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Form 990-PF

## Return of Private Foundation

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

- Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation ELKIN LEWIS FUND TW		A Employer identification number 23-6214962
Number and street (or P O box number if mail is not delivered to street address) 1525 W WT HARRIS BLVD D1114-044		Room/suite
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		
<b>G</b> 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		
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 30,116,924</b>	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		<b>(a)</b> Revenue and expenses per books <b>(b)</b> Net investment income <b>(c)</b> Adjusted net income <b>(d)</b> Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)			
		(a)	(b)	(c)
	3 Interest on savings and temporary cash investments	83	83	
	4 Dividends and interest from securities.	592,602	465,981	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	822,459		
	b Gross sales price for all assets on line 6a 2,946,599			
	7 Capital gain net income (from Part IV, line 2)		822,459	
	8 Net short-term capital gain		0	
	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)	8,851	578	
	12 Total. Add lines 1 through 11	1,423,995	1,289,101	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	165,874	124,406	41,469
	14 Other employee salaries and wages		0	0
	15 Pension plans, employee benefits		0	0
	16a Legal fees (attach schedule)			0
	b Accounting fees (attach schedule)	1,000	0	1,000
	c Other professional fees (attach schedule)			0
	17 Interest			0
	18 Taxes (attach schedule) (see instructions)	34,105		0
	19 Depreciation (attach schedule) and depletion	0	0	
	20 Occupancy			
	21 Travel, conferences, and meetings		0	0
	22 Printing and publications		0	0
	23 Other expenses (attach schedule)			
	24 Total operating and administrative expenses.			
	Add lines 13 through 23	200,979	124,406	42,469
	25 Contributions, gifts, grants paid.	1,469,110		1,469,110
	26 Total expenses and disbursements. Add lines 24 and 25	1,670,089	124,406	0
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-246,094		
	b Net investment income (if negative, enter -0-)		1,164,695	
	c Adjusted net income (if negative, enter -0-)			0

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing . . . . .					
	2 Savings and temporary cash investments . . . . .		874,666	881,883	881,883	
	3 Accounts receivable ►					
	Less allowance for doubtful accounts ►			0	0	
	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 ► 0					
	8 Inventories for sale or use . . . . .					
	9 Prepaid expenses and deferred charges . . . . .					
	10a Investments—U S and state government obligations (attach schedule)	6,153,814	5716110	5,710,323		
	b Investments—corporate stock (attach schedule) . . . . .	5,670,098	5428482	21,625,565		
	c Investments—corporate bonds (attach schedule) . . . . .	1,632,345	1905691	1,899,153		
	11 Investments—land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►						
12 Investments—mortgage loans . . . . .						
13 Investments—other (attach schedule) . . . . .				0		
14 Land, buildings, and equipment basis ►						
Less accumulated depreciation (attach schedule) ►						
15 Other assets (describe ► )						
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,330,923	13,932,166	30,116,924			
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		
	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 . . . . .		14,330,923	13,932,166	
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 page 17 of the instructions) . . . . .			14,330,923	13,932,166		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .			14,330,923	13,932,166		

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	14,330,923
2	Enter amount from Part I, line 27a . . . . .	2	-246,094
3	Other increases not included in line 2 (itemize) ► . . . . .	3	0
4	Add lines 1, 2, and 3 . . . . .	4	14,084,829
5	Decreases not included in line 2 (itemize) ► . . . . .	5	152,663
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,932,166

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
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<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<b>If gain, also enter in Part I, line 7</b> <b>If (loss), enter -0- in Part I, line 7</b>	<b>2</b>	822,459
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8

**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 page 18 of the instructions before making any entries

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2012	1,049,497	23,902,742	0 043907
2011	924,162	23,075,865	0 040049
2010	772,466	21,102,336	0 036606
2009	968,970	19,055,483	0 05085
2008	1,454,711	24,221,730	0 060058

