



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



Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

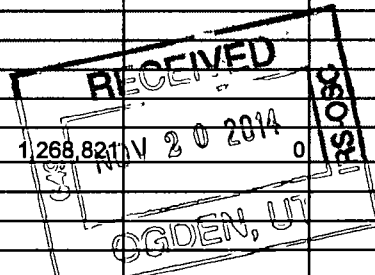
Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation ELIAS FOUNDATION			A Employer identification number 13-4092287	
Number and street (or P O box number if mail is not delivered to street address) P.O BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501	C If exemption application is pending, check here <input type="checkbox"/>	
Foreign country name	Foreign province/state/county	Foreign postal code	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			E If private foundation status was terminated under section 507(b)(1)(A), 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			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,371,082		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,306,323			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	119,038	116,141		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,152,680			
	b Gross sales price for all assets on line 6a 2,321,362				
	7 Capital gain net income (from Part IV, line 2)		1,152,680		
	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) (attach schedule)					
11 Other income (attach schedule)	-2,573				
12 Total. Add lines 1 through 11	2,575,468	1,268,821			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,700			2,700
	c Other professional fees (attach schedule)	112,595	67,557		45,038
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	22,691	1,201		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	7,314			7,314
	21 Travel, conferences, and meetings	4,758			4,758
	22 Printing and publications				
	23 Other expenses (attach schedule)	24,048	865		22,673
	24 Total operating and administrative expenses. Add lines 13 through 23	174,106	69,623	0	82,483
	25 Contributions, gifts, grants paid	915,778			915,778
26 Total expenses and disbursements. Add lines 24 and 25	1,089,884	69,623	0	998,261	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,485,584				
b Net investment income (if negative, enter -0-)		1,199,198			
c Adjusted net income (if negative, enter -0-)			0		



SCANNED NOV 24 2014

P YNE

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	26,689	97,702	97,702
	2	Savings and temporary cash investments	473,902	471,186	471,186
	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			
	10a	Investments—U S and state government obligations (attach schedule)	294,127	293,779	319,398
	b	Investments—corporate stock (attach schedule)	2,989,297	3,576,808	6,364,760
	c	Investments—corporate bonds (attach schedule)	199,408		
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	898,481	957,412	1,036,858	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶	89,148	81,178	81,178	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,971,052	5,478,065	8,371,082	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	4,971,052	5,478,065		
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)	4,971,052	5,478,065		
31	Total liabilities and net assets/fund balances (see instructions)	4,971,052	5,478,065		

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	4,971,052
2	Enter amount from Part I, line 27a	2	1,485,584
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	43,040
4	Add lines 1, 2, and 3	4	6,499,676
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,021,611
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,478,065

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	1,152,680
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 nonchantable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	694,510	5,676,174	0.122355
2011	547,953	4,702,411	0.116526
2010	586,266	3,829,251	0.153102
2009	747,533	3,250,255	0.229992
2008	907,817	4,184,439	0.216951
2	Total of line 1, column (d)		2 0.838926
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.167785
4	Enter the net value of nonchantable-use assets for 2013 from Part X, line 5		4 6,738,467
5	Multiply line 4 by line 3		5 1,130,614
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 11,992
7	Add lines 5 and 6		7 1,142,606
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8 998,261

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	23,984	
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	23,984	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	23,984	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	26,243	
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	26,243	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,259	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	2,259	

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 the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE		
8b 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 ▶ WWW.ELIASFOUNDATION.ORG	13	X	
14	The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A. Telephone no. ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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	
		.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 Yes No **0**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,187,651
b	Average of monthly cash balances	1b	653,432
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,841,083
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	6,841,083
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	102,616
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,738,467
6	Minimum investment return. Enter 5% of line 5	6	336,923

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	336,923
2a	Tax on investment income for 2013 from Part VI, line 5	2a	23,984
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	23,984
3	Distributable amount before adjustments Subtract line 2c from line 1	3	312,939
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	312,939
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	312,939

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	998,261
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	998,261
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	998,261

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				312,939
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	699,817			
b From 2009	595,304			
c From 2010	404,348			
d From 2011	330,230			
e From 2012	437,597			
f Total of lines 3a through e	2,467,296			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>998,261</u>				
a Applied to 2012, 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 2013 distributable amount				312,939
e Remaining amount distributed out of corpus	685,322			
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,152,618			
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 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	699,817			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,452,801			
10 Analysis of line 9:				
a Excess from 2009	595,304			
b Excess from 2010	404,348			
c Excess from 2011	330,230			
d Excess from 2012	437,597			
e Excess from 2013	685,322			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

JACQUELINE MANN JAMES E MANN

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

NONE

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 address of the person to whom applications should be addressed:

WWW.ELIASFOUNDATION.ORG

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i> See Attached Statement</p>				
<p>Total</p>			▶ 3a	915,778
<p>b <i>Approved for future payment</i> NONE</p>				
<p>Total</p>			▶ 3b	0

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

2013

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

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

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES & JACQUELINE MANN 10 OLD ROAD LANE MOUNT KISCO NY 1-549-4524 Foreign State or Province _____ Foreign Country _____	\$ 1,306,323	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	69,200 SHARES OF UBS ----- ----- -----	\$ 1,306,323	12/19/2013
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

