



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Return of Private Foundation

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

OMB No. 1545-0052

2012**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

Name of foundation

ROSALIE TILLES NONSECTARIAN CHARITY FUND

A Employer identification number

43-6020833

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

P.O. BOX 387

314- 418-2643

City or town, state, and ZIP code

ST. LOUIS, MO 63166

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

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col (c), line

☐ Other (specify) _____

16) \$ 12,930,390.

(Part I, column (d) must be on cash basis.)

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 ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	359,672.	359,672.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-35,538.			
b Gross sales price for all assets on line 6a	831,355.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	324,134.	359,672.		
13 Compensation of officers, directors, trustees, etc.	86,786.	78,107.		8,679.
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) STMT. 1	5,000.	NONE	NONE	5,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT. 2	3,900.	236.		
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) STMT. 3	894.			894.
24 Total operating and administrative expenses. Add lines 13 through 23	96,580.	78,343.	NONE	14,573.
25 Contributions, gifts, grants paid	490,183.			490,183.
26 Total expenses and disbursements Add lines 24 and 25	586,763.	78,343.	NONE	504,756.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-262,629.			
b Net investment income (if negative, enter -0-)		281,329.		
c Adjusted net income (if negative, enter -0-)				

GIA

24

ENVELOPE DATE NOV 0 2013
POSTMARK DATE NOV 0 2013

SCANNED NOV 15 2013

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	760,296.	576,408.	576,408.	
	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)	1,497,025.	996,264.	1,051,288.	
	b	Investments - corporate stock (attach schedule)	6,434,465.	6,850,798.	8,839,292.	
	c	Investments - corporate bonds (attach schedule)	2,232,556.	2,231,204.	2,463,402.	
	Liabilities	11	Investments - land, buildings, and equipment, basis			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	STMT 8			
14		Land, buildings, and equipment, basis				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,924,342.	10,654,674.	12,930,390.	
Net Assets or Fund Balances	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)				
Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		NONE		
	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	10,924,342.	10,654,674.	
		28	Paid-in or capital surplus, or land, bldg, and equipment fund			
		29	Retained earnings, accumulated income, endowment, or other funds			
		30	Total net assets or fund balances (see instructions)	10,924,342.	10,654,674.	
		31	Total liabilities and net assets/fund balances (see instructions)	10,924,342.	10,654,674.	

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	10,924,342.
2	Enter amount from Part I, line 27a	2	-262,629.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,661,713.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENTS	5	7,039.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,654,674.

Form 990-PF (2012)

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 PUBLICLY TRADED SECURITIES					
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 831,355.		866,893.	-35,538.		
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) 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			
a			-35,538.		
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	-35,538.	
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))
2011	616,292.	11,982,646.	0.051432
2010	628,430.	12,215,818.	0.051444
2009	664,095.	11,742,545.	0.056555
2008	541,213.	11,457,352.	0.047237
2007	596,477.	13,895,852.	0.042925
2 Total of line 1, column (d)			2 0.249593
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.049919
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 12,513,202.
5 Multiply line 4 by line 3			5 624,647.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,813.
7 Add lines 5 and 6			7 627,460.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 504,756.

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	5,627.
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	
3	Add lines 1 and 2	3	5,627.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,627.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,418.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	6,418.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	791.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 791. Refunded <input type="checkbox"/> 11	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c 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. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) ► 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

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 <u>N/A</u>	13	X	
14	The books are in care of <u>US BANK NA</u> Telephone no. <u>(314) 418-2643</u> Located at <u>PO BOX 387, ST LOUIS, MO</u> ZIP+4 <u>63166</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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 <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input 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)?	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 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 <u></u>		
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. <u></u>		
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.)	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)? (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 ☒ Nob 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 ☒ NoOrganizations 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 ☒ Nob 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 ☒ Nob 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 9		86,786.	-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

Form 990-PF (2012)

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
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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	12,703,758.
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	12,703,758.
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	12,703,758.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	190,556.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,513,202.
6	Minimum investment return. Enter 5% of line 5	6	625,660.

