

Form **990-PF**

**Return of Private Foundation**

OMB No 1545-0052

**2017**

Open to Public Inspection

Department of the Treasury Internal Revenue Service  
Do not enter social security numbers on this form as it may be public.  
Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation: **ELIAS FOUNDATION**

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: \_\_\_\_\_

City or town, state or province, country, and ZIP or foreign postal code: **PENNINGTON, NJ 08534-1501**

**A** Employer identification number: **13-4092287**

**B** Telephone number (see instructions): **609-274-6834**

**C** If exemption application is pending, check here  **6**

**D** 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here

**F** If the foundation is in a 60 month termination under section 507(b)(1)(B), check here

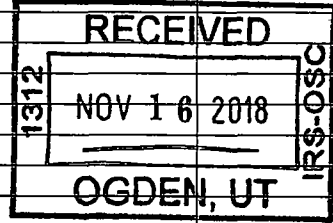
**G** Check all that apply:  
 Initial return  
 Final return  
 Address change  
 Initial return of a former public charity  
 Amended return  
 Name change

**H** Check type of organization:  Section 501(c)(3) exempt private foundation **04**  
 Section 4947(a)(1) nonexempt charitable trust  
 Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ **9,401,994**

**J** Accounting method  Cash  Accrual  
 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)
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	131,413.	131,413.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	591,883.			
b	Gross sales price for all assets on line 6a	2,089,251.			
7	Capital gain net income (from Part IV, line 2)		591,883.		
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)	4,972.	-22,344.		STMT 2
12	<b>Total.</b> Add lines 1 through 11	728,268.	700,952.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	99,205.	42,980.		56,225.
17	Interest				
18	Taxes (attach schedule) (see instructions)	19,544.	177.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	8,012.	NONE	NONE	8,012.
22	Printing and publications	174.	NONE	NONE	174.
23	Other expenses (attach schedule)	4,528.	243.		4,528.
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23.	131,463.	43,400.	NONE	68,939.
25	Contributions, gifts, grants paid	623,680.			623,680.
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	755,143.	43,400.	NONE	692,619.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-26,875.			
b	<b>Net investment income</b> (if negative, enter -0-)		657,552.		
c	<b>Adjusted net income</b> (if negative, enter -0-)				



ENVELOPE  
 POSTMARK DATE  
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SCANNED JAN 30 2019

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 . . . . .		63,487.	2.	2.
	2	Savings and temporary cash investments . . . . .		418,081.	841,703.	841,703.
	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) ▶ *			* 382,000.	STMT 6
		Less: allowance for doubtful accounts ▶ NONE		550,000.	382,000.	382,000.
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10a	Investments - US and state government obligations (attach schedule) . . . . .	STMT 7	100,659.	100,259.	101,441.
	b	Investments - corporate stock (attach schedule) . . . . .	STMT 8	3,617,789.	4,582,097.	6,906,633.
	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) . . . . .	STMT 10	1,523,425.	1,126,936.	1,170,215.	
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) . . . . .		6,273,441.	7,032,997.	9,401,994.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				NONE	
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 . . . . .		6,273,441.	7,032,997.	
	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) . . . . .		6,273,441.	7,032,997.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		6,273,441.	7,032,997.		

**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	6,273,441.
2	Enter amount from Part I, line 27a . . . . .	2	-26,875.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	896,203.
4	Add lines 1, 2, and 3 . . . . .	4	7,142,769.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	109,772.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	7,032,997.

