL FUNDS	14,497.	14,497.	
UBTI FROM PARTNERSHIPS	-739,666.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-89,912.	649,754.	

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FORM 990-PF ACCOUNTING FEES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	30,190.	15,095.		0.
TO FORM 990-PF, PG 1, LN 16B	30,190.	15,095.		0.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEES	580,202.	580,202.		0.
INVESTMENT MANAGEMENT FEE	141,268.	141,268.		0.
LEGAL FEES	8,490.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	729,960.	721,470.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	57,493.	57,493.		0.
TAXES	160,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	217,993.	57,493.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEE	1,854.	1,854.		0.
TO FORM 990-PF, PG 1, LN 23	1,854.	1,854.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
OTHER ADJUSTMENTS	512,494.
BASIS ADJUSTMENTS	1,655,500.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,167,994.

FORM 990-PF	OTHER FUNDS	STATEMENT	9
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DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ENDOWMENT FUND	111,272,588.	113,897,542.
TOTAL TO FORM 990-PF, PART II, LINE 29	111,272,588.	113,897,542.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK- SEE STMT I FOR DETAIL	118,403,258.	172,797,982.
PREFERRED STOCK- SEE STMT I FOR DETAIL	102,108.	113,900.
TOTAL TO FORM 990-PF, PART II, LINE 10B	118,505,366.	172,911,882.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UNIT INVESTMENT TRUSTS- SEE STMT I FOR DETAIL	COST	68,864.	140,632.
MUTUAL FUNDS- SEE STMT I FOR DETAIL	COST	1,082,796.	1,227,779.
CLOSELY HELD SECURITIES	COST	7,708,866.	28,265,686.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,860,526.	29,634,097.

THE ELKINS FOUNDATION  
3137512

STMT I  
ASSET STATEMENT  
AS OF 10/31/13

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE
COMMON STOCK					
13305	ABBOTT LABORATORIES	351818.32	26.44	36.55	486297.75
15100	ABBVIE INC	469419.37	31.09	48.45	731595.00
570	ACTAVIS PLC	82085.70	144.01	154.58	88110.60
2500	ADOBE SYS INC	76634.00	30.65	54.22	135550.00
3650	AETNA INC	169903.20	46.55	62.70	228855.00
1531	AGL RES INC	71001.21	46.38	47.86	73273.66
890	AGRIUM INC	33927.60	38.12	85.32	75934.80
1400	AIR PRODUCTS & CHEMICALS INC	141061.30	100.76	109.01	152614.00
1698	ALKERMES PLC	32150.07	18.93	35.19	59761.11
615	ALLIANCE DATA SYSTEMS CORP	93821.70	152.56	237.06	145791.90
7105	ALLIANZ SE SPONSORED AMERICAN DEPOSITORY RECEIPT	103689.29	14.59	16.83	119577.15
111846	ALIRIA GROUP INC	1984510.53	17.74	37.23	4164026.58
589	AMAZON.COM INC	153994.62	261.45	364.03	214413.67
10000	AMERICAN CAPITAL AGENCY CORP REAL ESTATE INVESTMENT TRUST	298333.00	29.83	21.71	217110.00
1000	AMERICAN EXPRESS CO	35475.03	35.48	81.80	81800.00
10048	AMERICAN INTERNATIONAL GROUP	356987.04	35.53	51.65	518979.20
1630	AMERICAN WATER WORKS CO INC	32012.39	19.64	42.87	69878.10

THE ELKINS FOUNDATION  
3137512

STMT I  
ASSET STATEMENT  
AS OF 10/31/13

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE
1761	AMGEN INC	141217.82	80.19	116.14	204522.54
6800	ANADARKO PETE CORP	432773.81	63.64	95.29	647972.00
800	ANHEUSER BUSCH INBEV SPONSORED AMERICAN DEPOSITORY RECEIPT	50138.80	62.67	103.73	82984.00
2669	APACHE CORPORATION	208925.81	78.28	88.80	237007.20
2601	APPLE INC	746333.85	286.94	522.70	1359547.90
4315	APPLIED MATERIALS INCORPORATED	77973.78	18.07	17.85	77044.33
5800	APPROACH RESOURCES	133201.92	22.97	28.15	163270.00
3444	ARM HOLDINGS PLC-SPONSORED AMERICAN DEPOSITORY RECEIPT	160679.48	46.65	47.21	162591.24
577	ASHLAND INC	43983.67	76.23	92.55	53401.35
16693	AT & T INC	541470.45	32.44	36.20	604286.60
4100	ATLAS CORP CD AB SPONSORED AMERICAN DEPOSITORY RECEIPT	69043.18	16.84	24.87	101967.00
975	AUTOMATIC DATA PROCESSING INC	40660.05	41.70	75.02	73149.38
6252	AUXILIUM PHARMACEUTICALS	110472.84	17.67	17.20	107534.40
2420	AXA AMERICAN DEPOSITORY RECEIPT	56563.37	23.37	25.01	60524.20
2575	BAE SYSTEMS PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	45373.30	17.62	29.33	75524.75
2100	BAKER HUGHES INC	97641.39	46.50	58.09	121989.00
2500	BALL CORP	103211.75	41.28	48.89	122225.00
9613	BANK AMER CORP	87371.47	9.09	13.97	134293.61
3937	BARCLAYS PLC AMERICAN DEPOSITORY RECEIPT	60246.41	15.30	16.81	66180.97
2060	BASF SE SPONSORED AMERICAN DEPOSITORY RECEIPT	147067.45	71.39	103.90	214034.00
4100	BAYERISCHE MOTOREN WERKE UNSPONSORED AMERICAN DEPOSITORY RECEIPT	88942.54	21.69	37.76	154816.00

