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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
WILLIAM EDGAR CHARITABLE FOUNDATION

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

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

A Employer identification number
43-6829350

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

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 3,691,602.**

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

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| 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 | 99,417. | 99,417. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 273,583. | | | |
| | b Gross sales price for all assets on line 6a | 4,386,090. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 273,583. | | |
| | 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 | 373,000. | 373,000. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 75,521. | 67,969. | | 7,552. |
| | 14 Other employee salaries and wages | | NONE | NONE | |
| | 15 Pension plans, employee benefits | | NONE | NONE | |
| | 16a Legal fees (attach schedule) STMT. 1 | 3,000. | NONE | NONE | 3,000. |
| | b Accounting fees (attach schedule) STMT. 2 | 7,190. | NONE | NONE | 7,190. |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) STMT. 3 | 10,719. | 2,560. | | |
| | 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. 4 | 44. | | | 44. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 96,474. | 70,529. | NONE | 17,786. |
| | 25 Contributions, gifts, grants paid | 197,010. | | | 197,010. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 293,484. | 70,529. | NONE | 214,796. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | 79,516. | | | | |
| b Net investment income (if negative, enter -0-) | | 302,471. | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions) | | | |
|-----------------------------|---|---|---|-------------------|------------|
| | | Beginning of year (a) Book Value | End of year (b) Book Value (c) Fair Market Value | | |
| Assets | 1 | Cash - non-interest-bearing | | 52. | 52. |
| | 2 | Savings and temporary cash investments | 15,810. | 56,788. | 56,788. |
| | 3 | Accounts receivable ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ Less allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶ | | | NONE |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10 a | Investments - U.S. and state government obligations (attach schedule) | | | |
| | b | Investments - corporate stock (attach schedule) . STMT 5 | 2,673,425. | 2,810,554. | 3,098,182. |
| | c | Investments - corporate bonds (attach schedule) . STMT 13 | 645,575. | 546,687. | 616,534. |
| | 11 | Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other (attach schedule) | | | |
| | 14 | Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶ | | | |
| 15 | Other assets (describe ▶ STMT 14) | 11. | 10. | -79,954. | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 3,334,821. | 3,414,091. | 3,691,602. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶) | | | |
| 23 | Total liabilities (add lines 17 through 22) | | | NONE | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | | |
| | 27 | Capital stock, trust principal, or current funds | 3,334,821. | 3,414,091. | |
| | 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) | 3,334,821. | 3,414,091. | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 3,334,821. | 3,414,091. | | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|--|---|-------------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 3,334,821. |
| 2 | Enter amount from Part I, line 27a | 2 | 79,516. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 3,414,337. |
| 5 | Decreases not included in line 2 (itemize) ▶ COST ADJ | 5 | 246. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 3,414,091. |

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 4,386,090. | | 4,112,507. | 273,583. | | | |
| 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))) | | |
| (j) F.M.V. as of 12/31/69 | (k) Adjusted basis as of 12/31/69 | (l) Excess of col. (i) over col. (j), if any | | | | |
| a | | | | 273,583. | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 2 Capital gain net income or (net capital loss) | | | | 2 | 273,583. | |
| { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | | | | | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): | | | | 3 | | |
| If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | | | | | |

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 | 163,231. | 3,600,015. | 0.045342 |
| 2010 | 185,748. | 3,748,371. | 0.049554 |
| 2009 | 205,936. | 3,544,386. | 0.058102 |
| 2008 | 243,620. | 3,395,573. | 0.071746 |
| 2007 | 188,689. | 4,624,781. | 0.040800 |
| 2 Total of line 1, column (d) | | | 0.265544 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | | 0.053109 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | | | 3,692,011. |
| 5 Multiply line 4 by line 3 | | | 196,079. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 3,025. |
| 7 Add lines 5 and 6 | | | 199,104. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 214,796. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Total tax based on investment income is 3,028, with 2,240 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. Includes a state list with 'MO' entered.

Part VII-A Statements Regarding Activities (continued)

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

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X 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? Yes X No
If "Yes," list the years ->
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ->
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| US BANK NA PO BOX 387, ST LOUIS, MO 63166 | TRUSTEE 0 | 75,521. | -0- | -0- |
| J DAVID AUNER 128 WEST RUSSELL ST PO BOX 85, IRONTON, MO 63650 | BOARD OF CONTROL 0 | | | |
| VAN ROBINSON SUN SECURITY BANK PO BOX 178, ARCADIA, MO 63621 | BOARD OF CONTROL 0 | | | |
| JUDITH A SCHAAF 110 NORTH MAIN, IRONTON, MO 63650 | BOARD OF CONTROL 0 | | | |

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

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

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

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

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE." | | |
|--|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| NONE | | NONE |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | NONE |

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

| | | | |
|---|---|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 3,748,235. |
| b | Average of monthly cash balances | 1b | NONE |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 3,748,235. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 3,748,235. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 56,224. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 3,692,011. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 184,601. |

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 | 184,601. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 3,025. |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 3,025. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 181,576. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 181,576. |
| 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 | 181,576. |

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 | 214,796. |
| 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 | 214,796. |
| 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 | 3,025. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 211,771. |

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 | | | | 181,576. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | NONE | |
| b Total for prior years 20 10 , 20 , 20 | | NONE | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 | | | | NONE |
| b From 2008 | | | | 63,498. |
| c From 2009 | | | | 29,557. |
| d From 2010 | | | | 301. |
| e From 2011 | | | | NONE |
| f Total of lines 3a through e | 93,356. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 214,796. | | | | |
| 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 | | | | 181,576. |
| e Remaining amount distributed out of corpus | 33,220. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 126,576. | | | |
| 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 | | | | NONE |
| 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 | 126,576. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 | 63,498. | | | |
| b Excess from 2009 | 29,557. | | | |
| c Excess from 2010 | 301. | | | |
| d Excess from 2011 | NONE | | | |
| e Excess from 2012 | 33,220. | | | |

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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 | |
| 2a 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 15

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 |
|--|--|--------------------------------------|-------------------------------------|----------|
| <p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 25</p> | | | | 197,010. |
| Total ▶ 3a | | | | 197,010. |
| <p>b <i>Approved for future payment</i></p> | | | | |
| Total ▶ 3b | | | | |

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

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

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

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

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: John F. Loose, Date: 08/21/2013, Title: TRUSTEE

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

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

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|--------------------------------|--------------------------------|-----------------------|---------------------|---------------------|
| LEGAL FEES - PRINCIPAL (ALLOCA | 3,000. | | | 3,000. |
| TOTALS | 3,000. | NONE | NONE | 3,000. |

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 | 7,190. | | | 7,190. |
| TOTALS | 7,190. | NONE | NONE | 7,190. |

FORM 990PF, PART I - TAXES

=====

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------------------|---|-----------------------------|
| ----- | ----- | ----- |
| FOREIGN TAXES | 2,357. | 563. |
| FEDERAL ESTIMATES - PRINCIPAL | 8,158. | 1,949. |
| FOREIGN TAXES ON QUALIFIED FOR | 144. | 34. |
| FOREIGN TAXES ON NONQUALIFIED | 60. | 14. |
| | ----- | ----- |
| TOTALS | 10,719. | 2,560. |
| | ===== | ===== |

WILLIAM EDGAR CHARITABLE FOUNDATION

43-6829350

FORM 990PF, PART I - OTHER EXPENSES

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER ALLOCABLE EXPENSE-PRINCI

44.