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

(a) List and describe the kind(s) of property sold (for example, 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>1 a PUBLICLY TRADED SECURITIES</b>				
<b>b OTHER GAINS AND LOSSES</b>				
c				
d				
e				
(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 2,080,692.		1,497,368.	583,324.	
b 8,559.			8,559.	
c				
d				
e				
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			583,324.	
b			8,559.	
c				
d				
e				
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	591,883.
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	

**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 doesn't 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))
2016	558,238.	6,853,320.	0.081455
2015	900,282.	6,981,706.	0.128949
2014	1,293,156.	7,967,694.	0.162300
2013	998,261.	6,738,467.	0.148144
2012	694,510.	5,676,174.	0.122355
2 Total of line 1, column (d) . . . . .			2 0.643203
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years . . . . .			3 0.128641
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . . . .			4 8,693,870.
5 Multiply line 4 by line 3. . . . .			5 1,118,388.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 6,576.
7 Add lines 5 and 6 . . . . .			7 1,124,964.
8 Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 635,053.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	13,151.
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	NONE
3	Add lines 1 and 2 . . . . .	3	13,151.
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	13,151.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . .	6a	19,231.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	22,709.
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . . . .	7	41,940.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> 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	28,789.
11	Enter the amount of line 10 to be: <b>Credited to 2018 estimated tax</b> <input type="checkbox"/> 28,789. <b>Refunded</b> <input type="checkbox"/> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

**Part VII-A Statements Regarding Activities (continued)**

	Yes	No
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 . . . . .		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 . . . . .		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X	
14 The books are in care of ▶ <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ▶ <u>(609) 274-6834</u> Located at ▶ <u>1300 MERRILL LYNCH DRIVE, PENNINGTON, NJ</u> ZIP+4 ▶ <u>08534</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <u>15</u>		
16 At any time during calendar year 2017, 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? . . . . .		X
See the instructions for exceptions and filing requirements for FinCEN Form 114 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 . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance, check here . . . . . ▶ <input type="checkbox"/>	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 2017? . . . . .	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? . . . . . <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 2017 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 2017) . . . . .	3b	
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 2017?	4b	X

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

<b>5a</b>	During the year, did the foundation pay or incur any amount to		Yes	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 checked="" type="checkbox"/> Yes	<input 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>b</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. **SEE ATTACHED STATEMENT**		<b>5b</b>	X
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
<b>c</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
<b>6a</b>	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>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		<b>6b</b>	X
<b>7a</b>	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>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>7b</b>	

**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
JACQUELINE MANN 10 OLD ROAD LANE, MOUNT KISCO, NY 10549	PRESIDENT 7	-0-	-0-	-0-
JAMES E MANN 10 OLD ROAD LANE, MOUNT KISCO, NY 10549	SECRETARY 5	-0-	-0-	-0-
ALISON MANN C/O JJ MANN 10 OLD ROAD LANE, MOUNT KISCO, NY 10549	VICE PRESIDENT 5	-0-	-0-	-0-
ANASTASIA MANN C/O JJ MANN 10 OLD ROAD LANE, MOUNT KISCO, NY 10549	TREASURER 5	-0-	-0-	-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		NONE	NONE	NONE

**Total number of other employees paid over \$50,000** **NONE**

**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
SEE STATEMENT 14		
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 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 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	7,871,188.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	955,076.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	8,826,264.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	8,826,264.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	132,394.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	8,693,870.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	434,694.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	434,694.
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5 . . . . .	<b>2a</b>	13,151.
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	13,151.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	<b>3</b>	421,543.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	13,900.
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	435,443.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	435,443.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	635,053.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	635,053.
<b>5</b>	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 . . . . .	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	635,053.

**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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7 . . . . .				435,443.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only. . . . .			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012 . . . . .	437,597.			
b From 2013 . . . . .	685,322.			
c From 2014 . . . . .	937,309.			
d From 2015 . . . . .	564,278.			
e From 2016 . . . . .	180,802.			
f Total of lines 3a through e . . . . .	2,805,308.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>635,053.</u>				
a Applied to 2016, but not more than line 2a . . . . .			NONE	
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 2017 distributable amount . . . . .				435,443.
e Remaining amount distributed out of corpus . . . . .	199,610.			
5 Excess distributions carryover applied to 2017 (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	3,004,918.			
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 2016 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018. . . . .				NONE
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) . . . . .	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . . . .	437,597.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	2,567,321.			
10 Analysis of line 9				
a Excess from 2013 . . . . .	685,322.			
b Excess from 2014 . . . . .	937,309.			
c Excess from 2015 . . . . .	564,278.			
d Excess from 2016 . . . . .	180,802.			
e Excess from 2017 . . . . .	199,610.			