THE ELKINS FOUNDATION  
3137512

STMT I  
ASSET STATEMENT  
AS OF 10/31/13

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE
4977	BERKSHIRE HATHAWAY INC-CL B	397375.85	79.84	115.09	572802.93
1360	BHP BILLITON PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	96590.88	71.02	61.64	83830.40
3100	BLACKROCK INC CLASS A	615743.08	198.63	300.81	932511.00
8000	BLACKSTONE GROUP LP EXCHANGE TRADED PARTNERSHIP	181961.60	22.75	26.28	210240.00
1725	BNP PARIBAS SPONSORED AMERICAN DEPOSITORY RECEIPT	50481.53	29.26	36.99	63807.75
1130	BOC HONG KONG HOLDINGS LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	51128.15	45.25	65.43	73935.90
1500	BOK FINL CORP	85409.40	56.94	61.23	91845.00
3770	BRINKER INTL INC	106601.79	28.28	44.42	167463.40
5432	BRISTOL-MYERS SQUIBB CO	178682.03	32.89	52.52	285288.64
1615	BRITISH AMERN TOB PLC SPNS ADR	79703.56	49.35	110.49	178441.35
1620	BROOKFIELD ASSET MANAGE-CL A	53210.03	32.85	39.58	64119.60
6980	BROOKFIELD RESIDENTIAL PROPERTIES	144960.01	20.77	22.08	154118.40
3665	BT GROUP PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	100462.99	27.41	60.63	222208.95
9600	CABOT OIL & GAS CORP	142831.38	14.88	35.32	339072.00
2000	CAMERON INTERNATIONAL CORP	86273.12	43.14	54.86	109720.00
3900	CANADIAN NATURAL RESOURCES	82327.38	21.11	31.75	123825.00
3040	CANADIAN PACIFIC RAILWAY LTD	346144.21	113.86	143.07	434932.80
4619	CAPITAL ONE FINANCIAL	259672.40	56.22	68.67	317186.73
1406	CARMAX INC	49876.44	35.47	46.99	66067.94
700	CATERPILLAR INC	48015.20	68.59	83.36	58352.00
893	CIN IMPERIAL BK OF COMMERCE	67944.60	76.09	85.15	76038.95
1748	CELGENE CORP	112859.02	64.56	148.49	259560.52



THE ELKINS FOUNDATION  
3137512

STMT I  
ASSET STATEMENT  
AS OF 10/31/13

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE
6403	CENTERPOINT ENERGY INC	118518.25	18.51	24.60	157513.80
10000	CENTURYLINK INC	363620.08	36.36	33.86	338600.00
8693	CHARLES SCHWAB CORP	157590.79	18.13	22.65	196896.45
1195	CHECK POINT SOFTWARE TECH LT ORD	27185.05	22.75	58.02	69333.90
5596	CHEVRON CORPORATION	526308.61	94.05	119.96	671296.16
3140	CHINA CONSTR BK CORP UNSPONSORED AMERICAN DEPOSITORY RECEIPT	53114.04	16.92	15.50	48670.00
939	CIGNA CORP	49153.27	52.35	76.98	72284.22
2685	CINEMARK HOLDING INC	61843.08	23.03	32.81	88094.85
12406	CISCO SYSTEMS INC	218247.10	17.59	22.56	279879.36
4035	CITIGROUP INC	159285.97	39.48	48.78	196827.30
93992	COCA COLA CO	2041081.58	21.72	39.57	3719263.44
1300	COLGATE PALMOLIVE CO	66970.74	51.52	64.73	84149.00
9497	COMCAST CORP-CL A	366320.72	38.57	47.60	452057.20
3000	COMERICA INC	90136.80	30.05	43.30	129900.00
2257	CONAGRA FOODS INC	63284.02	28.04	31.81	71795.17
7308	CONOCOPHILLIPS	402056.05	55.02	73.33	535895.64
586	CONTINENTAL RESOURCES INC	45248.17	77.22	113.90	66745.40
660	COPE HOLDINGS SA	49539.67	75.06	149.54	98696.40
1381	COVANCE INC	114962.17	83.25	89.26	123268.06
1957	COVANTA HOLDING CORP	40031.61	20.46	17.17	33601.69
1500	COVIDIEN PLC	70425.49	46.95	64.11	96165.00
183	CST BRANDS INC	4078.94	22.29	32.24	5899.92
1500	CULLEN FROST BANKERS INC	83521.80	55.68	70.79	106185.00
350	CUMMINS INC	40471.03	115.63	127.02	44457.00

THE ELKINS FOUNDATION  
3137512

STMT I  
ASSET STATEMENT  
AS OF 10/31/13

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE
516	CURTISS WRIGHT CORP	331.60	0.64	49.78	25686.48
2854	CVS CAREMARK CORP	128535.28	45.04	62.26	177690.04
4000	D R HORTON INC	80351.80	20.09	18.95	75800.00
1550	DANAHER CORP	78878.42	50.89	72.09	111739.50
2650	DEB GROUP HLDS LTD SPONSOR AMERICAN DEPOSITORY RECEIPT	101759.91	38.40	54.00	143100.00
2000	DENISELY INTERNATIONAL INC	73069.80	36.53	47.10	94210.00
1530	DEUTSCHE BANK AG	57650.30	37.68	48.32	73929.60
2200	DEVON ENERGY CORPORATION NEW	142628.14	64.83	63.22	139084.00
6135	DIAGEO PLC AMERICAN DEPOSITORY RECEIPT	625162.63	101.90	127.59	782764.65
1180	DIRECTV	54897.02	46.52	62.49	73738.20
3080	DISNEY WALT CO	141853.91	46.06	68.59	211257.20
1894	DOMINION RES INC VA NEW	96883.83	51.15	63.75	120742.50
2901	DOW CHEMICAL CO	97311.72	33.54	39.47	114502.47
1481	DR PEPPER SNAPPLE GROUP INC	57908.51	39.10	47.35	70125.35
2586	DRESSER-RAND GROUP	156873.74	60.66	60.77	157151.22
3410	DU PONT E I DE NEMOURS & CO	167561.49	49.14	61.20	208692.00
2743	DUKE ENERGY CORP	173899.90	63.40	71.73	196755.39
2639	DUNKIN BRANDS GROUP INC	108067.97	40.95	47.68	125827.52
3000	E M C CORP MASS	74165.10	24.72	24.07	72213.00
788	EASTMAN CHEMICAL CO	47386.62	60.14	78.79	62086.52
8950	EMERSON ELECTRIC CO	364339.00	40.71	66.97	599381.50
3247	ENERIDGE ENERGY MANAGEMENT LLC	33926.93	10.45	28.52	92604.44
20000	ENERPLUS CORP	367696.28	18.38	17.27	345400.00

