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

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning 08/01, 2011, and ending 07/31, 2012

Name of foundation  
**WILLIAM E MCELROY CHARITABLE FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**P.O. BOX 387**

City or town, state, and ZIP code  
**ST. LOUIS, MO 63166**

**A Employer identification number**  
37-6306920

**B Telephone number (see instructions)**  
(314) 418-2643

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

**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

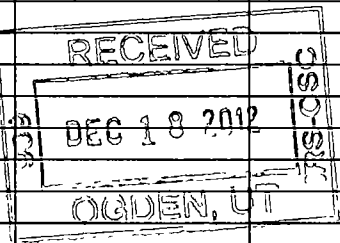
**G** Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 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) **\$ 3,562,773.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .	145,100.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .				
	4 Dividends and interest from securities . . . . .	121,683.	121,431.	252.	
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10 . . . . .	226.			
	b Gross sales price for all assets on line 6a . . . . .	1,253,621.			
	7 Capital gain net income (from Part IV, line 2) . . . . .		226.		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10 a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .					
12 <b>Total</b> Add lines 1 through 11 . . . . .	267,009.	121,657.	252.		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc. . . . .	37,826.	37,790.	36.	
	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) <b>STMT. 1</b> . . . . .	2,500.	NONE	NONE	2,500.
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) <b>STMT. 2</b> . . . . .	2,029.	675.		
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .		NONE	NONE	
	22 Printing and publications . . . . .		NONE	NONE	
	23 Other expenses (attach schedule) <b>STMT. 3</b> . . . . .	15.			15.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	42,370.	38,465.	36.	2,515.
	25 Contributions, gifts, grants paid . . . . .	139,879.			139,879.
26 <b>Total expenses and disbursements</b> Add lines 24 and 25 . . . . .	182,249.	38,465.	36.	142,394.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements . . . . .	84,760.				
b Net investment income (if negative, enter -0-) . . . . .		83,192.			
c <b>Adjusted net income</b> (if negative, enter -0-) . . . . .			216.		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	128,515.	160,770.	160,770.
	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 ▶			NONE
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S. and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) . STMT 4 . . . . .	1,599,765.	2,056,478.	2,324,524.
	c	Investments - corporate bonds (attach schedule) . STMT 7 . . . . .	1,379,581.	971,570.	1,077,479.
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .			
	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) . . . . .	3,107,861.	3,188,818.	3,562,773.	
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) . . . . .			
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	3,107,861.	3,188,818.	
	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) . . . . .	3,107,861.	3,188,818.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	3,107,861.	3,188,818.		

**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	3,107,861.
2	Enter amount from Part I, line 27a . . . . .	2	84,760.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	3,192,621.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	3,803.
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	3,188,818.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>						
b						
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 1,242,894.		1,253,395.	-10,501.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col. (h))			
a			-10,501.			
b						
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	226.	
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 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))
2010	125,407.	3,431,931.	0.036541
2009	141,365.	3,274,626.	0.043170
2008	143,635.	3,009,568.	0.047726
2007	174,265.	3,530,207.	0.049364
2006	186,307.	3,570,099.	0.052185
2 Total of line 1, column (d)			0.228986
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.045797
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			3,367,328.
5 Multiply line 4 by line 3			154,214.
6 Enter 1% of net investment income (1% of Part I, line 27b)			832.
7 Add lines 5 and 6			155,046.
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			142,394.

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

Table with 11 rows for excise tax calculations. Line 1: 1,664. Line 2: 2. Line 3: 1,664. Line 4: NONE. Line 5: 1,664. Line 6a: 1,866. Line 6b: NONE. Line 6c: NONE. Line 6d: . Line 7: 1,866. Line 8: X. Line 9: . Line 10: 202. Line 11: 202. Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Line 1a: X. Line 1b: X. Line 1c: X. Line 2: X. Line 3: X. Line 4a: X. Line 4b: . Line 5: X. Line 6: X. Line 7: X. Line 8a: IL. Line 8b: X. Line 9: X. Line 10: X. STMT 9.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of US BANK NA Telephone no (314) 418-2643
Located at PO BOX 387, ST LOUIS, MO ZIP + 4 63166
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2011, 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 Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X
(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 X
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)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
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 2011? . . . . . 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . . Yes No X
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 X
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? . . . . . Yes No X
b If "Yes," did it have excess business holdings in 2011 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 2011) . . . . . 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 2011? . . . . . 4b X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		37,826.	-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
NONE		NONE
-----		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . . ▶		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		
<b>Total.</b> Add lines 1 through 3 . . . . . ▶		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,418,607.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,418,607.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,418,607.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,279.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,367,328.
6	Minimum investment return. Enter 5% of line 5	6	168,366.

**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	168,366.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,664.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,664.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	166,702.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	166,702.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	166,702.

