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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

Department of the Treasury  
Internal Revenue Service

- Do not enter social security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation <b>TR NELL W ELKIN &amp; WM ELKIN FD</b>			A Employer identification number <b>58-1378819</b>																																																																																																																																																																																																																			
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 1908</b>			Room/suite	B Telephone number (see instructions) <b>(404) 813-9304</b>																																																																																																																																																																																																																		
City or town <b>ORLANDO</b>		State <b>FL</b>	ZIP code <b>32802-1908</b>																																																																																																																																																																																																																			
Foreign country name		Foreign province/state/county	Foreign postal code																																																																																																																																																																																																																			
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change																																																																																																																																																																																																																						
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation																																																																																																																																																																																																																						
Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>5,100,147</b>		<b>J</b> Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____																																																																																																																																																																																																																				
<b>Part I</b> 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))																																																																																																																																																																																																																						
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For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2014)

ORNL P

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	131,182	65,166	65,166
	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)			
	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)	4,013,216	4,106,350	5,034,981
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► )			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	4,144,398	4,171,516	5,100,147
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 ► )	0	0	
Net Assets or Fund Balances	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	4,144,398	4,171,516	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	4,144,398	4,171,516	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	4,144,398	4,171,516	

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

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,144,398
2	Enter amount from Part I, line 27a	2	28,009
3	Other increases not included in line 2 (itemize) ► <b>FEDERAL EXCISE TAX REFUND</b>	3	71
4	Add lines 1, 2, and 3	4	4,172,478
5	Decreases not included in line 2 (itemize) ► <b>RETURN OF CAPITAL ADJUSTMENT</b>	5	962
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,171,516

**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</b>	See Attached Statement			
<b>b</b>	See Attached Statement			
<b>c</b>	See Attached Statement			
<b>d</b>	See Attached Statement			
<b>e</b>	See Attached Statement			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) 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	133,176
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	131,937	4,642,470	0.028420
2012	145,764	4,298,402	0.033911
2011	206,911	4,197,306	0.049296
2010	345,599	4,074,788	0.084814
2009	198,407	3,647,882	0.054390

- 2 Total of line 1, column (d) 2 0.250831
- 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.050166
- 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 4 5,020,193
- 5 Multiply line 4 by line 3 5 251,843
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2,168
- 7 Add lines 5 and 6 7 254,011
- 8 Enter qualifying distributions from Part XII, line 4 8 186,100
- 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 ►  and enter "N/A" on line 1  
Date of ruling or determination letter \_\_\_\_\_ (attach copy of letter if necessary—see instructions)
- 1 4,336
- b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b
- 2 0
- c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)
- 3 4,336
- 4 4,336
- 5 4,336
- 6 Credits/Payments
- a 2014 estimated tax payments and 2013 overpayment credited to 2014 6a 3,619
- 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 3,619
- 8 Enter any **penalty** for underpayment of estimated tax Check here  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** ► 9 717
- 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ► 10 0
- 11 Enter the amount of line 10 to be **Credited to 2015 estimated tax** ► Refunded ► 11 0

**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? 1a Yes X
- b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 1b Yes X
- 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*
- c Did the foundation file Form 1120-POL for this year? 1c Yes 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?  
*If "Yes," attach a detailed description of the activities* 2 Yes X
- 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* 3 Yes X
- 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a Yes X
- b If "Yes," has it filed a tax return on Form 990-T for this year? 4b N/A
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T* 5 Yes 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? 6 Yes X
- 7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XIV* 7 Yes X
- 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► GA  
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* 8b Yes 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV* 9 Yes X
- 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* 10 Yes 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

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

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13

Website address ► N/A

14 The books are in care of ► SUNTRUST BANK Telephone no ► (404) 813-9304  
Located at ► P.O. BOX 1908 ORLANDO FL ZIP+4 ► 32802-1908

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

16 At any time during calendar year 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? 16  Yes  No X

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 ►

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

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

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  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)?  Yes  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)  Yes  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 ► 1b

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

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?  Yes  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?  Yes  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	<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 4945(d)(4)(A)? (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 <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53 4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		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				
<b>Total number of other employees paid over \$50,000</b>		►		

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		►

**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	
<b>Total. Add lines 1 through 3</b>		► 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	5,004,513
b	Average of monthly cash balances	1b	92,130
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	5,096,643
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	5,096,643
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	76,450
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,020,193
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	251,010