ELIAS FOUNDATION

13-4092287 Page 1 of 14

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

Recipient(s) paid during the year

Name

KIDS IN DANGER

Street

116 WILLINOIS STE 4E

City

CHICAGO

State

IL

Zip Code

60654

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

ISLES INC

Street

10 WOOD STREET

City

TRENTON

State**Zip Code**

08618

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

AMNESTY INTERNATIONAL

Street

5 PENN PLAZA

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

SALISH KOOTENAI COLLEGE

Street

PO BOX 70

City

POLSON

State

MT

Zip Code

59860

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

PARTNERS IN HEALTH

Street

PO BOX 845578

City

BOSTON

State

MA

Zip Code

02284

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

7,500

Name

TASK

Street

112 W 34TH ST FL 18

City

NEW YORK

State

NY

Zip Code

10120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

ELIAS FOUNDATION

13-4092287 Page 2 of 14

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

Recipient(s) paid during the year

Name

MAINE EQUAL JUSTICE

Street

126 SEWALL ST

City

AUGUSTA

State

ME

Zip Code

04330

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

IN THESE TIMES

Street

2040 N MILWAUKEE 2ND FL

City

CHICAGO

State

IL

Zip Code

60647

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

PREBLE STREET

Street

38 PREBLE STREET

City

PORTLAND

State

ME

Zip Code

04101

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

BRONX FREEDOM FUND

Street

360 E 161ST ST

City

BRONX

State

NY

Zip Code

10451

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

GROUNDWORK HUDSON VALLEY

Street

22 MAIN STREET 2ND FL

City

YONKERS

State

NY

Zip Code

10701

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

WESPAC FOUNDATION

Street

52 NORTH BROADWAY

City

WHITE PLAINS

State

NY

Zip Code

10603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

ELIAS FOUNDATION

13-4092287 Page 3 of 14

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

Recipient(s) paid during the year

Name

METRO IAF

Street

8518 61ST RD

City

REGO PARK

State

NY

Zip Code

11374

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

FJC

Street

520 EIGHTH AVENUE 20TH FL

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

OSSINING PUBLIC SCHOOL

Street

190 CROTON AVENUE

City

CHICAGO

State

IL

Zip Code

10562

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

WESTCHESTER CHILDREN'S ASSOCIATION

Street

470 MAMARONECK AVENUE STE 304

City

WHITE PLAINS

State

NY

Zip Code

10605

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

PLANNED PARENTHOOD

Street

26 BLEECKER ST

City

NEW YORK

State

NY

Zip Code

10012

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

WESTCHESTER HISPANIC COALITION

Street

46 WALLER AVE

City

WHITE PLAINS

State

NY

Zip Code

10605

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,888

ELIAS FOUNDATION

13-4092287 Page 4 of 14

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

Recipient(s) paid during the year

Name

ALTERNET

Street

77 FEDERAL STREET

City

SAN FRANCISCO

State

CA

Zip Code

94107

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

DOMESTIC WORKERS UNITED

Street

1201 BROADWAY

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

MERCER ALLIANCE TO END HOMELESSNESS

Street

3150 BRUNSWICK PIKE STE 230

City

LAWRENCEVILLE

State

NJ

Zip Code

08648

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

RETAIL ACTION PROJECT

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

NC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

HOUSING ACTION COUNCIL

Street

55 SOUTH BROADWAY

City

TARRYTOWN

State

NY

Zip Code

10591

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

SOUTHERN CENTER FOR HUMAN RIGHTS

Street

83 POPLAR STREET

City

ATLANTA

State

GA

Zip Code

30303

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

ELIAS FOUNDATION

13-4092287 Page 5 of 14

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

Recipient(s) paid during the year

Name

COMMUNITY VOICES HEARD

Street

115 EAST 106TH STREET

City

NEW YORK

State

NY

Zip Code

10029

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

US CAMPAIGN TO END THE ISAEI OCCUPATION

Street

PO BOX 21539

City

WASHINGTON

State

DC

Zip Code

20009

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

WESPAC FOUNDATION

Street

52 NORTH BROADWAY

City

WHITE PLAINS

State

NY

Zip Code

10603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

COMMUNITY CAPITAL

Street

7 WEST CROSS STREET

City

HAWTHORNE

State

NY

Zip Code

10532

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

DOMESTIC WORKERS UNITED

Street

1201 BROADWAY

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

JEWISH VOICE FOR PEACE

Street

1611 TELEGRAPH AVENUE STE 550

City

OAKLAND

State

CA

Zip Code

94612

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

ELIAS FOUNDATION

13-4092287 Page 6 of 14

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

Recipient(s) paid during the year

Name

MAINE EQUAL JUSTICE

Street

126 SEWALL ST

City

AUGUSTA

State

ME

Zip Code

04330

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

CONSTITUTIONAL FOR DEMOCRACY NOW

Street

PO BOX 500

City

BLOOMINGTON

State

IN

Zip Code

47402

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

ALTERNET

Street

77 FEDERAL STREET

City

SAN FRANCISCO

State

CA

Zip Code

94107

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

RAZOO FOUNDATION

Street

1020 19TH ST NW STE 800

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

MOUNT VERNON UNITED TENANTS INC

Street

2 GRAMATAN AVE STE 312

City

MOUNT VERNON

State

NY

Zip Code

10550

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

40,000

Name

WESPAC FOUNDATION

Street

52 NORTH BROADWAY

City

WHITE PLAINS

State

NY

Zip Code

10603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

ELIAS FOUNDATION

13-4092287 Page 7 of 14

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year
Recipient(s) paid during the year**Name**

GROUNDWORK HUDSON VALLEY

Street

22 MAIN STREET 2ND FL

City

YONKERS

State

NY

Zip Code

10701

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

CHILDRENS VILLAGE

Street

ONE ECHO HILLS

City

DOBBS FERRY

State

NY

Zip Code

10522

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

WESPAC FOUNDATION

Street

52 NORTH BROADWAY

City

WHITE PLAINS

State

NY

Zip Code

10603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

55,000

Name

HISPANIC RESOURCE CENTER

Street

623 MAMARONECK AVE

City

MAMARONECK

State

NY

Zip Code

10543

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,040

Name

NEIGHBORS LINK

Street

27 COLUMBUS AVE

City

MOUNT KISCO

State

NY

Zip Code

10549

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,250

Name

STEPPIN UP YONKERS

Street

22 MAIN ST

City

YONKERS

State

NY

Zip Code

10701

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

ELIAS FOUNDATION

13-4092287 Page 8 of 14

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

Recipient(s) paid during the year

Name

NEIGHBORS LINK

Street

27 COLUMBUS AVE

City

MOUNT KISCO

State

NY

Zip Code

10549

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,447

Name

VOTE

Street

150 BROADWAY RM 901

City

NEW YORK

State

NY

Zip Code

10038

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

250

Name

THE SYRACUSE CENTER FOR PEACE

Street

2013 E GENESEE ST

City

SYRACUS

State

NY

Zip Code

13210

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

CHILDRENS VILLAGE

Street

ONE ECHO HILLS

City

DOBBS FERRY

State

NY

Zip Code

10522

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

6,000

Name

SOUTHERN MAINE

Street

PO BOX 3902

City

PORTLAND

State

ME

Zip Code

04104

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

8,000

Name

RESPONSIBLE WEALTH

Street

1 MILK STREET

City

BOSTON

State

MA

Zip Code

02109

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

ELIAS FOUNDATION

13-4092287 Page 9 of 14

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

Recipient(s) paid during the year

Name

WESTCHESTER HISPANIC COALITION

Street

46 WALLER AVE

City

WHITE PLAINS

State

NY

Zip Code

10605

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

UNITED COMMUNITY CENTER OF WESTCHESTER

Street

PO BOX 1599

City

NEW ROCHELLE

State

NY

Zip Code

10802

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

340

Name

OSSINING PUBLIC SCHOOL

Street

190 CROTON AVENUE

City

CHICAGO

State

IL

Zip Code

10562

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

COMMUNITY VOICES HEARD

Street

115 EAST 106TH STREET

City

NEW YORK

State

NY

Zip Code

10029

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

30,000

Name

COMMUNITY VOICES HEARD

Street

115 EAST 106TH STREET

City

NEW YORK

State

NY

Zip Code

10029

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

60,000

Name

METRO IAF

Street

8518 61ST

City

REGO PARK

State

NY

Zip Code

11374

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

ELIAS FOUNDATION

13-4092287 Page 10 of 14

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

Recipient(s) paid during the year

Name

TIDES FOUNDATION

Street

PO BOX 29903

City

SAN FRANCISCO

State

CA

Zip Code

94129

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

40,000

Name

WESPAC FOUNDATION

Street

52 NORTH BROADWAY

City

WHITE PLAINS

State

NY

Zip Code

10603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

WESTCHESTER CHILDRENS ASSOCIATION

Street

470 MAMARONECK AVENUE STE 304

City

WHITE PLAINS

State

NY

Zip Code

10605

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

WESPAC FOUNDATION

Street

52 NORTH BROADWAY

City

WHITE PLAINS

State

NY

Zip Code

10603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,063

Name

FJC

Street

520 EIGHTH AVENUE 20TH FL

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

WESPAC FOUNDATION

Street

52 NORTH BROADWAY

City

WHITE PLAINS

State

NY

Zip Code

10603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

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

Recipient(s) paid during the year

Name NEIGHBORS LINK			
Street 27 COLUMBUS AVE			
City MOUNT KISCO	State NY	Zip Code 10549	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING			Amount 20,000

Name METRO IAF			
Street 8518 61ST			
City REGO PARK	State NY	Zip Code 11374	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING			Amount 25,000

Name COMMUNITY VOICES HEARD			
Street 115 EAST 106TH STREET			
City NEW YORK	State NY	Zip Code 10029	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING			Amount 25,000

Name CHILDRENS VILLAGE			
Street ONE ECHO HILLS			
City DOBBS FERRY	State NY	Zip Code 10522	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING			Amount 33,000

Name RES PUBLICA US INC			
Street 857 BROADWAY FL 3			
City NEW YORK	State NY	Zip Code 10003	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING			Amount 2,500

Name MLK INSTITUTE FOR NON-VIOLENCE			
Street 250 BRYANT AVE			
City WHITE PLAINS	State NY	Zip Code 10605	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING			Amount 5,000

ELIAS FOUNDATION

13-4092287 Page 12 of 14

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

Recipient(s) paid during the year

Name

COMMUNITY VOICES HEARD

Street

115 EAST 106TH STREET

City

NEW YORK

State

NY

Zip Code

10029

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

OSSINING PUBLIC SCHOOL

Street

190 CROTON AVENUE

City

CHICAGO

State

IL

Zip Code

10562

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

PREBLE STREET

Street

38 PREBLE STREET

City

PORTLAND

State

ME

Zip Code

04330

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

SOUTHERN MAINE CENTER FOR HUMAN RIGHTS

Street

PO BOX 3902

City

PORTLAND

State

ME

Zip Code

04104

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

EL KILOMBO

Street

BOX 2103

City

DURHAM

State

NC

Zip Code

27702

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

JEWISH VOICES FOR PEACE

Street

1611 TELEGRAPH AVENUE STE 550

City

OAKLAND

State

CA

Zip Code

94612

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

ELIAS FOUNDATION

13-4092287 Page 13 of 14

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

Recipient(s) paid during the year

Name

WEPAC FOUNDATION

Street

52 NORTH BROADWAY

City

WHITE PLAINS

State

NY

Zip Code

10603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

COMMUNITY VOICES HEARD

Street

115 EAST 106TH STREET

City

NEW YORK

State

NY

Zip Code

10029

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

30,000

Name

GROUNDWORK HUDSON VALLEY

Street

22 MAIN STREET 2ND FL

City

YONKERS

State

NY

Zip Code

10701

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

STEPPIN UP YONKERS

Street

22 MAIN ST

City

YONKERS

State

NY

Zip Code

10701

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

STEPPIN UP YONKERS

Street

22 MAIN ST

City

YONKERS

State

NY

Zip Code

10701

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

WESTCHESTER HISPANIC COALITION

Street

46 WALLER AVE

City

WHITE PLAINS

State

NY

Zip Code

10605

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

40,000

ELIAS FOUNDATION

13-4092287 Page 14 of 14

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

Recipient(s) paid during the year

Name

WESPAC FOUNDATION

Street

52 NORTH BROADWAY

City

WHITE PLAINS

State

NY

Zip Code

10603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

WESPAC FOUNDATION

Street

52 NORTH BROADWAY

City

WHITE PLAINS

State

NY

Zip Code

10603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

BRONX FREEDOM FUND

Street

360 E 161ST ST

City

BRONX

State

NY

Zip Code

10451

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

MAINE EQUAL JUSTICE

Street

126 SEWALL ST

City

AUGUSTA

State

ME

Zip Code

04330

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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