**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	142,394.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	142,394.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	142,394.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				166,702.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .			81,904.	
b Total for prior years 20 <u>09</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . . .		NONE		
b From 2007 . . . . .		NONE		
c From 2008 . . . . .		NONE		
d From 2009 . . . . .		NONE		
e From 2010 . . . . .		NONE		
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>142,394.</u>				
a Applied to 2010, but not more than line 2a . . . . .			81,904.	
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 2011 distributable amount . . . . .				60,490.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				106,212.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2007 . . . . .	NONE			
b Excess from 2008 . . . . .	NONE			
c Excess from 2009 . . . . .	NONE			
d Excess from 2010 . . . . .	NONE			
e Excess from 2011 . . . . .	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed: SEE STATEMENT 11

b The form in which applications should be submitted and information and materials they should include: SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines: SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: SEE ATTACHED STATEMENT FOR LINE 2

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 12</p>				
<p><b>Total</b> . . . . .</p>			▶ 3a	139,879.
<p>b <i>Approved for future payment</i></p>				
<p><b>Total</b> . . . . .</p>			▶ 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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash
(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) of the Code (other than section 501(c)(3)) or in section 527?
b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

Sign Here 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.
Signature of officer or trustee: John F. Loose
Date: 08/15/2012
Title: TRUSTEE
U.S. BANK NA

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

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2011**

Name of the organization  <b>WILLIAM E MCELROY CHARITABLE FOUNDATION</b>	Employer identification number  <b>37-6306920</b>
--	---

Organization type (check one).

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization <b>WILLIAM E MCELROY CHARITABLE FOUNDATION</b>	Employer identification number <b>37-6306920</b>
--	---

**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM E MCELROY CRAT MAR TR ----- US BANK NA PO BOX 387 ----- ST LOUIS, MO 63166 -----	\$ 145,100.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAXES	1,354.	
FOREIGN TAXES PAID	675.	675.
TOTALS	2,029.	675.

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

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

OTHER ALLOCABLE EXPENSE-PRINCI

15.

15.

TOTALS

15.

15.

WILLIAM E MCELROY CHARITABLE FOUNDATION

37-6306920

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
GENERAL ELEC CO	11,040.	18,156.
UNITED TECHNOLOGIES CORP	18,053.	26,054.
APACHE CORP		
CHEVRON CORP	6,451.	21,916.
EXXON MOBIL CORP	4,976.	20,410.
SCHLUMBERGER LTD	7,894.	28,504.
MCDONALD'S CORP	12,376.	31,276.
PEPSICO INC	5,033.	21,819.
PROCTER & GAMBLE CO		
ABBOTT LABS	9,265.	33,155.
JOHNSON & JOHNSON		
GOLDMAN SACHS GROUP INC		
WELLS FARGO & CO	36,306.	46,489.
ACCENTURE LTD	15,908.	31,658.
INTEL CORP	15,601.	32,125.
LAUDUS INTL MRKTMASTERS INV FD	65,000.	59,228.
ORACLE CORP		
I SHARES MSCI EAFE INDEX FD	50,510.	50,000.
ISHARES S&P SMALLCAP 600 INDEX	42,707.	41,803.
MIDCAP SPDR TRUST SER 1	64,676.	72,786.
AMERICAN TOWER CORP	7,668.	14,462.
AT&T CORP	20,019.	18,960.
JP MORGAN CHASE & CO		
NIKE INC	12,207.	18,670.
MATERIALS SELECT SECTOR SPDR		
OPPENHEIMER DEVELOPING MKTS	30,000.	29,159.
NEUBERGER BERMAN GENESIS INSTL		
ILLINOIS TOOL WORKS		
PFIZER INC	28,111.	32,454.

WILLIAM E MCELROY CHARITABLE FOUNDATION

37-6306920

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
PHILIP MORRIS INTL	9,914.	18,288.
IPATH DOW JONES UBS COMMOD	35,697.	35,417.
SCOUT INTERNATIONAL FUND	60,000.	59,433.
AMERICAN CENTY INTL BOND FD	44,925.	44,687.
CREDIT SUISSE COMM RET ST CO	21,123.	20,455.
ISHARES BARCLAYS TIPS BOND ETF	119,695.	127,512.
ISHARES JP MORGAN EM BOND FD	32,458.	35,565.
ISHARES TR IBOXX H Y CORP BD	87,410.	89,408.
NUVEEN HIGH INCOME BOND FD	85,164.	81,269.
NUVEEN INFLATION PRO SEC	120,000.	126,291.
T ROWE PRICE INTL BOND FUND	41,415.	40,454.
APPLE INC	32,038.	61,076.
ABERDEEN FDS EMRGN MKT INSTL	90,000.	90,292.
BLACKROCK CAPITAL APPREC BR		
GOLDMAN SACHS M C VALUE CL	60,774.	75,782.
NUVEEN REAL ESTATE SECURIT		
NUVEEN TRADEWINDS GLBL		
PIONEER FUND		
PRICE T ROWE GROWTH STK FD	45,000.	47,963.
ROWE T PRICE MID CAP GROWTH FD	65,000.	61,992.
SPDR DJ WILSHIRE INTERNATIONAL	32,017.	33,224.
T ROWE PRICE SC STOCK	41,738.	41,420.
VANGUARD INTL GROWTH PORTFOLIO	60,000.	57,799.
INV BALANCE RISK COMM STR Y	15,000.	14,484.
TCW EMERGING MKTS INCOME FD	45,000.	47,258.
NUVEEN ALL AMERICAN MUNI BD FD	35,000.	38,991.
NUVEEN HIGH YIELD MUNI BD	35,000.	40,277.
CATERPILLAR INC	22,939.	21,053.
MERCK AND CO INC NEW	13,727.	15,460.