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PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE
1300	ENSCO PLC CL A	62528.05	48.10	57.65	74945.00
2198	EOG RESOURCES INC	211003.07	96.00	178.40	392123.20
2500	EQT CORPORATION	157388.45	62.96	85.61	214025.00
1800	ESTEE LAUDER COMPANIES-CL A	30010.50	16.67	70.96	127728.00
685	EVEREST RE GROUP LIMITED	52689.98	76.92	153.74	105311.90
1034	EXPRESS SCRIPTS HLDG	62810.74	60.75	62.52	64645.68
942363	EXXON MOBIL CORP	60583593.71	64.29	89.62	84454572.06
3287	FIFTH THIRD BANCORP	53348.01	16.23	19.03	62568.05
4090	FMC CORP	189815.13	46.41	72.76	297588.40
2343	FMC TECHNOLOGIES INC	94376.51	40.28	50.55	118438.65
490	FOMENTO ECONOMICO MEXICANO SAB DE CV AMERICAN DEPOSITORY RECEIPT	5415.48	11.05	93.30	45717.00
16502	FORD MOTOR CO DEL	223682.77	13.55	17.11	282349.22
2800	FRANKLIN ELECTRIC CO INC	79040.78	28.23	37.85	105980.00
1200	FRANKLIN RESOURCES INC	36764.00	30.64	53.86	64632.00
18405	FREEMORAN COPPER AND GOLD INC	516190.34	28.05	36.76	676567.80
300	FRESENIUS MED CARE AG & CO SPONSORED AMERICAN DEPOSITORY RECEIPT	7424.90	24.75	32.92	9876.00
3261	GAP INC	87119.57	26.72	36.99	120624.39
22866	GENERAL ELECTRIC COMPANY	463951.51	20.29	26.14	597717.24
1593	GENERAL MILLS INC	63214.22	39.68	50.42	80319.06
3667	GENERAL MOTORS CO	94606.40	25.80	36.95	135495.65
1026	GENUINE PARTS CO	65561.40	63.90	78.83	80879.58
1693	GILEAD SCIENCES INC	49293.50	29.12	71.17	120499.28
5000	GLACIER BANCORP INC	123047.50	24.61	27.61	138050.00
1986	GLAXO SMITHKLINE SPONSORED	88774.20	44.70	52.63	104523.18

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	AMERICAN DEPOSITORY RECEIPT				
10000	GOLAR LNG PARTNERS LP EXCHANGE TRADED PARTNERSHIP	248512.05	24.85	30.94	309400.00
653	GOLDMAN SACHS GROUP INC	78987.52	120.96	160.86	105041.58
557	GOOGLE INC-CL A	304159.70	546.07	1030.58	574033.06
2155	HAIN CELESTIAL GROUP INC	153029.00	71.01	83.18	179263.68
3200	HALLIBURTON CO (HOLDING COMPANY)	118986.67	37.18	53.03	169696.00
3000	HANCOCK HOLDING CO	89711.70	29.90	32.78	98340.00
1775	HANESBRANDS INC	41435.24	23.34	68.12	120913.00
2120	HARTFORD FINL SVCS GROUP INC	67646.66	31.91	33.70	71444.00
1701	HASERO INC	63769.47	37.49	51.65	87856.65
1643	HCA HOLDINGS INC	57331.39	34.89	47.14	77451.02
2737	HERTZ GLOBAL HOLDINGS INC	43833.06	16.02	22.96	62841.52
2300	HESS CORPORATION	117084.71	50.91	81.20	186760.00
910	HITACHI LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	48340.57	53.12	69.72	63445.20
711	HOLLYFRONTIER CORPORATION	29823.04	41.95	46.06	32748.66
4577	HOME DEPOT INC	195391.84	42.69	77.89	356502.53
2170	HONDA MOTOR LTD AMERICAN DEPOSITORY RECEIPT	42622.69	19.64	39.96	86713.20
4517	HONEMWELL INTERNATIONAL INC	261330.87	57.85	86.73	391759.41
1745	HSBC HOLDINGS PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	88947.60	50.97	55.04	96044.80
1059	ILLINOIS TOOL WKS INC	62663.48	59.17	78.79	83438.61
3079	INFORMATICA CORP	108474.71	35.23	38.60	118849.40
16821	ING GROEP N V-SPONSORED AMERICAN DEPOSITORY RECEIPT	197886.34	11.76	12.72	213963.12