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	625,660.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,627.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,627.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	620,033.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	620,033.
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	620,033.

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	504,756.
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	504,756.
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	504,756.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				620,033.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	18,653.			
d From 2010	23,517.			
e From 2011	24,086.			
f Total of lines 3a through e	66,256.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>504,756.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				504,756.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	66,256.			66,256.
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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				49,021.
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 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

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 or e-mail 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 17				490,183.
Total			▶ 3a	490,183.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	359,672.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	-35,538.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				324,134.		
13 Total. Add line 12, columns (b), (d), and (e)				13		324,134.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

16

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	5,000.			5,000.
TOTALS	5,000.	NONE	NONE	5,000.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL ESTIMATES - PRINCIPAL	3,663.	222.
FOREIGN TAXES ON QUALIFIED FOR	200.	12.
FOREIGN TAXES ON NONQUALIFIED	37.	2.
-----	-----	-----
TOTALS	3,900.	236.
	=====	=====

ROSALIE TILLES NONSECTARIAN CHARITY FUND

43-6020833

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
----------------------	--------------------------------------------------	---------------------------------

OTHER ALLOCABLE EXPENSE-PRINCI

894.

894.

TOTALS

894.

894.

ROSALIE TILLES NONSECTARIAN CHARITY FUND

43-6020833

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FHLB DEB 5.125% 8/14/13	249,250.	251,500.
FHLB MTN 5.250% 6/18/14	250,175.	262,185.
FHLMC MTN 4.125% 12/21/12		
FHLMC MTN 4.50% 1/15/15	249,637.	265,985.
FNMA MTN 4.375 % 10/15/15	247,202.	271,618.
US TREAS NT 1.375 02/15/13		
	-----	-----
TOTALS	996,264.	1,051,288.
	=====	=====

ROSALIE TILLES NONSECTARIAN CHARITY FUND
 FORM 990PF, PART II - CORPORATE STOCK
 =====

43-6020833

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
PRAXAIR INC	112,689.	241,836.
GENERAL ELEC CO	205,408.	129,864.
JOHNSON & JOHNSON	165,722.	257,580.
WELLS FARGO & CO	201,510.	247,620.
PGE CORP	99,973.	114,325.
APACHE CORP	125,282.	150,894.
TARGET CORPORATION	138,882.	172,150.
ALLERGAN INC	171,405.	168,480.
VERIZON COMMUNICATIONS INC	173,707.	246,666.
JP MORGAN CHASE & CO	137,189.	153,091.
ORACLE CORPORATION	105,950.	153,550.
UNITED TECHNOLOGIES CORP	184,674.	232,350.
ACCENTURE PLC	132,020.	251,860.
TECHNOLOGY SELECT SECTOR SPDR	217,713.	263,031.
AMERICAN TOWER CORP	102,999.	95,121.
EXELON CORPORATION	116,694.	92,640.
CHEVRON CORP	119,762.	201,178.
EMERSON ELEC CO	182,635.	190,890.
MCDONALDS CORP	116,239.	198,000.
ISHARES DJ SELECT DIVIDEND ETF	558,304.	640,100.
PEPSICO INC	99,389.	155,401.
CVS CAREMARK CORP	172,901.	194,412.
DISNEY WALT CO	119,320.	239,970.
EATON CORP	176,613.	223,754.
ECOLAB INC	118,972.	238,532.
EXPRESS SCRIPTS HLDGS C	191,631.	240,786.
GENERAL MILLS INC	122,468.	165,002.
EXXON MOBIL CORP	161,136.	189,735.
INTEL CORP	144,908.	164,764.

