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Form **990-PF**

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

OMB No 1545-0052

2014

Department of the Treasury
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

| | | | | |
|---|-------------------------------|---|--|--|
| Name of foundation ELIAS FOUNDATION | | | A Employer identification number 13-4092287 | |
| Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31 | | Room/suite | B Telephone number (see instructions) 609-274-6834 | |
| City or town PENNINGTON | State NJ | ZIP code 08534-1501 | C If exemption application is pending, check here <input type="checkbox"/> | |
| Foreign country name | Foreign province/state/county | Foreign postal code | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> | |
| G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 7,568,661 | | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis) | | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 115,472 | 115,285 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 2,068,449 | | | |
| | b Gross sales price for all assets on line 6a 3,370,620 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 2,068,449 | | |
| | 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) | -14,791 | | | | |
| 12 Total. Add lines 1 through 11 | 2,169,130 | 2,183,734 | 0 | | |
| 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) | 500 | | | 500 |
| | b Accounting fees (attach schedule) | 250 | | | 250 |
| | c Other professional fees (attach schedule) | 88,992 | 53,395 | | 35,597 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 56,813 | 1,172 | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | 1,165 | | | 1,165 |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 3,311 | 2,225 | | 1,086 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 151,031 | 56,792 | 0 | 38,598 |
| | 25 Contributions, gifts, grants paid | 1,275,827 | | | 1,275,827 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 1,426,858 | 56,792 | 0 | 1,314,425 | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | 742,272 | | | | |
| b Net investment income (if negative, enter -0-) | | 2,126,942 | | | |
| c Adjusted net income (if negative, enter -0-) | | | 0 | | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | | |
|-----------------------------|--|---|----------------|-----------------------|-----------|
| | | Beginning of year | End of year | | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | |
| Assets | 1 | Cash—non-interest-bearing | 97,702 | 524 | 524 |
| | 2 | Savings and temporary cash investments | 471,186 | 1,339,883 | 1,339,883 |
| | 3 | Accounts receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments—U.S. and state government obligations (attach schedule) | 293,779 | 293,419 | 310,586 |
| | b | Investments—corporate stock (attach schedule) | 3,576,808 | 3,635,882 | 4,939,951 |
| | 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) | 957,412 | 848,318 | 896,539 | |
| 14 | Land, buildings, and equipment basis ▶ | | | | |
| | Less accumulated depreciation (attach schedule) ▶ | 81,178 | 81,178 | 81,178 | |
| 15 | Other assets (describe ▶) | | | | |
| 16 | Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) | 5,478,065 | 6,199,204 | 7,568,661 | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0 | 0 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | | |
| | and complete lines 27 through 31. | | | | |
| 27 | Capital stock, trust principal, or current funds | 5,478,065 | 6,199,204 | | |
| 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) | 5,478,065 | 6,199,204 | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 5,478,065 | 6,199,204 | | |

| 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 | 5,478,065 |
| 2 | Enter amount from Part I, line 27a | 2 | 742,272 |
| 3 | Other increases not included in line 2 (itemize) ▶ See Attached Statement | 3 | 38,147 |
| 4 | Add lines 1, 2, and 3 | 4 | 6,258,484 |
| 5 | Decreases not included in line 2 (itemize) ▶ See Attached Statement | 5 | 59,280 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 6,199,204 |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|---|--|----------------------------------|
| 1a See Attached Statement | | | | |
| b See Attached Statement | | | | |
| c See Attached Statement | | | | |
| d See Attached Statement | | | | |
| e See Attached Statement | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a | | | 0 | |
| b | | | 0 | |
| c | | | 0 | |
| d | | | 0 | |
| e | | | 0 | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | |
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | | |
| a | | | 0 | |
| b | | | 0 | |
| c | | | 0 | |
| d | | | 0 | |
| e | | | 0 | |
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | 2 | 2,068,449 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 } | | 3 | 0 |