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 2017, 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)

Table with columns for Tax year (a) 2017, (b) 2016, (c) 2015, (d) 2014, and (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: Assets, Endowment, Support), and 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).)

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.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [X] 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed.

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

c Any submission deadlines.

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

**Part XV** Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	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
a <i>Paid during the year</i>  SEE STATEMENT 29				623,680.
<b>Total</b> ..... ▶ 3a				623,680.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ 3b				



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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
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.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (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: Signature of officer or trustee, Date, Title. May the IRS disclose this return with the preparer shown below? See instructions. Yes No

Paid Preparer Use Only section containing fields for Print/Type preparer's name, Preparer's signature, Date, Check self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, and Phone no.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,335.	2,335.
FOREIGN DIVIDENDS	9,014.	9,014.
DOMESTIC DIVIDENDS	88,135.	88,135.
OTHER INTEREST	122.	122.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE BOND PREMIUM AMORTIZATION-U.S. GOVERNMENT)	4,000.	4,000.
US GOVERNMENT INTEREST REPORTED AS QUALI	-401.	-401.
NONQUALIFIED FOREIGN DIVIDENDS	274.	274.
NONQUALIFIED DOMESTIC DIVIDENDS	180.	180.
	27,754.	27,754.
TOTAL	131,413.	131,413.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX REFUND PARTNERSHIP INCOME	4,972.	-22,344.
TOTALS	4,972.	-22,344.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
COSULTING FEES	27,571.		27,571.
UST-MLT FEES AS AGENT	71,634.	42,980.	28,654.
TOTALS	99,205.	42,980.	56,225.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	177.	177.
EXCISE TAX - PRIOR YEAR	136.	
EXCISE TAX ESTIMATES	19,231.	
TOTALS	19,544.	177.

ELIAS FOUNDATION

13-4092287

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE EXPENSES	2,690.		2,690.
OTHER MISC EXPENSES	1,838.		1,838.
PARTNERSHIP EXPENSES		243.	
TOTALS	4,528.	243.	4,528.

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE  
=====

BORROWER:

EL KILOMBO INTERGALACTICO  
ORIGINAL AMOUNT: 650,000.  
DATE OF NOTE: 03/24/2016  
MATURITY DATE: 12/31/2026

REPAYMENT TERMS:

PER LOAN DOCUMENT  
PURPOSE OF LOAN:  
PURCHASE OF PROPERTY

BEGINNING BALANCE DUE .....	550,000.
ENDING BALANCE DUE .....	382,000.
ENDING FAIR MARKET VALUE .....	382,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 550,000.  
=====

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 382,000.  
=====

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 382,000.  
=====

ELIAS FOUNDATION

13-4092287

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US TREASURY NOTE	100,659.	100,259.	101,441.
TOTALS	100,659.	100,259.	101,441.