Line	Check "X" to Include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals			Net Gain or Loss
												Capital Gains/Losses Other than	Gross Sales	Cost, Other Basis and Expenses	
		Long Term CG Distributions	Amount	14,867								Capital Gains/Losses Other than	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
		Short Term CG Distributions													
1	X	GILEAD SCIENCES INC COM	375558103			1/24/2006		6/2/2013	42,059	11,529					30,530
2	X	GOLD CORP INC	380958409			1/17/2013		1/17/2013	14,864	6,212					8,652
3	X	GOLD CORP INC	380958409			1/17/2013		5/17/2013	42,032	24,848					17,184
4	X	GOLD CORP INC	380958409			1/10/2005		5/17/2013	26,270	12,950					13,320
5	X	GOLD CORP INC	380958409			1/7/2005		12/18/2013	26,270	13,800					12,470
6	X	GOOGLE INC CL A	38259P958			1/22/2008		6/2/2013	53,215	29,226					23,989
7	X	PEPSICO INC	713448108			10/25/2007		6/2/2013	17,098	14,398					2,700
8	X	PEPSICO INC	713448108			10/25/2007		1/15/2013	17,098	14,398					2,700
9	X	SCHLUMBERGER LTD	806857108			1/6/2006		12/18/2013	51,328	31,892					19,337
10	X	SILVER WHEATON CORP	828338107			1/18/2011		7/15/2013	10,216	16,354					-6,138
11	X	SILVER WHEATON CORP	828338107			1/20/2011		7/15/2013	2,043	3,069					-1,026
12	X	SILVER WHEATON CORP	828338107			2/23/2012		7/15/2013	6,129	11,788					-5,659
13	X	UBS AG REG	917998304			6/29/1988		1/9/2013	335,844	87,600					248,244
14	X	UBS AG REG	917998304			6/29/1988		2/25/2013	156,796	43,800					112,996
15	X	UBS AG REG	917998304			6/29/1988		11/14/2013	238,846	56,940					182,906
16	X	UBS AG REG	917998304			6/29/1988		12/18/2013	128,798	30,650					98,138
17	X	UBS AG REG	917998304			6/29/1988		12/18/2013	40,150	35,344					4,806
18	X	VANGUARD EXTD MKT ETF	922908652			10/11/2002		1/15/2013	200,000	189,408					10,592
19	X	ANHEUSER-BUSCH COS INC	035229C96			12/16/2008		1/30/2013	9,029	8,388					641
20	X	BLACKROCK GLOBAL	09251T509			4/25/2008		1/30/2013	51,155	49,999					1,156
21	X	BLACKROCK GLOBAL	09251T509			4/25/2008		1/30/2013	1,202	970					232
22	X	BLACKROCK GLOBAL	09251T509			12/22/2009		1/30/2013	20	18					2
23	X	BLACKROCK GLOBAL	09251T509			12/22/2009		1/30/2013	3,032	2,654					378
24	X	BLACKROCK GLOBAL	09251T509			7/21/2008		1/30/2013	20	20					0
25	X	BLACKROCK GLOBAL	09251T509			7/21/2008		1/30/2013	19	19					0
26	X	BLACKROCK GLOBAL	09251T509			4/23/2008		1/30/2013	158,848	145,775					13,073
27	X	BLACKROCK GLOBAL	09251T509			6/18/2010		1/30/2013	5	4					1
28	X	BLACKROCK GLOBAL	09251T509			12/17/2008		1/30/2013	20	15					5
29	X	CHEVRON CORP	166784100			12/12/2001		8/23/2013	47,660	17,130					30,530
30	X	CISCO SYSTEMS INC COM	17275R102			8/4/2009		11/14/2013	21,020	22,238					-1,218
31	X	CISCO SYSTEMS INC COM	17275R102			4/5/2010		11/14/2013	21,020	26,180					-5,170
32	X	CISCO SYSTEMS INC COM	17275R102			2/23/2012		11/14/2013	21,020	20,250					770
33	X	COCA COLA COM	191216100			12/18/2008		11/21/2013	4,084	4,582					-498
34	X	COCA COLA COM	191216100			12/18/2008		12/18/2013	47,163	27,489					19,674
35	X	DANAHER CORP DEL COM	235851102			1/22/2008		11/25/2013	74,471	37,484					36,987
36	X	FREIGHT-MCMRAN CPR & GL	35671D857			5/5/2006		11/14/2013	72,508	67,400					5,108
37	X	GILEAD SCIENCES INC COM	375558103			1/19/2006		11/7/2013	30,938	11,830					19,108
38	X	GILEAD SCIENCES INC COM	375558103			1/19/2006		6/2/2013	166,237	47,320					120,917
39	X	GILEAD SCIENCES INC COM	375558103			1/19/2006		6/2/2013	166,237	47,320					120,917

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

		-2,573	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Partnership Income	-2,938		
2	Other Income	365		

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

		2,700	0	0	2,700
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,700			2,700

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

		112,595	67,557	0	45,038
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MERRILL LYNCH FEES AS AGENT	56,700	34,020		22,680
2	ADVISING/CONSULTING FEES	55,895	33,537		22,358

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

		22,691	1,201	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,201	1,201		
2	ESTIMATED EXCISE TAX PAYMENTS	21,490			

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

		24,048	865	0	22,673
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	71	71		
2	PARTNERSHIP DEDUCTIONS	794	794		
3	OTHER MISC FEES	23,183			22,673

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		199,408	0	0	0	0
		Book Value	Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	Beg. of Year	End of Year
1						
2	ANHEUSER BUSCH COS INC	199,408	0	0		0

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

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

1	CHECK PAYMENTS IN 2013 CLEARED IN 2014	1	2,984
2	GRANTS WRITTEN IN 2013, CLEARED IN 2014	2	40,000
3	PURCHASE OF ACCRUED INT C/O FROM PY	3	56
4	Total	4	43,040

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

1	BOND AMORTIZATION	1	258
2	GRANTS WRITTEN IN 2012 CLEARED IN 2013	2	3,757
3	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	3	147
4	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	4	1,003,227
5	COST BASIS ADJUSTMENT	5	14,222
6	Total	6	1,021,611