**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	251,010
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4,336
b	Income tax for 2014 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	4,336
3	Distributable amount before adjustments Subtract line 2c from line 1	3	246,674
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	246,674
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	246,674

**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	186,100
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	186,100
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	186,100

**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				246,674
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			161,740	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 186,100				
a Applied to 2013, but not more than line 2a			161,740	
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				
e Remaining amount distributed out of corpus				
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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				222,314
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)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				



**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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b> See Attached Statement				
<b>Total</b>				► 3a 172,500
<b>b Approved for future payment</b> NONE				
<b>Total</b>				► 3b 0

Part XVI-A | Analysis of Income-Producing Activities

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	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate			14	96,597	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	133,176	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		229,773	0
13 Total. Add line 12, columns (b), (d), and (e)			13		229,773

**Part XVI-B: Relationship of Activities to the Accomplishment of Event Purpose**



TR NELL W ELKIN &amp; WM ELKIN FD

58-1378819 Page 1 of 2

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

SUSAN G KOMEN FOR THE CURE

**Street**

4840 ROSWELL RD BLDG D, SUITE 100

City ATLANTA	State GA	Zip Code 30342	Foreign Country
-----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 25,000
--	------------------

**Name**

GA SOCIETY TO PREVENT BLINDNESS

**Street**

739 WEST PEACHTREE ST, STE 200

City ATLANTA	State GA	Zip Code 30308	Foreign Country
-----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 37,500
--	------------------

**Name**

CAMP TWIN LAKES

**Street**

600 MEANS STREET SUITE 110

City ATLANTA	State GA	Zip Code 30318	Foreign Country
-----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 30,000
--	------------------

**Name**

AMERICAN HEART ASSOCIATION

**Street**

1101 NORTHCCHASE PARKWAY SUITE 1

City MARIETTA	State GA	Zip Code 30067	Foreign Country
------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 20,000
--	------------------

**Name**

FOUNDATION OF WESLEY WOOD INC

**Street**

1817 CLIFTON ROAD NE

City ATLANTA	State GA	Zip Code 30329	Foreign Country
-----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 25,000
--	------------------

**Name**

ADVOCATES FOR CHILDREN

**Street**

49 MONROE CROSSING NE

City CARTERSVILLE	State GA	Zip Code 30120	Foreign Country
----------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 10,000
--	------------------

TR NELL W ELKIN &amp; WM ELKIN FD

58-1378819 Page 2 of 2

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

ARTHRITIS FOUNDATION INC

**Street**

1330 WEST PEACHTREE STREET

City ATLANTA	State GA	Zip Code 30357	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 25,000
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**Name****Street**

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

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

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

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

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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## Part I. Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales	Cost or Other Basis	Depreciation	Adjustments	Net Gain or Loss	
												1,063,224	133,176
	Long Term CG Distributions	Amount	61,270					0	0				0
	Short Term CG Distributions												
1	X ABSOLUTE STRATEGIES FUN	34984T600			5/1/2013		10/29/2014	116,096	117,549			0	-1,453
2	X iSHARES DJ SELECT DIVIDEN	464287168			7/18/2011		2/3/2014	260,302	199,805			0	60,497
3	X iSHARES DJ SELECT DIVIDEN	464287168			8/8/2011		2/3/2014	7,968	5,591			0	2,377
4	X iSHARES DJ SELECT DIVIDEN	464287168			10/18/2011		2/3/2014	9,671	7,125			0	2,546
5	X iSHARES RUSSELL 1000 GRO	464287536			3/11/2013		11/4/2014	52,705	41,813			0	10,892
6	X iSHARES BARCLAYS MBS BO	464288568			1/15/2010		11/4/2014	50,739	27,472			0	23,267
7	X iSHARES BARCLAYS MBS BO	464288568			3/11/2013		2/19/2014	15,430	15,575			0	-145
8	X iSHARES BARCLAYS MBS BO	464288568			5/28/2011		2/19/2014	34,158	34,329			0	-171
9	X iSHARES BARCLAYS MBS BO	464288568			5/28/2011		3/14/2014	69,243	69,513			0	-270
10	X MANNING & NAPIER WORLD	563821546			7/18/2011		11/4/2014	178,992	185,204			0	-16,212
11	X MANNING & NAPIER WORLD	563821545			8/6/2011		11/4/2014	4,619	4,550			0	-289
12	X MANNING & NAPIER WORLD	563821545			9/15/2011		11/4/2014	1,301	1,210			0	91
13	X ABSOLUTE STRATEGIES FUN	34984T600			4/17/2013		9/16/2014	115,060	116,500			0	-1,440
14	X ABSOLUTE STRATEGIES FUN				5/1/2013		9/1/2014	940	951			0	-11
15	X MANNING & NAPIER WORLD	563821545			10/18/2011		11/4/2014	29,518	27,650			0	1,868
16	X MANNING & NAPIER WORLD	563821545			12/16/2013		11/4/2014	2,485	2,698			0	-213
17	X MANNING & NAPIER WORLD	563821545			9/15/2014		11/4/2014	6,293	6,941			0	-648
18	X MANNING & NAPIER WORLD	563821545			11/19/2012		11/4/2014	30,592	28,049			0	2,543
19	X COPPENHEIMER DEVELOPING	683974505			11/19/2012		11/4/2014	37,386	31,809			0	5,577
20	X COPPENHEIMER DEVELOPING	683974505			12/6/2013		11/4/2014	1,591	1,520			0	71
21	X COPPENHEIMER DEVELOPING	683974505			2/6/2012		11/4/2014	33,522	28,141			0	5,381
22	X PIMCO EMERGING LOCAL BO	72201F516			8/6/2012		12/17/2014	71,941	93,472			0	-21,531
23	X PIMCO EMERGING LOCAL BO	72201F516			3/11/2013		12/17/2014	4,378	5,751			0	-1,379