ELIAS FOUNDATION

13-4092287

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
191216100 COCA-COLA CO USD		152,233.	183,520.
438516106 HONEYWELL INTL INC		81,359.	153,360.
23311P100 DCP MIDSTREAM PARTNE		115,225.	108,990.
09061G101 BIOMARIN PHARMACEUTI		210,568.	196,174.
02079K107 ALPHABET INC SHS		75,081.	209,280.
002824100 ABBOTT LABORATORIES		146,415.	228,280.
904311206 UNDER ARMOUR INC SHS		194,493.	120,066.
713448108 PEPSICO INC		87,838.	143,904.
H42097107 UBS GROUP AG NAMEN-A		159,280.	147,120.
64110L106 NETFLIX COM INC		161,385.	287,940.
375558103 GILEAD SCIENCES INC		73,935.	171,936.
369604103 GENERAL ELECTRIC CO		171,696.	122,150.
254687106 DISNEY (WALT) COMPAN		96,506.	161,265.
151020104 CELGENE CORP		74,636.	125,232.
023135106 AMAZON COM INC		83,878.	409,315.
92826C839 VISA INC CL A SHRS		143,744.	228,040.
68389X105 ORACLE CORPORATION		150,773.	189,120.
532457108 ELI LILLY & CO COM		70,729.	126,690.
293792107 ENTERPRISE PRODS PAR		162,530.	159,060.
00287Y109 ABBVIE INC SHS		81,480.	193,420.
369550108 GENERAL DYNAMICS COR		135,982.	203,450.
30303M102 FACEBOOK INC		129,884.	264,690.
25179M103 DEVON ENERGY CORPORA		90,804.	124,200.
02079K305 ALPHABET INC SHS		75,322.	210,680.
92343V104 VERIZON COMMUNICATIO		221,965.	232,892.
380956409 GOLDCORP INC NEW		213,192.	178,780.
278865100 ECOLAB INC COM		115,119.	201,270.
171779309 CIENA CORP		119,473.	115,115.
037833100 APPLE COMPUTER INC C		131,229.	355,383.

ELIAS FOUNDATION

13-4092287

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
03027X100 AMERICAN TOWER REIT		153,056.	285,340.
717081103 PFIZER INC COM		113,553.	144,880.
194162103 COLGATE PALMOLIVE CO		112,688.	165,990.
172967424 CITIGROUP INC COM NE		92,355.	148,820.
09253U108 BLACKSTONE GROUP LP		80,559.	144,090.
855244109 STARBUCKS CORP COM		116,793.	172,290.
552953101 MGM MIRAGE		87,092.	183,645.
742718109 PROCTER & GAMBLE CO		99,247.	110,256.
BEGBALANCE	3,617,789.		
TOTALS	3,617,789.	4,582,097.	6,906,633.

ELIAS FOUNDATION

13-4092287

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
922908652 VANGUARD EXTD MKT ET	C		201,353.	268,152.
543487250 LOOMIS SAYLES STRATE	C		377,729.	355,013.
09251T509 BLACKROCK GLOBAL	C		299,999.	301,216.
091928283 BLACKROCK FDS LOW DU	C		247,855.	245,834.
BEGBALANCE	C	1,523,425.		
TOTALS		1,523,425.	1,126,936.	1,170,215.

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

DESCRIPTION	AMOUNT
PARTNERSHIP ADJ	18,506.
ADJ TO BEG BAL	617,654.
CHECKS IN 2016 CLEARED IN 2017	55,000.
RECOVERIES	13,900.
IMPUTTED INTEREST	5,995.
COST BASIS ADJ	185,148.
TOTAL	896,203.

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

DESCRIPTION	AMOUNT
TYE INC ADJ	240.
CHECKS IN 2017 CLEARED IN 2018	109,532.
TOTAL	109,772.

GAINS AND LOSSES FROM PASS-THRU ENTITIES  
=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

8,559.00

-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-----  
8,559.00

=====

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS  
=====

NAME:

UST-MLT A DIVISION OF BANK OF AMERICA, NA

ADDRESS:

1300 MERRILL LYNCH DRIVE, PENNINGTON, NJ 08534-1501

COMPENSATION ..... 71,634.

COMPENSATION EXPLANATION:

AGENT FOR TRUSTEE

TOTAL COMPENSATION: 71,634.  
=====

RECIPIENT NAME:  
TIDES FOUNDATION  
ADDRESS:  
PO BOX 29903  
SANFRANCISCO, CA 94129-0903  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 42,500.

RECIPIENT NAME:  
WESPAC FOUNDATION INC  
ADDRESS:  
31 MAMARONECK AVE  
WHITE PLAINS, NY 10601  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 107,726.

RECIPIENT NAME:  
NEIGHBORS LINK CORP  
ADDRESS:  
27 COLUMBUS AVE  
MOUNT KISCO, NY 10549  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 70,000.