WILLIAM E MCELROY CHARITABLE FOUNDATION  
 FORM 990PF, PART II - CORPORATE STOCK  
 =====

37-6306920

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PNC FINANCIAL SERVICES GROUP	31,143.	29,550.
AMERICAN EUROPACIFIC GRTH F2	60,000.	58,319.
E I I INTL PPTY I	30,000.	31,475.
FORWARD INTL REAL ESTATE	30,000.	30,430.
IPATH GSCI TOTAL RETURN	35,500.	32,833.
NUVEEN MID CAP GRWTH OPP FD	45,000.	47,606.
NUVEEN SANTA BARBARA DIV GRTH	45,000.	49,875.
T ROWE PRICE REAL ESTATE FD	40,000.	43,661.
VANGUARD EQUITY INCOME INV	25,000.	25,841.
TOTALS	2,056,478.	2,324,524.

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HSBC FINANCE 5% 6/30/15	97,570.	107,376.
GENL ELEC 5.450% 1/15/13		
BEAR STEARNS 5.70% 11/15/14	102,408.	109,464.
MCGRAW HILL INC 5.375%		
WACHOVIA CORP 5.250% 8/1/14	99,218.	107,302.
AMER EXPRESS 6.150% 8/28/17	104,477.	121,054.
GOLDMAN SACHS 6.150% 4/1/18	102,620.	112,204.
NATL RURAL UTIL 5.50% 7/1/13	102,309.	104,611.
CONOCOPHILLIPS 4.750% 2/1/14	101,281.	106,290.
NOVARTIS CAP 4.125% 2/10/14		
PITNEY BOWES 5% 3/15/15		
MERCK CO INC 4% 6/30/15		
HONEYWELL INTL 5% 2/15/19	99,225.	120,255.
E I DU POINT 5.750% 3/15/19	97,462.	123,549.
JPMORGAN ZERO COUPON 5/15/14	25,000.	24,288.
PEPSICO INC 3.10% 1/15/15		
RBC 4YR GSCI COMMODITY 8/30/13	15,000.	16,688.
ROYAL BANK OF CANADA 4/12/12	25,000.	24,398.
BARCLAYS 18 MO 200% 4/12/12		
TOTALS	971,570.	1,077,479.

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

=====

DESCRIPTION

AMOUNT

-----

-----

COST ADJ

3,803.

-----

TOTAL

3,803.

=====

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

-----  
WILLIAM E MCELROY CRAT MAR TR  
US BANK NA PO BOX 387  
ST LOUIS, MO 63166

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

=====

OFFICER NAME:

US BANK NA

ADDRESS:

PO BOX 387

ST LOUIS, MO 63166

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

COMPENSATION ..... 37,826.

TOTAL COMPENSATION: 37,826.

=====

RECIPIENT NAME:

MARY JO JANSSEN

ADDRESS:

US BANK NA , PO BOX 19264  
SPRINGFIELD, IL 62794-9264

RECIPIENT'S PHONE NUMBER: 217-753-7362

FORM, INFORMATION AND MATERIALS:

PLEASE CONTACT THE ABOVE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

BOYS GRADUATING FORM HIGH SCHOOLS IN  
SANGAMON COUNTY ILLINOIS

RECIPIENT NAME:  
SIU SCHOOL OF MEDICINE  
ADDRESS:  
PO BOX 19624  
SPRINGFIELD, IL 62794-9624  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
EXEMPT PURPOSE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 24,879.

RECIPIENT NAME:  
VARIOUS SCHOLARSHIP AWARD PROGRAMS  
FOR DETAILS CONTACT  
ADDRESS:  
US BANK NA PO BOX 387  
ST LOUIS, MO 63166  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP AWARDS PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 65,000.

RECIPIENT NAME:  
UNIVERSITY OF ILLINOIS  
COLLEGE OF MEDICINE  
ADDRESS:  
BOX 1649 ONE ILLINI DRIVE  
PEORIA, IL 61656  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
EXEMPT PURPOSE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 50,000.