<b>2</b> <b>Total</b> of line 1, column (d).	<b>2</b>	0 23147
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0 046294
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	27,656,946
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	1,280,351
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	11,647
<b>7</b> Add lines 5 and 6.	<b>7</b>	1,291,998
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	1,511,579

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>		1	11,647
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
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	11,647
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	11,647
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	25,952
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	0
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d. . . . .	7	25,952
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8	0
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	14,305
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> . . . . .	11	2,912 Refunded 11,393

**Part VII-A Statements Regarding Activities**

		<b>Yes</b>	<b>No</b>
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? . . . . .	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	1b	No
<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>			
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	1c	No
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>	2	No
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>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	4b	
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>	5	No
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? . . . . .	6	Yes
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>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
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>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

**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). . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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) . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

Website address ► \_\_\_\_\_

14 The books are in care of ► **WELLS FARGO BANK** Telephone no ► (800) 352-3705  
 Located at ► **1 W 4TH ST 2ND FLOOR WINSTON SALEM NC** ZIP +4 ► **27101**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . . ► **15** and enter the amount of tax-exempt interest received or accrued during the year . . . . . ►

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? . . . . . **16**  Yes  No  
 See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ►	<b>1b</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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? . . . . .	<b>1c</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 ► <b>20____, 20____, 20____, 20____</b>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	<b>2b</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► <b>20____, 20____, 20____, 20____</b>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<b>3a</b> <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) . . . . .	<b>3b</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	<b>4a</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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? . . . . .	<b>4b</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1. List all officers, directors, trustees, foundation managers and their compensation (see instructions).

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
WELLS FARGO BANK NA 1525 WEST WT HARRIS BLVD CHARLOTTE NC 282881114	Trustee 40	165,874		

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

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

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

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

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

## **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 _____	
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 _____ _____	
2 _____ _____	

All other program-related investments See page 24 of the instructions

**3** \_\_\_\_\_  
\_\_\_\_\_  
**Total.** Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	27,282,104
b	Average of monthly cash balances. . . . .	1b	796,014
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	28,078,118
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	0
3	Subtract line 2 from line 1d. . . . .	3	28,078,118
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	421,172
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	27,656,946
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	1,382,847

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6. . . . .	1	1,382,847
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	11,647
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	11,647
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,371,200
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	1,371,200
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	1,371,200

**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	1,511,579
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	0
b	Cash distribution test (attach the required schedule). . . . .	3b	0
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,511,579
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	11,647
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	1,499,932

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				1,371,200
<b>2</b> Undistributed income, if any, as of the end of 2013			0	
<b>a</b> Enter amount for 2012 only. . . . .				
<b>b</b> Total for prior years 2011, 2010, 2009		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .	175,641			
<b>b</b> From 2009. . . . .	22,664			
<b>c</b> From 2010. . . . .	0			
<b>d</b> From 2011. . . . .	0			
<b>e</b> From 2012. . . . .	0			
<b>f Total of lines 3a through e. . . . .</b>	198,305			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ 1,511,579			0	
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				1,371,200
<b>e</b> Remaining amount distributed out of corpus	140,379			0
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
<b>6</b> Enter the net total of each column as indicated below:	338,684			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	175,641			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	163,043			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .	22,664			
<b>b</b> Excess from 2010. . . . .	0			
<b>c</b> Excess from 2011. . . . .	0			
<b>d</b> Excess from 2012. . . . .	0			
<b>e</b> Excess from 2013. . . . .	140,379			

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

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

**Part XV Supplementary Information (Complete this part only if the organization 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) )

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

**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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	1,469,110
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue						
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments. . . . .						
<b>3</b> Interest on savings and temporary cash investments . . . . .						
<b>4</b> Dividends and interest from securities. . . . .			14		83	
<b>5</b> Net rental income or (loss) from real estate			14		592,602	
<b>a</b> Debt-financed property. . . . .						
<b>b</b> Not debt-financed property. . . . .						
<b>6</b> Net rental income or (loss) from personal property. . . . .						
<b>7</b> Other investment income. . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			18		822,459	
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .						
<b>11</b> Other revenue <b>a</b> ENERGY TRANSFER PA			01		8,851	
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .					1,423,995	
<b>13</b> <b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .						1,423,995
(See instructions on line 13 and instructions to confirm a carryover.)						