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

Long Term CG Distributions		Short Term CG Distributions		Amount		14,887		0		2,308,495		1,189,692		1,137,813		0		0		0		0		1,137,813	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses												
1 GILEAD SCIENCES INC COM	375558103		6/2/2013	6/2/2013	42,059			0	42,059	30,530	30,530	0	11,529												
2 GOLDPCORP INC	306950409		1/1/2004	1/1/2013	14,864			0	14,864	8,652	8,652	0	6,212												
3 GOLDPCORP INC	306950409		1/1/2004	1/1/2013	42,032			0	42,032	17,184	17,184	0	24,848												
4 GOLDPCORP INC	306950409		1/1/2005	5/17/2013	26,270			0	26,270	13,320	13,320	0	12,950												
5 GOLDPCORP INC	306950409		1/1/2005	5/17/2013	26,270			0	26,270	12,470	12,470	0	13,800												
6 GOOGLE INC CL A	38259F508		10/25/2008	12/18/2013	53,215			0	53,215	23,989	23,989	0	29,226												
7 PEPSICO INC	713448108		10/25/2007	6/22/2013	6,088			0	6,088	7,199	7,199	0	889												
8 PEPSICO INC	713448108		10/25/2007	1/21/2013	17,068			0	17,068	2,700	2,700	0	14,368												
9 SCHLUMBERGER LTD	806657108		1/9/2008	12/19/2013	51,329			0	51,329	19,337	19,337	0	31,992												
10 SILVER WHEATON CORP	828339107		1/19/2011	7/15/2013	10,218			0	10,218	-6,136	-6,136	0	16,354												
11 SILVER WHEATON CORP	828339107		1/20/2011	7/15/2013	2,043			0	2,043	3,069	3,069	0	-1,026												
12 SILVER WHEATON CORP	828339107		2/23/2012	7/15/2013	6,129			0	6,129	-5,669	-5,669	0	11,798												
13 UBS AG REG	917998304		6/29/1988	1/9/2013	335,844			0	335,844	87,600	87,600	0	248,244												
14 UBS AG REG	917998304		6/29/1988	2/12/2013	189,698			0	189,698	126,196	126,196	0	63,502												
15 UBS AG REG	917998304		6/29/1988	2/29/2013	156,798			0	156,798	112,986	112,986	0	43,812												
16 UBS AG REG	917998304		6/29/1988	1/14/2013	239,846			0	239,846	56,940	56,940	0	182,906												
17 UBS AG REG	917998304		6/29/1988	12/19/2013	126,788			0	126,788	98,138	98,138	0	30,650												
18 VANGUARD EXTD MKT ETF	035228CP8		8/4/2013	12/19/2013	40,150			0	40,150	4,006	4,006	0	36,144												
19 ANHEUSER-BUSCH COS INC	06251T509		10/11/2002	1/30/2013	200,000			0	200,000	189,408	189,408	0	10,592												
20 BLACKROCK GLOBAL	06251T509		12/19/2008	1/30/2013	9,029			0	9,029	6,388	6,388	0	2,641												
21 BLACKROCK GLOBAL	06251T509		4/25/2008	1/30/2013	51,155			0	51,155	1,156	1,156	0	49,999												
22 BLACKROCK GLOBAL	06251T509		7/24/2009	1/30/2013	1,202			0	1,202	970	970	0	232												
23 BLACKROCK GLOBAL	06251T509		12/22/2008	1/30/2013	20			0	20	2	2	0	18												
24 BLACKROCK GLOBAL	06251T509		12/21/2008	1/30/2013	3,032			0	3,032	2,854	2,854	0	178												
25 BLACKROCK GLOBAL	06251T509		4/3/2008	1/30/2013	20			0	20	1	1	0	19												
26 BLACKROCK GLOBAL	06251T509		6/19/2010	1/30/2013	159,848			0	159,848	145,775	145,775	0	13,073												
27 BLACKROCK GLOBAL	06251T509		12/17/2008	1/30/2013	5			0	5	4	4	0	1												
28 BLACKROCK GLOBAL	06251T509		12/17/2008	1/30/2013	20			0	20	15	15	0	5												
29 CHEVRON CORP	168784100		12/12/2001	8/23/2013	47,660			0	47,660	30,530	30,530	0	17,130												
30 CISCO SYSTEMS INC COM	17275R102		8/4/2008	1/14/2013	21,020			0	21,020	-1,218	-1,218	0	22,238												
31 CISCO SYSTEMS INC COM	17275R102		4/5/2010	1/14/2013	21,020			0	21,020	-5,176	-5,176	0	26,196												
32 CISCO SYSTEMS INC COM	17275R102		2/23/2012	1/14/2013	21,020			0	21,020	770	770	0	20,250												
33 COCA COLA COM	191216100		12/18/2008	1/21/2013	6,084			0	6,084	4,582	4,582	0	3,502												
34 COCA COLA COM	191216100		12/18/2008	12/18/2013	47,163			0	47,163	19,674	19,674	0	27,489												
35 DANAHER CORP DEL COM	235851102		1/22/2008	1/25/2013	74,471			0	74,471	37,484	37,484	0	36,987												
36 FREEPORT-MCMURAN CPR & GLD	35671D857		5/5/2006	1/14/2013	72,508			0	72,508	67,400	67,400	0	5,108												
37 GILEAD SCIENCES INC COM	375558103		1/19/2008	1/17/2013	30,838			0	30,838	11,830	11,830	0	19,008												
38 GILEAD SCIENCES INC COM	375558103		1/19/2008	6/2/2013	188,237			0	188,237	47,320	47,320	0	140,917												

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	JACQUELINE MANN		10 OLD ROAD LANE	MOUNT KISCO	NY	10549		PRESIDENT	15 00	0		
2	JAMES E MANN		10 OLD ROAD LANE	MOUNT KISCO	NY	10549		SECRETARY	10 00	0		
3	ALISON MANN		CO JJ MANN 10 OLD ROAD LANE	MOUNT KISCO	NY	10549		VICE PRESIDENT	10 00	0		
4	ANASTASIA MANN		CO JJ MANN 10 OLD ROAD LANE	MOUNT KISCO	NY	10549		VICE PRESIDENT	10 00	0		
5	ELDAR SHAFIR		CO JJ MANN 10 OLD ROAD LANE	MOUNT KISCO	NY	10549		TREASURER	10 00	0		

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

	Date	Amount
1 Credit from prior year return	1	4,753
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	21,490
7 Total	7	26,243

Form **4562**

Depreciation and Amortization (Including Information on Listed Property)

OMB No 1545-0172

2013

Attachment
Sequence No **179**

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return ELIAS FOUNDATION	Business or activity to which this form relates 990PF	Identifying number 13-4092287
--	---	---

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1 Maximum amount (see instructions)	1	
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	0
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	0
6		
(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property. Enter the amount from line 29		
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7		8 0
9 Tentative deduction. Enter the smaller of line 5 or line 8		9 0
10 Carryover of disallowed deduction from line 13 of your 2012 Form 4562.		10
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)		11
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11		12 0
13 Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12		13 0

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2013	17	7,970
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>	18	

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20 a Class life	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	7,970
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2013)

Assets by Classification - 990PF

12/31/2013

Item No	Description of Property <small>**** indicates DISPOSED</small>	Date Placed In Service	Asset Code	Business Use %	Cost or Other Basis	Sec 179 Deduction	Credit	Special Allowance	Salvage Value	Recovery Basis	Recovery Period	Method	Convention Code	Prior Accum Deprec, 179, Bonus	2013 Deprec	2013 Accum Deprec
7-yr Farm Equipment																
3	FURNITURE & FIXTURES	6/30/2008	F-9	100 00%	46,039	0	0	0	0	46,039	7	150DB	HY	37,296	5,640	42,936
	Total 7-yr Farm equipment				46,039	0	0	0	0	46,039				37,296	5,640	42,936
5-yr NY Liberty Zone Leasahold Improvement property																
2	MACHINERY & EQUIPMENT	6/30/2008	R-1	100 00%	4,867	0	0	0	0	4,867	5	SLUGDS	MM	4,867	0	4,867
	Total: 5-yr NY Liberty Zone LH improv				4,867	0	0	0	0	4,867				4,867	0	4,867
39-yr Nonresidential Land commercial real estate																
1	LEASEHOLD IMPROVEMENT	6/30/2008	R-5	100 00%	90,891	0	0	0	0	90,891	39	SLUGDS	MM	10,486	2,330	12,816
	Total: 39-yr Nonresidential real estate				90,891	0	0	0	0	90,891				10,486	2,330	12,816
	SubTotals				141,797	0	0	0	0	141,797				52,649	7,970	60,619
	Less Disposed Assets				(0)	(0)	(0)	(0)	(0)	(0)				(0)	(0)	(0)
	Ending Totals				141,797	0	0	0	0	141,797				52,649	7,970	60,619

Detail Report - 990PF

ELIAS FOUNDATION 13-4092287

Item No	Description of Property **** indicates DISPOSED	Date Placed in Service	Asset Code	Business Use %	Cost or Other Basis	Sec. 179 Deduction	Credit	Special Allowance	Salvage Value	Recovery Basis	AMT Type	Recovery Period	Method	Convention Code
					141,797					0				141,797
1	LEASEHOLD IMPROVEMENT	6/30/2008	R-5	100.00%	90,891	0	0	0	0	90,891		39	SL/GDS	MM
2	MACHINERY & EQUIPMENT	6/30/2008	R-1	100.00%	4,867	0	0	0	0	4,867		5	SL/GDS	MM
3	FURNITURE & FIXTURES	6/30/2008	F-9	100.00%	46,039	0	0	0	0	46,039		7	150DB	HY
SubTotals					141,797	0	0	0	0	141,797				
Less Disposed Assets					(0)	(0)	(0)	(0)	(0)	(0)				
Ending Totals					141,797	0	0	0	0	141,797				

Detail Report - 990PF

12/31/2013		52,649		7,970		60,619	
Item No.	Description of Property <small>*** indicates DISPOSED</small>	Date Placed in Service	Prior Accum. Deprec. 179	2013 Current Deprec	2013 Accum. Deprec.		
1	LEASEHOLD IMPROVEMENT	6/30/2008	10,486	2,330	12,816		
2	MACHINERY & EQUIPMENT	6/30/2008	4,867	0	4,867		
3	FURNITURE & FIXTURES	6/30/2008	37,296	5,640	42,936		
SubTotals			52,649	7,970	60,619		
Less Disposed Assets			(0)	(0)	(0)		
Ending Totals			52,649	7,970	60,619		

ELIAS WESTCHESTER FD

November 30, 2013 - December 31, 2013

ACCOUNT INVESTMENT OBJECTIVE

GROWTH: Objective is to accumulate wealth over time through price appreciation rather than current income. The investor should be willing to accept the risk of price volatility and principal loss in seeking to achieve growth.