TOTAL GRANTS PAID: ..... 139,879.  
=====

TRANSACTIONS FROM 08/01/11 TO 07/31/12 - ALL PORTFOLIO 08/15/12 09:05

06675512 W^MCELROY CHARITABLE FDN HIGHER ED PRIN. CASH INCOME CASH

11/15 CASH DISBURSEMENT 2,000.00-

PAID TO SIU SCHOOL OF MEDICINE  
OFFICE OF STUDENT AFFAIRS  
PO BOX 19624  
SPRINGFIELD, IL 62794-9624

SCHOLARSHIPS AWARDED

T/A CHECK # 4710569 SEQ # 672

PAID FOR NO ONE

MICHAEL O'KEEFE ID#341-74-5110 SPRING 2012

BATCH NO. ZY000843 TRANS NO. 1206

DISBURSEMENT CODE: 461

01/05 CASH DISBURSEMENT 500.00-

PAID TO ST LOUIS UNIVERSITY  
OFFICE OF THE BURSAR  
221 NORTH GRAND BLVD  
ST LOUIS MO 63103-2097

SCHOLARSHIPS AWARDED

T/A CHECK # 4789390 SEQ # 519

PAID FOR NO ONE

BLAKE O'CONNOR ID#000361917 SPRING 2012

BATCH NO. ZY000152 TRANS NO. 729

DISBURSEMENT CODE: 461

01/05 CASH DISBURSEMENT 1,500.00-

PAID TO UNIVERSITY OF ILLINOIS  
FINANCIAL AID OFFICE  
620 E. JOHN STREET, MC-303  
CHAMPAIGN, IL 61820-5785

SCHOLARSHIPS AWARDED

T/A CHECK # 4789391 SEQ # 520

PAID FOR NO ONE

GREG COULTAS ID#350-84-9618 SPRING 2012 TUITION

BATCH NO. ZY000152 TRANS NO. 730

DISBURSEMENT CODE: 461

01/05 CASH DISBURSEMENT 1,500.00-

PAID TO AUGUSTANA COLLEGE  
OFFICE OF FINANCIAL AID  
639 - 38TH STREET  
ROCK ISLAND, IL 61201

SCHOLARSHIPS AWARDED

T/A CHECK # 4789392 SEQ # 521

PAID FOR NO ONE

ALEC SEYMOUR ID#342-88-6315 SPRING 2012 TUITION

BATCH NO. ZY000152 TRANS NO. 731

DISBURSEMENT CODE: 461

01/05 CASH DISBURSEMENT 1,000 00-

PAID TO UNIVERSITY OF MISSOURI-COLUMBIA  
ATTN: CASHIER  
15 JESSE HARE  
COLUMBIA, MO65211

SCHOLARSHIPS AWARDED

T/A CHECK # 4789393 SEQ # 522

PAID FOR NO ONE

TRANSACTIONS FROM 08/01/11 TO 07/31/12 - ALL PORTFOLIO 08/15/12 09:05

06675512 WMCCELROY CHARITABLE FDN HIGHER ED PRIN. CASH INCOME CASH

MICHAEL FLAUSH ID#12358965 SPRING 2012 TUITION  
BATCH NO. ZY000152 TRANS NO. 732  
DISBURSEMENT CODE: 461

01/05 CASH DISBURSEMENT 1,500.00-

PAID TO UNIVERSITY OF KANSAS  
FINANCIAL AID OFFICE  
1450 JAYHAWK BLVD, 50 STRONG HALL  
LAWRENCE, KS 66045

SCHOLARSHIPS AWARDED

T/A CHECK # 4789394 SEQ # 523

PAID FOR NO ONE

ISAAK DANIELS ID#2491788 SPRING 2012

BATCH NO. ZY000152 TRANS NO. 733

DISBURSEMENT CODE: 461

01/06 CASH DISBURSEMENT 2,000.00-

PAID TO UNIVERSITY OF IOWA  
OFFICE OF STUDENT FINANCIAL AID  
208 CALVIN HALL  
IOWA CITY IA 52242

SCHOLARSHIPS AWARDED

T/A CHECK # 4791077 SEQ # 318

PAID FOR NO ONE

DANIEL KRAFT ID#347806734 SPRING 2012 TUITION

BATCH NO. ZY000215 TRANS NO. 594

DISBURSEMENT CODE: 461

01/09 CASH DISBURSEMENT 1,500.00-

PAID TO ILLINOIS COLLEGE  
ATTN: CONTROLLER  
1101 WEST COLLEGE  
JACKSONVILLE IL 62650

SCHOLARSHIPS AWARDED

T/A CHECK # 4793187 SEQ # 329

PAID FOR NO ONE

MICHAEL BATES ID#471259 SPRING 2012 TUITION

BATCH NO. ZY000286 TRANS NO. 513

DISBURSEMENT CODE: 461

01/11 CASH DISBURSEMENT 2,250.00-

PAID TO PURDUE UNIVERSITY  
SCHLEMAN HALL  
475 STADIUM MALL DRIVE  
WEST LAFAYETTE, IN 47907-2050

SCHOLARSHIPS AWARDED

T/A CHECK # 4797639 SEQ # 361

PAID FOR NO ONE

BENJAMIN OWEN ID#00222-5536 SPRING 2012 TUITION

BATCH NO. ZY000429 TRANS NO. 481

DISBURSEMENT CODE: 461

01/11 CASH DISBURSEMENT 2,250 00-

PAID TO BELMONT UNIVERSITY  
ATTN. STUDENT FINANCIAL SERVICES  
1900 BELMONT BOULEVARD

TRANSACTIONS FROM 08/01/11 TO 07/31/12 - ALL PORTFOLIO 08/15/12 09:05

06675512 W^MCELROY CHARITABLE FDN HIGHER ED PRIN. CASH INCOME CASH

NASHVILLE TN 37212

