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Form **990-PF**

Department of the Treasury
Internal Revenue Service

**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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

| | | |
|---|---|--|
| Name of foundation JOHN K. AND ELLEN A. WALLACE CHARITABLE TRUST | | A Employer identification number 43-6320310 |
| Number and street (or P O box number if mail is not delivered to street address) 9909 CLAYTON RD. | Room/suite 207 | B Telephone number (314) 395-2215 |
| City or town, state, and ZIP code ST. LOUIS, MO 63124 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1 Foreign organizations, check here <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,562,801. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| (Part I, column (d) must be on cash basis) | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

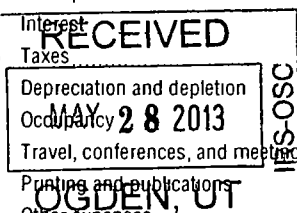
| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | | | N/A | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | | |
| 3 Interest on savings and temporary cash investments | | 84. | 84. | | STATEMENT 1 |
| 4 Dividends and interest from securities | | 30,023. | 28,774. | | STATEMENT 2 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 89,733. | | | |
| b Gross sales price for all assets on line 6a | | 244,160. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 89,733. | | |
| 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) | | | | | |
| 11 Other income | | 388. | 388. | | STATEMENT 3 |
| 12 Total Add lines 1 through 11 | | 120,228. | 118,979. | | |
| 13 Compensation of officers, directors, trustees, etc | | 0. | 0. | | 0. |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees | | | | | |
| b Accounting fees STMT 4 | | 3,025. | 0. | | 3,025. |
| c Other professional fees STMT 5 | | 12,129. | 12,129. | | 0. |
| 17 Interest | | | | | |
| 18 Taxes STMT 6 | | 2,833. | 410. | | 0. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses STMT 7 | | 23,635. | 0. | | 0. |
| 24 Total operating and administrative expenses Add lines 13 through 23 | | 41,622. | 12,539. | | 3,025. |
| 25 Contributions, gifts, grants paid | | 128,000. | | | 128,000. |
| 26 Total expenses and disbursements Add lines 24 and 25 | | 169,622. | 12,539. | | 131,025. |
| 27 Subtract line 26 from line 12 | | -49,394. | | | |
| a Excess of revenue over expenses and disbursements | | | 106,440. | | |
| b Net investment income (if negative, enter -0-) | | | | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

223501 12-05-12

LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2012)

SCANNED JUN 04 2013



JOHN K. AND ELLEN A. WALLACE CHARITABLE

Form 990-PF (2012)

TRUST

43-6320310

Page 2

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

| | | 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 | 45,202. | 45,470. | 45,470. |
| | 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 | 1,812. | 1,812. | 1,812. |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U S and state government obligations | | | |
| | b Investments - corporate stock STMT 8 | 820,063. | 768,883. | 1,405,626. |
| | c Investments - corporate bonds | | | |
| Liabilities | 11 Investments - land buildings and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 9 | 49,885. | 51,403. | 109,893. |
| | 14 Land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 15 Other assets (describe ▶) | | | |
| | 16 Total assets (to be completed by all filers) | 916,962. | 867,568. | 1,562,801. |
| | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| Net Assets or Fund Balances | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 0. | 0. | |
| Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 916,962. | 867,568. | |
| | 30 Total net assets or fund balances | 916,962. | 867,568. | |
| 31 Total liabilities and net assets/fund balances | 916,962. | 867,568. | | |

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 | 916,962. |
| 2 Enter amount from Part I, line 27a | 2 | -49,394. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 867,568. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 867,568. |

JOHN K. AND ELLEN A. WALLACE CHARITABLE

Form 990-PF (2012)

TRUST

43-6320310

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| 1a SEE STATEMENT 12 | P | | |
| 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 244,160. | | 154,427. | 89,733. |
| b | | | |
| 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 | | | 89,733. |
| 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 | 89,733. |
| 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) If (loss), enter -0- in Part I, line 8 | } | 3 | N/A |