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

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|--|--|--|---|
| 2013 | 998,261 | 6,738,467 | 0.148144 |
| 2012 | 694,510 | 5,676,174 | 0.122355 |
| 2011 | 547,953 | 4,702,411 | 0.116526 |
| 2010 | 586,266 | 3,829,251 | 0.153102 |
| 2009 | 747,533 | 3,250,255 | 0.229992 |
| 2 | Total of line 1, column (d) | | 0.770119 |
| 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 | | 0.154024 |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | | 7,967,694 |
| 5 | Multiply line 4 by line 3 | | 1,227,216 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | | 21,269 |
| 7 | Add lines 5 and 6 | | 1,248,485 |
| 8 | Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions | | 1,314,425 |

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

| | | | |
|-----------|--|-----------|--------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 21,269 |
| 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 | 21,269 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | |
| 5 | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | 5 | 21,269 |
| 6 | Credits/Payments | | |
| a | 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a | 55,241 |
| b | Exempt foreign organizations—tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 55,241 |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0 |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 33,972 |
| 11 | Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded | 11 | 33,972 |

Part VII-A Statements Regarding Activities

| | Yes | No |
|-----------|-----|----|
| 1a | | X |
| b | | X |
| c | | X |
| d | | |
| e | | |
| 2 | | X |
| 3 | | X |
| 4a | | X |
| 4b | N/A | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8a | | |
| 8b | X | |
| 9 | | X |
| 10 | | X |

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|---|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ WWW.ELIASFOUNDATION.ORG | 13 | X | |
| 14 | The books are in care of ▶ US Trust, A Division of Bank of America, N.A Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here, and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 | | | |
| 16 | At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ▶ | 16 | Yes | No X |

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

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

| | | Yes | No |
|-----|--|-----|-----|
| 1a | During the year did the foundation (either directly or indirectly) | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | 1b | X |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? | 1c | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a | At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) | 2b | N/A |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2014 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 2014) | 3b | N/A |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? | 4b | X |

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

- 5a During the year did the foundation pay or incur any amount to
 - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here Yes No
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

| | | |
|----|-----|---|
| | | |
| 5b | | X |
| | | |
| 6b | | X |
| | | |
| 7b | N/A | |

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|------------------------|---|---|---|---------------------------------------|
| See Attached Statement | 00 | 0 | | |
| | 00 | 0 | | |
| | 00 | 0 | | |
| | 00 | 0 | | |

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

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

Total number of other employees paid over \$50,000 ▶ 0

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | ▶ 0 |

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

| | Expenses |
|--------|----------|
| 1 NONE | |
| 2 | |
| 3 | |
| 4 | |

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

| | Amount | |
|--|--------|-----|
| 1 NONE | | |
| 2 | | |
| All other program-related investments See instructions | | |
| 3 NONE | | |
| Total. Add lines 1 through 3 | | ▶ 0 |

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

| | | | |
|----------|---|-----------|-----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities | 1a | 6,479,892 |
| b | Average of monthly cash balances | 1b | 1,609,137 |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 8,089,029 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 8,089,029 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 121,335 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 7,967,694 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 398,385 |

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 | 398,385 |
| 2a | Tax on investment income for 2014 from Part VI, line 5 | 2a | 21,269 |
| b | Income tax for 2014 (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 21,269 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 377,116 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 377,116 |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 377,116 |

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 | 1,314,425 |
| b | Program-related investments—total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,314,425 |
| 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 | 21,269 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,293,156 |

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 2013 | (c) 2013 | (d) 2014 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7 | | | | 377,116 |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only | | | 0 | |
| b Total for prior years 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2014 | | | | |
| a From 2009 | 595,304 | | | |
| b From 2010 | 404,348 | | | |
| c From 2011 | 330,230 | | | |
| d From 2012 | 437,597 | | | |
| e From 2013 | 685,322 | | | |
| f Total of lines 3a through e | 2,452,801 | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4. ▶ \$ 1,314,425 | | | | |
| a Applied to 2013, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required—see instructions) | | | | |
| c Treated as distributions out of corpus (Election required—see instructions) | | | | |
| d Applied to 2014 distributable amount | | | | 377,116 |
| e Remaining amount distributed out of corpus | 937,309 | | | |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 3,390,110 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | 0 | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | | | |
| e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions | | | | 0 |
| f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions) | | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) | 595,304 | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 2,794,806 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2010 | 404,348 | | | |
| b Excess from 2011 | 330,230 | | | |
| c Excess from 2012 | 437,597 | | | |
| d Excess from 2013 | 685,322 | | | |
| e Excess from 2014 | 937,309 | | | |