## SCHOLARSHIPS AWARDED

T/A CHECK # 4797640 SEQ # 362

PAID FOR NO ONE

KYLE MUNDHENKE ID#B00380348 SPRING 2012 TUITION

BATCH NO. ZY000429 TRANS NO. 482

DISBURSEMENT CODE: 461

01/11 CASH DISBURSEMENT 1,750.00-

PAID TO GRINNELL COLLEGE

1103 PARK ST

GRINNELL IA 50112

## SCHOLARSHIPS AWARDED

T/A CHECK # 4797641 SEQ # 363

PAID FOR NO ONE

MICHAEL KORTE ID#350-88-8187 SPRING 2012 TUITION

BATCH NO. ZY000429 TRANS NO. 483

DISBURSEMENT CODE: 461

01/20 CASH DISBURSEMENT 1,750.00-

PAID TO ST LOUIS UNIVERSITY

OFFICE OF THE BURSAR

221 NORTH GRAND BLVD

ST LOUIS MO 63103-2097

## SCHOLARSHIPS AWARDED

T/A CHECK # 4810806 SEQ # 497

PAID FOR NO ONE

JASON FERARIS ID#000352892 SPRING 2012

BATCH NO. ZY001171 TRANS NO. 851

DISBURSEMENT CODE: 461

01/20 CASH DISBURSEMENT 2,000.00-

PAID TO DRAKE UNIVERSITY LAW SCHOOL

BUSINESS &amp; FINANCE OFFICE

2507 UNIVERSITY AVE

DES MOINES, IA 50311-4516

## SCHOLARSHIPS AWARDED

T/A CHECK # 4810809 SEQ # 516

PAID FOR NO ONE

MATTHEW KORTE ID#000637914 SPRING 2012 TUITION

BATCH NO. ZY001171 TRANS NO. 877

DISBURSEMENT CODE: 461

01/20 CASH DISBURSEMENT 2,250.00-

PAID TO POMONA COLLEGE

333 N COLLEGE WAY

CLAREMONT CA 91711-6312

## SCHOLARSHIPS AWARDED

T/A CHECK # 4810810 SEQ # 517

PAID FOR NO ONE

RAVINDRA W REDDY 10212871 SPRING 2012 TUITION

BATCH NO. ZY001171 TRANS NO. 878

DISBURSEMENT CODE: 461

01/20 CASH DISBURSEMENT 2,250.00-

PAID TO UNIVERSITY OF ILLINOIS

TRANSACTIONS FROM 08/01/11 TO 07/31/12 - ALL PORTFOLIO 08/15/12 09:05

06675512 W^MCELROY CHARITABLE FDN HIGHER ED PRIN. CASH INCOME CASH

ATTN: OFFICE ADMIN. BLDG  
506 S. WRIGHT ST- 162 HENRY BLDG  
URBANA, IL 61801-3636

## SCHOLARSHIPS AWARDED

T/A CHECK # 4810811 SEQ # 518  
PAID FOR NO ONE  
ALAN MUNDHENKE ID#667524020 SPRING 2012 TUITION  
BATCH NO. ZY001171 TRANS NO. 879  
DISBURSEMENT CODE: 461

02/02 CASH DISBURSEMENT 2,000.00-

PAID TO SIU SCHOOL OF MEDICINE  
OFFICE OF STUDENT AFFAIRS  
PO BOX 19624  
SPRINGFIELD, IL 62794-9624

## SCHOLARSHIPS AWARDED

T/A CHECK # 4830097 SEQ # 235  
PAID FOR NO ONE  
DANIEL O'KEEFE SPRING 2012  
BATCH NO. ZY000092 TRANS NO. 465  
DISBURSEMENT CODE: 461

02/08 CASH DISBURSEMENT 1,500.00-

PAID TO TULANE UNIVERSITY  
SUITE 103 PHELPS HOUSE  
35 MCALISTER DRIVE  
NEW ORLEANS LA 70118

## SCHOLARSHIPS AWARDED

T/A CHECK # 4837442 SEQ # 282  
PAID FOR NO ONE  
LUKE FOLKERTS ID #344884316 SPRING 2012 TUITION  
BATCH NO. ZY000346 TRANS NO. 412  
DISBURSEMENT CODE: 461

02/15 CASH DISBURSEMENT 1,500.00-

PAID TO UNIVERSITY OF ILLINOIS  
ATTN: OFFICE ADMIN. BLDG  
506 S. WRIGHT ST- 162 HENRY BLDG  
URBANA, IL 61801-3636

## SCHOLARSHIPS AWARDED

T/A CHECK # 4845950 SEQ # 651  
PAID FOR NO ONE  
SAMUEL BEYER ID#674544006 SPRING 2012 TUITION  
BATCH NO. ZY000888 TRANS NO. 1099  
DISBURSEMENT CODE: 461

05/17 CASH DISBURSEMENT 2,000.00-

PAID TO BENEDICTINE UNIVERSITY-SPRINGFIELD  
ATTN: STUDENT ACCOUNTS OFFICE  
1500 NORTH FIFTH STREET  
SPRINGFIELD, IL 62702

## SCHOLARSHIPS AWARDED

T/A CHECK # 5152168 SEQ # 193  
PAID FOR NO ONE  
COLBY BULTER ID#2172694 FALL 2012 TUITION  
BATCH NO. ZY001037 TRANS NO. 348

TRANSACTIONS FROM 08/01/11 TO 07/31/12 - ALL PORTFOLIO 08/15/12 09:05

06675512 W^MCELROY CHARITABLE FDN HIGHER ED PRIN. CASH INCOME CASH

DISBURSEMENT CODE: 461

05/30 CASH DISBURSEMENT 500.00-

PAID TO LINCOLN LAND COMMUNITY COLLEGE  
STUDENT ACCOUNTS RECEIVABLE  
5250 SHEPHERD ROAD, PO BOX 19256  
SPRINGFIELD, IL 62794-9256