44.

TOTALS

44.

44.

43-6829350

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

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| ----- | ----- | --- |
| CVS/CAREMARK CORP | | |
| CONOCOPHILLIPS | 31,112. | 36,491. |
| JOHNSON & JOHNSON | 33,441. | 48,803. |
| CAPITAL ONE FINANCIAL CORP | 27,773. | 34,429. |
| HASBRO INC | 13,459. | 12,385. |
| BUNGE LIMITED | | |
| KEPPEL CORP LTD SPONS ADR | | |
| EXXON MOBIL CORP | | |
| PETROLEO BRASILEIRO SPON A D R | 18,786. | 18,632. |
| SCHLUMBERGER LTD | | |
| TOTAL SA ADR | | |
| HONDA MTR LTD AMERN SHS | | |
| TAIWAN SEMICONDUCTOR ADR | 18,645. | 19,419. |
| FOMENTO ECONOMICO MEX SP A D R | 22,438. | 25,325. |
| NESTLE SA SPONSORED ADR | | |
| PEPSICO INC | | |
| NOVARTIS AG ADR | | |
| ROCHE HLDG LTD ADR | 12,915. | 20,539. |
| VARIAN MED SYS INC | | |
| ACE LTD | | |
| POTASH CORP OF SASKATCHEWAN | 30,315. | 39,998. |
| DBS GROUP HLDGS LTD | 10,089. | 9,151. |
| ORIX CORP SPONS ADR | 16,309. | 16,152. |
| ERSTE GROUP BANK AG ADR | | |
| KONINKLIJKE ROYAL KPN NV SP | | |
| TURKCELL ILETISIM HIZMET ADR | | |
| XINYI GLASS HOLDINGS LTS ADR | | |
| HUMANA INC | 3,968. | 4,578. |
| TEXAS INSTRUMENTS INC | | |

43-6829350

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

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| UNICHARM CORPORATION ADR | 16,801. | 19,871. |
| PARKER HANNIFIN CORP | 30,785. | 36,347. |
| ORACLE CORPORATION | 46,757. | 44,161. |
| DRIEHAUS SELECT CREDIT FUND | 28,980. | 28,749. |
| ATLAS COPCO AB ADR | 11,607. | 9,829. |
| SCHNEIDER ELECT SA UNSP ADR | 13,150. | 14,685. |
| NATIONAL GRID PLC SPONS ADR | | |
| TELEFONICA SA SPONS ADR | | |
| AMERICAN CENY INTL BD FDS | 15,232. | 16,427. |
| ANHEUSER BUSCH INBEV NV ADR | 28,029. | 28,380. |
| BED BATH & BEYOND INC | 33,949. | 32,724. |
| EMERSON ELEC CO | 23,430. | 22,158. |
| NORFOLK SOUTHERN CORP | 34,743. | 42,171. |
| STRYKER CORP | 51,686. | 52,739. |
| WAL MART STORES INC | 15,764. | 16,144. |
| AIA GROUP LTD ADR | 13,987. | 14,591. |
| CANADIAN NATL RY CO | 18,230. | 40,050. |
| APPLE INC | | |
| ATT INC | | |
| IMPERIAL OIL LTD | 9,171. | 7,680. |
| YSMEX CORP UNSPON ADR | 11,738. | 15,359. |
| BG GROUP PLC ADR | 12,499. | 10,176. |
| BRISTOL-MYERS SQUIBB CO | | |
| WPP PLC SPONSORED ADR | 18,123. | 19,640. |
| ROWE T PRICE MID-CAP GROWTH 64 | 94,546. | 104,960. |
| CERNER CORPORATION | | |
| CHEVRON CORPORATION | | |
| CISCO SYS INC | | |
| COGNIZANT TECH SOLUTIONS CRP | 40,223. | 47,336. |

WILLIAM EDGAR CHARITABLE FOUNDATION

43-6829350

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

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|-------------------------------|----------------------|---------------|
| COCHLEAR LTD UNSPON ADR | 16,637. | 14,155. |
| DANAHER CORP | | |
| COCA COLA COMPANY | | |
| DASSAULT SYSTEMES SA ADR | 15,959. | 24,279. |
| DIRECTV GROUP INC | | |
| ECOLAB INC | | |
| EXPRESS SCRIPTS INC | | |
| EXELON CORPORATION | | |
| FLEXTRONICS INTERNATIONAL LTD | | |
| FLOWERVE CORP | | |
| FREEPORT MCMORAN COPPER | | |
| FUJIFILM HLDGS CORP | | |
| GAMESTOP CORP CL A | 22,426. | 28,825. |
| GENERAL DYNAMICS CORP | | |
| GOLDMAN SACHS GROUP INC | 34,101. | 58,104. |
| GOOGLE INC CL A | | |
| HALLIBURTON CO | | |
| HARRIS STRATEX NETWORKS CL A | 36,594. | 45,812. |
| HESS CORP | | |
| HEWLETT PACKARD CO | | |
| INTEL CORP | 31,299. | 33,122. |
| INT'L BUSINESS MACHINES CORP | 29,713. | 37,266. |
| J P MORGAN CHASE & CO | 31,654. | 34,314. |
| JACOBS ENGR GROUP INC | | |
| LI FUNG LTD ADR | | |
| LOCKHEED MARTIN CORP | | |
| MCDONALDS CORP | | |
| MERCK & CO INC NEW | | |
| METLIFE INC | | |