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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 | | | | (e) Total |
|--|----------|----------|----------|----------|-----------|
| | (a) 2014 | (b) 2013 | (c) 2012 | (d) 2011 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | 0 |
| b 85% of line 2a | | | | | 0 |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | 0 |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | 0 |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | 0 |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test—enter: | | | | | |
| (1) Value of all assets | | | | | 0 |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | 0 |
| b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | 0 |
| c "Support" alternative test—enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | 0 |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | 0 |
| (3) Largest amount of support from an exempt organization | | | | | 0 |
| (4) Gross investment income | | | | | 0 |

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

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

JACQUELINE MANN JAMES E MANN

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

- c** Any submission deadlines

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

Part XV Supplementary Information (continued)

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|-----------------------|
| Name and address (home or business) | | | | |
| <p>a <i>Paid during the year</i> See Attached Statement</p> | | | | |
| Total | | | | ▶ 3a 1,275,827 |
| <p>b <i>Approved for future payment</i> NONE</p> | | | | |
| Total | | | | ▶ 3b 0 |

ELIAS FOUNDATION

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

Recipient(s) paid during the year

Name

SEE ATTACHED

Street

| | | | |
|------|-------|----------|-----------------|
| City | State | Zip Code | Foreign Country |
|------|-------|----------|-----------------|

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

| | |
|-------------------------------|-----------|
| Purpose of grant/contribution | Amount |
| | 1,275,827 |

Name

Street

| | | | |
|------|-------|----------|-----------------|
| City | State | Zip Code | Foreign Country |
|------|-------|----------|-----------------|

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

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

Name

Street

| | | | |
|------|-------|----------|-----------------|
| City | State | Zip Code | Foreign Country |
|------|-------|----------|-----------------|

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

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

Name

Street

| | | | |
|------|-------|----------|-----------------|
| City | State | Zip Code | Foreign Country |
|------|-------|----------|-----------------|

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

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

Name

Street

| | | | |
|------|-------|----------|-----------------|
| City | State | Zip Code | Foreign Country |
|------|-------|----------|-----------------|

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

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

Name

Street

| | | | |
|------|-------|----------|-----------------|
| City | State | Zip Code | Foreign Country |
|------|-------|----------|-----------------|

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

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

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

| | | -14,791 | 0 | 0 |
|-------------|--------------------------------|--------------------------------------|--------------------------|------------------------|
| Description | | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income |
| 1 | OTHER INCOME FROM PARTNERSHIPS | -14,791 | | |
| 2 | | | | |

Part I, Line 16a (990-PF) - Legal Fees

| | | 500 | 0 | 0 | 500 |
|-------------|------------|--------------------------------|-----------------------|---------------------|---|
| Description | | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes (Cash Basis Only) |
| 1 | LEGAL FEES | 500 | | | 500 |

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

| | | 250 | 0 | 0 | 250 |
|-------------|---------------|--------------------------------|-----------------------|---------------------|---|
| Description | | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes (Cash Basis Only) |
| 1 | TAX PREP FEES | 250 | | | 250 |

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

| | | 88,992 | 53,395 | 0 | 35,597 |
|-------------|---------------------------|--------------------------------|-----------------------|---------------------|---|
| Description | | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes (Cash Basis Only) |
| 1 | US TRUST FEES AS AGENT | 63,515 | 38,109 | | 25,406 |
| 2 | ADVISING/ CONSULTING FEES | 25,477 | 15,286 | | 10,191 |

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

| | | 56,813 | 1,172 | 0 | 0 |
|-------------|---------------------------|--------------------------------------|--------------------------|------------------------|---|
| Description | | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
| 1 | FOREIGN TAX WITHHELD | 1,172 | 1,172 | | |
| 2 | PY EXCISE TAX DUE | 400 | | | |
| 3 | ESTIMATED EXCISE PAYMENTS | 55,241 | | | |

