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## Return of Private Foundation

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

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation GENE & NEDDIE MAE ELKUS FAMILY FOUNDATION NORTH SIDE BANK & TRUST COMPANY 002328		A Employer identification number 31-1487336			
Number and street (or P O box number if mail is not delivered to street address) 4125 HAMILTON AVENUE		B Telephone number (see instructions) 513-853-4842			
City or town, state or province, country, and ZIP or foreign postal code CINCINNATI, OH 45223		C If exemption application is pending, check here ► <input type="checkbox"/>			
G Check all that apply: Initial return Final return Address change		D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
H Check type of organization: X Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,049,363.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
J Accounting method: X Cash 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>INTERNAL REVENUE SERVICE 236 RECEIVED MAY 9 1 2014 BATCHING UNIT COVINGTON, KY</b>	(b) Net investment  14,839. 62,970. 62,970. 2,351. 80,160. 2,706. 6,977. 2,835. 1,234. 1,535. 15,287. 41,229. 56,516. 23,644. 70,783.	(c) Adjusted net income  14,839. 62,970. 62,970. 2,351. 80,160. 2,165. 5,581. 644. 987. 1,535. 9,377. 41,229. 9,377.  STMT 1 STMT 2 STMT 1 1,395. 247. 1,535. 3,718. 41,229. 44,947.	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 221,595. 7 Capital gain net income (from Part IV, line 2) 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) 12 Total. Add lines 1 through 11	14,839. 62,970. 62,970. 2,351. 80,160. 2,706. 6,977. 2,835. 1,234. 1,535. 15,287. 41,229. 56,516. 23,644. 70,783.	14,839. 62,970. 62,970. 2,351. 80,160. 2,165. 5,581. 644. 987. 1,535. 9,377. 41,229. 9,377.  STMT 1 STMT 2 STMT 1 1,395. 247. 1,535. 3,718. 41,229. 44,947.		
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) c Other professional fees (attach schedule) 17 Interest 18 Taxes (attach schedule) (see instructions) 19 Depreciation (attach schedule) and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses (attach schedule) 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	2,351. 80,160. 2,706. 6,977. 2,835. 1,234. 1,535. 15,287. 41,229. 56,516. 23,644. 70,783.			

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
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .				
	2 Savings and temporary cash investments . . . . .				
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable . . . . .				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7 Other notes and loans receivable (attach schedule) ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use . . . . .				
	9 Prepaid expenses and deferred charges . . . . .				
	10 a Investments- U S and state government obligations (attach schedule) . . . . .				
	b Investments - corporate stock (attach schedule) . . . . .				
	c Investments - corporate bonds (attach schedule) . . . . .				
	11 Investments- land, buildings, and equipment basis ►				
Less accumulated depreciation ► (attach schedule)					
12 Investments - mortgage loans . . . . .					
13 Investments - other (attach schedule) . . . . .	723,630.	735,876.	1,049,363.		
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) . . . . .	723,630.	735,876.	1,049,363.		
<b>Liabilities</b>	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) . . . . .			NONE	
	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 and complete lines 27 through 31. ► <input checked="" type="checkbox"/>					
27 Capital stock, trust principal, or current funds . . . . .	723,630.	735,876.			
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) . . . . .	723,630.	735,876.			
31 Total liabilities and net assets/fund balances (see instructions) . . . . .	723,630.	735,876.			
<b>Net Assets or Fund Balances</b>					

**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	723,630.
2 Enter amount from Part I, line 27a . . . . .	2	23,644.
3 Other increases not included in line 2 (itemize) ► <b>PRIOR YEAR TRANSACTIONS POSTED THIS YEAR</b>	3	273.
4 Add lines 1, 2, and 3 . . . . .	4	747,547.
5 Decreases not included in line 2 (itemize) ► <b>SEE STATEMENT 6</b>	5	11,671.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	735,876.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 221,595.		158,625.	62,970.		
<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			(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			62,970.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	62,970.	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . .			<b>3</b>		

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	47,634.	918,323.	0.051871
2011	39,522.	895,492.	0.044134
2010	37,090.	806,046.	0.046015
2009	44,050.	730,285.	0.060319
2008	54,821.	917,262.	0.059766
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.262105
<b>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</b>			<b>3</b> 0.052421
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			<b>4</b> 957,767.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 50,207.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 708.
<b>7 Add lines 5 and 6</b>			<b>7</b> 50,915.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 44,947.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	1,416.
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 . . . . .		
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	
3	Add lines 1 and 2 . . . . .	3	1,416.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	1,416.
6	<b>Credits/Payments</b>		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	1,512.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . . . .	7	1,512.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	96.
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> ►	96.	Refunded
		11	