ROSALIE TILLES NONSECTARIAN CHARITY FUND
 FORM 990PF, PART II - CORPORATE STOCK
 =====

43-6020833

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
PFIZER INC	156,436.	238,085.
PROCTER & GAMBLE CO	172,016.	207,873.
APPLE INC	129,667.	158,612.
CMS ENERGY CORP	109,126.	163,020.
CLIFFS NATURAL RESOURCES INC		
GOOGLE INC	187,279.	286,120.
MCKESSON CORPORATION	162,599.	257,625.
WALGREEN CO	99,040.	88,400.
PPG INDS INC	168,205.	292,820.
QUALCOMM INC	96,765.	91,635.
PUBLIC SVC ENTERPRISE GRP INC		
SCHLUMBERGER LTD	124,040.	143,320.
ISHARES MSCI EAFE GROWTH INDEX	333,811.	382,850.
ISHARES MSCI EMERGING MKTS ETF	221,210.	200,200.
MIDCAP SPDR TRUST SERIES I ETF	214,509.	315,150.
	-----	-----
TOTALS	6,850,798.	8,839,292.
	=====	=====

ROSALIE TILLES NONSECTARIAN CHARITY FUND

43-6020833

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
ANHEUSER BUSCH 4.950% 1/15/14	245,800.	255,820.
METLIFE 5.50% 6.15/14	249,533.	261,463.
PITNEY BOWES 5% 3/15/15	238,140.	263,190.
JP MORGAN CHASE 5.250% 5/01/15	248,733.	266,778.
CATERPILLAR 5.70% 8/15/16	253,257.	284,440.
BEAR STEARNS CO 5.50% 1/22/17	247,225.	273,868.
NATL RURAL UTIL 5.450% 4/10/17	245,428.	283,078.
HONEYWELL INTL 5.30% 3/1/18	251,713.	284,830.
GLAXOSMITHKLINE 5.650% 5/15/18	251,375.	289,935.
	-----	-----
TOTALS	2,231,204.	2,463,402.
	=====	=====

ROSALIE TILLES NONSECTARIAN CHARITY FUND
 FORM 990PF, PART II - OTHER INVESTMENTS
 =====

43-6020833

COST/
 FMV
 C OR F

DESCRIPTION

ACCENTURE LTD
 ACE LTD
 WEATHERFORD INTERNATIONAL LTD
 TECHNOLOGY SELECT SECTOR SPDR
 SCHLUMBERGER LTD
 ISHARES MSCI EAFE GROWTH INDEX
 ISHARES MSCI EMERGING MKTS EFT
 MIDCAP SPDR TRUST SERIES IETF

C
 C
 C
 C
 C
 C
 C
 C
 C

TOTALS

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

OFFICER NAME:
US BANK NA
ADDRESS:
PO BOX 387
ST LOUIS, MO 63166
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0
COMPENSATION 86,786.

OFFICER NAME:
ARCHDIOCESE OF ST LOUIS
ADDRESS:
4445 LINDELL BLVD
ST LOUIS, MO 63166
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
RABBI MARK L SHOOK
ADDRESS:
#1 RABBI ALVAN D RUBIN DR
ST LOUIS, MO 63141
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
RICHARD W BRAUN
ADDRESS:
8802 WOODFOX
ST LOUIS, MO 63127
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

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

=====

OFFICER NAME:

PAUL P WEIL

ADDRESS:

211 N BROADWAY

ST LOUIS, MO 63101

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

TOTAL COMPENSATION:

86,786.

=====

ROSALIE TILLES NONSECTARIAN CHARITY FUND
FORM 990PF, PART XV - LINES 2a - 2d

43-6020833

=====

RECIPIENT NAME:

CAROL EAVES

ADDRESS:

US BANK NA PO BOX 387

ST LOUIS, MO 63166

RECIPIENT'S PHONE NUMBER: 314-505-8204

FORM, INFORMATION AND MATERIALS:

PLEASE CONTACT THE ABOVE

SUBMISSION DEADLINES:

PLEASE CONTACT THE ABOVE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PLEASE CONTACT THE ABOVE

STATEMENT 11

RECIPIENT NAME:
LEWIS TILLES CHILDRENS PARK
DIRECTOR FINANCE - FORT SMITH
ADDRESS:
DIRECTOR FINANCE - FORT SMITH
FORT SMITH, AR 72902-1908
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 400.