=====

RECIPIENT NAME:  
COMMUNITY VOICES HEARD INC  
ADDRESS:  
115 E 106TH STREET  
NEW YORK, NY 10029  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 13,840.

RECIPIENT NAME:  
CARIBBEAN GIVING INCOPORATED  
ADDRESS:  
24 WATERBURY PARKWAY  
CORTLANDT MNR, NY 10567  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
CGDCNY INC  
ADDRESS:  
45 LUDLOW ST  
YONKERS, NY 10705  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 38,523.

RECIPIENT NAME:  
GRASSROOTS GLOBAL JUSTICE  
ADDRESS:  
PO BOX 610663  
MIAMI, FL 33261  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
HOUR CHILDREN INC  
ADDRESS:  
36-11 1TH STREET LOWER LEVEL  
LONG ISLAND CITY, NY 11106  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
FJC  
ADDRESS:  
520 EIGHTH AVE STE 20TH FL  
NEW YORK, NY 10018  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
HUDSON VALLEY COMM COALITION  
ADDRESS:  
31 MAMARONECK AVE  
WHITE PLAINS, NY 10601  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 35,000.

RECIPIENT NAME:  
JUST LEADERSHIP USA INC  
ADDRESS:  
555 LENOX AVE  
NEW YORK, NY 10037  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
LATIN AMERICAN LEGAL DEFENSE  
AND EDUCATIONAL FUND INC  
ADDRESS:  
669 CHAMBERS ST  
TRENTON, NJ 08611  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
MINDFUL SCHOOLS  
ADDRESS:  
1260 45TH STREET  
EMERYVILLE, CA 94608  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 125.

RECIPIENT NAME:  
MOVEMENT STRATEGY CENTER  
ADDRESS:  
436 14TH STREET 5TH FLOOR  
OAKLAND, CA 94612  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
NEW JERSEY POLICY PERSPECTIVE  
ADDRESS:  
137 W. HANOVER ST  
TRENTON, NJ 08618  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
WESTCHESTER CHILDRENS ASSOC  
ADDRESS:  
470 MAMARONECK AVE STE 3040  
WHITE PLAINS, NY 10605  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 60,000.

RECIPIENT NAME:  
TRENTON CIVIL CIRCUS PROJECT  
ADDRESS:  
455 CHERRY VALLEY ROAD  
PRINCETON, NJ 08540  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
REASONANCE PROJECT FDN  
ADDRESS:  
75-5995 KUAKINI HWY  
KAILUA KONA, HI 96740  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,624.

RECIPIENT NAME:  
SUSTAINABLE ECONOMIES LAW CTR  
ADDRESS:  
2323 BROADWAY  
OAKLAND, CA 94612  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
JACOBIN FOUNDATION LTD  
ADDRESS:  
388 ATLANTIC AVE  
BROOKLYN, NY 11217  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
CRIMINAL JUSTICE POLICY COALITION  
(MASS BAIL FUND)  
ADDRESS:  
563 MASS AVE  
BOSTON, MA 02118  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
ACTION FOR COMMUNITY IN RALEIGH  
(FREEDOM FIGHTERS BOND FUND)  
ADDRESS:  
804 OLD FAYETTEVILLE ST  
DURHAM, NC 27701  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
SOUTHERNERS ON NEW GROUND  
ADDRESS:  
580 HOLDERNESS ST  
ATLANTA, GA 30310  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
INSTITUTE FOR PUBLIC AFFAIRS  
( IN THESE TIMES)  
ADDRESS:  
2040 N MILWAUKEE  
CHICAGO, IL 60647  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

=====

RECIPIENT NAME:

INSTITUTE OF HEARTMATH

ADDRESS:

14700 WEST PARK AVENUE  
BOULDER CREEK, CA 95006

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

FAMILIES AND FRIENDS OF LA  
INCARCERATED CHILDREN (FFLIC)

ADDRESS:

1307 ORTHAT C HALEY BLVD  
NEW ORLEANS, LA 70113

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 245.