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

| | | 3,311 | 2,225 | 0 | 1,086 |
|-------------|------------------------|--------------------------------------|--------------------------|------------------------|---|
| Description | | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
| 1 | INVESTMENT FEES | 16 | 16 | | |
| 2 | PARTNERSHIP DEDUCTIONS | 2,209 | 2,209 | | |
| 3 | OTHER MISC FEES | 1,086 | | | 1,086 |

Part II, Line 10b (990-PF) - Investments - Corporate Stock

| | Description | Num Shares/ Face Value | Book Value Beg. of Year | Book Value End of Year | FMV Beg. of Year | FMV End of Year |
|----|------------------------------------|---------------------------|----------------------------|---------------------------|---------------------|--------------------|
| 1 | PY ENDING BOOK VALUE | | 3,576,808 | 3,635,882 | 0 | 4,939,951 |
| 2 | ABBOTT LABORATORIES | 0 | | 61,009 | | 90,040 |
| 3 | ABBVIE INC SHS | 0 | | 44,978 | | 91,616 |
| 4 | ALLERGAN INC COM | 0 | | 67,752 | | 170,072 |
| 5 | AMAZON COM INC | 0 | | 83,878 | | 108,622 |
| 6 | AMERICAN EXPRESS COMPANY | 0 | | 59,032 | | 93,040 |
| 7 | AMERICAN TOWER REIT INC | 0 | | 153,056 | | 197,700 |
| 8 | APPLE COMPUTER INC COM | 0 | | 131,229 | | 231,798 |
| 9 | BLACKSTONE GROUP LP | 0 | | 82,530 | | 152,235 |
| 10 | BOEING COMPANY | 0 | | 44,196 | | 77,988 |
| 11 | CELGENE CORP | 0 | | 26,046 | | 89,488 |
| 12 | CIENA CORP | 0 | | 106,560 | | 97,050 |
| 13 | CITIGROUP INC COM NEW | 0 | | 92,355 | | 108,220 |
| 14 | COCA-COLA CO USD | 0 | | 152,233 | | 168,880 |
| 15 | COLGATE PALMOLIVE CO COM | 0 | | 98,308 | | 138,380 |
| 16 | DISNEY (WALT) COMPANY HOLDING CO | 0 | | 63,407 | | 113,028 |
| 17 | EMC CORP(MASS) USD 0 01 | 0 | | 129,247 | | 148,700 |
| 18 | ECOLAB INC COM | 0 | | 115,119 | | 156,780 |
| 19 | ENTERPRISE PRODS PARTNERS L P | 0 | | 48,584 | | 108,360 |
| 20 | EXXON MOBIL CORP | 0 | | 86,095 | | 92,450 |
| 21 | FACEBOOK INC | 0 | | 79,847 | | 78,020 |
| 22 | GENERAL ELECTRIC CO | 0 | | 100,062 | | 126,350 |
| 23 | GILEAD SCIENCES INC | 0 | | 46,412 | | 188,520 |
| 24 | GOLDCORP INC NEW | 0 | | 131,079 | | 74,080 |
| 25 | GOOGLE INC | 0 | | 75,322 | | 106,132 |
| 26 | GOOGLE INC SHS CL C | 0 | | 75,081 | | 105,280 |
| 27 | HESS CORP | 0 | | 91,610 | | 73,820 |
| 28 | HONEYWELL INTL INC | 0 | | 35,894 | | 59,952 |
| 29 | ILLINOIS TOOL WORKS INC COM | 0 | | 27,583 | | 47,350 |
| 30 | KKR & CO L P DEL | 0 | | 105,783 | | 116,050 |
| 31 | ELI LILLY & CO COM | 0 | | 70,729 | | 103,485 |
| 32 | MGM MIRAGE | 0 | | 73,904 | | 106,900 |
| 33 | ORACLE CORPORATION | 0 | | 86,520 | | 112,425 |
| 34 | PEPSICO INC | 0 | | 87,838 | | 113,472 |
| 35 | PFIZER INC COM | 0 | | 113,553 | | 124,600 |
| 36 | PLAINS ALL AMERN PIPELINE L P UNIT | 0 | | 68,479 | | 102,640 |
| 37 | PRECISION CASTPARTS CORP CO | 0 | | 245,774 | | 240,880 |
| 38 | REGENCY ENERGY PARTNERS | 0 | | 110,896 | | 96,000 |
| 39 | SCHLUMBERGER LIMITED COM | 0 | | 79,073 | | 85,410 |
| 40 | STARBUCKS CORP COM | 0 | | 116,793 | | 123,075 |
| 41 | TIMKEN CO | 0 | | 66,837 | | 76,824 |
| 42 | TIMKENSTEEL CORP SHS | 0 | | 27,820 | | 33,327 |
| 43 | UBS AG REG | 0 | | 0 | | 107,856 |
| 44 | WAL MART STORES INC | 0 | | 73,379 | | 103,056 |