WILLIAM EDGAR CHARITABLE FOUNDATION

43-6829350

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

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| MICROSOFT CORP | 40,477. | 47,845. |
| NATIONAL OILWELL VARCO INC | | |
| NIKE INC | | |
| PHILIP MORRIS INTL | | |
| OCCIDENTAL PETROLEUM CORP | | |
| P N C FINANCIAL SERVICES GROUP | | |
| PFIZER INC | | |
| PRAXAIR INC | | |
| PRICELINE COM INC | | |
| PRUDENTIAL FINANCIAL INC | | |
| PUBLIC SVC ENTERPRISE GRP INC | | |
| RED HAT INC | | |
| SCHEIN HENRY INC | | |
| SPDR GOLD TRUST | 95,232. | 70,870. |
| SONOVA HOLDING UNSPON ADR | 10,029. | 9,620. |
| STAPLES INC | | |
| SWATCH GROUP AG ADR | | |
| T ROWE PRICE SM CAP VAL #46 | 109,728. | 125,206. |
| THERMO FISHER SCIENTIFIC INC | | |
| TURKIYE GARANTI BANKASI AS ADR | | |
| TRAVELERS COS INC | 10,873. | 13,833. |
| UNION PACIFIC CORP | | |
| UNITED HEALTH GROUP INCORP | | |
| UNITED TECHNOLOGIES CORP | | |
| VERIZON COMMUNICAITONS INC | | |
| VISA INC CLASS A SHRS | | |
| WAL MART DE MEXICO SAB ADR | | |
| WASTE MGMT INC DEL | | |
| WELLS FARGO CO | | |

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

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| XILINX INC | | |
| VF CORP | | |
| ACCENTURE PLC CL A | 19,574. | 22,250. |
| AIR LIQUIDE SA ADR | 10,049. | 11,586. |
| CSI LIMITED ADR | 16,482. | 18,785. |
| JCG CORP UNSPONSORED ADR | | |
| COMPANHIA DE BEBIDAS P R ADT | | |
| COVIDIEN PLC | | |
| DESARROLLADORA HOMEX A D R | | |
| FRESENIUS MED CARE | 18,168. | 18,728. |
| GLAXO SMITHKLINE P L C A D R | | |
| ICICI BANK LIMITED ADR | 10,900. | 13,885. |
| I SHARES MSCI EAFE INDEX FUND | | |
| LUKOIL SPON A D R | 32,337. | 50,974. |
| MATTEL INC | | |
| mitsui & CO LTD SPSD A D R | | |
| MTN GROUP LTD A D R | 5,687. | 6,366. |
| PETROLEO BRASILEIRO S A A D R | 13,504. | 11,600. |
| SANOFI A D R | 24,110. | 37,293. |
| SAP AG A D R | 20,842. | 25,855. |
| CHUBB CORPORATION | | |
| TOKIA MARINE HOLDINGS A D R | | |
| UNILEVER PLC SPSD A D R | 6,376. | 6,472. |
| VALE SA SP A D R | | |
| ZURICH FINANCIAL SERVICES AG A | | |
| AMERICAN CENTY VISTA FD INSTL | | |
| FANUC CORPORATION ADR | 17,579. | 15,638. |
| ISHARES MSCI EMERGING MKTS IND | | |
| NEUBERGER BERMAN GENESIS IND F | | |

WILLIAM EDGAR CHARITABLE FOUNDATION

43-6829350

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

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| ----- | ----- | --- |
| IPATH DOW JONES UBS COMMODITY | | |
| VOLVO AB SPONSORED ADR | | |
| TYCO INTERNATIONAL LTD | | |
| THOMPSON CREEK METALS CO | | |
| NISSAN MTR LTD | | |
| NEWMONT MINING CORP | | |
| CNOOC LTD ADR | | |
| ABERDEEN FDS EMRGN MKT INSTL | 225,466. | 211,984. |
| SASOL LTD SPONSORED ADR | 5,425. | 5,414. |
| AMERICA MOVIL ADR | | |
| WESTERN DIGITAL CORP | 23,614. | 56,005. |
| UNITED STATES STEEL CORP | | |
| PEABODY ENERGY CORP | | |
| PGE CORP | | |
| MASTERCARD INC | | |
| LINCOLN NATL CORP | | |
| KEYCORP NEW | | |
| LOREAL CO UNSPONSORED ADR | 12,797. | 20,104. |
| GENERAL ELECTRIC CO | | |
| GRAINGER WW INC | | |
| FIFTH THIRD BANK | | |
| DOVER | | |
| CORNING INC | 111,167. | 105,122. |
| FORWARD INTERNATIONAL REAL EST | 79,034. | 79,772. |
| BLACKROCK EMERGING MKTS LS | 18,359. | 23,803. |
| ARM HLDGS PLC ADR | 14,836. | 22,163. |
| ALLIANZ SE ADR | 24,487. | 26,286. |
| UNUM GROUP | 49,659. | 46,795. |
| QUALCOMM INC | | |

43-6829350

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

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| 3M CO | 35,813. | 42,318. |
| SVENSKA HANDELSBANKEN A UNSP | 3,614. | 3,614. |
| ROGERS COMMUNICATIONS INC CI B | | |
| CUMMINS INC | 31,808. | 30,369. |
| STATE STR CORP | 23,856. | 35,148. |
| SWATCH GROUP AG ADR | 14,181. | 13,260. |
| TESCO PLC ADR | 8,822. | 7,854. |
| CITIGROUP INC | 54,809. | 69,317. |
| E M C CORPORATION | | |
| FED EX CORP | | |
| KIMBERLY CLARK CORP | | |
| KRAFT FOODS INC CL A | | |
| NETAPP INC | | |
| PIONEER NAT RES CO | | |
| PRECISION CASTPARTS CORP | | |
| REYNOLDS AMERICAN INC | | |
| SEMPRA ENERGY | | |
| TFS MARKET NEUTRAL FUND | 162,819. | 163,224. |
| TJX COMPANIES INC | | |
| VORNADO REALTY TRUST | | |
| CREDIT SUISSE COMM RET ST CO | 84,355. | 74,513. |
| ITAU UNIBANCO HOLDINGS SA ADR | 17,329. | 14,703. |
| LONZA GROUP AG UNSPON ADR | 10,068. | 12,726. |
| NOKIAN TYRES OYJ UNSPON ADR | 9,437. | 8,566. |
| QAO GAZPROM SPON ADR | 6,968. | 4,928. |
| BANCO BILBAO VIZCAYA ARGEN ADR | 9,681. | 8,957. |
| BAYERISCHE MOTOREN WERKE UNSPN | 15,765. | 15,439. |
| ROWE T PRICE MID-CAP VALUE FD | 84,007. | 93,445. |
| ERICSSON (LMT) TEL SP A D R | | |