RECIPIENT NAME:
DELTA GAMMA CENTER FOR CHILDREN
WITH VISUAL IMPAIRMENTS
ADDRESS:
1750 S BIG BEND BLVD
ST LOUIS, MO 63117
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
ST LOUIS ARC
ADDRESS:
1177 N. WARSON ROAD
ST. LOUIS, MO 63132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
DEPT OF SPECIAL EDUCATION/
ARCHDIOCESE OF ST LOUIS
ADDRESS:
4445 LINDELL BLVD
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
CENTER FOR HEARING & SPEECH
ADDRESS:
9835 MANCHESTER ROAD
ST. LOUIS, MO 63119
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
LUTHERAN ASSOC FOR SPECIAL EDUCATIO
ADDRESS:
3558 S. JEFFERSON AVE
ST. LOUIS, MO 63118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
MERS/MISSOURI GOODWILL INDUSTRIES
ADDRESS:
1727 LOCUST ST
ST. LOUIS, MO 63103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
SCOTTISH RITE CLINIC FOR CHILDHOOD
CHILDHOOD LANGUAGE DISORDERS
ADDRESS:
3632 OLIVE STREET
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
ST JOSEPH INSTITUTE FOR THE DEAF
ADDRESS:
1809 CLARKSON RD
CHESTERFIELD, MO 63017
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
LIFE SKILLS FOUNDATION
ADDRESS:
10176 CORPORATE SQUARE DR STE 100
ST LOUIS, MO 63132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
ASTHMA & ALLERGY FND OF AMERICA
ADDRESS:
1500 S BIG BEND STE 1S
ST LOUIS, MO 63117
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
ST MARY'S SPECIAL SERVICES
ADDRESS:
4445 LINDELL BLVD
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
JEWISH COMMUNITY CENTERS ASSOC
ADDRESS:
2 MILLSTONE CAMPUS DR
ST LOUIS, MO 63146
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
MIRIAM FOUNDATION
ADDRESS:
501 BACON AVE
ST. LOUIS, MO 63119
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
VARIOUS UNIVERSITY 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 341,783.

ROSALIE TILLES NONSECTARIAN CHARITY FUND

43-6020833

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

STAGES ST LOUIS

ADDRESS:

444 CHESTERFIELD CENTER

CHESTERFIELD, MO 63017

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID:

490,183.

=====

STATEMENT 17

TRANSACTIONS FROM 07/01/12 TO 06/30/13 - ALL PORTFOLIO 08/19/13 16 32

031370K TILLES ROSALIE NONSECTARIAN CHARITY PRIN. CASH INCOME CASH

08/15 CASH DISBURSEMENT 14,550.00-

PAID TO ROCKHURST UNIVERSITY
F/B/O KELSEY J BENNETT
1100 ROCKHURST ROAD
KANSAS CITY, MO 64110-2561

SCHOLARSHIPS AWARDED

T/A CHECK # 5838380 SEQ # 1480

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012

BATCH NO ZY000863 TRANS NO 2938

08/15 CASH DISBURSEMENT 3,984 00-

PAID TO UNIVERSITY OF MISSOURI - ST LOUIS
F/B/O STUDENT: KULSOOM W SIDDIQUI
ONE UNIVERSITY BLVD. - 327 MSC
ST LOUIS, MO 63121-440

SCHOLARSHIPS AWARDED

T/A CHECK # 5838381 SEQ # 1481

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO ZY000863 TRANS NO 2939

08/15 CASH DISBURSEMENT 9,875.00-

PAID TO WESTMINSTER COLLEGE
501 WESTMINSTER AVENUE
FULTON, MO 65251

SCHOLARSHIPS AWARDED

T/A CHECK # 5838382 SEQ # 1482

PAID FOR NO ONE

/A TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO. ZY000863 TRANS NO 2940