**Part VII-A Statements Regarding Activities**

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? . . . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .	X	
	<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>		
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	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	X	
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) ►  OH	X	
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 <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		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► NORTH SIDE BANK & TRUST COMPANY Telephone no ► (513) 853-4841	
	Located at ► 4125 HAMILTON AVENUE, CINCINNATI, OH ZIP+4 ► 45223-0128	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input checked="" type="checkbox"/>	
16	and enter the amount of tax-exempt interest received or accrued during the year. ► <input checked="" type="checkbox"/>	
16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-221. 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.

	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 type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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? . . . . .		
1b		
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 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		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input 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		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
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? . . . . .		
4a		X
4b		X

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

5a	During the year did the foundation pay or incur any amount to.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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 type="checkbox"/> Yes <input checked="" 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 any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	5b	
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? If "Yes," attach the statement required by Regulations section 53 4945-5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No		
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? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/>	6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
			7b	

**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 STATEMENT 7		2,706.		
-----				
-----				
-----				
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**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		-0-	-0-	-0-
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-----				
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Total number of other employees paid over \$50,000 ► **NONE**

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**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		NONE

**Total number of others receiving over \$50,000 for professional services . . . . . ►** **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 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

**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 972,352.
b	Average of monthly cash balances	1b NONE
c	Fair market value of all other assets (see instructions)	1c NONE
d	Total (add lines 1a, b, and c)	1d 972,352.
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 NONE
3	Subtract line 2 from line 1d	3 972,352.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 14,585.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 957,767.
6	Minimum investment return. Enter 5% of line 5	6 47,888.

**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 47,888.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 1,416.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 1,416.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 46,472.
4	Recoveries of amounts treated as qualifying distributions	4 NONE
5	Add lines 3 and 4	5 46,472.
6	Deduction from distributable amount (see instructions)	6 NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 46,472.

**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 44,947.
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 NONE
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a NONE
b	Cash distribution test (attach the required schedule)	3b NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 44,947.
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 N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 44,947.

**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 . . . . .				46,472.
2 Undistributed income, if any, as of the end of 2013			38,045.	
a Enter amount for 2012 only . . . . .		NONE		
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008 . . . . .	NONE			
b From 2009 . . . . .	NONE			
c From 2010 . . . . .	NONE			
d From 2011 . . . . .	NONE			
e From 2012 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 44,947.			38,045.	
a Applied to 2012, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2013 distributable amount . . . . .				6,902.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .			NONE	
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .			NONE	
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				39,570.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2009 . . . . .	NONE			
b Excess from 2010 . . . . .	NONE			
c Excess from 2011 . . . . .	NONE			
d Excess from 2012 . . . . .	NONE			
e Excess from 2013 . . . . .	NONE			

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

NOT APPLICABLE

**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)

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i), . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "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 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).)

NONE

**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:

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

N/A

**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 STATEMENT 13				41,229.
<b>Total</b> .....			► 3a	41,229.
<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>	<b>Program service revenue</b>					
a						
b						
c						
d						
e						
f						
<b>g</b>	<b>Fees and contracts from government agencies</b>					
<b>2</b>	<b>Membership dues and assessments</b>					
<b>3</b>	<b>Interest on savings and temporary cash investments</b>					
<b>4</b>	<b>Dividends and interest from securities</b>				<b>14</b>	<b>14,839.</b>
<b>5</b>	<b>Net rental income or (loss) from real estate</b>					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	<b>Net rental income or (loss) from personal property</b>					
<b>7</b>	<b>Other investment income</b>				<b>14</b>	<b>2,351.</b>
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>				<b>18</b>	<b>62,970.</b>
<b>9</b>	<b>Net income or (loss) from special events</b>					
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>					
<b>11</b>	<b>Other revenue</b> a					
b						
c						
d						
e						
<b>12</b>	<b>Subtotal Add columns (b), (d), and (e)</b>					<b>80,160.</b>
<b>13</b>	<b>Total Add line 12, columns (b), (d), and (e)</b>				<b>13</b>	<b>80,160.</b>