SCHOLARSHIPS AWARDED

T/A CHECK # 5166296 SEQ # 280

PAID FOR NO ONE

JEREMY ZACK ID#0556270 FALL 2012 TUITION

BATCH NO. ZY002277 TRANS NO. 550

DISBURSEMENT CODE: 461

05/30 CASH DISBURSEMENT 1,000.00-

PAID TO SOUTHERN ILLINOIS UNIVERSITY  
EDWARDSVILLE-PO BOX 1042  
OFFICE OF STUDENT FINANCIAL AID  
EDWARDSVILLE IL 62026-1042

SCHOLARSHIPS AWARDED

T/A CHECK # 5166297 SEQ # 281

PAID FOR NO ONE

JAMAL SIMS ID#800490523 FALL 2012 TUITION

BATCH NO. ZY002277 TRANS NO. 551

DISBURSEMENT CODE: 461

05/30 CASH DISBURSEMENT 1,500.00-

PAID TO LIBERTY UNIVERSITY  
FINANCIAL AID OFFICE  
1971 UNIVERSITY BLVD.  
LYNCHBURG, VA 24502

SCHOLARSHIPS AWARDED

T/A CHECK # 5166298 SEQ # 282

PAID FOR NO ONE

CAMERON MONARI ID#L23390189 FALL 2012 TUITION

BATCH NO. ZY002277 TRANS NO. 552

DISBURSEMENT CODE: 461

06/01 CASH DISBURSEMENT 1,000.00-

PAID TO ST LOUIS UNIVERSITY  
OFFICE OF THE BURSAR  
221 NORTH GRAND BLVD  
ST LOUIS MO 63103-2097

SCHOLARSHIPS AWARDED

T/A CHECK # 5170475

PAID FOR NO ONE

SURAJ ARSHANAPALLY ID#000463954 FALL 2012

BATCH NO. ZY000026 TRANS NO. 3680

DISBURSEMENT CODE: 461

06/01 CASH DISBURSEMENT 2,000.00-

PAID TO UNIVERSITY OF ILLINOIS  
FINANCIAL AID OFFICE  
620 E. JOHN STREET, MC-303  
CHAMPAIGN, IL 61820-5785

SCHOLARSHIPS AWARDED

TRANSACTIONS FROM 08/01/11 TO 07/31/12 - ALL PORTFOLIO 08/15/12 09:05

06675512 W^MCELROY CHARITABLE FDN HIGHER ED PRIN. CASH INCOME CASH

T/A CHECK # 5170476 SEQ # 2260  
PAID FOR NO ONE  
GREG COULTAS ID#652930259 FALL 2012 TUITION  
BATCH NO. ZY000026 TRANS NO. 3681  
DISBURSEMENT CODE: 461

06/01 CASH DISBURSEMENT 2,000.00-

PAID TO UNIVERSITY OF ILLINOIS  
FINANCIAL AID OFFICE  
620 E. JOHN STREET, MC-303  
CHAMPAIGN, IL 61820-5785

SCHOLARSHIPS AWARDED

T/A CHECK # 5170477 SEQ # 2261  
PAID FOR NO ONE  
SAMUEL BEYER ID#674544006 FALL 2012 TUITION  
BATCH NO. ZY000026 TRANS NO. 3682  
DISBURSEMENT CODE: 461

06/01 CASH DISBURSEMENT 1,500.00-

PAID TO UNIVERSITY OF KANSAS  
FINANCIAL AID OFFICE  
1450 JAYHAWK BLVD, 50 STRONG HALL  
LAWRENCE, KS 66045

SCHOLARSHIPS AWARDED

T/A CHECK # 5170478 SEQ # 2262  
PAID FOR NO ONE  
ISAAK DANIELS ID#2491788 FALL 2012  
BATCH NO. ZY000026 TRANS NO. 3683  
DISBURSEMENT CODE: 461

06/06 CASH DISBURSEMENT 500.00-

PAID TO ST LOUIS UNIVERSITY  
OFFICE OF THE BURSAR  
221 NORTH GRAND BLVD  
ST LOUIS MO 63103-2097

SCHOLARSHIPS AWARDED

T/A CHECK # 5176492 SEQ # 293  
PAID FOR NO ONE  
BLAKE O'CONNOR ID#000361917 FALL 2012  
BATCH NO. ZY000217 TRANS NO. 506  
DISBURSEMENT CODE: 461

06/06 CASH DISBURSEMENT 2,500.00-

PAID TO UNIVERSITY OF ILLINOIS  
ATTN: OFFICE ADMIN. BLDG  
506 S. WRIGHT ST- 162 HENRY BLDG  
URBANA, IL 61801-3636

SCHOLARSHIPS AWARDED

T/A CHECK # 5176493 SEQ # 294  
PAID FOR NO ONE  
ALAN J MUNDHENKE ID#667524020 FALL 2012 TUITION  
BATCH NO. ZY000217 TRANS NO. 507  
DISBURSEMENT CODE: 461