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)) |
|--|--|--|---|
| 2011 | 135,977. | 1,553,939. | .087505 |
| 2010 | 99,450. | 1,459,714. | .068130 |
| 2009 | 104,825. | 1,285,622. | .081536 |
| 2008 | 189,931. | 1,785,265. | .106388 |
| 2007 | 288,590. | 2,222,872. | .129828 |

| | | |
|--|---|------------|
| 2 Total of line 1, column (d) | 2 | .473387 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | .094677 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 1,555,891. |
| 5 Multiply line 4 by line 3 | 5 | 147,307. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 1,064. |
| 7 Add lines 5 and 6 | 7 | 148,371. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 131,025. |

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

JOHN K. AND ELLEN A. WALLACE CHARITABLE

Form 990-PF (2012)

TRUST

43-6320310

Page 4

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 | 2,129. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 2,129. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 2,129. |
| 6 Credits/Payments | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 1,716. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 1,716. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 413. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | | |
| 11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | X |
| 1c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MO | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|--|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A | 13 | X | |
| 14 | The books are in care of ► JOHN K. WALLACE Located at ► 10420 WHITEBRIDGE, ST. LOUIS, MO Telephone no ► 314-862-3551 ZIP+4 ► 63141 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A | | | |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► | 16 | Yes | No X |

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

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

| | | Yes | No |
|-----|--|-----|----|
| 1a | During the year did the foundation (either directly or indirectly) | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <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 2012? | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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) N/A | 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 2012 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 2012) N/A | 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 2012? | 4b | X |

Form 990-PF (2012)

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)?

☐ 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)?

N/A

5b

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?

N/A

☐ 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?

6b

X

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

| (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 |
|--|---|---|---|---------------------------------------|
| JOHN K. WALLACE 10420 WHITEBRIDGE LANE ST LOUIS, MO 63141 | TRUSTEE 1.00 | 0. | 0. | 0. |
| ELLEN A. WALLACE 10420 WHITEBRIDGE LANE ST LOUIS, MO 63141 | TRUSTEE 0.10 | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

0

Form 990-PF (2012)

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 | 1,512,826. |
| b | Average of monthly cash balances | 1b | 66,759. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 1,579,585. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 1,579,585. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 23,694. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,555,891. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 77,795. |

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 | 77,795. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 2,129. |
| b | Income tax for 2012 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 2,129. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 75,666. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 75,666. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 75,666. |

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 | 131,025. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 131,025. |
| 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 | 5 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 131,025. |

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.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2011 | (c) 2011 | (d) 2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 75,666. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 0. | |
| b Total for prior years | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 | 180,716. | | | |
| b From 2008 | 100,975. | | | |
| c From 2009 | 41,327. | | | |
| d From 2010 | 27,426. | | | |
| e From 2011 | 59,987. | | | |
| f Total of lines 3a through e | 410,431. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ | 131,025. | | | |
| a Applied to 2011, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2012 distributable amount | | | | 75,666. |
| e Remaining amount distributed out of corpus | 55,359. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 465,790. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr | | | 0. | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 | 180,716. | | | |
| 9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a | 285,074. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 | 100,975. | | | |
| b Excess from 2009 | 41,327. | | | |
| c Excess from 2010 | 27,426. | | | |
| d Excess from 2011 | 59,987. | | | |
| e Excess from 2012 | 55,359. | | | |

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

2012.03030 JOHN K. AND ELLEN A. WALLAC 12390041

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) | | | | | |
| a Paid during the year | | | | | |
| BARNES JEWISH HOSPITAL FOUNDATION 1001 HIGHLANDS PLAZA DR. WEST, SUITE 140 ST LOUIS, MO 63110 | N/A | PUBLIC CHARITY | LEADERSHIP FUND | 1,000. | |
| CARDINALS CARE 700 CLARK STREET ST LOUIS, MO 63102 | N/A | PUBLIC CHARITY | ANNUAL GIVING PROGRAM | 1,000. | |
| COCA IMAGE 524 TRINITY AVENUE ST LOUIS, MO 63130 | N/A | PUBLIC CHARITY | ARTS AND EDUCATION & URBAN ARTS SCHOLARSHIP PROGRAMS | 5,000. | |
| DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 38120 | N/A | PUBLIC CHARITY | CONSERVATION OF WETLANDS | 15,000. | |
| MEMORY CARE HOME SOLUTIONS 1526 SOUTH BIG BEND BLVD ST LOUIS, MO 63117 | N/A | PUBLIC CHARITY | PROVIDE AID FOR FAMILIES CARING FOR LOVED ONES WITH MEMORY LOSS | 2,000. | |
| Total | | | SEE CONTINUATION SHEET(S) | 128,000. | |
| b Approved for future payment | | | | | |
| DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 38120 | N/A | PUBLIC CHARITY | CONSERVATION OF WETLANDS | 9,150. | |
| Total | | | | | 9,150. |