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1270	INGERSOLL-RAND PLC	56041.29	44.13	67.53	85763.10
34506	INTEL CORP	645029.93	18.69	24.47	844361.82
5093	INTERNATIONAL BUSINESS MACHINES CORP	912902.97	179.25	179.21	912716.53
2904	INTERNATIONAL PAPER CO	124138.97	42.75	44.61	129547.44
50	INTUITIVE SURGICAL INC	7590.00	151.80	371.50	18575.00
6519	ISHARES CORE S&P SMALL-CAP ETF	365716.89	56.10	103.37	673869.03
2700	JARDEN CORP	78240.42	28.98	55.36	149472.00
10471	JOHNSON & JOHNSON	563173.24	53.78	92.61	969719.31
18953	JP MORGAN CHASE & CO	755410.07	39.86	51.54	976837.62
8390	KEPPEL CORP AMERICAN DEPOSITORY RECEIPT	34143.63	4.07	17.47	146573.30
3842	KIMBERLY CLARK CORPORATION	273972.15	71.31	108.00	414936.00
3100	KINDER MORGAN INC	98759.92	31.86	35.31	109461.00
1650	KIRBY CORP	77775.39	47.14	88.49	146008.50
20119	KRAFT FOODS GROUP INC	562982.06	27.98	54.38	1093970.63
1995	KROGER CO	49224.23	24.67	42.84	85465.80
3430	LAFARGE S.A. SPONSORED AMERICAN DEPOSITORY RECEIPT	53415.82	15.57	17.28	59270.40
1500	LENNAR CORP-CL A	59497.65	39.67	35.55	53325.00
1	LEKION PHARMACEUTICALS, INC	1.13	1.13	2.40	2.40
1000	LIBERTY MEDIA CORP - LIBER-A	147699.60	147.70	152.91	152910.00
5434	LILLY ELI & CO	225037.37	41.41	49.82	270721.88
880	LOCKHEED MARTIN CORP	72354.83	82.22	133.34	117339.20
7200	LONZA GROUP AG UNSPONSORED AMERICAN DEPOSITORY RECEIPT	57356.64	7.97	8.88	63936.00
1539	LORILLARD, INC	73097.11	47.50	51.01	78504.39

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4733	LOWES COS INC	137967.46	29.15	49.78	235608.74
991	LYONDELLBASELL INDUSTRIES NV	53685.34	54.17	74.60	73928.60
900	MAGNA INTERNATIONAL INC CL A	47117.99	52.35	84.70	76230.00
4800	MARATHON OIL CORP	141793.48	29.54	35.26	169248.00
1250	MARTIN MARIETTA MTLB INC	93595.38	74.88	98.09	122612.50
146	MASTERCARD INC CL A	68300.13	467.81	717.10	104696.60
5642	MCDONALDS CORP	497971.78	88.26	96.52	544565.84
1200	MCGRAW HILL FINANCIAL INC	10059.00	8.38	69.68	83616.00
2187	MEADWESTVACO CORP	58055.22	26.55	34.85	76216.95
7500	MEDICAL PROPERTIES TRUST INC REAL ESTATE INVESTMENT TRUST	108903.75	14.52	13.04	97800.00
15723	MERCK & CO INC	601449.49	38.25	45.09	708950.07
15756	MICROSOFT CORP	447445.70	28.40	35.40	557841.18
325	MIITSUI & CO LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	75500.51	232.31	286.00	92950.00
60938	MONDELEZ INTERNATIONAL INC	1043445.92	17.12	33.65	2050563.70
1150	MONSANTO CO NEW	98416.31	85.58	104.88	120612.00
1050	MOTOROLA SOLUTIONS, INC	48808.83	46.48	62.52	65646.00
2315	MUELLER INDUSTRIES INC	118899.33	51.36	60.29	139571.35
1925	MYLAN INC	49219.94	25.57	37.86	72890.13
5000	NABORS INDUSTRIES LTD	134303.66	26.86	17.48	87400.00
2600	NATIONAL FUEL GAS CO	95415.20	36.70	71.55	186030.00
875	NATIONAL GRID PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	44446.94	50.80	62.93	55063.75
2750	NATIONAL INSTRS CORP	74043.48	26.92	29.05	79887.50
2985	NATIONAL RETAIL PROPERTIES INC REAL ESTATE INVESTMENT TRUST	88194.17	29.55	34.40	102684.00

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3497	NATIONAL-OILWELL INC	141104.86	40.35	81.18	283886.46
20140	NESTLE SA SPONSORED AMERICAN DEPOSITORY RECEIPT	585221.80	29.06	72.41	1458337.40
2500	NEIAPP INC	82206.25	32.88	38.81	97025.00
6600	NEAFIELD EXPL CO	235300.17	35.65	30.45	200970.00
686	NEWS CORP/NEW CL A	7753.93	11.30	17.59	12070.17
4250	NEWS CORP/NEW CL B	69274.58	16.30	17.93	76223.75
5275	NISSAN MOTOR LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	93803.50	17.78	20.13	106196.30
3400	NOBLE ENERGY INC	83374.81	24.52	74.93	254762.00
900	NORFOLK SOUTHERN CORPORATION	45832.98	50.93	86.02	77418.00
1210	NOVARTIS AG SPONSORED ADR AMERICAN DEPOSITORY RECEIPT	46209.98	38.19	77.55	93835.50
1100	NOVO NORDISK AS SPONSORED AMERICAN DEPOSITORY RECEIPT	124929.41	113.57	166.67	183337.00
2869	OASIS PETROLEUM INC	107108.82	37.33	53.25	152774.25
3950	OCCIDENTAL PETE CORP	304701.50	77.14	96.08	379516.00
1825	OIL CO LUKOIL SPONSORED AMERICAN DEPOSITORY RECEIPT	101873.24	55.82	65.47	119482.75
1260	ONEOK INC	65554.27	52.03	56.50	71190.00
1901	ORACLE CORP NAME CHANGED 6/1/95 FROM ORACLE SYSTEMS CORP	56624.19	29.79	33.50	63683.50
2550	ORIX CORP SPONSORED AMERICAN DEPOSITORY RECEIPT	115187.12	45.17	86.49	220549.50
1500	PALL CORP	75423.30	50.28	80.52	120780.00
12919	PEPSICO INC	653009.23	50.55	84.09	1086358.71
1245	PERRIGO CO	147718.01	118.65	137.89	171673.05