WILLIAM EDGAR CHARITABLE FOUNDATION

43-6829350

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

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| FOCUS MEDIA HOLDING A D R | | |
| INFINEON TECHNOLOGIES A G ADR | | |
| INTERCONTINENTAL HTIS GRP PISP | 17,986. | 16,697. |
| LVMH MOET HENNESSY LOU VIUTT | | |
| PRECISION DRILLING TRUST | | |
| ROYAL DUTCH SHELL PLC A D R | 55,898. | 51,933. |
| SIEMENS AG A D R | | |
| SOCIETE GENERALE FRANCE | | |
| TELECOMMUNICACOES DE SAO PAULO | | |
| UBS AG REG | | |
| VODAFONE GROUP PLC A D R | 109,484. | 140,961. |
| ISHARES MSCI EMERGING MKTS ETF | | |
| NUVEEN REAL ESTATE SECS I | 2,810,554. | 3,098,182. |
| TOTALS | | |

WILLIAM EDGAR CHARITABLE FOUNDATION
 FORM 990PF, PART II - CORPORATE BONDS
 =====

43-6829350

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| MORGAN STANLEY 5.30% 3/01/13 | 49,805. | 51,171. |
| HSBC FIN CORP 5.250% 1/15/14 | 50,205. | 55,791. |
| GEN ELEC CAP 5.375% 10/20/16 | 100,798. | 115,974. |
| GLAXOSMITHKLINE 5.650% 5/15/18 | | |
| PITNEY BOWES INC | 50,504. | 54,881. |
| FLORIDA POWER CORP | 48,784. | 55,297. |
| ORACLE CORP OZARK HLDG INC | 49,427. | 55,939. |
| SBC COMMUNICATIONS INC | 50,374. | 56,312. |
| APACHE CORPORATION | 48,379. | 56,676. |
| TARGET CORP | 48,888. | 57,527. |
| NATIONAL RURAL UTIL COOP | 49,523. | 56,966. |
| HONEYWELL INTL | | |
| TOTALS | 546,687. | 616,534. |

WILLIAM EDGAR CHARITABLE FOUNDATION
 FORM 990PF, PART II - OTHER ASSETS
 =====

43-6829350

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|-------------------------------|----------------------|---------------|
| CALL ON SPY 10/29/12 @ 139.30 | | |
| PUT ON SPY 10/29/12 @ 115.29 | | |
| PUT ON SPY 10/29/12 @ 96.08 | | |
| CALL ON SPY 11/1/13 @ 151.92 | -30,306. | -84,503. |
| PUT ON SPY 11/1/13 @ 106.14 | -18,617. | -223. |
| PUT ON SPY 11/1/13 @ 127.37 | 48,933. | 4,772. |
| TOTALS | 10. | -79,954. |

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 FOR FORM

SUBMISSION DEADLINES:

AUGUST 15TH

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PLEASE CONTACT THE ABOVE

RECIPIENT NAME:
UNIVERSITY OF MO - KANSAS CITY
101 ADMINISTRATIVE CENTER
ADDRESS:
5100 ROCKHILL ROAD
KANSAS CITY, MO 64110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
WESTMINSITER COLLEGE
ADDRESS:
501 WESTMINSTER AVENUE
FULTON, MO 65251
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
DRURY UNIVERSITY
ADDRESS:
900 NORTH BENTON AVENUE
SPRINGFIELD, MO 65802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,600.

RECIPIENT NAME:
LINDENWOOD UNIVERSITY
ADDRESS:
209 S KINGSHIGHWAY
ST CHARLES, MO 63301-1695
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 6,500.

RECIPIENT NAME:
WILLIAM WOODS UNIVERSITY
ADDRESS:
ONE UNIVERSITY PLAZA
FULTON, MO 65251-1098
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 885.

RECIPIENT NAME:
UNIVERSITY OF MISSOURI - ST LOUIS
ADDRESS:
ONE UNIVERSITY BLVD 327 MSC
ST LOUIS, MO 63121-4400
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
ILLINOIS COLLEGE
ADDRESS:
1101 WEST COLLEGE AVENUE
JACKSONVILLE, IL 62650
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,400.

RECIPIENT NAME:
COLLEGE OF THE OZARKS
ADDRESS:
PO BOX 17
POINT LOOKOUT, MO 65726
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 450.

RECIPIENT NAME:
IRON COUNTY COMMISSION
ADDRESS:
250 SOUTH MAIN STREET
IRONTON, MO 63650
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:
I C CIRCLE OF LIFE HUMANE SOCIETY
ADDRESS:
PO BOX 334
IRONTON, MO 63650
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CENTRAL METHODIST UNIVERSITY
ADDRESS:
P.O. BOX 1000
PARK HILLS, MO 63601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
ST. LOUIS COLLEGE OF PHARMACY
ADDRESS:
4588 PARKVIEW PLACE
ST. LOUIS, MO 63110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,600.

RECIPIENT NAME:
CHATHAM UNIVERSITY
BRAUN HALL
ADDRESS:
1 WOODLAND ROAD
PITTSBURGH, PA 15232
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,800.

RECIPIENT NAME:
SOUTHEAST COMMUNITY COLLEGE
ADDRESS:
8800 O ST
LINCOLN, NE 68520
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
COX COLLEGE
ADDRESS:
1423 NORTH JEFFERSON AVE
SPRINGFIELD, MO 65802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,300.

RECIPIENT NAME:
BIG SPRINGS MEDICAL ASSOCIATION
ADDRESS:
110 S. 2ND ST
ELLINGTON, MO 63638
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,600.

RECIPIENT NAME:
OZARK VALLEYS COMMUNITY SERVICES
ADDRESS:
PO BOX 156
IRONTON, MO 63650
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
MISSOURI STATE UNIVERSITY
ADDRESS:
901 SOUTH NATIONAL AVENUE
SPRINGFIELD, MO 65897
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 8,900.

RECIPIENT NAME:
UNIVERSITY OF MISSOURI - COLUMBIA
ADDRESS:
15 JESSE HALL
COLUMBIA, MO 65211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 17,500.

RECIPIENT NAME:
NORTHWEST MISSOURI STATE UNIVERSITY
ADDRESS:
800 UNIVERSITY DRIVE
MARYVILLE, MO 64468
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 4,400.

RECIPIENT NAME:
MARYVILLE UNIVERSITY
ADDRESS:
650 MARYVILLE UNIVERSITY DRIVE
ST LOUIS, MO 63141
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
ARCADIA VALLEY R-II SCHOOL
DISTRICT
ADDRESS:
750 PARK DRIVE
IRONTON, MO 63650
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 28,015.