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



**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
500000 ALLEGHENY CNTY PA SA 3 000% 6/01/13		2011-08-17	2013-06-01
250000 CHESTER CNTY PA 3 500% 11/15/14		2011-09-30	2013-12-03
250000 COUNCIL ROCK PA SCH 4 000% 2/15/13		2011-09-08	2013-02-15
1900 DENTSPLY INTL INC NEW COM		2008-11-07	2013-09-10
1600 EQT CORPORATION		1951-12-18	2013-09-10
1400 ENDO PHARMACEUTICALS HLDGS INC COM		2008-11-07	2013-09-10
1800 FMC CORP COM NEW W/RTS EXP 03/01/2006		2008-11-07	2013-09-10
7500 HEINZ H J CO COM		2008-11-04	2013-06-07
150000 HEINZ (H J )CO 5 350% 7/15/13		2011-07-21	2013-07-11
3600 HERSHEY FOODS CORP COM W/RTS ATTACHED EXP 12/15/2010		1983-02-16	2013-08-05
250000 LEHIGH CNTY PA 3 000% 11/15/13		2011-07-29	2013-11-15
1000 LINCOLN NATL CORP COM		2008-11-04	2013-09-10
200000 PPL ENERGY SUPPLY LL 6 300% 7/15/13		2011-11-08	2013-07-15

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
500,000		500,000	
250,000		250,000	
250,000		250,000	
83,967		56,886	27,081
137,032		488	136,544
61,803		27,471	34,332
124,116		38,593	85,523
543,750		340,730	203,020
150,144		162,816	-12,672
350,968		7,930	343,038
250,000		250,000	
44,819		21,959	22,860
200,000		217,267	-17,267

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) <b>or</b> Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			27,081
			136,544
			34,332
			85,523
			203,020
			-12,672
			343,038
			22,860
			-17,267

## Form 990PF Part XV Line 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)				
<b>a Paid during the year</b>				
JEWISH FAM AND CHILD SVC OF PHILA ATTN JOHN B SAWYER CFO 2100 ARCH STREET 5TH FLOOR PHILADELPHIA, PA 19103	NA	PC	GENERAL SUPPORT	293,822
THE ATHENAEUM OF PHILADELPHIA ATTN EILEEN M MAGEE 219 SOUTH 6TH STREET PHILADELPHIA, PA 19106	NA	PC	GENERAL SUPPORT	293,822
INGLIS HOUSE 2600 BELMONT AVENUE PHILADELPHIA, PA 19131	NA	PC	GENERAL SUPPORT	293,822
MERCHANTS FUND OF PHILADELPHIA ATTENTION PATRICIA BLAKELY 1528 WALNUT STREET SUITE 1004 PHILADELPHIA, PA 19102	NA	PF	SUPPORT	293,822
WILLS EYE HEALTH SYSTEM ATTN JERI MOGLE EXEC DIR FINANCE 840 WALNUT STREET PHILADELPHIA, PA 191075109	NA	PC	GENERAL SUPPORT	293,822
<b>Total.</b>			► 3a	1,469,110

## TY 2013 Accounting Fees Schedule

**Name:** ELKIN LEWIS FUND TW

**EIN:** 23-6214962

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC)	1,000			1,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2013 Expenditure Responsibility Statement

**Name:** ELKIN LEWIS FUND TW

**EIN:** 23-6214962

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
The Merchants FD of Phila C/O Patricia Blakley	1528 Walnut Street Suite 1004 Philadelphia, PA 19102	2013-11-01	293,822	Pays out grants and pays admin expenses			08/01/2014	2014-08-01	All grants and Expenses were paid out by the close of the Fiscal year end 12/31