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PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE
1150	PETSMART INC	76700.98	66.70	72.75	83662.50
50870	PFIZER INC	1253890.43	24.65	30.68	1560945.95
158651	PHILIP MORRIS INTERNATIONAL	6114886.54	38.54	89.12	14138977.12
1200	PHILLIPS 66	59521.68	49.60	64.43	77316.00
1000	PIONEER NATURAL RESOURCES CO	52549.48	52.55	204.78	204780.00
1600	PNC FINANCIAL SERVICES GROUP	94668.80	59.17	73.53	117648.00
700	PRAXAIR INC	36572.00	52.25	124.71	87297.00
17072	PROCTER & GAMBLE CO	945388.66	55.38	80.75	1378564.00
920	PRUDENTIAL FINL INC	40521.19	44.04	81.39	74878.80
5400	PULTE GROUP INC	90012.87	16.67	17.65	95310.00
4500	QEP RESOURCES INC	134165.59	29.81	33.06	148770.00
5173	QUALCOMM INC	251612.84	48.64	69.49	359471.77
500	RALPH LAUREN CORP	88046.85	176.09	165.64	82820.00
1600	RANGE RESOURCES CORP	98175.68	61.36	75.71	121136.00
4000	RAVEN INDUSTRIES INC	132805.01	33.20	33.36	133440.00
2000	REALITY INCOME CORP REAL ESTATE INVESTMENT TRUST	89696.40	44.85	41.65	83300.00
1300	REGENERON PHARMACEUTICALS INC	196718.21	151.32	287.60	373880.00
8813	REGIONS FINANCIAL CORP	60617.58	6.88	9.63	84869.19
1640	REPSOL SA SPONSORED AMERICAN DEPOSITORY RECEIPT	54357.58	33.14	26.74	43853.60
6443	REYNOLDS AMERICAN INC	253183.48	39.30	51.37	330976.91
4500	ROCHE HLDG LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	209672.01	46.59	69.34	312030.00
1690	ROCKWELL AUTOMATION INC	133598.25	79.05	110.41	186592.90
1600	ROCKWELL COLLINS	78233.44	48.90	69.83	111728.00



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PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE
850	ROPER INDS INC	84267.98	99.14	126.81	107788.50
3500	ROWAN COMPANIES PLC	124869.72	35.68	36.08	126280.00
3950	ROYAL DUTCH AMERICAN DEPOSITORY RECEIPT	247489.55	62.66	66.68	263386.00
2380	ROYAL DUTCH SHELL PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	174681.29	73.40	69.52	165457.60
4119	SAFEWAY INC	100009.32	24.28	34.90	143753.10
5930	SANOFI SPONSORED AMERICAN DEPOSITORY RECEIPT	225307.00	37.99	53.48	317136.40
770	SAP AKTIENGESellschaft SPONSORED AMERICAN DEPOSITORY RECEIPT	46229.26	60.04	78.35	60329.50
7750	SBERBANK RUSSIA SPONSORED AMERICAN DEPOSITORY RECEIPT	106749.76	13.77	12.77	98967.50
2746	SCHLUMBERGER LTD	200473.88	73.01	93.72	257355.12
3542	SEADRILL LIMITED	138436.09	39.08	46.62	165128.04
1570	SEVEN & I HOLDINGS UNSPONSORED AMERICAN DEPOSITORY RECEIPT	107538.34	68.50	74.35	116729.50
970	SHIRE PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	90889.53	93.70	133.10	129107.00
430	SIEMENS A G SPONSORED AMERICAN DEPOSITORY RECEIPT	42885.67	99.73	128.01	55044.30
1394	SIMON PROPERTY GROUP INC REAL ESTATE INVESTMENT TRUST	179426.48	128.71	154.55	215442.70
14055	SOUTHWEST AIRLINES COMPANY	194360.14	13.83	17.22	242027.10
2175	ST JUDE MEDICAL INC	81754.06	37.59	57.39	124823.25
1233	STARBUCKS CORP	59958.08	48.63	81.05	99934.65
5830	STARZ	107451.32	18.43	30.15	175774.50
5800	STATOILHYDRO ASA SPONSORED AMERICAN DEPOSITORY RECEIPT	128619.88	22.18	23.63	137054.00
30000	STELLUS CAPITAL INVESTMENT CORP	450000.00	15.00	14.84	445200.00

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11430	SUMITOMO MITSUI FINL GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	111765.97	9.78	9.70	110871.00
1600	SUNOCOR ENERGY INC	45339.04	28.34	36.35	58160.00
6283	SUNTRUST BANKS INC	151893.67	24.18	33.64	211360.12
2400	SUPERIOR ENERGY SERVICES INC	56888.16	23.70	26.83	64392.00
2770	SWEDBANK AB SPONSORED AMERICAN DEPOSITORY RECEIPT	50345.58	18.18	26.19	72556.55
2500	TARGA RESOURCES	99891.75	39.96	77.56	193900.00
1300	TARGET CORP	68914.20	53.01	64.79	84227.00
5000	TECHTRONIC INDS LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	48484.00	9.70	12.62	63100.00
4637	TEXAS INSTRUMENTS INC	160247.52	34.56	42.08	195148.15
4000	THE MOSAIC COMPANY	64240.00	16.06	45.85	183400.00
2400	THERMO FISHER SCIENTIFIC INC	131574.93	54.82	97.78	234672.00
1140	TIDEWATER INC	68467.15	60.06	60.22	68650.80
1450	TIFFANY & CO	79831.64	55.06	79.17	114796.50
3138	TIME WARNER INC	152632.36	48.64	68.74	215706.12
1306	TUX COS INC NEW	54829.67	41.98	60.79	79391.74
2688	TOTAL S.A. SPONSORED AMERICAN DEPOSITORY RECEIPT	87550.91	32.57	61.18	164451.84
4395	TOTAL SYSTEM SERVICES INC	107965.37	24.57	29.83	131102.85
2000	TRACTOR SUPPLY CO	91635.00	45.82	71.35	142700.00
780	TRANSDIGM GROUP INC	35141.81	45.05	145.41	113419.80
1140	TRANSOCEAN LTD	46644.58	40.92	47.07	53659.80
3600	TRIMELE NAVIGATION LTD	72859.50	20.24	28.52	102690.00
3745	TWENTY-FIRST CENTURY FOX INC CL A	75106.70	20.06	34.08	127633.35