RECIPIENT NAME:

CHICAGO BOND FUND

ADDRESS:

601 S. CALIFORNIA AVE  
CHICAGO, IL

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
CHILDRENS VILLAGE INC  
ADDRESS:  
ECHO HILLS ROAD  
DOBBS FERRY, NY 10522  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 66,600.

RECIPIENT NAME:  
YOUTH REPRESENT  
ADDRESS:  
11 PARK PLACE  
NEW YORT, NY 10007  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
FYERA FOUNDATION  
ADDRESS:  
PO BOX 493  
BOULDER CREEK, CA 95006  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT (TRAINING)  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,542.

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RECIPIENT NAME:  
POSITIVE FUTURES NETWORK  
ADDRESS:  
284 MADRONA WAY NE  
BAINBRIDGE IS, WA 98110  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
COSECHA  
ADDRESS:  
824 E WRIGHT AVE  
TACOMA, WA 98404-1607  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 4,400.

RECIPIENT NAME:  
FORDHAM UNIVERSITY  
FBO M LEVINE ( SCHOOL FEES)  
ADDRESS:  
441 E. FORDHAM ROAD  
BRONX, NY 10458  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
EDUCATIONAL SCHOLARSHIP /SCHOOL FEES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 4,705.

RECIPIENT NAME:  
VIRGINIA ORGANIZING  
FBO T. GONZALEZ (TRAINING)  
ADDRESS:  
703 CONCORD AVE  
CHARLOTESVILLE, VA 22903  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
EDUCATIONAL TRAINING TO ACHIEVE SOCIAL CHANGE  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 467.

RECIPIENT NAME:  
SARAH LAWRENCE COLLEGE  
FBO M. SALAZAR (SCHOOL FEES)  
ADDRESS:  
1 MEAD WAY  
BRONXVILLE, NY 10708  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
EDUCATIONAL SCHOLARSHIP / SCHOOL FEES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 13,347.

RECIPIENT NAME:  
SWEETWATER SOUND INC  
FBO J. ABRAHAM (EQUIPMENT)  
ADDRESS:  
5501 U.S. HWY 20 W  
FORT WAYNE, IN 46818  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
PURCHASE EQUIPMENT FOR CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 599.

RECIPIENT NAME:  
MERCY COLLEGE  
FBO J ABRAHAM (SCHOOL FEES)  
ADDRESS:  
555 BORADWAY  
DOBBS FERRY, NY 10522  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
EDUCATIONAL SCHOLARSHIP/ SCHOOL FEES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,617.

RECIPIENT NAME:  
SARAH LAWRENCE COLLEGE  
FBO M SALAZAR (SCHOOL FEES)  
ADDRESS:  
1 MEAD WAY  
BRONXVILLE, NY 10708  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
EDUCATIONAL SCHOLARSHIP / SCHOOL FEES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,250.

RECIPIENT NAME:  
SWEETWATER SOUND  
FBO J ABRAHAM (EQUIPMENT)  
ADDRESS:  
5501 U.S. HWY 20 W  
FORT WAYNE, IN 46818  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
PURCHASE OF EQUIPMENT FOR CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
NC  
AMOUNT OF GRANT PAID ..... 1,242.

RECIPIENT NAME:  
FORDHAM UNIVERSITY  
FBO M. SALAZAR (SCHOOL FEES)  
ADDRESS:  
441 E. FORDHAM ROAD  
BRONX, NY 10458  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
EDUCATIONAL SCHOLARSHIP / SCHOOL FEES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 7,044.

RECIPIENT NAME:  
SWEETWATER SOUND INC  
FBO J. ABRAHAM (EQUIPMENT)  
ADDRESS:  
5501 U.S. HWY 20 W  
FORT WAYNE, IN 46818  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
PURCHASE EQUIPMENT FOR CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,689.

RECIPIENT NAME:  
FORDHAM UNIVERSITY  
FBO M LEVINE (SCHOOL FEES)  
ADDRESS:  
441 E. FORDHAM ROAD  
BRONX, NY 10458  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
EDUCATIONAL SCHOLARSHIP / SCHOOL FEES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,563.