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	2,500			2,500

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

		4,564	826	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	826	826		
2	PY EXCISE TAX DUE	119			
3	ESTIMATED EXCISE PAYMENTS	3,619			

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

				4,013,216	4,106,350	5,034,981
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV	End of Year
1				0	0	5,034,981
2				85,961		0
3	BLACKSTONE ALT MULTI-STRAT-I		0	232,892		0
4	BRANDES INTL S/C EQUITY-I		0	106,772		0
5	ADVISORS CAMBIAR SMALL CAP-I		0	116,151		0
6	DFA INTL CORE EQUITY-I		0	207,000		0
7	DOUBLELINE TOTAL RETURN BD-I		0	252,791		0
8	EATON VANCE ATLANTA CAP SMID-CAP-		0	180,111		0
9	SHARES BARCLAYS 3-7 YR TREAS BD ET		0	239,356		0
10	SHARES BARCLAYS MBS BD ETF		0	117,638		0
11	SHARES IBOXX INV GRADE CORP BD ET		0	185,760		0
12	SHARES TR RUSSELL 1000 GROWTH IND		0	516,870		0
13	SHARES TR RUSSELL 1000 VALUE INDEX		0	615,021		0
14	MANNING & NAPIER WORLD OPTYS-A		0	197,624		0
15	NEUBERGER BERMAN HIGH INCOME BD-		0	121,618		0
16	OPPENHEIMER DEVELOPING MKTS INST		0	220,585		0
17	T ROWE PRICE DIVRSFD SMALLCAP GRO		0	107,534		0
18	TEMPLETON GLOBAL BD-ADV		0	74,000		0
19	VANGUARD INSTL INDEX-I		0	280,300		0
20	WASATCH LONG/SHORT-I		0	248,366		0