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2160	UNION PACIFIC CORP	198645.41	91.97	151.40	327024.00
826	UNITED PARCEL SERVICE INC	72510.41	87.79	98.24	81146.24
3623	UNITED TECHNOLOGIES CORP	276255.74	76.25	106.25	384943.75
3345	US AIRWAYS GROUP	53529.37	16.00	21.97	73489.65
4795	US BANCORP	144570.95	30.15	37.36	179141.20
7027	UTILITIES SELECT SECTOR SPDR	219084.04	31.18	38.78	272507.06
1000	V.F. CORP	155393.40	155.39	215.00	215000.00
7520	VALE S.A. AMERICAN DEPOSITORY RECEIPT	105817.32	14.07	14.64	110092.80
753	VALEANT PHARMACEUTICALS INCL	44245.97	58.76	105.72	79607.16
3980	VALEO SA-SPONSORED AMERICAN DEPOSITORY RECEIPT	101339.12	25.46	49.70	197806.00
1652	VALERO ENERGY CORP	45528.41	27.56	41.17	68012.84
600	VALMONT INDUSTRIES	74194.32	123.66	140.50	84300.00
8739	VERIZON COMMUNICATIONS	325081.12	37.20	50.51	441406.89
299	VISA INC	26454.27	88.48	196.67	58804.33
1365	VISTEON CORP	107709.69	78.91	77.09	105227.85
4020	VODAFONE GROUP AMERICAN DEPOSITORY RECEIPT	105147.46	26.16	36.85	148157.10
4617	WAL MART STORES INC	257442.14	55.76	76.75	354354.75
7405	WALGREEN COMPANY	199225.73	26.90	59.24	438672.20
2650	WASTE CONNECTIONS INC	81240.26	30.66	42.74	113261.00
1772	WASTE MGMT INC DEL	71853.89	40.55	43.54	77152.88
4957	WEATHERFORD ININIL LTD	73036.17	14.73	16.44	81493.08
2394	WEINGARTEN REALTY INVESTORS	59136.75	24.70	31.73	75961.62
18891	WELLS FARGO & CO NEW	675580.31	35.76	42.69	806456.79

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577	WESTLAKE CHEMICAL CORP	44517.05	77.15	107.42	61981.34
17795	WILLIAMS COMPANIES INC	426864.77	23.99	35.71	635459.45
2091	WOLVERINE WORLD WIDE INC	109061.33	52.16	57.74	120734.34
7986	YAHOO INC	179603.16	22.49	32.94	263058.84
5259	ZIONS BANCORPORATION	162713.46	30.94	28.39	149329.31
21574	ZOETIS INC	601295.93	27.87	31.66	683032.84
	TOTAL COMMON STOCK	118403258.75			172797981.60
	PREFERRED STOCKS				
100	WELLS FARGO & COMPANY 7.500% CONVERTIBLE PREFERRED SERIES L	102108.00	1021.08	1139.00	113900.00
	TOTAL PREFERRED STOCKS	102108.00			113900.00
	MUTUAL FUNDS				
25000	EATON VANCE TAX-MANAGED DIVERSIFIED EQUITY INCOME FUND	218685.00	8.75	10.72	268000.00
1479	ISHARES IBOX H/Y CORP BOND ETF	134268.20	90.78	93.43	138182.97
1562	ISHARES IBOX INV GRD CORP BOND ETF	182628.63	116.92	115.20	179942.40
4304	ISHARES S&P PREF SIX ETF	166510.41	38.69	38.20	164412.80
3000	POWERSHARES QQQ TRUST	157018.00	52.34	82.79	248370.00
3480	WISDOMTREE JAPAN HEDGED EQUITY FUND	164553.91	47.29	47.73	166100.40
1170	WISDOMTREE TRUST EUROPE SMALL CAP DIVIDEND	59131.80	50.54	53.65	62770.50
	TOTAL MUTUAL FUNDS	1082795.95			1227779.07

# STMT I

THE ELKINS FOUNDATION  
3137512

ASSET STATEMENT  
AS OF 10/31/13

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE
UNIT INVESTMENT TRUSTS					
800	SPDR S&P 500 ETF TRUST	68864.00	86.08	175.79	140632.00
TOTAL UNIT INVESTMENT TRUSTS		68864.00			140632.00

**STATEMENT XV-1**  
**THE ELKINS FOUNDATION**  
**PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID**

**EIN: 74-6051746**

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
ALLEY THEATRE 615 TEXAS AVENUE HOUSTON, TX 77002	N/A	PUBLIC	CHARITABLE CAMPAIGN FUND	\$50,000
A D Players 2710 W Alabama St, Houston, TX 77098, United States	N/A	PUBLIC	EDUCATIONAL SUPPORT	\$100,000
ASIA SOCIETY OF TEXAS 4605 POST OAK PLACE HOUSTON, TX 77027	N/A	PUBLIC	CHARITABLE CAMPAIGN FUND	\$100,000
BARBARA BUSH FOUNDATION FOR FAMILY LITERACY 1201 15TH STREET NW, SUITE 420 WASHINGTON, DC 20005	N/A	PUBLIC	CHARITABLE CELEBRATION OF READING EVENT	\$30,000
BAYLOR COLLEGE OF MEDICINE 1 BAYLOR PLAZA HOUSTON, TX 77030	N/A	PUBLIC	CHARITABLE SUPPORT	\$600,000
BAYOU PRESERVATION ASSOCIATION 3201 ALLEN PKWY # 200 HOUSTON, TX 77019	N/A	PUBLIC	CHARITABLE IMPROVEMENT OF HEALTH	\$5,000
BIG BROTHERS BIG SISTERS 6437 HIGH STAR HOUSTON, TEXAS 77074	N/A	PUBLIC	CHARITABLE CAMPAIGN FUND	\$250,000
CAMP FOR ALL 10500 NW FRWY, STE 220 HOUSTON, TX 77092	N/A	PUBLIC	CHARITABLE CAMPAIGN FUND	\$40,000
BUFFALO BAYOU PARTNERSHIP VINE STREET STUDIOS 1113 VINE STREET SUITE 200 HOUSTON, TX 77002	N/A	PUBLIC	CHARITABLE SUPPORT	\$100,000
CHRIST CHURCH CATHEDRAL P O BOX 75177 ST PAUL, MN 55175	N/A	PUBLIC	CHARITABLE CAMPAIGN FUND	\$200,000
DEPELCHIN CHILDREN'S CENTER MAIN CAMPUS, 4950 MEMORIAL DRIVE HOUSTON, TEXAS 77007	N/A	PUBLIC	CHARITABLE SUPPORT OF MENTAL HEALTH PROGRAMMES	\$10,000
DEPRESSION & BIPOLAR SUPPORT Dallas P O BOX 224843 DALLAS, TEXAS 75222-4842	N/A	PUBLIC	CHARITABLE SUPPORT OF FREE AND CONFIDENTIAL SUPPORT GROUPS	\$10,000
EPISCOPAL HIGH SCHOOL 4650 BISSONNET ST BELLAIRE, TX 77401	N/A	PUBLIC	CHARITABLE SUPPORT NEW ACADEMIC & SCIENCE BUILDING	\$50,000
EPISCOPAL HIGH SCHOOL - VIRGINIA 1200 NORTH QUAKER LANE ALEXANDRIA, VA 22302	N/A	PUBLIC	EDUCATIONAL SUPPORT	\$25,000
FRIENDS OF MANDELL PARK 1653 BONNIE BRAE STREET HOUSTON, TX 77006	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$50,000
FORGE FOR FAMILIES 3435 DIXIE DRIVE HOUSTON, TX 77021	N/A	PUBLIC	CHARITABLE SUPPORT OF AFTER SCHOOL ENRICHMENT PROGRAM	\$15,000