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

- b** If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A | | |
| | | |
| | | |
| | | |
| | | |

**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

Date 5/14/13

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

| | | | | | |
|---------------------------------------|--|--------------------------|----------|---|-------------------------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | KARYN A. NUNN | KARYN A. NUNN <i>Kan</i> | 05/13/13 | | P00958489 |
| | Firm's name ▶ MUELLER PROST PC | | | | Firm's EIN ▶ 43-1594752 |
| | Firm's address ▶ 7733 FORSYTH BLVD., SUITE 1200 ST. LOUIS, MO 63105 | | | Phone no (314) 862-2070 | |

Form **990-PF** (2012)

JOHN K. AND ELLEN A. WALLACE CHARITABLE
TRUST

43-6320310

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|---|--|--------------------------------------|---|----------|
| MICDS SOCIETY 101 NORTH WARSON ROAD ST LOUIS, MO 63124 | N/A | PUBLIC CHARITY | MICDS ANNUAL FUND | 2,000. |
| MISSOURI BOTANICAL GARDEN P.O. BOX 299 ST LOUIS, MO 63166 | N/A | PUBLIC CHARITY | BOTANICAL RESEARCH AND SCIENCE EDUCATION | 5,000. |
| PAYBACK 7751 CARONDELET AVE, STE 702 ST LOUIS, MO 63105 | N/A | PUBLIC CHARITY | JUVENILE OFFENDER RESTITUTION PROGRAM | 1,500. |
| ST. LOUIS ART MUSEUM 1 FINE ARTS DR., FOREST PARK ST LOUIS, MO 63110 | N/A | PUBLIC CHARITY | BEAUX ARTS COUNCIL | 1,500. |
| ST. LOUIS ART MUSEUM 1 FINE ARTS DR., FOREST PARK ST. LOUIS, MO 63110 | N/A | PUBLIC CHARITY | BEAUX ARTS COUNCIL | 2,000. |
| ST. LOUIS SCIENCE CENTER 5050 OAKLAND AVENUE ST LOUIS, MO 63110 | N/A | PUBLIC CHARITY | LIFELONG SCIENCE AND TECHNOLOGY LEARNING | 1,000. |
| ST. LOUIS ZOO ONE GOVERNMENT DRIVE, FOREST PARK ST LOUIS, MO 63110 | N/A | PUBLIC CHARITY | CONSERVATION, EDUCATION, RESEARCH AND ENTERTAINMENT | 22,500. |
| ST. LUKE'S WOOD RIVER FOUNDATION P.O. BOX 7005 KETCHUM, ID 83340 | N/A | PUBLIC CHARITY | GREATEST PRIORITIES FUND | 1,000. |
| ST. THOMAS EPISCOPAL CHURCH PO BOX 1240 KETCHUM, ID 83340 | N/A | PUBLIC CHARITY | BILKEY MEMORIAL FUND & GENERAL FUND | 1,000. |
| SUN VALLEY SUMMER SYMPHONY PO BOX 1914 SUN VALLEY, ID 83353 | N/A | PUBLIC CHARITY | CONCERTS AND EDUCATION PROGRAMS | 2,500. |
| Total from continuation sheets | | | | 104,000. |