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

Amount		Long Term CG Distributions										Short Term CG Distributions											
		6,1270		0		1,135,130		0		0		0		0		1,063,224		0		71,906		0	
Description of Property Sold		CUSIP #		Acquisition Method		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expenses of Sale		FMV as of 12/31/13		Adjusted Basis as of 12/31/13		Excess of FMV Over Adjusted Basis or Losses	
1	ABSOLUTE STRATEGIES FUND I	349847600		5/1/2013	10/29/2014	116,096								0	117,549		-1,453	0	0		0	0	-1,453
2	ISHARES D SELECT DIVIDEND ETF	464287168		7/16/2011	2/3/2014			260,302		7,968				0	199,805		60,487	0	0		0	0	-60,487
3	ISHARES D SELECT DIVIDEND ETF	464287168		8/8/2011	2/3/2014					9,671				0	5,581		2,377	0	0		0	0	-2,377
4	ISHARES D SELECT DIVIDEND ETF	464287158		10/19/2011	2/3/2014					52,705				0	7,125		2,546	0	0		0	0	-2,546
5	ISHARES RUSSELL 1,000 VALUE ETF	464287595		3/11/2013	1/14/2014					50,739				0	41,813		10,892	0	0		0	0	-10,892
6	ISHARES RUSSELL 1,000 GROWTH ETF	464287614		1/15/2010	1/14/2014					15,430				0	27,472		23,287	0	0		0	0	-23,287
7	ISHARES BARCLAYS MBS BOND ETF	464285588		3/11/2013	2/19/2014					0				0	15,575		145	0	0		0	0	-145
8	ISHARES BARCLAYS MBS BOND ETF	464285588		5/26/2011	2/19/2014	34,158				0				0	34,328		171	0	0		0	0	-171
9	ISHARES BARCLAYS MBS BOND ETF	464285588		5/26/2011	3/14/2014					69,243				0	69,513		0	0	0		0	0	-270
10	MANNING & NAPIER WORLD OPPOR	563921545		7/16/2011	1/14/2014			176,862					0	0	185,204		-16,212	0	0		0	0	-16,212
11	MANNING & NAPIER WORLD OPPOR	563921545		8/8/2011	1/14/2014			4,819					0	0	4,550		269	0	0		0	0	-269
12	MANNING & NAPIER WORLD OPPOR	563921545		9/15/2011	1/14/2014			1,301					0	0	1,210		61	0	0		0	0	-61
13	ABSOLUTE STRATEGIES FUND I	349847600		4/17/2013	9/16/2014	115,080				0				0	116,500		-1,440	0	0		0	0	-1,440
14	ABSOLUTE STRATEGIES FUND I	349847600		5/1/2013	9/16/2014	940				0				0	951		-11	0	0		0	0	-11
15	MANNING & NAPIER WORLD OPPOR	563921545		10/18/2011	1/14/2014	29,516				0				0	27,650		-1,868	0	0		0	0	-1,868
16	MANNING & NAPIER WORLD OPPOR	563921545		12/16/2013	1/14/2014			2,485					0	0	2,698		213	0	0		0	0	-213
17	MANNING & NAPIER WORLD OPPOR	563921545		9/15/2014	1/14/2014			6,239					0	0	6,941		-648	0	0		0	0	-648
18	MANNING & NAPIER WORLD OPPOR	563921545		11/19/2012	1/14/2014			30,592					0	0	28,048		2,543	0	0		0	0	-2,543
19	OPPENHEIMER DEVELOPING MKT-Y	683397455		11/19/2012	1/14/2014	37,398				0				0	31,808		5,577	0	0		0	0	-5,577
20	OPPENHEIMER DEVELOPING MKT-Y	683397455		12/26/2013	1/14/2014	1,581				0				0	1,520		71	0	0		0	0	-71
21	OPPENHEIMER DEVELOPING MKT-Y	683397455		2/6/2012	1/14/2014	33,522				0				0	28,141		5,381	0	0		0	0	-5,381
22	PIMCO EMERGING LOCAL BOND INST	722015156		8/6/2012	1/17/2014	71,941				0				0	93,472		-21,531	0	0		0	0	-21,531
23	PIMCO EMERGING LOCAL BOND INST	722015156		3/11/2013	1/17/2014	4,379				0				0	5,731		-1,370	0	0		0	0	-1,370

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	SUNTRUST BANKS, INC	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE AS REQD	22,200	22,200	0	0
2	JENNER WOOD		P O BOX 4655	ATLANTA	GA	30302		CHAIRMAN AS REQD				
3	JOHN GÉRAGHTY		P O BOX 30302	ATLANTA	GA	30302		DIST COMM AS REQD				
4	DAVE DIERKER		P O BOX 30302	ATLANTA	GA	30302		DIST COMM AS REQD				
5	KIRBY THOMPSON		P O BOX 4655	ATLANTA	GA	30302		SECRETARY AS REQD				

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	905
3 Second quarter estimated tax payment	3	905
4 Third quarter estimated tax payment	4	904
5 Fourth quarter estimated tax payment	5	905
6 Other payments	6	
7 Total	7	3,619

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2013 that remained undistributed at the beginning of the 2014 tax year	1	161,740
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
<b>10</b>	<b>Total</b>	<b>10</b>	<b>161,740</b>