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

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.83	0.83		.83		
BIF MONEY FUND	161,710.00	161,710.00	1.0000	161,710.00	113	.07
TOTAL		161,710.83		161,710.83	113	.07

GOVERNMENT AND AGENCY SECURITIES ¹	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Interest	Estimated Current Annual Income	Estimated Current Yield%
Δ U.S. TREASURY NOTE 4.000% AUG 15 2018 04.000% AUG 15 2018 MOODY'S: AAA S&P: *** CUSIP: 912828JH4 ORIGINAL UNIT/TOTAL COST: 103.4921/103,492.19	100,000	101,778.57	110.9140	110,914.00	9,135.43	1,500.00	4,000	3.60
TOTAL	100,000	101,778.57		110,914.00	9,135.43	1,500.00	4,000	3.61

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

EQUITIES	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Current Yield%

ELIAS WESTCHESTER FD

November 30, 2013 - December 31, 2013

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
ABBOTT LABS	ABT	12/20/07	600	27.5179	16,510.76	38.3300	22,998.00	6,487.24	529	2.29
		02/23/12	200	26.9634	5,392.68	38.3300	7,666.00	2,273.32	176	2.29
		06/04/13	200	36.9657	7,393.14	38.3300	7,666.00	272.86	176	2.29
Subtotal			1,000		29,296.58		38,330.00	9,033.42	881	2.29
ABBVIE INC SHS	ABV	12/20/07	600	29.8408	17,904.51	52.8100	31,686.00	13,781.49	960	3.02
		02/23/12	200	29.2395	5,847.91	52.8100	10,562.00	4,714.09	320	3.02
Subtotal			800		23,752.42		42,248.00	18,495.58	1,280	3.02
ALLERGAN INC	AGN	12/20/07	600	63.7264	38,235.84	111.0800	66,648.00	28,412.16	121	.18
		07/22/09	600	50.5690	30,341.40	111.0800	66,648.00	36,306.60	121	.18
Subtotal			1,200		68,577.24		133,296.00	64,718.76	242	.18
BLACKSTONE GROUP LP COM UNIT REPSTG L P	BX	08/04/09	800	12.9999	-	31.5000	25,200.00	14,800.08	944	3.74
		03/02/10	800	14.1089	-	31.5000	25,200.00	13,912.88	944	3.74
		04/05/10	1,400	14.5099	-	31.5000	44,100.00	23,786.14	1,652	3.74
		11/01/10	1,000	13.6858	-	31.5000	31,500.00	17,814.20	1,180	3.74
Subtotal			4,000		59,200.00		126,000.00	70,313.30	4,720	3.74
CHEVRON CORP	CVX	12/12/01	400	42.8250	17,130.00	124.9100	49,964.00	32,834.00	1,600	3.20
COCA COLA COM	KO	12/18/08	800	22.9079	18,326.32	41.3100	33,048.00	14,721.68	896	2.71
		04/05/10	1,600	27.4093	43,854.96	41.3100	66,096.00	22,241.04	1,792	2.71
Subtotal			2,400		62,181.28		99,144.00	36,962.72	2,688	2.71
DOVER CORP	DOV	04/15/09	400	31.4885	12,595.40	96.5400	38,616.00	26,020.60	601	1.55
		07/22/09	400	35.2895	14,115.80	96.5400	38,616.00	24,500.20	601	1.55
		08/04/09	200	34.5974	6,919.48	96.5400	19,308.00	12,388.52	301	1.55
Subtotal			1,000		33,630.68		96,540.00	62,909.32	1,503	1.55
EXXON MOBIL CORP COM	XOM	11/07/03	100	35.6800	3,568.00	101.2000	10,120.00	6,552.00	252	2.49
		07/07/04	600	45.0600	27,036.00	101.2000	60,720.00	33,684.00	1,512	2.49
		08/17/10	800	60.8577	48,686.16	101.2000	80,960.00	32,273.84	2,016	2.49
Subtotal			1,500		79,290.16		151,800.00	72,509.84	3,780	2.49

+

ELIAS WESTCHESTER FD

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
GOOGLE INC CL A	G00G	02/06/08 07/22/09 08/04/09	25 25 100	502.9976 426.9600 449.7640	12,574.94 10,674.00 44,976.40	1,120.7100 1,120.7100 1,120.7100	28,017.75 28,017.75 112,071.00	15,442.81 17,343.75 67,094.60		
<i>Subtotal</i>			150		68,225.34		168,106.50	99,887.16		
HONEYWELL INTL INC DEL	HON	04/15/09 07/22/09 08/04/09	400 400 200	31.0680 33.4595 35.5195	12,427.20 13,383.80 7,103.90	91.3700 91.3700 91.3700	36,548.00 36,548.00 18,274.00	24,120.80 23,164.20 11,170.10	720 720 360	1.97 1.97 1.97
<i>Subtotal</i>			1,000		32,914.90		91,370.00	58,455.10	1,800	1.97
MICROSOFT CORP	MSFT	08/04/09 08/17/10 02/23/12	1,000 500 500	23.5983 24.8195 31.4758	23,598.30 12,409.75 15,737.90	37.4100 37.4100 37.4100	37,410.00 18,705.00 18,705.00	13,811.70 6,295.25 2,967.10	1,121 561 561	2.99 2.99 2.99
<i>Subtotal</i>			2,000		51,745.95		74,820.00	23,074.05	2,243	2.99
PEPSICO INC	PEP	10/25/07 10/14/08 04/15/09	800 300 500	71.9902 55.9494 51.5680	57,592.16 16,784.82 25,784.00	82.9400 82.9400 82.9400	66,352.00 24,882.00 41,470.00	8,759.84 8,097.18 15,686.00	1,816 681 1,135	2.73 2.73 2.73
<i>Subtotal</i>			1,600		100,160.98		132,704.00	32,543.02	3,632	2.73
PLUM CREEK TIMBER CO INC	PCL	12/06/01 11/07/02 12/13/02	1,000 500 500	27.6544 22.6764 22.3656	27,654.43 11,338.21 11,182.81	46.5100 46.5100 46.5100	46,510.00 23,255.00 23,255.00	18,855.57 11,916.79 12,072.19	1,760 880 880	3.78 3.78 3.78
<i>Subtotal</i>			2,000		50,175.45		93,020.00	42,844.55	3,520	3.78
SCHLUMBERGER LTD	SLB	01/09/06	600	53.3225	31,993.50	90.1100	54,066.00	22,072.50	750	1.38
SIEMENS AG ADR	SI	04/21/06 04/26/06	400 400	93.3640 96.2390	37,345.60 38,495.60	138.5100 138.5100	55,404.00 55,404.00	18,058.40 16,908.40	1,198 1,198	2.16 2.16
<i>Subtotal</i>			800		75,841.20		110,808.00	34,966.80	2,396	2.16
UNION PACIFIC CORP	UNP	04/15/09 07/22/09	400 100	47.9973 59.4890	19,198.92 5,948.90	168.0000 168.0000	67,200.00 16,800.00	48,001.08 10,851.10	1,265 317	1.88 1.88
<i>Subtotal</i>			500		25,147.82		84,000.00	58,852.18	1,582	1.88
TOTAL					805,750.20		1,546,216.50	740,466.30	32,617	2.11

+

ELIAS WESTCHESTER FD

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
VANGUARD EXTD MKT ETF SYMBOL: VXF Equity 100%	1,500 Initial Purchase: 06/04/13	108,898.42	82.7000	124,050.00	15,151.58	108,898	15,151	1,374 1.10
Subtotal (Equities)		108,898.42		124,050.00	15,151.58		15,151	
TOTAL		1,178,138.02		1,942,891.33	764,753.31		38,104	1.96

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment.
Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Notes

- Δ Debt Instruments purchased at a premium show amortization
- ⊖ Debt Instruments purchased at a discount show accretion
- ¹ Some agency securities are not backed by the full faith and credit of the United States government.
- For Credit Ratings: S&P and Moody's provide credit ratings on the credit quality of certain bonds and preferred stocks. For a credit enhanced security, Moody's and S&P publish and provide third party vendors the higher of the rating on the credit enhancer (guarantor) or the stand alone rating on the underlying security.