RECIPIENT NAME:  
FORDHAM UNIVESITY  
FBO M LEVINE (SCHOOL FEES)  
ADDRESS:  
441 E. FORDHAM UNIVERSITY  
BRONX, NY 10458  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
EDUCATIONAL SCHOLARSHIP / SCHOOL FEES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 9,532.

TOTAL GRANTS PAID: 623,680.  
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**Narrative Explanation for Part VII-B, Line 5b**

***Background***

The Elias Foundation (the "Foundation") is organized and operated exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Foundation accomplishes its charitable purposes primarily through grantmaking to support progressive charitable organizations and projects working towards systemic social, political and economic change for the benefit of the general public.

Recently, the Foundation started a new program in furtherance of its exempt purposes focusing on capacity building and professional development of emerging grassroots community leaders in the charitable and social justice sector. Many of the individual grantees are leaders of or otherwise affiliated with organizations that are grantees of the Foundation. The rationale for the program is that supporting the professional and leadership capabilities of grantee leaders and other charitable actors and activists will strengthen and enhance the charitable impact of the organizations and projects they lead and serve, thereby increasing the impact of the Foundation's contribution and ultimately the benefit to the public. Accordingly, the Foundation made several professional development grants to leaders of charitable organizations and projects in furtherance of the Foundation's exempt purposes in 2017.

The Foundation is committed to the efficient use of its resources to ensure maximum charitable benefit and therefore maintains a lean professional staff and low administrative overhead costs. The Foundation did not have legal counsel either in-house or on retainer who would have advised on its individual grantmaking program at the time the Foundation made these grants in 2017. While the Foundation's managers educated themselves about rules relating to private foundations, and made the individual grants pursuant to a careful vetting process, the Foundation's managers were unaware of the requirement in the Treasury Regulations to obtain advance approval of its individual grantmaking procedures before making grants for individuals for travel, study or other similar purposes. As a result, while the Foundation made the aforementioned grants to individuals in good faith for charitable purposes pursuant to an objective and nondiscriminatory process that was duly approved by its Board of Directors and otherwise was in compliance with all local and Federal laws, rules and regulations as well as the Foundation's governing documents, Board-approved policies and grantmaking guidelines, the Foundation made these grants prior to receiving approval of its individual grantmaking procedures from the Internal Revenue Service (the "IRS"), resulting in taxable expenditures as described in Code Section 4945(d)(3) in 2017. These taxable expenditures are disclosed on the Foundation's Form 4720 submitted with this Form 990.

As described further in the narrative attachment to the Form 4720, upon understanding its inadvertent mistake, the Foundation promptly corrected it by (i) preparing an application to the IRS for approval of its individual grantmaking procedures, and (ii) obtaining and reviewing individual grantee reports and other individual grantee communications to ensure that grant funds had been used for the charitable purposes for which they were given and that no grant funds had been diverted to any use not in furtherance of specified charitable purposes, in

The Elias Foundation  
EIN: 13-4092287  
2017 Form 990, Attachment for Part VII-B, Line 5b

accordance with Treasury Regulation 53.4945-1(d)(3). The Foundation also halted the award of new grants to individuals until IRS approval of the Foundation's individual grantmaking procedures had been obtained.

The Foundation submitted its request for approval of its individual grantmaking procedures in accordance with Treasury Regulation 53.4945-4 on September 17, 2018. As of November 1, 2018 (the 45<sup>th</sup> day after submission), the grantmaking procedures were deemed approved in accordance with Treasury Regulation 53.4945-4(d)(3). Such grantmaking procedures therefore would have been approved if advance approval had been properly requested prior to distribution of the aforementioned individual grants, and those grants were made in accordance with those procedures. Accordingly, the Foundation has requested that the tax on taxable expenditures payable by the Foundation pursuant to Code Section 4945(a) not be assessed or be abated pursuant to Code Section 4962(a).

Please see the Foundation's Form 4720 submitted with this Form 990 for additional information.