08/15 CASH DISBURSEMENT 17,370 00-

PAID TO SAINT LOUIS UNIVERSITY
F/B/O STUDENT PAIGE WILLIAMS
221 N. GRAND BLVD
ST LOUIS, MO 63103

SCHOLARSHIPS AWARDED

T/A CHECK # 5838383 SEQ # 1483

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO ZY000863 TRANS NO. 2941

08/15 CASH DISBURSEMENT 10,500.00-

PAID TO DRURY UNIVERSITY
F/B/O STUDENT MEGHAN S FOX
900 NORTH BENTON AVENUE
SPRINGFIELD, MO 65802

SCHOLARSHIPS AWARDED

T/A CHECK # 5838384 SEQ # 1484

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO. ZY000863 TRANS NO. 2942

08/15 CASH DISBURSEMENT 14,550.00-

PAID TO ROCKHURST UNIVERSITY

TRANSACTIONS FROM 07/01/12 TO 06/30/13 - ALL PORTFOLIO 08/19/13 16 32

031370K TILLES ROSALIE NONSECTARIAN CHARITY PRIN. CASH INCOME CASH

F/B/O STUDENT EMILY E KOPFF
STUDENT ACCTS / MASSMAN HALL 109
1100 ROCKHURST ROAD
KANSAS CITY, MO 64110-2561

SCHOLARSHIPS AWARDED

T/A CHECK # 5838385 SEQ # 1485

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012

BATCH NO ZY000863 TRANS NO. 2943

08/15 CASH DISBURSEMENT 3,489 00-

PAID TO TRUMAN STATE UNIVERSITY
F/B/O STUDENT KASSI L. CROCKER
MCCLAIN HALL 103
100 EAST NORMAL
KIRKSVILLE, MO 63501-4221

SCHOLARSHIPS AWARDED

T/A CHECK # 5838386 SEQ # 1486

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO. ZY000863 TRANS NO. 2944

08/15 CASH DISBURSEMENT 4,271.58-

PAID TO NORTHWEST MISSOURI STATE UNIVERSITY
F/B/O STUDENT KATIE C. MILLER
800 UNIVERSITY DRIVE
MARYVILLE, MO 64468

SCHOLARSHIPS AWARDED

T/A CHECK # 5838387 SEQ # 1487

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO ZY000863 TRANS NO 2945

08/15 CASH DISBURSEMENT 17,370 00-

PAID TO SAINT LOUIS UNIVERSITY
F/B/O STUDENT JOHN SCHMIDT
221 N. GRAND BLVD
ST. LOUIS, MO 63103

SCHOLARSHIPS AWARDED

T/A CHECK # 5838388 SEQ # 1488

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO. ZY000863 TRANS NO 2946

08/15 CASH DISBURSEMENT 3,489.00-

PAID TO TRUMAN STATE UNIVERSITY
F/B/O STUDENT HAILEY CAHILL
100 E. NORMAL
KIRKSVILLE, MO 63501-4221

SCHOLARSHIPS AWARDED

T/A CHECK # 5838389 SEQ # 1489

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO. ZY000863 TRANS NO. 2947

08/15 CASH DISBURSEMENT 3,984.00-

TRANSACTIONS FROM 07/01/12 TO 06/30/13 - ALL PORTFOLIO 08/19/13 16.32

031370K TILLES ROSALIE NONSECTARIAN CHARITY PRIN. CASH INCOME CASH

PAID TO UNIVERSITY OF MISSOURI - ST. LOUIS
F/B/O STUDENT RACHEL LEGRAND
ONE UNIVERSITY BLVD. - 327 MSC
ST. LOUIS, MO 63121-4400

SCHOLARSHIPS AWARDED

T/A CHECK # 5838390 SEQ # 1490

PAID FOR NO ONE

/A THE FILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO ZY000863 TRANS NO. 2948