RECIPIENT NAME:
IRON COUNTY SENIOR CITIZENS
ORGANIZATION
ADDRESS:
PO BOX 177
ARCADIA, MO 63621
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 11,510.

RECIPIENT NAME:
IRON COUNTY AMBULANCE DISTRICT
ADDRESS:
PO BOX 366
IRONTON, MO 63650
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
CITITZENS FOR IMPROVEMENT
MEDICAL SERVICES INC
ADDRESS:
PO BOX 526
PILOT KNOB, MO 63663
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PUPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 18,000.

RECIPIENT NAME:
ARCADIA VALLEY FOOD PANTRY
ADDRESS:
PO BOX 103
IRONTON, MC 63650
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
MISSOURI BAPTIST UNIVERSITY
ADDRESS:
ONE COLLEGE PARK DRIVE
ST LOUIS, MO 63141
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,650.

RECIPIENT NAME:
SOUTHEAST MISSOURI STATE UNIVERSARY
ADDRESS:
ONE UNIVERSITY PLAZA
CAPE GIRARDEAU, MO 63701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,800.

RECIPIENT NAME:
MINERAL AREA COLLEGE
ADDRESS:
P O BOX 1000
PARK HILLS, MO 63601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,100.

TOTAL GRANTS PAID: 197,010.
=====

**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: **WILLIAM EDGAR CHARITABLE FOUNDATION**
Employer identification number: **43-6829350**

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 | 176,045. |
| 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 | 176,045. |

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

| (a) Description of property (Example: 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|--------------------------------------|----------------------------------|-----------------|---|--|
| 6a LONG-TERM CAPITAL GAIN DIVIDENDS | | | | | 11,724. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|---|-----------|---------|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | 85,655. |
| 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 | 159. |
| 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 | 97,538. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2012

| Part III Summary of Parts I and II | | (1) Beneficiaries' (see instr.) | (2) Estate's or trust's | (3) Total |
|--|---|---------------------------------|-------------------------|-----------|
| Caution: Read the instructions before completing this part. | | | | |
| 13 | Net short-term gain or (loss) | 13 | | 176,045. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | 97,538. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht.) | 14b | | 159. |
| c | 28% rate gain | 14c | | |
| 15 | Total net gain or (loss). Combine lines 13 and 14 | 15 | | 273,583. |

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 | () |
|----|---|----|-----|

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 |

Continuation Sheet for Schedule D
(Form 1041)

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

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

Name of estate or trust: **WILLIAM EDGAR CHARITABLE FOUNDATION**
Employer identification number: **43-6829350**

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

| (a) Description of property (Example 100 sh. 7% preferred of "Z" Co) | (b) Date acquired (mo., day, yr) | (c) Date sold (mo., day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|--|----------------------------------|------------------------------|-----------------|--|--|
| 1a .1 AIR LIQUIDE S A A D R | 11/18/2011 | 07/03/2012 | 2.00 | 2.00 | |
| 784. MICROSOFT CORP | 11/18/2011 | 08/22/2012 | 23,951.00 | 19,952.00 | 3,999.00 |
| 310. CHUBB CORPORATION | 11/18/2011 | 08/28/2012 | 22,850.00 | 20,370.00 | 2,480.00 |
| 500. HUMANA INC | 05/02/2012 | 08/28/2012 | 35,024.00 | 46,575.00 | -11,551.00 |
| 7800. SPDR S&P 500 ETF TRU | 10/31/2012 | 10/31/2012 | 1,120,673.00 | 1,103,937.00 | 16,736.00 |
| 7800. PUT ON SPY 10/29/12 | 10/28/2011 | 10/31/2012 | 30,104.00 | | 30,104.00 |
| 700. ATT INC | 11/18/2011 | 11/02/2012 | 24,590.00 | 20,097.00 | 4,493.00 |
| 93. APPLE INC | 01/13/2012 | 11/02/2012 | 54,639.00 | 39,031.00 | 15,608.00 |
| 1023. BRISTOL MYERS SQUIBB | 11/18/2011 | 11/02/2012 | 34,321.00 | 31,621.00 | 2,700.00 |
| 800. COCA COLA COMPANY | 05/02/2012 | 11/02/2012 | 29,759.00 | 30,808.00 | -1,049.00 |
| 600. CONOCOPHILLIPS | 05/02/2012 | 11/02/2012 | 34,805.00 | 33,105.00 | 1,700.00 |
| 2234. ERSTE GROUP BANK AG | 11/18/2011 | 11/02/2012 | 28,008.00 | 19,838.00 | 8,170.00 |
| 800. EXELON CORPORATION | 05/02/2012 | 11/02/2012 | 25,887.00 | 31,384.00 | -5,497.00 |
| 500. EXXON MOBIL CORP | 05/02/2012 | 11/02/2012 | 45,259.00 | 43,020.00 | 2,239.00 |
| 1372. GAMESTOP CORP CL A | 11/18/2011 | 11/02/2012 | 32,530.00 | 31,076.00 | 1,454.00 |
| 200. GRAINGER W W INC | 01/13/2012 | 11/02/2012 | 40,546.00 | 39,409.00 | 1,137.00 |
| 4000. ISHARES MSCI EMERGIN ETF | 11/18/2011 | 11/02/2012 | 166,958.00 | 154,810.00 | 12,148.00 |
| 1800. ISHARES MSCI EAFE ET | 02/03/2012 | 11/02/2012 | 96,964.00 | 97,002.00 | -38.00 |
| 267. LOCKHEED MARTIN CORP | 11/18/2011 | 11/02/2012 | 25,117.00 | 20,172.00 | 4,945.00 |
| 100. MASTERCARD INC | 04/18/2012 | 11/02/2012 | 47,333.00 | 43,843.00 | 3,490.00 |
| 400. MCDONALDS CORP | 01/17/2012 | 11/02/2012 | 35,007.00 | 40,216.00 | -5,209.00 |
| 500. NATIONAL OILWELL VARC | 05/02/2012 | 11/02/2012 | 36,154.00 | 37,328.00 | -1,174.00 |
| 700. NEWMONT MINING CORP | 04/18/2012 | 11/02/2012 | 34,920.00 | 33,460.00 | 1,460.00 |
| 400. NIKE INC | 01/17/2012 | 11/02/2012 | 38,151.00 | 39,708.00 | -1,557.00 |

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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

Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

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

Name of estate or trust: WILLIAM EDGAR CHARITABLE FOUNDATION
Employer identification number: 43-6829350