## TY 2013 Investments Corporate Bonds Schedule

**Name:** ELKIN LEWIS FUND TW

**EIN:** 23-6214962

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
464287226 ISHARES BARCLAYS AGG		
125509BN8 CIGNA CORP	151,838	159,593
20030NAG6 COMCAST CORP	166,521	163,790
423074AJ2 HEINZ (H.J.) CO.		
427866AR9 HERSHEY COMPANY	315,441	320,808
534187BB4 LINCOLN NATIONAL COR	153,060	161,115
693476BH5 PNC FUNDING CORP	317,670	310,329
693506BD8 PPG INDUSTRIES INC	147,732	152,226
69352JAM9 PPL ENERGY SUPPLY LL		
03073EAG0 AMERISOURCEBERGEN CO	290,843	275,233
302491AR6 FMC CORP	204,873	199,916
63946BAC4 NBCUNIVERSAL MEDIA	157,713	156,143

**TY 2013 Investments Corporate Stock Schedule****Name:** ELKIN LEWIS FUND TW**EIN:** 23-6214962

Name of Stock	End of Year Book Value	End of Year Fair Market Value
02553E106 AMERICAN EAGLE OUTFI	317,031	432,000
20030N200 COMCAST CORP-SPECIAL	405,625	2,942,920
423074103 HEINZ H J CO		
427866108 THE HERSHEY COMPANY	64,759	2,858,562
86764P109 SUNOCO INC COM		
314211103 FEDERATED INVESTORS		
534187109 LINCOLN NATL CORP IN	219,586	516,200
693475105 PNC FINANCIAL SERVIC	480,893	961,992
03073E105 AMERISOURCEBERGEN CO	411,100	1,406,200
156708109 CEPHALON INC COM		
125509109 CIGNA CORP	421,163	1,240,029
249030107 DENTSPLY INTL INC CO	209,581	339,360
29264F205 ENDO HEALTH SOLUTION	294,336	1,011,900
913903100 UNIVERSAL HEALTH SVC	103,210	406,300
879369106 TELEFLEX INC	191,100	330,857
03662Q105 ANSYS INC	328,916	1,002,800
009158106 AIR PRODS & CHEMS IN	312,048	1,341,360
228368106 CROWN HLDGS INC	318,599	739,862
302491303 FMC CORP COM NEW	278,727	980,980
693506107 PPG INDUSTRIES INC	7,834	1,896,600
912909108 UNITED STS STL CORP	247,475	295,000
26884L109 EQT CORPORATION	3,383	1,221,008
69351T106 PPL CORPORATION	438,770	1,023,060
902681105 UGI CORP NEW COM	271,564	476,790
29273R109 ENERGY TRANSFER PART	70,941	141,293
86722A103 SUNCOKE ENERGY INC	31,841	60,492

## TY 2013 Investments Government Obligations Schedule

**Name:** ELKIN LEWIS FUND TW

**EIN:** 23-6214962

**US Government Securities - End of**

**Year Book Value:** 5,716,110

**US Government Securities - End of**

**Year Fair Market Value:** 5,710,323

**State & Local Government**

**Securities - End of Year Book**  
**Value:**

**State & Local Government**

**Securities - End of Year Fair**  
**Market Value:**

## TY 2013 Other Decreases Schedule

**Name:** ELKIN LEWIS FUND TW**EIN:** 23-6214962

Description	Amount
FED BASIS ADJ ENERGY PARTNERS LP	86,724
CURRENT YEAR AMORTIZATION	64,159
PURCHASE ACCURED INTEREST 2013 TAX EFF 2014	1,776
ROUNDING	4

## TY 2013 Other Income Schedule

**Name:** ELKIN LEWIS FUND TW**EIN:** 23-6214962

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ENERGY TRANSFER PARTNERS, LP	8,851	578	

## TY 2013 Taxes Schedule

**Name:** ELKIN LEWIS FUND TW**EIN:** 23-6214962

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	8,153	0		0
FEDERAL ESTIMATES - PRINCIPAL	25,952	0		0