(See worksheet in line 13 instructions to verify calculations )

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

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash . . . . .	1a(1)	X
(2) Other assets . . . . .	1a(2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	X
(3) Rental of facilities, equipment, or other assets . . . . .	1b(3)	X
(4) Reimbursement arrangements . . . . .	1b(4)	X
(5) Loans or loan guarantees . . . . .	1b(5)	X
(6) Performance of services or membership or fundraising solicitations . . . . .	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

**Sign  
Here**

Mary A. Wiegert 4/28  
Signature of officer or trustee Date

Dat

## VP + Sr Trust Office

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>GORDON POWERS</b>	Preparer's signature 	Date <b>04/23/2014</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00260194</b>
	Firm's name <b>► ERNST &amp; YOUNG U.S. LLP</b>	Firm's EIN ► <b>34-6565596</b>			
	Firm's address <b>► 200 CLARENDON STREET BOSTON, MA</b>	02116	Phone no	<b>617-587-9019</b>	

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ALLERGAN, INC.	66.	66.
ALTRIA GROUP INCORPORATED	1,732.	1,732.
AMERICAN EXPRESS CO	404.	404.
APPLE, INC.	168.	168.
BCE CONSOLIDATED	1,743.	1,743.
COMPANHIA DE BEBIDAS DAS AMERICA ADR	1,033.	1,033.
DARDEN RESTAURANTS, INC	1,239.	1,239.
DIGITAL RITY TR INC COM	568.	568.
DU PONT E I DE NEMOURS & CO COM	837.	837.
EOG RES INC COM	83.	83.
ECOLAB INC COM	133.	133.
Genuine Parts	1,053.	1,053.
HSBC HLDGS PLS SPONSORED ADR NEW	1,032.	1,032.
INTERNATIONAL BUSINESS MACHS COM		
BIOTECHNOLOGY EXCHANGE TRADED FD		
MGA ASSET INCOME CASH	22.	22.
MGA ASSET PRINCIPAL CASH	122.	122.
OCEANEERING INTL INC COM	176.	176.
PEMBINA PIPELINE CORP		
PFIZER INC COM	1,077.	1,077.
PULTE GROUP INC.	1,056.	1,056.
RAYMOND JAMES FINANCIAL INC COM	1,176.	1,176.
SPDR SERIES TRUST S&P REGI BKG	319.	319.
TJX COMPANIES	439.	439.
WD-40	347.	347.
	558.	558.
TOTAL	14,839.	14,839.

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTALS	2,351.	2,351.

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MGMT FEES-SUBJECT T	6,977.	5,581.	1,395.
TOTALS	6,977.	5,581.	1,395.

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	525.	525.
FEDERAL TAX PAYMENT - PRIOR YE	679.	
FEDERAL ESTIMATES - PRINCIPAL	1,512.	
FOREIGN TAXES ON QUALIFIED FOR	119.	119.
TOTALS	2,835.	644.

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	1,535.	1,535.
TOTALS	1,535.	1,535.

## FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

-----

CURRENT YEAR TRANSACTIONS POSTED NEXT YEAR

727.

BOOK VALUE ADJ

10,944.

TOTAL

11,671.

=====

STATEMENT 6

GENE & NEDDIE MAE ELKUS FAMILY FOUNDATION

31-1487336

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

  NORTH SIDE BANK & TRUST

ADDRESS:

  4125 HAMILTON AVENUE  
  CINCINNATI, OH 45223

TITLE:

  CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION .....

2,706.

OFFICER NAME:

  MICHAEL ELKUS, C/O NO SIDE BANK& TR

ADDRESS:

  4125 HAMILTON AVENUE  
  CINCINNATI, OH 45223

TITLE:

  CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

  HELENE ELKUS, C/O NO SIDE BANK & TR

ADDRESS:

  4125 HAMILTON AVENUE  
  CINCINNATI, OH 45223

TITLE:

  CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

  TRACY LUREY, C/O NORTH SIDE BK& TR

ADDRESS:

  4125 HAMILTON AVENUE  
  CINCINNATI, OH 45223

TITLE:

  CO-TUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 7

GENE & NEDDIE MAE ELKUS FAMILY FOUNDATION

31-1487336

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

ADAM ELKUS, C/O NO SIDE BANK & TR

ADDRESS:

4125 HAMILTON AVENUE  
CINCINNATI, OH 45223

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

2,706.