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

| (a) Description of property (Example 100 sh. 7% preferred of "Z" Co.) | (b) Date acquired (mo, day, yr.) | (c) Date sold (mo, day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|----------------------------------|------------------------------|-----------------|--|--|
| 1a 466. NOVARTIS AG A D R | 01/25/2012 | 11/02/2012 | 28,425.00 | 25,583.00 | 2,842.00 |
| 3071.773 NUVEEN REAL ESTAT | 11/18/2011 | 11/02/2012 | 66,289.00 | 55,968.00 | 10,321.00 |
| 500. PHILIP MORRIS INTL | 05/02/2012 | 11/02/2012 | 43,764.00 | 45,300.00 | -1,536.00 |
| 200. PRECISION CASTPARTS C | 01/13/2012 | 11/02/2012 | 34,805.00 | 34,180.00 | 625.00 |
| 1039. SWATCH GROUP AG A D | 01/25/2012 | 11/02/2012 | 22,795.00 | 22,183.00 | 612.00 |
| 275. V F CORP | 11/18/2011 | 11/02/2012 | 43,958.00 | 36,277.00 | 7,681.00 |
| 806. VALE SA SP A D R | 11/18/2011 | 11/02/2012 | 14,911.00 | 19,924.00 | -5,013.00 |
| 783. WAL MART DE MEXICO SA R | 01/25/2012 | 11/02/2012 | 23,121.00 | 22,754.00 | 367.00 |
| 1200. WELLS FARGO CO | 05/02/2012 | 11/02/2012 | 40,823.00 | 40,272.00 | 551.00 |
| 700. ACCENTURE PLC CL A | 01/13/2012 | 11/02/2012 | 48,026.00 | 37,296.00 | 10,730.00 |
| 4285. FLEXTRONICS INTERNAT | 11/18/2011 | 11/02/2012 | 24,425.00 | 25,048.00 | -623.00 |
| 827. AMERICA MOVIL A D R | 11/18/2011 | 11/15/2012 | 19,227.00 | 20,232.00 | -1,005.00 |
| 991. ATLAS COPCO AB SPONS | 11/18/2011 | 11/15/2012 | 23,754.00 | 19,810.00 | 3,944.00 |
| 717. COCHLEAR LTD UNSPON A | 11/18/2011 | 11/15/2012 | 27,174.00 | 19,522.00 | 7,652.00 |
| 383. ELI LILLY CO | 11/02/2012 | 11/15/2012 | 17,610.00 | 18,817.00 | -1,207.00 |
| 632. EATON CORP | 11/02/2012 | 12/03/2012 | 32,965.00 | 31,522.00 | 1,443.00 |
| 2726. HEWLETT PACKARD CO | 11/15/2012 | 12/11/2012 | 38,518.00 | 36,797.00 | 1,721.00 |
| 1238. ITAU UNIBANCO HOLDIN | 11/02/2012 | 12/11/2012 | 19,449.00 | 18,966.00 | 483.00 |
| 274. JGC CORP UNSPONSORED | 11/02/2012 | 12/11/2012 | 18,292.00 | 18,977.00 | -685.00 |
| 491. MATTEL INC | 11/02/2012 | 12/11/2012 | 18,319.00 | 18,034.00 | 285.00 |
| 374. HSBC HOLDINGS PLC SPO | 11/02/2012 | 01/09/2013 | 20,057.00 | 18,756.00 | 1,301.00 |
| 1065. ORACLE CORPORATION | 11/02/2012 | 01/09/2013 | 36,838.00 | 33,622.00 | 3,216.00 |
| 464. POTASH CORP OF SASKAT | 11/02/2012 | 01/09/2013 | 19,604.00 | 18,797.00 | 807.00 |
| 419. SANOFI A D R | 11/02/2012 | 01/09/2013 | 20,136.00 | 18,666.00 | 1,470.00 |

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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

Schedule D-1 (Form 1041) 2012

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SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

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

Name of estate or trust: **WILLIAM EDGAR CHARITABLE FOUNDATION**
Employer identification number: **43-6829350**

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

| (a) Description of property (Example 100 sh. 7% preferred of "Z" Co) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|--|-----------------------------------|-------------------------------|-----------------|--|--|
| 1a 2364. STAPLES INC | 11/02/2012 | 01/09/2013 | 27,800.00 | 27,422.00 | 378.00 |
| 868. SWATCH GROUP AG A D R | 01/25/2012 | 01/09/2013 | 23,340.00 | 18,532.00 | 4,808.00 |
| 45. ANHEUSER BUSCH INBEV N | 11/02/2012 | 02/06/2013 | 3,919.00 | 3,766.00 | 153.00 |
| 120. APACHE CORP | 11/02/2012 | 02/06/2013 | 10,118.00 | 9,815.00 | 303.00 |
| 360. CSL LIMITED A D R | 11/02/2012 | 02/06/2013 | 10,397.00 | 8,802.00 | 1,595.00 |
| 130. CANADIAN NATL RY CO | 11/02/2012 | 02/06/2013 | 12,516.00 | 11,470.00 | 1,046.00 |
| 215. GENERAL DYNAMICS CORP | 11/02/2012 | 02/06/2013 | 14,185.00 | 14,874.00 | -689.00 |
| 210. IMPERIAL OIL LTD | 11/02/2012 | 02/06/2013 | 9,273.00 | 9,582.00 | -309.00 |
| 415. MATTEL INC | 01/09/2013 | 02/06/2013 | 16,297.00 | 15,280.00 | 1,017.00 |
| 520. MORGAN STANLEY | 11/02/2012 | 02/06/2013 | 12,085.00 | 9,266.00 | 2,819.00 |
| 450. SCHNEIDER ELECT SA UN | 11/02/2012 | 02/06/2013 | 6,606.00 | 5,819.00 | 787.00 |
| 531. WESTERN DIGITAL CORP | 11/02/2012 | 02/06/2013 | 25,165.00 | 18,856.00 | 6,309.00 |
| 95. MATTEL INC | 01/09/2013 | 02/11/2013 | 3,826.00 | 3,498.00 | 328.00 |
| 1120. TEVA PHARMACEUTICAL R | 11/02/2012 | 02/11/2013 | 43,231.00 | 46,854.00 | -3,623.00 |
| 415. AIA GROUP LTD ADR | 02/06/2013 | 02/28/2013 | 7,171.00 | 6,644.00 | 527.00 |
| 307. APACHE CORP | 11/02/2012 | 02/28/2013 | 22,929.00 | 25,109.00 | -2,180.00 |
| 165. E BAY INC | 11/02/2012 | 02/28/2013 | 9,065.00 | 8,144.00 | 921.00 |
| 570. MORGAN STANLEY | 11/02/2012 | 02/28/2013 | 13,058.00 | 10,157.00 | 2,901.00 |
| 514.053 T ROWE PRICE MID C #64 | 11/15/2012 | 02/28/2013 | 31,224.00 | 29,111.00 | 2,113.00 |
| 370. SVENSKA HANDELSBANKEN R | 02/06/2013 | 02/28/2013 | 8,029.00 | 7,429.00 | 600.00 |
| 185. EATON CORP PLC | 12/11/2012 | 02/28/2013 | 11,477.00 | 9,735.00 | 1,742.00 |
| 145. SWATCH GROUP AG A D R | 02/06/2013 | 03/13/2013 | 4,185.00 | 4,253.00 | -68.00 |
| 455. AMERICA MOVIL A D R | 02/06/2013 | 03/22/2013 | 9,281.00 | 11,338.00 | -2,057.00 |
| 120. CITIGROUP INC | 02/06/2013 | 03/22/2013 | 5,437.00 | 4,983.00 | 454.00 |