**STATEMENT XV-1  
THE ELKINS FOUNDATION**

**EIN: 74-6051746**

**PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID**

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
GIRL SCOUTS OF SAN JACINTO 3110 SOUTHWEST FREEWAY HOUSTON, TEXAS 77098-4508	N/A	PUBLIC	CHARITABLE SUPPORT OF CONSTRUCTION OF A NEW CABIN	\$25,000
GOOD NEIGHBOR HEALTHCARE CENTER 190 HEIGHTS BLVD HOUSTON, TX 77007	N/A	PUBLIC	CHARITABLE SUPPORT OF BUILDING GREAT CARE CAPITAL	\$250,000
GLENWOOD CEMETERY HISTORIC PRESERVATION FOUNDATION 2525 WASHINGTON AVENUE HOUSTON, TX 77007-6020	N/A	PUBLIC	CHARITABLE SUPPORT IMPROVEMENTS	\$10,000
HERMANN PARK CONSERVANCY HISTORIC CLUBHOUSE AT HERMANN PARK 6201-A HERMANN PARK DRIVE HOUSTON, TX 77030	N/A	PUBLIC	CHARITABLE SUPPORT IMPROVEMENTS	\$200,000
HOPE LODGE HOUSTON 7505 ALMEDA ROAD HOUSTON, TEXAS 77054	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$100,000
HOPE VILLAGE 15403 HOPE VILLAGE ROAD FRIENDSWOOD, TX 77546	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$25,000
HOUSTON HOSPICE 1905 HOLCOMBE BLVD HOUSTON, TX			CHARITABLE SUPPORT BUILDOUT OF THE THIRD FLOOR	\$50,000
HOUSTON FOOD BANK THE HERZSTEIN CENTER 3811 EASTEX FWY HOUSTON, TX 77026	N/A	PUBLIC	CHARITABLE SUPPORT CAPITAL CAMPAIGN	\$100,000
HOUSTON SYMPHONY 615 LOUISIANA ST #102 HOUSTON, TX 77002	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$100,000
HOUSTON WILDERNESS 550 WESTCOTT ST #305 HOUSTON, TX 77007	N/A	PUBLIC	CHARITABLE SUPPORT OF COLLABORATIVE GRANT ORGANIZING PROGRAM	\$25,000
HOUSTON ZOO 6200 HERMANN PARK DRIVE HOUSTON, TX 77030	N/A	PUBLIC	CHARITABLE SUPPORT EXPANSION OF AFRICAN FOREST	\$75,000
IAC- INDEPENDENT ARTS COLLABORATIVE 3333 WEST ALABAMA, SUITE 110 HOUSTON, TX 77098	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$675,000
MEMORIAL HERMANN FOUNDATION 929 GESSNER, SUITE 2650 HOUSTON, TX 77024	N/A	PUBLIC	CHARITABLE SUPPORT FOR STAMAN OGILVIE FUND	\$25,000
MENIL COLLECTION 1533 SUL ROSS STREET HOUSTON, TX 77006	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$450,000
MENNINGER CLINIC 12301 S MAIN ST HOUSTON, TX	N/A	PUBLIC	CHARITABLE SUPPORT FOR CONSTRUCTION OF THE RESEARCH AND OUTPATIENT CENTER	\$200,000
THE METHODIST HOSPITAL 6565 FANNIN STREET HOUSTON, TX 77030	N/A	PUBLIC	CHARITABLE SUPPORT OF THE ELKINS FAMILY DISTINGUISHED CHAIR IN CARDIAC HEALTH	\$400,000