=====

STATEMENT 8

GENE & NEDDIE MAE ELKUS FAMILY FOUNDATION  
FORM. 990PF, PART XV - LINES 2a - 2d

31-1487336

=====

RECIPIENT NAME:

NORTH SIDE BANK & TRUST CO, ATTN MARY WEIGEL  
ADDRESS:

4125 HAMILTON AVENUE  
CINCINNATI, OH 45223

RECIPIENT'S PHONE NUMBER: 513-853-4842

FORM, INFORMATION AND MATERIALS:

LETTER

SUBMISSION DEADLINES:

NONE

NONE

STATEMENT 9

GENE & NEDDIE MAE ELKUS FAMILY FOUNDATION  
FORM. 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

31-1487336

=====

RECIPIENT NAME:  
ROCKY CHILDREN'S LAW CENTER  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 100.

RECIPIENT NAME:  
DENVER KIDS INC  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 106.

RECIPIENT NAME:  
RONALD MCDONALD HOUSE  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 1,057.

RECIPIENT NAME:  
WOMEN'S LEADERSHIP FOUNDATION  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 125.

STATEMENT 10

GENE & NEDDIE MAE ELKUS FAMILY FOUNDATION . 31-1487336  
FORM. 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME: YOUTH ROOTS  
RELATIONSHIP: NONE  
PURPOSE OF GRANT: GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT: 501(C) (3)  
AMOUNT OF GRANT PAID ..... 225.

RECIPIENT NAME: THE BOY'S AND GIRL'S CLUB  
RELATIONSHIP: NONE  
PURPOSE OF GRANT: GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT: 501(C) (3)  
AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME: CINCINNATI CHILDREN'S HOSPITAL  
RELATIONSHIP: NONE  
PURPOSE OF GRANT: GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT: 501(C) (3)  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME: UNITED STATES HOLOCAUST MEMORIAL  
CENTER  
RELATIONSHIP: NONE  
PURPOSE OF GRANT: CHARITABLE  
FOUNDATION STATUS OF RECIPIENT: 501(C) (3)  
AMOUNT OF GRANT PAID ..... 5,000.

STATEMENT 11

GENE & NEDDIE MAE ELKUS FAMILY FOUNDATION .  
FORM. 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

31-1487336

=====

RECIPIENT NAME:  
MEMORIAL SLOAN-KETTERING  
CANCER CENTER  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
JEWISH FEDERATION OF CINCINNATI  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
ISAAC M WISE TEMPLE  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
HEBREW UNION COLLEGE  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 1,000.

STATEMENT 12

GENE & NEDDIE MAE ELKUS FAMILY FOUNDATION . 31-1487336  
FORM. 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
AMERICAN JEWISH COMMITTEE  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 1,500.

RECIPIENT NAME:  
CHILDREN'S HOSPITAL COLORADO  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
RICHARD A ELKUS MD EXCELLENCE IN  
GIONCOLOGY ENDOWMENT  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 21,616.

TOTAL GRANTS PAID: 41,229.  
=====

STATEMENT 13

**SCHEDULE D**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

OMB No 1545-0092

► Attach to Form 1041, Form 5227, or Form 990-T.  
► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.  
► Information about Schedule D and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

**2013**

Name of estate or trust

GENE & NEDDIE MAE ELKUS FAMILY FOUNDATION

Employer identification number

31-1487336

Note: Form 5227 filers need to complete only Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>1a</b> Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
<b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .				
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .	31,843.	33,638.		-1,795.
<b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .			4	
<b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .			5	
<b>6</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet . . . . .			6 ( )	
<b>7</b> Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back . . . . . ►			7	-1,795.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>8a</b> Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
<b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .				
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .	18,251.	25,996.		-7,745.
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .	171,265.	98,991.		72,274.
<b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .			11	
<b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .			12	
<b>13</b> Capital gain distributions . . . . .			13	236.
<b>14</b> Gain from Form 4797, Part I . . . . .			14	
<b>15</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet . . . . .			15 ( )	
<b>16</b> Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . . ►			16	64,765.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