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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

Schedule D-1 (Form 1041) 2012

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**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

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

Name of estate or trust: **WILLIAM EDGAR CHARITABLE FOUNDATION**
Employer identification number: **43-6829350**

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

| (a) Description of property (Example 100 sh. 7% preferred of "Z" Co) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|--|-----------------------------------|-------------------------------|-----------------|--|--|
| 1a 130. DBS GROUP HLDGS LTD | 03/13/2013 | 03/22/2013 | 6,513.00 | 6,406.00 | 107.00 |
| 2430.861 DRIEHAUS SELECT C | 03/13/2013 | 03/22/2013 | 24,284.00 | 24,479.00 | -195.00 |
| 56. GENERAL DYNAMICS CORP | 11/02/2012 | 03/22/2013 | 3,878.00 | 3,874.00 | 4.00 |
| 120. HSBC HOLDINGS PLC SPO | 02/06/2013 | 03/22/2013 | 6,395.00 | 6,697.00 | -302.00 |
| 130. HASBRO INC | 02/06/2013 | 03/22/2013 | 5,634.00 | 4,959.00 | 675.00 |
| 180. INTEL CORP | 03/13/2013 | 03/22/2013 | 3,827.00 | 3,906.00 | -79.00 |
| 90. MATTEL INC | 02/28/2013 | 03/22/2013 | 3,872.00 | 3,699.00 | 173.00 |
| 1030. MORGAN STANLEY | 11/02/2012 | 03/22/2013 | 22,763.00 | 18,355.00 | 4,408.00 |
| 330. PETROLEO BRASILEIRO S | 03/13/2013 | 03/22/2013 | 5,541.00 | 5,661.00 | -120.00 |
| 65. SPDR GOLD TRUST | 03/13/2013 | 03/22/2013 | 10,103.00 | 9,983.00 | 120.00 |
| 100. STRYKER CORP | 02/11/2013 | 03/22/2013 | 6,426.00 | 6,374.00 | 52.00 |
| 265. SWATCH GROUP AG A D R | 02/06/2013 | 03/22/2013 | 7,475.00 | 7,772.00 | -297.00 |
| 15. UNILEVER PLC SPSD ADR | 02/06/2013 | 03/22/2013 | 629.00 | 598.00 | 31.00 |
| 100. UNILEVER PLC SPSD ADR | 02/28/2013 | 03/22/2013 | 4,191.00 | 3,999.00 | 192.00 |
| 70. EATON CORP PLC | 11/30/2012 | 03/22/2013 | 4,421.00 | 3,636.00 | 785.00 |
| 163. EATON CORP PLC | 12/11/2012 | 03/22/2013 | 10,294.00 | 8,577.00 | 1,717.00 |
| 45. ACE LTD | 02/28/2013 | 03/22/2013 | 3,958.00 | 3,875.00 | 83.00 |
| 2035.092 BLACKROCK EMERGIN EQTY IS | 11/02/2012 | 04/15/2013 | 21,450.00 | 21,491.00 | -41.00 |
| 989.76 DRIEHAUS SELECT CRE | 02/06/2013 | 04/15/2013 | 9,908.00 | 9,917.00 | -9.00 |
| 305.308 T ROWE PRICE MID C #64 | 01/09/2013 | 04/15/2013 | 18,715.00 | 17,711.00 | 1,004.00 |
| 923.728 T ROWE PRICE MID C INC | 11/15/2012 | 04/15/2013 | 24,137.00 | 22,123.00 | 2,014.00 |
| 754.501 T ROWE PRICE MID C INC | 01/09/2013 | 04/15/2013 | 19,715.00 | 18,591.00 | 1,124.00 |
| 780. BANCO BILBAO VIZCAYA | 03/13/2013 | 05/08/2013 | 7,652.00 | 7,711.00 | -59.00 |
| 426. E BAY INC | 11/02/2012 | 05/08/2013 | 23,290.00 | 21,027.00 | 2,263.00 |

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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