+

ELIAS WESTCHESTER FD

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS November 30, 2013 - December 31, 2013

CASH/MONEY ACCOUNTS	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	1,375.03	1,375.03		1,375.03		
BIF MONEY FUND	33,944.00	33,944.00	1.0000	33,944.00	24	.07
TOTAL		35,319.03		35,319.03	24	.07
TOTAL INCOME INVESTMENTS		35,319.03		35,319.03	23	.07

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	1,213,457.05	1,978,210.36	764,753.31	1,500.00	38,128	1.93

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
12/10	Subtotal (Taxable Interest)					4,000.00
12/10	Subtotal (Tax-Exempt Dividends)					7,164.80
12/10	Dividend		CHEVRON CORP DIVIDEND	400.00		
12/10	Dividend		HOLDING 400.0000 PAY DATE 12/10/2013			
12/10	Dividend		EXXON MOBIL CORP COM DIVIDEND	945.00		
12/10	Dividend		HOLDING 1500.0000 PAY DATE 12/10/2013			
12/10	Dividend		HONEYWELL INTL INC DEL DIVIDEND	450.00		
12/10	Dividend		HOLDING 1000.0000 PAY DATE 12/10/2013			
12/11	Dividend		ALLERGAN INC	60.00		

+

ELIAS FAMILY FUND

ACCOUNT INVESTMENT OBJECTIVE

November 30, 2013 - December 31, 2013

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

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

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

Description	Quantity	Cost Basis	Estimated Market Price	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.13	0.13		0.13		.13		
BIF MONEY FUND	261,871.00	261,871.00	1.0000	261,871.00	261,871.00	183	183	.07
TOTAL		261,871.13		261,871.13	261,871.13	183	183	.07

Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Accrued Interest	Estimated Annual Income	Estimated Current Yield%
U.S. TREASURY NOTE 4.000% FEB 15 2015	03/18/05 04.000% FEB 15 2015	200,000	192,000.00	104.2420	208,484.00	16,484.00	3,000.00	8,000	3.83
MOODY'S: AAA S&P: *** CUSIP: 912828DM9									
TOTAL		200,000	192,000.00	208,484.00	208,484.00	16,484.00	3,000.00	8,000	3.84

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Current Yield%

ELIAS FAMILY FUND

November 30, 2013 - December 31, 2013

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
ABBOTT LABS	ABT	01/10/11	300	22.9735	6,892.06	38.3300	11,499.00	4,606.94	265	2.29
		02/22/12	200	26.9549	5,390.98	38.3300	7,666.00	2,275.02	176	2.29
		02/23/12	100	26.9685	2,696.85	38.3300	3,833.00	1,136.15	88	2.29
		01/17/13	1,400	32.8780	46,029.28	38.3300	53,662.00	7,632.72	1,233	2.29
<i>Subtotal</i>			<i>2,000</i>		<i>61,009.17</i>		<i>76,660.00</i>	<i>15,650.83</i>	<i>1,762</i>	<i>2.29</i>
ABBVIE INC SHS	ABV	01/10/11	300	24.9128	7,473.85	52.8100	15,843.00	8,369.15	480	3.02
		02/22/12	200	29.2302	5,846.05	52.8100	10,562.00	4,715.95	320	3.02
		02/23/12	100	29.2451	2,924.51	52.8100	5,281.00	2,356.49	160	3.02
		01/17/13	400	36.2200	14,488.00	52.8100	21,124.00	6,636.00	640	3.02
		02/12/13	400	35.6152	14,246.08	52.8100	21,124.00	6,877.92	640	3.02
<i>Subtotal</i>			<i>1,400</i>		<i>44,978.49</i>		<i>73,934.00</i>	<i>28,955.51</i>	<i>2,240</i>	<i>3.02</i>
ALLERGAN INC	AGN	04/12/11	200	74.7856	14,957.12	111.0800	22,216.00	7,258.88	41	.18
		02/02/12	200	84.9384	16,987.68	111.0800	22,216.00	5,228.32	41	.18
		02/09/12	200	87.5768	17,515.36	111.0800	22,216.00	4,700.64	41	.18
		07/15/13	200	91.4602	18,292.04	111.0800	22,216.00	3,923.96	41	.18
<i>Subtotal</i>			<i>800</i>		<i>67,752.20</i>		<i>88,864.00</i>	<i>21,111.80</i>	<i>164</i>	<i>.18</i>
AMAZON COM INC COM	AMZN	01/10/11	50	184.4300	9,221.50	398.7900	19,939.50	10,718.00		
		02/25/11	50	177.3300	8,866.50	398.7900	19,939.50	11,073.00		
		03/07/11	100	169.4901	16,949.01	398.7900	39,879.00	22,929.99		
		07/15/13	100	305.7499	30,574.99	398.7900	39,879.00	9,304.01		
		11/20/13	50	365.3100	18,265.50	398.7900	19,939.50	1,674.00		
<i>Subtotal</i>			<i>350</i>		<i>83,877.50</i>		<i>139,576.50</i>	<i>55,699.00</i>		
AMER EXPRESS COMPANY	AXP	01/10/11	300	44.5146	13,354.38	90.7300	27,219.00	13,864.62	276	1.01
		05/04/11	100	49.6444	4,964.44	90.7300	9,073.00	4,108.56	92	1.01
		02/29/12	100	53.3530	5,335.30	90.7300	9,073.00	3,737.70	92	1.01
		12/19/12	300	56.9642	17,089.26	90.7300	27,219.00	10,129.74	276	1.01
<i>Subtotal</i>			<i>800</i>		<i>40,743.38</i>		<i>72,584.00</i>	<i>31,840.62</i>	<i>736</i>	<i>1.01</i>

+

ELIAS FAMILY FUND

November 30, 2013 - December 31, 2013

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
AMERICAN TOWER REIT INC (HLDG CO) SHS	AMT	09/25/12 01/30/13 02/12/13 03/26/13 11/20/13	400 100 100 400 1,000 2,000	71.2850 77.0799 75.6652 76.3499 78.7276	28,514.00 7,707.99 7,566.52 30,539.96 78,727.68 153,056.15	79.8200 79.8200 79.8200 79.8200 79.8200	31,928.00 7,982.00 7,982.00 31,928.00 79,820.00 159,640.00	3,414.00 274.01 415.48 1,388.04 1,092.32 6,583.85	465 116 116 465 1,161 2,323	1.45 1.45 1.45 1.45 1.45 1.45
Subtotal										
APPLE INC	AAPL	02/15/11	200	359.0000	71,800.00	561.0200	112,204.00	40,404.00	2,440	2.17
BLACKSTONE GROUP LP COM UNIT REPSTG L P	BX	02/14/11 03/07/11 05/19/11 02/09/12 02/22/12	2,000 200 300 1,000 500 4,000	17.3089 17.6346 17.0715 16.5856 15.6849	29,522 2,968 4,448 14,821 7,112 54,230	31.5000 31.5000 31.5000 31.5000 31.5000	63,000.00 6,300.00 9,450.00 31,500.00 15,750.00 126,000.00	28,382.20 2,773.08 4,328.55 14,914.40 7,907.55 58,305.78	2,360 236 354 1,180 590 4,720	3.74 3.74 3.74 3.74 3.74 3.74
Subtotal										
BOEING COMPANY	BA	01/10/11 02/02/12 02/12/13	200 100 300 600	69.1746 75.0458 76.1879	13,834.92 7,504.58 22,856.39 44,195.89	136.4900 136.4900 136.4900	27,298.00 13,649.00 40,947.00 81,894.00	13,463.08 6,144.42 18,090.61 37,698.11	585 293 877 1,755	2.13 2.13 2.13 2.13
Subtotal										
CELGENE CORP COM	CELG	01/10/11 02/09/12 02/23/12	200 100 100 400	56.7663 72.0900 74.8414	11,353.26 7,209.00 7,484.14 26,046.40	168.9680 168.9680 168.9680	33,793.60 16,896.80 16,896.80 67,587.20	22,440.34 9,687.80 9,412.66 41,540.80	4 1 8 17 8 42	.07 .07 .07 .07 .07 .07
Subtotal										
CITIGROUP INC COM NEW	C	01/18/11 01/20/11 02/03/11 03/07/11 01/17/13 03/26/13	100 20 200 80 400 200 1,000	48.6000 47.6000 48.0000 45.2950 41.3400 44.5427	4,860.00 952.00 9,600.00 3,623.60 16,536.00 8,908.54 44,480.14	52.1100 52.1100 52.1100 52.1100 52.1100 52.1100	5,211.00 1,042.20 10,422.00 4,168.80 20,844.00 10,422.00 52,110.00	351.00 90.20 822.00 545.20 4,308.00 1,513.46 7,629.86	4 1 8 4 17 8 42	.07 .07 .07 .07 .07 .07 .07
Subtotal										