JSA  
3F1210 1 000

<b>Part III Summary of Parts I and II</b>		<b>(1) Beneficiaries' (see instr.)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
<b>17</b>	<b>Net short-term gain or (loss)</b>	<b>17</b>		<b>-1,795.</b>
<b>18</b>	<b>Net long-term gain or (loss):</b>	<b>18a</b>		<b>64,765.</b>
a	Total for year	<b>18b</b>		<b>23.</b>
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	<b>18c</b>		<b>9,079.</b>
c	28% rate gain	<b>19</b>		<b>62,970.</b>
<b>19</b>	<b>Total net gain or (loss). Combine lines 17 and 18a.</b>			

**Note:** If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

#### Part IV Capital Loss Limitation

<b>20</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	<b>20</b>	( )
a	The loss on line 19, column (3) or b \$3,000		

**Note:** If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

#### Part V Tax Computation Using Maximum Capital Gains Rates

**Form 1041 filers.** Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

<b>21</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	<b>21</b>	
<b>22</b>	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	<b>22</b>	
<b>23</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T).	<b>23</b>	
<b>24</b>	Add lines 22 and 23.	<b>24</b>	
<b>25</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-.	<b>25</b>	
<b>26</b>	Subtract line 25 from line 24. If zero or less, enter -0-	<b>26</b>	
<b>27</b>	Subtract line 26 from line 21. If zero or less, enter -0-	<b>27</b>	
<b>28</b>	Enter the smaller of the amount on line 21 or \$2,450	<b>28</b>	
<b>29</b>	Enter the smaller of the amount on line 27 or line 28	<b>29</b>	
<b>30</b>	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ►	<b>30</b>	
<b>31</b>	Enter the smaller of line 21 or line 26	<b>31</b>	
<b>32</b>	Subtract line 30 from line 26	<b>32</b>	
<b>33</b>	Enter the smaller of line 21 or \$11,950	<b>33</b>	
<b>34</b>	Add lines 27 and 30	<b>34</b>	
<b>35</b>	Subtract line 34 from line 33. If zero or less, enter -0-	<b>35</b>	
<b>36</b>	Enter the smaller of line 32 or line 35	<b>36</b>	
<b>37</b>	Multiply line 36 by 15% ►	<b>37</b>	
<b>38</b>	Enter the amount from line 31	<b>38</b>	
<b>39</b>	Add lines 30 and 36	<b>39</b>	
<b>40</b>	Subtract line 39 from line 38. If zero or less, enter -0-	<b>40</b>	
<b>41</b>	Multiply line 40 by 20% ►	<b>41</b>	
<b>42</b>	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	<b>42</b>	
<b>43</b>	Add lines 37, 41, and 42	<b>43</b>	
<b>44</b>	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	<b>44</b>	
<b>45</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ►	<b>45</b>	

Department of the Treasury  
Internal Revenue Service

► Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://www.irs.gov/form8949).

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

**Name(s) shown on return**

GENE & NEDDIE MAE ELKUS FAMILY FOUNDATION

**Social security number or taxpayer identification number**

31-1487336

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

**Part I** **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

**Note.** You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

**You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.**

For one or more of the boxes, complete as many forms with the same box checked as you need.

(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)  
 (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS  
 (C) Short-term transactions not reported to you on Form 1099-B

**2 Totals.** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

31,843. 33,638. -1,795.

**Note.** If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

**For Paperwork Reduction Act Notice, see your tax return instructions.**

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Form 8949 (2013)

**Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)**

**Social security number or taxpayer identification number**

GENE & NEDDIE MAE ELKUS FAMILY FOUNDATION

31-1487336

**Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.**

**Part II** **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

**Note.** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

**You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.**

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)  
 (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS  
 (F) Long-term transactions not reported to you on Form 1099-B

**2 Totals.** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked). ►

171,265. 98,991

72,274.

**Note.** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (a) to correct the basis. See *Column (a)* in the separate instructions for how to figure the amount of the adjustment.