Schedule D-1 (Form 1041) 2012

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2F1221 2 000

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

Employer identification number

WILLIAM EDGAR CHARITABLE FOUNDATION

43-6829350

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

| (a) Description of property (Example 100 sh. 7% preferred of "Z" Co.) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|-----------------------------------|-------------------------------|-----------------|--|--|
| 6a 767. MICROSOFT CORP | 10/01/2008 | 08/22/2012 | 23,431.00 | 20,554.00 | 2,877.00 |
| 7800. PUT ON SPY 10/29/12 | 10/28/2011 | 10/29/2012 | | 64,275.00 | -64,275.00 |
| 259. ATT INC | 10/01/2008 | 11/02/2012 | 9,098.00 | 7,275.00 | 1,823.00 |
| 4216.721 AMERICAN CENTY VI INSTL CL | 10/08/2008 | 11/02/2012 | 75,690.00 | 53,257.00 | 22,433.00 |
| 8. APPLE INC | 10/01/2008 | 11/02/2012 | 4,700.00 | 892.00 | 3,808.00 |
| 18. APPLE INC | 08/10/2011 | 11/02/2012 | 10,575.00 | 6,732.00 | 3,843.00 |
| 2000. IPATH DOW JONES UBS | 02/22/2011 | 11/02/2012 | 83,320.00 | 95,388.00 | -12,068.00 |
| 2530.643 NEUBFRGER BERMAN INSTL FD | 01/27/2009 | 11/02/2012 | 126,785.00 | 71,187.00 | 55,598.00 |
| 114.561 NUVEEN REAL ESTATE | 10/08/2008 | 11/02/2012 | 2,472.00 | 1,635.00 | 837.00 |
| . BANK OF AMERICA SECURITY | | 12/03/2012 | 13.00 | | 13.00 |
| 66. INTERNATIONAL BUSINESS CORP | 10/01/2008 | 12/11/2012 | 12,832.00 | 7,307.00 | 5,525.00 |
| 39. INTERNATIONAL BUSINESS CORP | 08/10/2011 | 12/11/2012 | 7,582.00 | 6,478.00 | 1,104.00 |
| . EXCELSIOR FUNDS SECURITI LITIGATION | | 01/02/2013 | 63.00 | | 63.00 |
| 60. SANOFI A D R | 11/18/2011 | 01/09/2013 | 2,883.00 | 2,009.00 | 874.00 |
| 235. AIR LIQUIDE S A A D | 11/18/2011 | 02/06/2013 | 5,797.00 | 5,117.00 | 680.00 |
| 525. ALLIANZ SE A D R | 11/18/2011 | 02/06/2013 | 7,192.00 | 5,135.00 | 2,057.00 |
| 5544.919 AMERICAN CENTY IN INSTL | 02/11/2011 | 02/06/2013 | 78,682.00 | 77,124.00 | 1,558.00 |
| 230. ARM HLDGS PLC A D R | 11/18/2011 | 02/06/2013 | 10,055.00 | 6,427.00 | 3,628.00 |
| 350. B G GROUP P L C A D R | 11/18/2011 | 02/06/2013 | 6,189.00 | 7,291.00 | -1,102.00 |
| 115. CAPITAL ONE FINANCIAL | 11/18/2011 | 02/06/2013 | 6,589.00 | 4,814.00 | 1,775.00 |
| 135. CHEVRON CORPORATION | 07/05/2011 | 02/06/2013 | 15,534.00 | 14,197.00 | 1,337.00 |
| 145. DASSAULT SYSTEMES SA | 11/18/2011 | 02/06/2013 | 15,792.00 | 11,687.00 | 4,105.00 |
| 185. FANUC CORPORATION A D | 11/18/2011 | 02/06/2013 | 4,765.00 | 5,026.00 | -261.00 |
| 165. FRESENIUS MED AKTIENG ADR | 11/18/2011 | 02/06/2013 | 5,699.00 | 5,639.00 | 60.00 |
| 34. GOOGLE INC CL A | 11/18/2011 | 02/06/2013 | 26,093.00 | 20,325.00 | 5,768.00 |

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

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

Employer identification number

WILLIAM EDGAR CHARITABLE FOUNDATION

43-6829350

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

| (a) Description of property (Example 100 sh. 7% preferred of "Z" Co.) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|-----------------------------------|-------------------------------|-----------------|--|--|
| 6a 288. HESS CORP | 01/25/2012 | 02/06/2013 | 19,137.00 | 18,516.00 | 621.00 |
| 310. I C I C I BANK LIMITE | 11/18/2011 | 02/06/2013 | 13,962.00 | 9,309.00 | 4,653.00 |
| 345. LOREAL UNSPONSORED A | 11/18/2011 | 02/06/2013 | 10,182.00 | 7,214.00 | 2,968.00 |
| 365. MERCK AND CO INC | 11/18/2011 | 02/06/2013 | 14,954.00 | 12,844.00 | 2,110.00 |
| 845. MTN GROUP LTD A D R | 11/18/2011 | 02/06/2013 | 16,925.00 | 14,010.00 | 2,915.00 |
| 160. NESTLE SA SPONSORED A | 01/25/2012 | 02/06/2013 | 11,245.00 | 9,325.00 | 1,920.00 |
| 100. PARKER HANNIFIN CORP | 11/18/2011 | 02/06/2013 | 9,328.00 | 8,145.00 | 1,183.00 |
| 180. ROCHE HLDG LTD A D R | 11/18/2011 | 02/06/2013 | 9,947.00 | 7,002.00 | 2,945.00 |
| 80. SCHLUMBERGER LTD | 07/11/2011 | 02/06/2013 | 6,263.00 | 7,027.00 | -764.00 |
| 270. SONOVA HOLDING UNSPON | 01/25/2012 | 02/06/2013 | 6,501.00 | 5,662.00 | 839.00 |
| 2635. TURKIYE GARANTI BANK R | 11/18/2011 | 02/06/2013 | 13,227.00 | 8,906.00 | 4,321.00 |
| 355. UNI CHARM CORPORATION | 11/18/2011 | 02/06/2013 | 3,802.00 | 3,428.00 | 374.00 |
| 50. WESTERN DIGITAL CORP | 11/18/2011 | 02/06/2013 | 2,370.00 | 1,309.00 | 1,061.00 |
| 95. ACE LTD | 11/18/2011 | 02/06/2013 | 8,090.00 | 6,443.00 | 1,647.00 |
| 405. SONOVA HOLDING UNSPON | 01/25/2012 | 02/11/2013 | 9,671.00 | 8,493.00 | 1,178.00 |
| 3830. LI FUNG LTD A D R | 11/18/2011 | 02/28/2013 | 9,958.00 | 14,932.00 | -4,974.00 |
| 50000. MORGAN STANLEY 3/01/13 | 02/22/2007 | 03/01/2013 | 50,000.00 | 49,995.00 | 5.00 |
| 50000. PITNEY BOWES INC 3/15/15 | 09/24/2008 | 03/11/2013 | 53,448.00 | 49,655.00 | 3,793.00 |
| 90. GENERAL DYNAMICS CORP | 11/18/2011 | 03/22/2013 | 6,232.00 | 5,744.00 | 488.00 |
| 265. INTEL CORP | 10/01/2008 | 03/22/2013 | 5,634.00 | 4,916.00 | 718.00 |
| 90. SCHLUMBERGER LTD | 07/11/2011 | 03/22/2013 | 6,652.00 | 7,906.00 | -1,254.00 |
| 10. ACE LTD | 11/18/2011 | 03/22/2013 | 880.00 | 678.00 | 202.00 |
| 1402. LI FUNG LTD A D R | 11/18/2011 | 04/15/2013 | 3,575.00 | 5,466.00 | -1,891.00 |
| 846. MERCK AND CO INC | 11/18/2011 | 04/15/2013 | 40,085.00 | 27,174.00 | 12,911.00 |
| 205. WESTERN DIGITAL CORP | 11/18/2011 | 04/15/2013 | 10,944.00 | 5,367.00 | 5,577.00 |

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