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|---|--|--------------------------------------|---|---------|
| THE ARMY HISTORICAL FOUNDATION 2425 WILSON BOULEVARD ARLINGTON, VA 22201 | N/A | PUBLIC CHARITY | PRESERVING THE HISTORY AND HERITAGE OF THE AMERICAN SOLDIER | 1,000. |
| THE CHURCH OF ST. MICHEAL & ST. GEORGE 6345 WYDOWN BLVD. ST LOUIS, MO 63105 | N/A | PUBLIC CHARITY | HUNGER FUND & EMC SPECIAL GIFTS | 1,000. |
| THE MUNY FOREST PARK ST LOUIS, MO 63112 | N/A | PUBLIC CHARITY | PERFORMING ARTS | 1,000. |
| UNITED STATES VETERANS INITIATIVE 8410 ENGLER PARK CT. ST LOUIS, MO 63114 | N/A | PUBLIC CHARITY | PROVIDE HOUSING AND SERVICES FOR VETERANS | 51,000. |
| WASHINGTON UNIVERSITY SCHOOL OF BUSINESS 1 BROOKINGS DR #1192 ST LOUIS, MO 63130 | N/A | PUBLIC CHARITY | ANNUAL GIVING PROGRAM | 10,000. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total from continuation sheets | | | | |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | AMOUNT |
|--|--------|
| BANK OF AMERICA | 84. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 84. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| CHARLES SCHWAB | 30,023. | 0. | 30,023. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 30,023. | 0. | 30,023. |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| MISCELLANEOUS INCOME | 388. | 388. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 388. | 388. | |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | 3,025. | 0. | | 3,025. |
| TO FORM 990-PF, PG 1, LN 16B | 3,025. | 0. | | 3,025. |

| | | |
|-------------|-------------------------|-------------|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 5 |
|-------------|-------------------------|-------------|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MANAGEMENT FEES | 12,129. | 12,129. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 12,129. | 12,129. | | 0. |

| | | |
|-------------|-------|-------------|
| FORM 990-PF | TAXES | STATEMENT 6 |
|-------------|-------|-------------|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| EXCISE TAX PAYMENTS FOR INVESTMENT INCOME | 2,423. | 0. | | 0. |
| FOREIGN TAXES PAID | 410. | 410. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 2,833. | 410. | | 0. |

| | | |
|-------------|----------------|-------------|
| FORM 990-PF | OTHER EXPENSES | STATEMENT 7 |
|-------------|----------------|-------------|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| MISCELLANEOUS EXPENSES | 23,635. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 23,635. | 0. | | 0. |

| | | |
|-------------|-----------------|-------------|
| FORM 990-PF | CORPORATE STOCK | STATEMENT 8 |
|-------------|-----------------|-------------|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| SEE STATEMENT 11 | 768,883. | 1,405,626. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 768,883. | 1,405,626. |

| | | | |
|-------------|-------------------|-----------|---|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 9 |
|-------------|-------------------|-----------|---|

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------------|------------|----------------------|
| HOSPITALITY PPTYS TRUST | COST | 9,832. | 9,368. |
| REALTY INCOME CORP. | COST | 41,571. | 100,525. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 51,403. | 109,893. |

| | | | |
|-------------|--|-----------|----|
| FORM 990-PF | PART XV - LINE 1A LIST OF FOUNDATION MANAGERS | STATEMENT | 10 |
|-------------|--|-----------|----|

NAME OF MANAGER

JOHN K. WALLACE
ELLEN A. WALLACE

John K. And Ellen A. Wallace Charitable Trust
FIN # 43-6320310
Form 990 PF
December 31, 2012