**STATEMENT XV-1**  
**THE ELKINS FOUNDATION**  
**PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID**

**EIN: 74-6051746**

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
NATIONAL PARKS CONSERVATION 2904 SWISS AVENUE DALLAS, TX 75204	N/A	PUBLIC	CHARITABLE SUPPORT FOR ESTABLISHMENT OF A LONE STAR	\$75,000
NEIGHBORHOOD CENTERS 7037 CAPITOL ST HOUSTON, TX	N/A	PUBLIC	CHARITABLE SUPPORT FOR PROGRAMMING NEEDS	\$20,000
OPERA IN THE HEIGHTS 1703 HEIGHTS BLVD HOUSTON, TX 77008	N/A	PUBLIC	CHARITABLE SUPPORT FOR 2013-2014 SEASON	\$10,000
THE ROSE 5420 WEST LOOP SOUTH, SUITE 3300 BELLAIRE, TX 77401	N/A	PUBLIC	CHARITABLE SUPPORT OF THE PURCHASE OF EQUIPMENT AND DATA SYNCHRONIZATION	\$10,000
RICE UNIVERSITY 6100 MAIN STREET HOUSTON, TX 77005	N/A	PUBLIC	EDUCATIONAL GENERAL SUPPORT	\$325,000
SAN JACINTO MUSEUM OF HISTORY ONE MONUMNET CIRCLE LA PORTE (HOUSTON), TEXAS 77571-9585	N/A	PUBLIC	CHARITABLE SUPPORT FOR PLANNED LAND PURCHASE	\$20,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019	N/A	PUBLIC	EDUCATIONAL CAPITAL CAMPAIGN GREAT HALL	\$2,150,000
SALVATION ARMY P O BOX 269 ALEXANDRIA, VA 22313	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$50,000
SEMINARY OF SOUTHWEST 501 EAST 32ND STREET AUSTIN, TX 78705	N/A	PUBLIC	EDUCATIONAL SUPPORT OF ANGLICAN STUDIES	\$75,000
SCHREINER UNIVERSITY 2100 San Antonio Hwy Kerrville, TX 78028	N/A	PUBLIC	CHARITABLE SUPPORT FOR CONSTRUCTION OF THE ATHLETIC AND EVENT CENTER	\$300,000
SIGHT INTO SOUND 3935 ESSEX LANE HOUSTON, TX 77027	N/A	PUBLIC	CHARITABLE SUPPORT OF THE RADIO READING PUBLIC SERVICE	\$5,000
ST LUKE'S UNITED METHODIST CHURCH 3471 WESTHEIMER RD HOUSTON, TEXAS 77027	N/A	PUBLIC	CHARITABLE SUPPORT OF THE CAPITAL CAMPAIGN	\$400,000
STAR OF HOPE 1811 RUIZ ST HOUSTON, TX 77002	N/A	PUBLIC	CHARITABLE SUPPORT FOR CHILDREN'S CRITICAL CARE FUND	\$25,000
TEXAS HEART INSTITUTE 6720 BERTNER AVENUE HOUSTON, TX 77030	N/A	PUBLIC	CHARITABLE SUPPORT FOR RESEARCH OF CARDIOVASCULAR GENETICS	\$100,000
TEXAS MEDICAL CENTER LIBRARY 1133 JOHN FREEMAN BLVD, HOUSTON, TX 77030	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$100,000
TEXAS STATE HISTORICAL ASSOCIATION 1155 UNION CIRCLE #311580 DENTON, TX 76203-5017	N/A	PUBLIC	CHARITABLE SUPPORT OF HISTORICAL SOCIETIES	\$200,000
UNITED WAY OF THE TEXAS GULF COAST 50 WAUGH DRIVE HOUSTON, TX 77007	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$100,000



STATEMENT XV-1  
THE ELKINS FOUNDATION

EIN: 74-6051746

PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
UNIVERSITY OF ST THOMAS 3800 MONTROSE BLVD HOUSTON, TX 77006	N/A	PUBLIC	EDUCATIONAL SUPPORT ADVANCED SIM LAB & CLASSROOM	\$25,000
URBAN HARVEST 2311 CANAL ST, SUITE 200 HOUSTON, TX 77003	N/A	PUBLIC	EDUCATIONAL PROGRAM SUPPORT	\$15,000
VIRGINIA THEOLOGICAL SEMINARY 3737 SEMINARY ROAD ALEXANDRIA, VA 22304	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$75,000
WASHINGTON & LEE UNIVERSITY 204 W WASHINGTON LEXINGTON, VA 24450	N/A	PUBLIC	CHARITABLE SUPPORT CENTER FOR GLOBAL LEARNING	\$200,000
WATERMILL CENTER 39 WATERMILL TOWED ROAD WATER MILL, NEW YORK 11976 USA	N/A	PUBLIC	CHARITABLE SUPPORT OF THE RESIDENCE AND EDUCATION PROGRAMS	\$35,000
TOTAL GRANTS AND CONTRIBUTIONS				<u>\$8,660,000</u>

THE ELKINS FOUNDATION  
GRANTS & CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT  
STATEMENT XV-2  
PART XV, LINE 3b

EIN 74-6051746

Charity	Address	Relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	APPROVED FOR FUTURE PAYMENT THIS FISCAL YEAR
A D Players	2710 W Alabama, Houston, TX 77098	N/A	Public Charity	Capital Campaign	\$400,000
Baylor College of Medicine	One Baylor Plaza, Suite 143A, Houston, TX 77030	N/A	Public Charity	Dahny B Jones Endowment Chair (\$500,000), Capital Campaign - Alford Education Center (\$1,250,000) and Comprehensive Care Clinic (\$1,250,000)	\$2,400,000
Hope Lodge Houston	6301 Richmond Avenue, Houston, TX 77057	N/A	Public Charity	Capital Campaign	\$400,000
Menninger Clinic	12301 Main Street, Houston, TX 77036	N/A	Public Charity	Capital Campaign - Construction of Research & Outpatient Center	\$800,000
Methodist Hospital Foundation	6565 Fannin, Houston, TX 77030	N/A	Public Charity	Elkins Family Discontinued Chair in Cardiac Health	\$1,600,000
St Luke's United Methodist Church	P O Box 22013, Houston, TX 77227	N/A	Public Charity	To Reach a New Generation Capital Campaign	\$1,600,000
Texas Medical Center Library	1133 John Freeman Boulevard	N/A	Public Charity	Library Without Limit Capital Campaign	\$400,000
Texas State Historical Association	1155 Union Circle, #311580	N/A	Public Charity	Walter Prescott Webb Historical Societies & Adult Education Programs	\$800,000
Total Pledges					\$8,400,000