08/15 CASH DISBURSEMENT 3,489.00-

PAID TO TRUMAN STATE UNIVERSITY
F/B/O STUDENT MATTHEW GILLAM
100 E. NORMAL
KIRKSVILLE, MO 63501-4221

SCHOLARSHIPS AWARDED

T/A CHECK # 5838391 SEQ # 1491

PAID FOR NO ONE

/A TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO ZY000863 TRANS NO 2949

08/15 CASH DISBURSEMENT 21,250.00-

PAID TO WASHINGTON UNIVERSITY IN ST. LOUIS
F/B/O STUDENT. CLAIRE TOURJEE
CAMPUS BOX 1041
ONE BROOKINGS DRIVE
ST. LOUIS, MO 63130

SCHOLARSHIPS AWARDED

T/A CHECK # 5838392 SEQ # 1492

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO. ZY000863 TRANS NO 2950

08/15 CASH DISBURSEMENT 17,370.00-

PAID TO SAINT LOUIS UNIVERSITY
F/B/O STUDENT: SARAH M WHITMAN
221 N GRAND BLVD
ST LOUIS, MO 63103

SCHOLARSHIPS AWARDED

T/A CHECK # 5838393 SEQ # 1493

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO ZY000863 TRANS NO. 2951

08/29 CASH DISBURSEMENT 11,505.00-

PAID TO WEBSTER UNIVERSITY
F/B/O STUDENT. ERIN L SAPPINGTON
470 E. LOCKWOOD AVENUE
ST LOUIS, MO 63119-3194

SCHOLARSHIPS AWARDED

T/A CHECK # 5855812 SEQ # 459

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO. ZY002279 TRANS NO. 865

08/29 CASH DISBURSEMENT 11,505.00-

TRANSACTIONS FROM 07/01/12 TO 06/30/13 - ALL PORTFOLIO 08/19/13 16.32

031370K TILLES ROSALIE NONSECTARIAN CHARITY PRIN. CASH INCOME CASH

PAID TO WEBSTER UNIVERSITY
F/B/O STUDENT BRIANNA GOLDSTEIN
470 E LOCKWOOD AVENUE
ST. LOUIS, MO 63119-3194

SCHOLARSHIPS AWARDED

T/A CHECK # 5855813 SEQ # 460

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO. ZY002279 TRANS NO. 866

08/29 CASH DISBURSEMENT 11,505.00-

PAID TO WEBSTER UNIVERSITY
F/B/O STUDENT ANTONIO SANCHEZ
470 E LOCKWOOD AVENUE
ST LOUIS, MO 63119-3194

SCHOLARSHIPS AWARDED

T/A CHECK # 5855814 SEQ # 461

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO. ZY002279 TRANS NO. 867

09/20 CASH DISBURSEMENT 15,996.00-

PAID TO KANSAS CITY ART INSTITUTE
F/B/O JEFFREY M MORICE
4415 WARWICK BLVD
KANSAS CITY, MO 64111

SCHOLARSHIPS AWARDED

T/A CHECK # 5885060 SEQ # 996

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, FALL 2012 SEMESTER

BATCH NO. ZY001186 TRANS NO. 1710

01/09 CASH DISBURSEMENT 17,370.00-

PAID TO SAINT LOUIS UNIVERSITY
221 NORTH GRAND BLVD.
ST. LOUIS, MO 63103
F/B/O STUDENT JOHN SCHMIDT

SCHOLARSHIPS AWARDED

T/A CHECK # 6043280 SEQ # 574

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, SPRING2013 SEMESTR

BATCH NO ZY000343 TRANS NO 932

01/09 CASH DISBURSEMENT 11,505.00-

PAID TO WEBSTER UNIVERSITY
470 E. LOCKWOOD AVE.
ST LOUIS, MO 63119-3141

SCHOLARSHIPS AWARDED

T/A CHECK # 6043281 SEQ # 575

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, SPRING 2013 SEMSTR

BATCH NO ZY000343 TRANS NO. 933

01/16 CASH DISBURSEMENT 3,984 00-

PAID TO UNIVERSITY OF MISSOURI - ST. LOUIS
ONE UNIVERSITY BLVD - 327 MSC