06/06 CASH DISBURSEMENT 2,500.00-

PAID TO BELMONT UNIVERSITY

TRANSACTIONS FROM 08/01/11 TO 07/31/12 - ALL PORTFOLIO 08/15/12 09:05

06675512 W^MCELROY CHARITABLE FDN HIGHER ED PRIN. CASH INCOME CASH

ATTN: STUDENT FINANCIAL SERVICES  
1900 BELMONT BOULEVARD  
NASHVILLE TN 37212

## SCHOLARSHIPS AWARDED

T/A CHECK # 5176494 SEQ # 295

PAID FOR NO ONE

KYLE MUNDHENKE ID#B00380348 FALL 2012 TUITION

BATCH NO. ZY000217 TRANS NO. 508

DISBURSEMENT CODE: 461

06/08 CASH DISBURSEMENT 3,000.00-

PAID TO PURDUE UNIVERSITY

SCHLEMAN HALL

475 STADIUM MALL DRIVE

WEST LAFAYETTE, IN 47907-2050

## SCHOLARSHIPS AWARDED

T/A CHECK # 5180601 SEQ # 344

PAID FOR NO ONE

BENJAMIN OWEN ID#00222-5536 FALL 2012 TUITION

BATCH NO. ZY000341 TRANS NO. 606

DISBURSEMENT CODE: 461

06/13 CASH DISBURSEMENT 1,500.00-

PAID TO UNIVERSITY OF ILLINOIS

FINANCIAL AID OFFICE

620 E. JOHN STREET, MC-303

CHAMPAIGN, IL 61820-5785

## SCHOLARSHIPS AWARDED

T/A CHECK # 5186338 SEQ # 346

PAID FOR NO ONE

THOMAS NELSON ID#699214621 FALL 2012 TUITION

BATCH NO. ZY000549 TRANS NO. 687

DISBURSEMENT CODE: 461

06/13 CASH DISBURSEMENT 1,500.00-

PAID TO UNIVERSITY OF ILLINOIS

FINANCIAL AID OFFICE

620 E. JOHN STREET, MC-303

CHAMPAIGN, IL 61820-5785

## SCHOLARSHIPS AWARDED

T/A CHECK # 5186339 SEQ # 347

PAID FOR NO ONE

SIMONE PENSABENE #331-90-4308 FALL 2012 TUITION

BATCH NO. ZY000549 TRANS NO. 688

DISBURSEMENT CODE: 461

06/13 CASH DISBURSEMENT 2,000.00-

PAID TO ILLINOIS COLLEGE

ATTN. CONTROLLER

1101 WEST COLLEGE

JACKSONVILLE IL 62650

## SCHOLARSHIPS AWARDED

T/A CHECK # 5186340 SEQ # 348

PAID FOR NO ONE

MICHAEL BATES ID#471259 FALL 2012 TUITION

BATCH NO. ZY000549 TRANS NO. 689

TRANSACTIONS FROM 08/01/11 TO 07/31/12 - ALL PORTFOLIO 08/15/12 09 05

06675512 W^MCELROY CHARITABLE FDN HIGHER ED PRIN. CASH INCOME CASH

DISBURSEMENT CODE: 461

06/15 CASH DISBURSEMENT 2,000.00-

PAID TO DRAKE UNIVERSITY LAW SCHOOL  
BUSINESS & FINANCE OFFICE  
2507 UNIVERSITY AVE  
DES MOINES, IA 50311-4516

SCHOLARSHIPS AWARDED

T/A CHECK # 5189756 SEQ # 466

PAID FOR NO ONE

MATTHEW KORTE ID#000637914 FALL 2012 TUITION

BATCH NO. ZY000915 TRANS NO. 1367

DISBURSEMENT CODE: 461

06/28 CASH DISBURSEMENT 2,250.00-

PAID TO POMONA COLLEGE  
333 N COLLEGE WAY  
CLAREMONT CA 91711-6312

SCHOLARSHIPS AWARDED

T/A CHECK # 5206798 SEQ # 357

PAID FOR NO ONE

RAVINDRA W REDDY 10212871 FALL 2012 TUITION

BATCH NO. ZY002238 TRANS NO. 1248

DISBURSEMENT CODE: 461

06/28 CASH DISBURSEMENT 1,750.00-

PAID TO GRINNELL COLLEGE  
1103 PARK ST  
GRINNELL IA 50112

SCHOLARSHIPS AWARDED

T/A CHECK # 5206799 SEQ # 358

PAID FOR NO ONE

MICHAEL KORTE ID#350-88-8187 FALL 2012 TUITION

BATCH NO. ZY002238 TRANS NO. 1249

DISBURSEMENT CODE: 461

07/19 CASH DISBURSEMENT 2,500.00-

PAID TO UNIVERSITY OF ILLINOIS  
FINANCIAL AID OFFICE  
620 E. JOHN STREET, MC-303  
CHAMPAIGN, IL 61820-5785

SCHOLARSHIPS AWARDED

T/A CHECK # 5784852 SEQ # 261

PAID FOR NO ONE

JOHN SMITH ID#676378054 FALL 2012 TUITION

BATCH NO. ZY001072 TRANS NO. 420

DISBURSEMENT CODE: 461

\*\* SUMMARY FOR 08/01/11 THROUGH 07/31/12 \*\*

MISCELLANEOUS DISBURSEMENTS

461 - SCHOLARSHIPS AWARDED 0.00 64,500.00-

U.S. BANK

ADMIN PG 1

TRANSACTIONS FROM 08/01/11 TO 07/31/12 - ALL PORTFOLIO 08/15/12 09:05

06675512 W^MCELROY CHARITABLE FDN HIGHER ED PRIN. CASH INCOME CASH

08/19 CASH DISBURSEMENT 500.00-

PAID TO ST^LOUIS UNIVERSITY  
ATTN: DEBBIE ALEXANDER  
STUDENT FINANCIAL SERV. ROOM 2  
1 GRAND BLVD  
ST. LOUIS, MO 63103

PAYMENT PER REQUEST

T/A CHECK # 4590452 SEQ # 234

PAID FOR NO ONE

BLAKE O'CONNOR ID#000361917 FALL 2011 TUITION

BATCH NO. ZY001162 TRANS NO. 367

DISBURSEMENT CODE: 444

\*\* SUMMARY FOR 08/01/11 THROUGH 07/31/12 \*\*