+

ELIAS FAMILY FUND

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
COCA COLA COM	KO	01/10/11	400	31.4723	12,588.92	41.3100	16,524.00	3,935.08	448	2.71
		02/09/12	600	33.9850	20,391.00	41.3100	24,786.00	4,395.00	672	2.71
		02/23/12	200	34.5576	6,911.52	41.3100	8,262.00	1,350.48	224	2.71
		12/19/12	300	36.8999	11,069.97	41.3100	12,393.00	1,323.03	336	2.71
		03/26/13	500	40.3999	20,199.95	41.3100	20,655.00	455.05	560	2.71
Subtotal			2,000		71,161.36		82,620.00	11,458.64	2,240	2.71
COLGATE PALMOLIVE	CL	02/09/12	1,000	45.7565	45,756.50	65.2100	65,210.00	19,453.50	1,361	2.08
		02/23/12	200	46.5000	9,300.00	65.2100	13,042.00	3,742.00	272	2.08
		02/12/13	800	54.0649	43,251.96	65.2100	52,168.00	8,916.04	1,089	2.08
Subtotal			2,000		98,308.46		130,420.00	32,111.54	2,722	2.08
DISNEY (WALT) CO COM STK	DIS	01/10/11	300	39.4046	11,821.38	76.4000	22,920.00	11,098.62	259	1.12
		01/20/11	100	39.0500	3,905.00	76.4000	7,640.00	3,735.00	86	1.12
		03/07/11	100	43.0455	4,304.55	76.4000	7,640.00	3,335.45	86	1.12
		12/19/12	100	50.0950	5,009.50	76.4000	7,640.00	2,630.50	86	1.12
		01/30/13	400	53.8660	21,546.40	76.4000	30,560.00	9,013.60	345	1.12
Subtotal			1,000		46,586.83		76,400.00	29,813.17	862	1.12
E M C CORPORATION MASS	EMC	04/09/12	1,000	28.7550	28,755.00	25.1500	25,150.00	(3,605.00)	401	1.59
		04/24/12	1,000	27.7255	27,725.50	25.1500	25,150.00	(2,575.50)	401	1.59
		02/12/13	2,000	24.4799	48,959.80	25.1500	50,300.00	1,340.20	801	1.59
		03/26/13	1,000	23.8063	23,806.30	25.1500	25,150.00	1,343.70	401	1.59
Subtotal			5,000		129,246.60		125,750.00	(3,496.60)	2,004	1.59
ECOLAB INC	ECL	02/29/12	1,000	60.3640	60,364.00	104.2700	104,270.00	43,906.00	1,101	1.05
ELI LILLY & CO	LLY	05/31/12	600	41.0150	24,609.04	51.0000	30,600.00	5,990.96	1,176	3.84
		06/12/13	600	52.0962	31,257.72	51.0000	30,600.00	(657.72)	1,176	3.84
		12/18/13	300	49.5410	14,862.30	51.0000	15,300.00	437.70	588	3.84
Subtotal			1,500		70,729.06		76,500.00	5,770.94	2,940	3.84

+

ELIAS FAMILY FUND

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
ENTERPRISE PRDTS PRTN LP	EPD	01/10/11	300	42.0699	12,620.97	66.3000	19,890.00	7,269.03	828	4.16
L P		03/07/11	100	42.9146	4,291.46	66.3000	6,630.00	2,338.54	276	4.16
		05/03/11	400	41.4100	16,564.00	66.3000	26,520.00	9,956.00	1,104	4.16
		02/02/12	100	49.8022	4,980.22	66.3000	6,630.00	1,649.78	276	4.16
		02/22/12	100	51.4600	5,146.00	66.3000	6,630.00	1,484.00	276	4.16
		02/23/12	100	51.1620	5,116.20	66.3000	6,630.00	1,513.80	276	4.16
Subtotal			1,100		78,956.85		72,930.00	24,211.15	3,036	4.16
EXXON MOBIL CORP	COM	XOM	200	75.1046	15,020.92	101.2000	20,240.00	5,219.08	504	2.49
		05/04/11	100	84.5400	8,454.00	101.2000	10,120.00	1,666.00	252	2.49
		02/02/12	200	83.3658	16,673.16	101.2000	20,240.00	3,566.84	504	2.49
		02/09/12	200	84.8642	16,972.84	101.2000	20,240.00	3,267.16	504	2.49
		02/23/12	100	86.7930	8,679.30	101.2000	10,120.00	1,440.70	252	2.49
Subtotal			800		65,800.22		80,960.00	15,159.78	2,016	2.49
GENERAL ELECTRIC		GE	500	18.5758	9,287.90	28.0300	14,015.00	4,727.10	440	3.13
		05/19/11	500	19.9365	9,968.25	28.0300	14,015.00	4,046.75	440	3.13
		02/02/12	1,000	18.8062	18,806.20	28.0300	28,030.00	9,223.80	880	3.13
		02/09/12	1,000	19.2200	19,220.00	28.0300	28,030.00	8,810.00	880	3.13
		02/23/12	500	19.2820	9,641.00	28.0300	14,015.00	4,374.00	440	3.13
		12/19/12	500	21.0700	10,535.00	28.0300	14,015.00	3,480.00	440	3.13
		02/12/13	1,000	22.6039	22,603.90	28.0300	28,030.00	5,426.10	880	3.13
Subtotal			5,000		100,062.25		140,150.00	40,087.75	4,400	3.13
GILEAD SCIENCES INC COM		GILD	2,000	23.2062	46,412.50	75.1000	150,200.00	103,787.50		
GOLDCORP INC		GG	300	40.8400	12,252.00	21.6700	6,501.00	(5,751.00)	180	2.76
		01/20/11	100	40.1242	4,012.42	21.6700	2,167.00	(1,845.42)	60	2.76
		02/09/12	500	47.3008	23,650.40	21.6700	10,835.00	(12,815.40)	300	2.76
		01/30/13	900	35.9863	32,387.67	21.6700	19,503.00	(12,884.67)	540	2.76
		02/12/13	400	35.1099	14,043.96	21.6700	8,668.00	(5,375.96)	240	2.76
Subtotal			2,200		86,346.45		47,674.00	(38,672.45)	1,320	2.76

ELIAS FAMILY FUND

November 30, 2013 - December 31, 2013

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Current Annual Income	Current Yield%
GOOGLE INC CL A	GOOG	01/10/11	30	614.6000	18,438.00	1,120.7100	33,621.30	15,183.30		
		04/06/11	50	574.0700	28,703.50	1,120.7100	56,035.50	27,332.00		
		03/28/13	20	795.6400	15,912.80	1,120.7100	22,414.20	6,501.40		
		06/12/13	100	873.4899	87,348.99	1,120.7100	112,071.00	24,722.01		
<i>Subtotal</i>			200		150,403.29		224,142.00	73,738.71		
HONEYWELL INTL INC DEL	HON	01/10/11	200	53.9646	10,792.92	91.3700	18,274.00	7,481.08	360	1.97
		05/04/11	100	60.3944	6,039.44	91.3700	9,137.00	3,097.56	180	1.97
		02/09/12	200	60.0799	12,015.98	91.3700	18,274.00	6,258.02	360	1.97
		02/12/13	100	70.4600	7,046.00	91.3700	9,137.00	2,091.00	180	1.97
<i>Subtotal</i>			600		35,894.34		54,822.00	18,927.66	1,080	1.97
ILLINOIS TOOL WORKS INC	ITW	01/10/11	200	54.2746	10,854.92	84.0800	16,816.00	5,961.08	336	1.99
		02/02/12	100	54.9330	5,493.30	84.0800	8,408.00	2,914.70	168	1.99
		02/22/12	200	56.1752	11,235.04	84.0800	16,816.00	5,580.96	336	1.99
<i>Subtotal</i>			500		27,583.26		42,040.00	14,456.74	840	1.99
JPMORGAN CHASE & CO	JPM	02/03/11	200	45.1154	9,023.08	58.4800	11,696.00	2,672.92	304	2.59
		03/07/11	100	45.3755	4,537.55	58.4800	5,848.00	1,310.45	152	2.59
		03/26/13	200	48.6361	9,727.22	58.4800	11,696.00	1,968.78	304	2.59
<i>Subtotal</i>			500		23,287.85		29,240.00	5,952.15	760	2.59
KKR & CO L P DEL	KKR	02/12/13	1,000	17.8687	19,730	24.3400	24,340.00	6,471.29	1,620	6.65
		03/28/13	1,000	19.3015	19,130	24.3400	24,340.00	5,038.47	1,620	6.65
		07/15/13	2,000	20.4840	40,968	24.3400	48,680.00	7,712.00	3,240	6.65
<i>Subtotal</i>			4,000		79,828		97,360.00	19,221.76	6,480	6.65
MGM RESORTS INTERNATIONAL SHS	MGM	07/21/11	3,000	15.6491	46,947.30	23.5200	70,560.00	23,612.70		
		02/22/12	1,000	13.8564	13,856.40	23.5200	23,520.00	9,663.60		
		03/26/13	1,000	13.1000	13,100.00	23.5200	23,520.00	10,420.00		
<i>Subtotal</i>			5,000		73,903.70		117,600.00	43,696.30		