TRANSACTIONS FROM 07/01/12 TO 06/30/13 - ALL PORTFOLIO 08/19/13 16.32

031370K TILLES ROSALIE NONSECTARIAN CHARITY PRIN CASH INCOME CASH

ST. LOUIS, MO 63121-4400

F/B/O STUDENT: RACHEL LEGRAND

SCHOLARSHIPS AWARDED

T/A CHECK # 6054996 SEQ # 459

PAID FOR NO ONE

/A THE FILLES FUND SCHOLARSHIP, SPRING 2013 SEMSTR

BATCH NO ZY000975 TRANS NO. 954

01/16 CASH DISBURSEMENT 17,370 00-

PAID TO SAINT LOUIS UNIVERSITY

221 N GRAND BLVD.

ST LOUIS, MO 63103

F/B/O STUDENT: SARAH H WHITMAN

SCHOLARSHIPS AWARDED

T/A CHECK # 6054997 SEQ # 460

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, SPRING 2013 SEMSTR

BATCH NO ZY000975 TRANS NO 955

01/18 CASH DISBURSEMENT 9,875 00-

PAID TO WESTMINSTER COLLEGE

501 WESTMINSTER AVENUE

FULTON, MO 65251

SCHOLARSHIPS AWARDED

T/A CHECK # 6058987 SEQ # 437

PAID FOR NO ONE

/A TILLES FUND SCHOLARSHIP, SPRING 2013 H BEGGS

BATCH NO ZY001108 TRANS NO 798

01/22 CASH DISBURSEMENT 3,489 00-

PAID TO TRUMAN STATE UNIVERSITY

100 E NORMAL

KIRKSVILLE, MO 63501-4221

F/B/O STUDENT: MATTHEW GILLAM

SCHOLARSHIPS AWARDED

T/A CHECK # 6060417 SEQ # 1069

PAID FOR NO ONE

/A TILLES FUND SCHOLARSHIP, SPRING 2013 SEMESTER

BATCH NO ZY001238 TRANS NO 2014

01/23 CASH DISBURSEMENT 3,489 00-

PAID TO TRUMAN STATE UNIVERSITY

MCCLAIN HALL 105

100 E. NORMAL

KIRKSVILLE, MO 63501-4221

F/B/O STUDENT HAILEY CAHILL

SCHOLARSHIPS AWARDED

T/A CHECK # 6062899 SEQ # 459

PAID FOR NO ONE

/A TILLES FUND SCHOLARSHIP, SPRING 2013 SEMESTER

BATCH NO ZY001301 TRANS NO. 861

01/28 CASH DISBURSEMENT 11,505 00-

PAID TO WEBSTER UNIVERSITY

470 E. LOCKWOOD AVENUE

ST. LOUIS, MO 63119-3141

TRANSACTIONS FROM 07/01/12 TO 06/30/13 - ALL PORTFOLIO 08/19/13 16:32

031370K TILLES ROSALIE NONSECTARIAN CHARITY PRIN. CASH INCOME CASH

F/B/O STUDENT- ERIN SAPPINGTON

SCHOLARSHIPS AWARDED

T/A CHECK # 6069310 SEQ # 1529

PAID FOR NO ONE

/A TILLES FUND SCHOLARSHIP, SPRING 2013 SEMESTER

BATCH NO ZY002187 TRANS NO. 3029

06/04 CASH DISBURSEMENT 17,370 00-

PAID TO SAINT LOUIS UNIVERSITY

F/B/O STUDENT. PAIGE WILLIAMS

221 N GRAND BLVD

ST. LOUIS, MO 63103

SCHOLARSHIPS AWARDED

T/A CHECK # 6245634 SEQ # 487

PAID FOR NO ONE

/A TILLES FUND SCHOLARSHIP, SPRING 2013 SEMESTER

BATCH NO ZY000092 TRANS NO 1608

06/04 CASH DISBURSEMENT 3,489 00-

PAID TO TRUMAN STATE UNIVERSITY

F/B/O STUDENT KASSI L CROCKER

MCCLAIN HALL 103

100 EAST NORMAL

KIRKSVILLE, MO 63501-4221

SCHOLARSHIPS AWARDED

T/A CHECK # 6245635 SEQ # 488

PAID FOR NO ONE

/A TILLES FUND SCHOLARSHIP, SPRING 2013 SEMESTER

BATCH NO ZY000092 TRANS NO. 1609

06/04 CASH DISBURSEMENT 4,034 27-

PAID TO NORTHWEST MISSOURI STATE UNIVERSITY

F/B/O STUDENT: KATIE C MILLER

800 UNIVERSITY DRIVE

MARYVILLE, MO 64468

SCHOLARSHIPS AWARDED

T/A CHECK # 6245636 SEQ # 489

PAID FOR NO ONE

/A TILLES FUND SCHOLARSHIP, SPRING 2013 SEMESTER