Part II, Line 13 (990-PF) - Investments - Other

| | Asset Description | Basis of Valuation | Book Value Beg. of Year | Book Value End of Year | 848,318 | 957,412 | 848,318 | 896,539 |
|---|---------------------------------|--------------------|-------------------------|------------------------|---------|---------|------------------------|-----------------|
| | | | | | | | Book Value End of Year | FMV End of Year |
| 1 | PY ENDING BOOK VALUE | | 957,412 | 0 | | | | |
| 2 | BLACKROCK FDS LOW DURATION PORT | | 0 | 199,805 | | | 199,805 | 200,000 |
| 3 | BLACKROCK GLOBAL | | 0 | 299,999 | | | 299,999 | 302,129 |
| 4 | LOOMIS SAYLES STRATEGIC | | 0 | 199,999 | | | 199,999 | 218,830 |
| 5 | VANGUARD EXTID MKT ETF | | 0 | 148,515 | | | 148,515 | 175,580 |

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

| | 0 | 0 | 0 | 81,178 | 81,178 | 81,178 |
|--------------------------|---------------------|---------------------------------------|--------------------------------------|-------------------------|------------------------|-----------------|
| Asset Description | Cost or Other Basis | Accumulated Depreciation Beg. of Year | Accumulated Depreciation End of Year | Book Value Beg. of Year | Book Value End of Year | FMV End of Year |
| 1 PY ENDING BOOK VALUE | | | | 81,178 | 81,178 | 81,178 |

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

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

| | | | |
|---|--|---|--------|
| 1 | PURCHASE OF ACCRUED INTEREST C/O FROM PY | 1 | 147 |
| 2 | GRANTS WRITTEN IN 2014 CLEARED IN 2015 | 2 | 38,000 |
| 3 | Total | 3 | 38,147 |

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

| | | | |
|---|---|---|--------|
| 1 | BOND AMORTIZATION | 1 | 187 |
| 2 | COST BASIS ADJUSTMENT | 2 | 15,051 |
| 3 | CY LATE POSTING MUTUAL FUNDS | 3 | 760 |
| 4 | PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR | 4 | 298 |
| 5 | CHECKS WRITTEN IN 2013 CLEARED IN 2014 | 5 | 2,984 |
| 6 | GRANTS WRITTEN IN 2013, CLEARED IN 2014 | 6 | 40,000 |
| 7 | Total | 7 | 59,280 |

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

| | <u>Date</u> | <u>1</u> | <u>Amount</u> |
|--|-------------------|----------|---------------|
| 1 Credit from prior year return | | 1 | |
| 2 First quarter estimated tax payment | <u>5/14/2014</u> | 2 | <u>35,648</u> |
| 3 Second quarter estimated tax payment | <u>6/12/2014</u> | 3 | <u>13,058</u> |
| 4 Third quarter estimated tax payment | | 4 | |
| 5 Fourth quarter estimated tax payment | <u>12/12/2014</u> | 5 | <u>6,535</u> |
| 6 Other payments | | 6 | |
| 7 Total | | 7 | <u>55,241</u> |