Part II, Balance Sheets

Line 10b--Investments-Corporate Stock

STATEMENT 11

| DESCRIPTION | | BOOK VALUE | FAIR MARKET VALUE |
|---|--------------|----------------|----------------------|
| AMETEK, INC | 350 Shares | 6,686 | 13,150 |
| AMETEK, INC (STOCK SPLIT 12/21/2010) | 650 Shares | 12,417 | 24,420 |
| AMETEK, INC (STOCK SPLIT 6/29/2012) | 500 Shares | 9,552 | 18,785 |
| BHP BILLITON LIMITED | 700 Shares | 23,211 | 54,894 |
| CVS CAREMARK CORP | 1,000 Shares | 29,019 | 48,350 |
| COVIDIEN PLC | 600 Shares | 28,746 | 34,644 |
| DANAHER CORP-STOCK SPLIT (5/21/2004) | 600 Shares | 10,235 | 33,540 |
| DANAHER CORP-STOCK SPLIT (6/11/2010) | 900 Shares | 15,352 | 50,310 |
| EMERSON ELECTRIC CO | 600 Shares | 19,537 | 31,776 |
| EMERSON ELECTRIC CO. (2 FOR 1 STOCK SPLIT 12/15/06) | 600 Shares | 19,538 | 31,776 |
| ENGILITY HLDGS INC | 100 Shares | - | 1,926 |
| EXELON CORPORATION EXC | 700 Shares | 26,950 | 20,818 |
| EXXON MOBIL CORP | 496 Shares | 31,317 | 42,929 |
| HARRIS CORP/DEL | 1,200 Shares | 42,465 | 58,752 |
| ILLINOIS TOOL WORKS | 300 Shares | 12,876 | 18,243 |
| ILLINOIS TOOL WORKS (2 for 1 stock split) | 700 Shares | 30,043 | 42,567 |
| IBM | 450 Shares | 11,352 | 86,198 |
| J M SMUCKER CO NEW SJM | 300 Shares | 22,929 | 25,872 |
| L 3 COMMUNICATIONS HLDG CORP | 600 Shares | 26,567 | 45,972 |
| MASTERCARD INC | 200 Shares | 9,028 | 98,256 |
| NASDAQ STOCK MARKET INC | 850 Shares | 25,337 | 21,242 |
| PARKER-HANNIFAN CORP | 200 Shares | 9,960 | 17,012 |
| PARKER-HANNIFAN CORP (STOCK DISTRIBUTION) | 400 Shares | 19,919 | 34,024 |
| PIONEER NATURAL RESOURCES | 450 Shares | 19,582 | 47,966 |
| QUALCOMM INC | 300 Shares | 16,326 | 18,558 |
| ROYAL DUTCH | 800 Shares | 12,591 | 55,160 |
| SCHEIN / HENRY / INC (2 FOR 1 STOCK SPLIT) | 800 Shares | 22,764 | 64,336 |
| SIGMA ALDRICH CORP (STOCK DISTRIBUTION) | 900 Shares | 29,450 | 66,222 |
| STRYKER CORP | 800 Shares | 51,872 | 43,856 |
| THERMO FISHER SCIENTIFIC INC | 1,500 Shares | 46,825 | 95,670 |
| VODAFONE GROUP NEW ADR F | 300 Shares | 8,618 | 7,557 |
| VODAFONE GROUP NEW ADR F | 300 Shares | 8,618 | 7,557 |
| VODAFONE GROUP NEW ADR F | 400 Shares | 11,491 | 10,076 |
| WAL-MART (2/1 SPLIT 4-20-99) | 1,400 Shares | 19,060 | 95,522 |
| WESTERN UNION CO | 2,200 Shares | 43,868 | 29,942 |
| ZOLTEK | 300 Shares | 10,833 | 2,325 |
| ZOLTEK | 500 Shares | 18,069 | 3,875 |
| ZOLTEK | 200 Shares | 5,880 | 1,550 |
| | | <u>768,883</u> | <u>1,405,626</u> |

John K. And Ellen A. Wallace Charitable Trust
 FIN # 43-6320310
 Form 990 PF
 December 31, 2012

PART IV--CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

STATEMENT 12

How Acquired

| Description | How Acquired | | Date Acquired | Date Sold | Gross Sales Price | Basis | Gain or (loss) |
|--------------------------------------|--------------|-----------|------------------|-----------|-------------------------|---------|-------------------|
| | P-Purchase | D-Donated | | | | | |
| 600 Shares COVIDIEN PLC | P | | 6/30/2008 | 9/17/2012 | 35,506 | 28,746 | 6,760 |
| 3,400 Shares EL PASO CORPORATION | P | | 8/26/2006 | 5/16/2012 | 98,729 | 39,155 | 59,574 |
| 900 Shares HHGREGG INC | P | | 11/5/2007 | 7/11/2012 | 6,712 | 14,404 | (7,692) |
| 1,600 Shares HHGREGG INC | P | | 4/30/2008 | 7/11/2012 | 11,932 | 17,775 | (5,843) |
| 850 Shares NASDAQ STOCK MARKET IN | P | | 4/17/2007 | 9/17/2012 | 20,314 | 25,337 | (5,023) |
| 700 Shares PIONEER NATURAL RESOURCES | P | | 3/31/2006 | 3/19/2012 | 27,771 | 10,879 | 16,892 |
| 300 Shares SIGMA ALDRICH CORP | P | | 11/7/2006 | 3/19/2012 | 22,104 | 9,817 | 12,287 |
| 500 Shares REALTY INCOME CORP | P | | 1/17/2003 | 9/17/2012 | 21,092 | 8,314 | 12,778 |
| | | | | | 244,160 | 154,427 | |
| | | | | | Capital Gain Net Income | | 89,733 |