**Reconstruct Account Holdings As Of 12/31/2013**

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date	
018490102	ALLERGAN, INC	330,0000	27,655.42	111.08	36,056.40	12/31/2013	
018581108	ALLIANCE DATA SYSTEMS	135,0000	11,054.78	262.93	35,495.55	12/31/2013	
022095103	ALTRIA GROUP INCORPORATED	840,0000	12,550.09	38.39	32,247.60	12/31/2013	
02319V103	AMBEV S.A.	2,850,0000	18,932.92	7.35	20,947.50	12/31/2013	
025816109	AMERICAN EXPRESS CO	470,0000	24,068.57	90.73	42,643.10	12/31/2013	
037833100	APPLE, INC.	55,0000	25,574.75	561.02	30,856.10	12/31/2013	
05534B760	BCE CONSOLIDATED	770,0000	23,632.46	43.29	33,333.30	12/31/2013	
055630107	BP PRUDOE BAY	260,0000	19,738.47	79.63	20,703.80	12/31/2013	
073302101	B/E AEROSPACE INC	390,0000	24,402.42	87.03	33,941.70	12/31/2013	
097023105	BOEING COMPANY	230,0000	30,729.77	136.49	31,392.70	12/31/2013	
253368103	DIGITAL RLTY TR INC	COM	350,0000	24,418.91	49.12	17,192.00	12/31/2013
254587106	WALT DISNEY COMPANY		570,0000	28,402.87	78.40	43,548.00	12/31/2013
263534109	DU PONT E.I. DE NEMOURS & CO COM		470,0000	26,113.78	64.97	30,535.90	12/31/2013
26875P101	EOG RES INC	COM	220,0000	29,339.82	167.84	36,924.80	12/31/2013
278865100	ECOLAB INC	COM	290,0000	24,441.49	104.27	30,238.30	12/31/2013
30219G108	EXPRESS SCRIPTS HLDG C		640,0000	20,554.98	70.24	44,953.60	12/31/2013
366561107	GARTNER, INC		600,0000	15,892.32	71.05	42,630.00	12/31/2013
372460105	GENUINE PARTS		490,0000	26,420.93	83.19	40,763.10	12/31/2013
38259P508	GOOGLE INC.		25,0000	16,226.96	1,120.71	28,017.75	12/31/2013
404280406	HSBC HLDGS PLS SPONSORED	ADR NEW	430,0000	22,652.36	55.13	23,705.90	12/31/2013
459200101	INTERNATIONAL BUSINESS MACHS COM		120,0000	24,821.99	187.57	22,508.40	12/31/2013
464287556	BIOTECHNOLOGY EXCHANGE	TRADED FD	170,0000	29,921.66	227.06	38,600.20	12/31/2013
553394195	MGA ASSET INCOME CASH		6,363,0100	6,363.01	1.00	6,363.01	12/05/2013
554394194	MGA ASSET PRINCIPAL CASH		19,413,5500	19,413.55	1.00	19,413.55	12/05/2013
64118Q107	NETSUITE INC		280,0000	24,605.78	103.02	28,845.60	12/31/2013
675232102	OCEANEERING INTL INC	COM	400,0000	28,714.57	78.88	31,552.00	12/31/2013
706327103	PEMBINA PIPELINE CORP		658,0000	18,996.85	35.23	23,181.34	12/31/2013
717081103	PFIZER INC	COM	1,100,0000	26,212.89	30.63	33,693.00	12/31/2013

### Reconstruct Account Holdings As Of 12/31/2013

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
741503403	PRICELINE.COM	25.0000	2,864.69	1,162.40	29,060.00	12/31/2013
745867101	PULTE GROUP INC.	1,170.0000	24,438.49	20.37	23,832.90	12/31/2013
754730109	RAYMOND JAMES FINANCIAL INC COM	570.0000	22,334.31	52.19	29,748.30	12/31/2013
78464A698	SPDR SERIES TRUST S&P REGI BKG	790.0000	22,274.92	40.61	32,081.90	12/31/2013
872540109	TJX COMPANIES	630 0000	14,522.22	63.73	40,149.90	12/31/2013
929236107	WD-40	450 0000	17,496.68	74.68	33,606.00	12/31/2013
<b>Total Securities</b>		<b>42,554.5600</b>	<b>735,875.68</b>		<b>1,049,363.20</b>	
<b>Income Cash</b>			<b>0.00</b>		<b>0.00</b>	
<b>Principal Cash</b>			<b>0.00</b>		<b>0.00</b>	
<b>TOTAL</b>			<b>735,875.68</b>		<b>1,049,363.20</b>	

## FEDERAL CAPITAL GAIN DISTRIBUTIONS

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## LONG-TERM CAPITAL GAIN DISTRIBUTIONS

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## 15% RATE CAPITAL GAIN DISTRIBUTIONS

DIGITAL RLTY TR INC COM	46.00
	167.00
TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS	213.00
TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS	213.00

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