ELIAS FAMILY FUND

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
ORACLE CORP \$0.01 DEL	ORCL	03/26/13 11/20/13	1,000 1,000 2,000	31.5477 34.8800	31,547.70 34,880.00 66,427.70	38.2600 38.2600	38,260.00 38,260.00 76,520.00	6,712.30 3,380.00 10,092.30	481 481 962	1.25 1.25 1.25
Subtotal										
PEPSICO INC	PEP	11/01/07 01/10/11 02/09/12 12/18/13	100 200 300 600 1,200	69.9057 66.0646 64.2700 80.5895	6,990.57 13,212.92 19,281.00 48,353.70 87,838.19	82.9400 82.9400 82.9400 82.9400	8,294.00 16,588.00 24,882.00 49,764.00 99,528.00	1,303.43 3,375.08 5,601.00 1,410.30 11,689.81	227 454 681 1,362 2,724	2.73 2.73 2.73 2.73 2.73
Subtotal										
PFIZER INC	PFE	01/17/13	2,000	26.7068	53,413.60	30.6300	61,260.00	7,846.40	2,081	3.39
PLAINS ALL AMERN PIPL LP	PAA	01/10/11 02/07/11 05/03/11	200 400 600 1,200	31.7396 31.9020 31.6563	6,401 12,761 18,992 38,154	51.7700 51.7700 51.7700	10,354.00 20,708.00 31,062.00 62,124.00	4,006.08 7,947.18 12,068.19 24,021.45	480 960 1,440 2,880	4.63 4.63 4.63 4.63
Subtotal										
SCHLUMBERGER LTD	SLB	01/10/11 02/03/11 05/19/11 02/09/12 02/12/13 03/28/13	100 100 100 200 100 400 1,000	80.7800 88.6846 83.3867 78.8100 78.5357 75.4300	8,078.00 8,868.46 8,338.67 15,762.00 7,853.57 30,172.00 79,072.70	90.1100 90.1100 90.1100 90.1100 90.1100 90.1100	9,011.00 9,011.00 9,011.00 18,022.00 9,011.00 36,044.00 90,110.00	933.00 142.54 672.33 2,260.00 1,157.43 5,872.00 11,037.30	125 125 125 250 125 500 1,250	1.38 1.38 1.38 1.38 1.38 1.38 1.38
Subtotal										
TIMKEN COMPANY	TKR	05/03/11 05/04/11 05/12/11 05/19/11 12/18/13	500 100 400 400 400 1,800	55.0974 53.1327 52.8275 50.5100 51.1490	27,548.70 5,313.27 21,131.00 20,204.00 20,459.60 94,656.57	55.0700 55.0700 55.0700 55.0700 55.0700	27,535.00 5,507.00 22,028.00 22,028.00 22,028.00 99,126.00	(13.70) 193.73 897.00 1,824.00 1,568.40 4,469.43	460 92 368 368 368 1,656	1.67 1.67 1.67 1.67 1.67 1.67
Subtotal										

ELIAS FAMILY FUND

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Current Income	Estimated Current Yield%
UBS AG REG	XGBSF	N/A	7,315	4.38	32,040	19.0251	139,168.61			
.1CHF PAR ORDINARY		N/A	69,200	4.38	303,096	19.0251	1,316,536.92			
EST MKT PRICE AS OF 12/30/13										
Subtotal			76,515		325,136		1,455,705.53			
WAL-MART STORES INC	WMT	03/08/12	1,000	59.5520	59,552.00	78.6900	78,690.00	19,138.00	1,880	2.38
		01/17/13	200	69.1350	13,827.00	78.6900	15,738.00	1,911.00	376	2.38
Subtotal			1,200		73,379.00		94,428.00	21,049.00	2,256	2.38
YUM BRANDS INC	YUM	05/12/11	500	54.4565	27,228.25	75.6100	37,805.00	10,576.75	740	1.95
		07/21/11	300	54.5155	16,354.65	75.6100	22,683.00	6,328.35	444	1.95
		02/23/12	100	65.6852	6,568.52	75.6100	7,561.00	992.48	148	1.95
		12/19/12	100	67.4700	6,747.00	75.6100	7,561.00	814.00	148	1.95
Subtotal			1,000		56,898.42		75,610.00	18,711.58	1,480	1.95
TOTAL					270,425		4,818,543.23	894,468.17	63,272	1.31

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Estimated Current Yield%
BLACKROCK LOW DURATION BD INSTL CL	20,661	199,998.32	9.7600	201,651.36	1,653.04	199,998	1,653	4,339	2.15
SYMBOL: BFMSX Initial Purchase: 02/27/12									
Fixed Income 100%									
.1570 Fractional Share		1.52	9.7600	1.53	.01			1	2.15
BLACKROCK GLOBAL ALLOCATION FD INC INSTL	15,205	299,994.11	21.4300	325,843.15	25,849.04	299,994	25,849	4,973	1.52
SYMBOL: MALOX Initial Purchase: 02/27/12									
Fixed Income 21% Equity 79%									
.2710 Fractional Share		5.35	21.4300	5.81	.46			1	1.52

+

ELIAS FAMILY FUND

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Estimated Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
LOOMIS SAYLES STRATEGIC INC FD CL Y	13,449	199,985.29	16.3500	219,891.15	19,905.86	199,985	19,905	9,643 4.38
SYMBOL: NEZYX Initial Purchase: 01/11/11								
Fixed Income 100%								
.8990 Fractional Share		13.37	16.3500	14.70	1.33			1 4.38
VANGUARD EXTD MKT ETF	2,000	148,515.24	82.7000	165,400.00	16,884.76	148,515	16,884	1,832 1.10
SYMBOL: VXF Initial Purchase: 07/15/13								
Equity 100%								
Subtotal (Fixed Income)				489,987.02				
Subtotal (Equities)				422,820.68				
TOTAL		848,513.20		912,807.70	64,294.50	64,291	64,291	20,790 2.28
TOTAL PRINCIPAL INVESTMENTS		3,770,753.86		6,201,706.06	975,246.67		92,245	1.49

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Notes

- ¹ Some agency securities are not backed by the full faith and credit of the United States government.
- Total values exclude N/A items
- ↕ Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to

+

ELIAS FAMILY FUND

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

include the holding period of the lot closed by that previous "Wash Sale".

For Credit Ratings: S&P and Moody's provide credit ratings on the credit quality of certain bonds and preferred stocks. For a credit enhanced security, Moody's and S&P publish and provide third party vendors the higher of the rating on the credit enhancer (guarantor) or the stand alone rating on the underlying security.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS	Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH		2,782.32	2,782.32		2,782.32		
BIF MONEY FUND		13,641.00	13,641.00	1.0000	13,641.00	10	.07
TOTAL			16,423.32		16,423.32	10	.07
TOTAL INCOME INVESTMENTS			16,423.32		16,423.32	9	.06

LONG PORTFOLIO

Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
3,787,177.18	6,218,129.38	975,246.67	3,000.00	92,255	1.48
TOTAL PRINCIPAL/INCOME INVESTMENTS					

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
12/02	Subtotal (Taxable Interest)					12,375.00
	Subtotal (Tax-Exempt Dividends)					14,320.00
12/02	Dividend		BLACKROCK LOW DURATION	354.77		
			BD INSTL CL			
			DIVIDEND			
			PAY DATE 11/29/2013			
12/03	Dividend		PFIZER INC	480.00		

+

002

7975

28 of 37

Elias - Operating

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

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	130,099	106,601	.05	4.68	0
TOTAL ML Bank Deposit Program	130,099			4.68	0

November 30, 2013 - December 31, 2013

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	93,544.19	93,544.19		93,544.19		
LONG PORTFOLIO		Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss) <td>Estimated Annual Income</td> <td>Current Yield%</td>	Estimated Annual Income	Current Yield%
TOTAL		93,544.19	93,544.19			

YOUR EMA TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS			
Date	Transaction Type	Quantity	Description
12/31	Bank Interest		BANK DEPOSIT INT 12/31
	Subtotal (Taxable Interest)		
	NET TOTAL		

SECURITY TRANSACTIONS			
Settlement Date	Description	Transaction Type	Unit Price
12/19	UBS AG REG	Debit	
	1CHF PAR ORDINARY ML TAG: 131218094924M	Quantity	69,200
	SWIFT SETTLEMENT, UPDATE	Credit	
		Accrued Interest Earned/(Paid)	

Form **8868**
 (Rev. January 2014)
 Department of the Treasury
 Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**
 ▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only
 All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

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

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A.

Telephone No. ▶ 609-274-6834 Fax No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ if this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2013 or

▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	11,999
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	26,243
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

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

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **MLTC, A DIVISION OF BANK OF AMERICA, N.A.**
Telephone No. **609-274-6834** Fax No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15/2014
- 5 For calendar year 2013, or other tax year beginning _____, and ending _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension An attempt to obtain information necessary for filing a return was requested in a timely fashion, but the information was not furnished in sufficient time to permit the timely filing of the return, or the taxpayer personally visited an IRS office for the purpose of securing information or advice and was unable to meet with an IRS representative

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	23,984
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	26,243
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification must be completed for Part II only.

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

Signature Michelle Little Title Manager Date 8/15/14