BATCH NO ZY000092 TRANS NO 1610

06/04 CASH DISBURSEMENT 11,505.00-

PAID TO WEBSTER UNIVERSITY

F/B/O STUDENT ANTONIO SANCHEZ

470 E LOCKWOOD AVENUE

ST LOUIS, MO 63119-3194

SCHOLARSHIPS AWARDED

T/A CHECK # 6245637 SEQ # 490

PAID FOR NO ONE

/A TILLES FUND SCHOLARSHIP, SPRING 2013 SEMESTER

BATCH NO ZY000092 TRANS NO. 1611

06/06 CASH DISBURSEMENT 15,996.00-

PAID TO KANSAS CITY ART INSTITUTE

F/B/O JEFFREY M MORICE

4415 WARWICK BLVD

U S BANK

ADMIN PG 7

TRANSACTIONS FROM 07/01/12 TO 06/30/13 - ALL PORTFOLIO 08/19/13 16 32

031370K TILLES ROSALIE NONSECTARIAN CHARITY PRIN. CASH INCOME CASH

KANSAS CITY, MO 64111

SCHOLARSHIPS AWARDED

T/A CHECK # 6249373 SEQ # 443

PAID FOR NO ONE

/A TILLES FUND SCHOLARSHIP, SPRING 2013 SEMESTER

BATCH NO ZY000221 TRANS NO. 836

06/12 CASH DISBURSEMENT 4,249.60-

PAID TO UNIVERSITY OF MISSOURI - ST LOUIS

F/B/O STUDENT KULSOOM W SIDDIQUI

ONE UNIVERSITY BLVD. - 327 MSC

ST LOUIS, MO 63121-440

SCHOLARSHIPS AWARDED

T/A CHECK # 6257333 SEQ # 477

PAID FOR NO ONE

/A TILLES FUND SCHOLARSHIP, SPRING 2013 SEMESTER

BATCH NO ZY000501 TRANS NO 885

06/28 CASH DISBURSEMENT 10,500.00-

PAID TO DRURY UNIVERSITY

F/B/O STUDENT MEGHAN S FOX

900 NORTH BENTON AVENUE

SPRINGFIELD, MO 65802

SCHOLARSHIPS AWARDED

T/A CHECK # 6280449 SEQ # 1569

PAID FOR NO ONE

/A THE TILLES FUND SCHOLARSHIP, SPRING 2013 SEMSTR

BATCH NO ZY002344 TRANS NO 2965

Total

\$ 341,783.45

**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.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust ROSALIE TILLES NONSECTARIAN CHARITY FUND	Employer identification number 43-6020833
----------------------------------------------------------------------------	-----------------------------------------------------

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	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
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 ►	5	

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					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-35,538.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
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 ►	12	-35,538.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		-35,538.
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 14	15		-35,538.

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.

Part IV Capital Loss Limitation

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	(3,000)
----	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----	-----------

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 \$2,400	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 2012 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 2012 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		

Schedule D (Form 1041) 2012