MISCELLANEOUS DISBURSEMENTS

444 - PAYMENT PER REQUEST 0.00 500.00-

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

**2011**

Name of estate or trust

WILLIAM E MCELROY CHARITABLE FOUNDATION

Employer identification number

37-6306920

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

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	-29,979.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	-29,979.

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					10,660.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	19,478.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
9 Capital gain distributions . . . . .	<b>9</b>	67.
10 Gain from Form 4797, Part I . . . . .	<b>10</b>	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	30,205.

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

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
13	Net short-term gain or (loss)	13		-29,979.
14	Net long-term gain or (loss):			
a	Total for year	14a		30,205.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		226.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

<b>Part IV Capital Loss Limitation</b>	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000
	16 ( )

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

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

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

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

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% ( 15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		



Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

WILLIAM E MCELROY CHARITABLE FOUNDATION

37-6306920

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a . MOTOROLA INC SECURITY LI		08/09/2011	13.00		13.00
50000. NOVARTIS CAPITAL 2/10/14	04/17/2009	08/29/2011	53,932.00	51,793.00	2,139.00
50000. PEPSICO INC 1/15/15	06/18/2010	08/29/2011	53,216.00	51,852.00	1,364.00
1046.634 LAUDUS INTL MARKE FUND SEL	09/18/2007	11/28/2011	16,976.00	25,000.00	-8,024.00
200. APACHE CORP	04/10/2006	12/21/2011	17,914.00	13,612.00	4,302.00
500. ILLINOIS TOOL WORKS	01/11/2010	12/21/2011	23,340.00	24,719.00	-1,379.00
1200. ORACLE CORPORATION	11/27/2006	12/21/2011	30,851.00	22,681.00	8,170.00
1821.75421 CREDIT SUISSE C CO	12/21/2010	01/03/2012	15,248.00	16,523.00	-1,275.00
11.98579 CREDIT SUISSE COM	12/21/2010	01/03/2012	100.00	109.00	-9.00 *
50000. MCGRAW HILL INC 11/15/12	11/27/2007	01/18/2012	51,862.00	50,996.00	866.00
50000. MCGRAW HILL INC 11/15/12	11/27/2007	02/03/2012	51,708.00	50,996.00	712.00
504.032 T ROWE PRICE INTL	10/22/2010	02/16/2012	4,995.00	5,282.00	-287.00
946.254 NEUBERGER BERMAN G FD	10/22/2010	02/21/2012	46,991.00	34,322.00	12,669.00
1207.644 NUVEEN TRADEWINDS	01/19/2011	04/05/2012	29,044.00	35,000.00	-5,956.00
25000. BARCLAYS 18MO 200% 4/12/12	10/07/2010	04/12/2012	25,000.00	25,000.00	
25000. RBC 18MO 200% EFA 4/12/12	10/07/2010	04/12/2012	25,000.00	25,000.00	
1923.851 CREDIT SUISSE COM	12/21/2010	04/20/2012	15,449.00	17,349.00	-1,900.00
200. GOLDMAN SACHS GROUP I	03/05/2008	05/01/2012	22,854.00	29,808.00	-6,954.00
450. JOHNSON JOHNSON	07/29/1996	05/01/2012	29,373.00	10,861.00	18,512.00
700. J P MORGAN CHASE CO	05/01/2008	05/21/2012	22,996.00	30,150.00	-7,154.00
50000. MERCK CO INC 6/30/15	06/23/2009	05/24/2012	54,653.00	50,372.00	4,281.00
50000. PITNEY BOWES INC 3/15/15	08/18/2008	05/24/2012	52,152.00	49,695.00	2,457.00
120. MIDCAP SPDR TRUST SER	12/07/2007	06/15/2012	19,957.00	19,346.00	611.00
400. PROCTER & GAMBLE CO	08/10/2004	06/28/2012	23,904.00	21,604.00	2,300.00
100000. GENERAL ELEC CAP M 1/15/13	01/09/2003	07/05/2012	102,516.00	102,308.00	208.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .

