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

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 08/01, 2012, and ending 07/31, 2013

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

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

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

**A** Employer identification number  
**37-6306920**

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

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

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

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

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

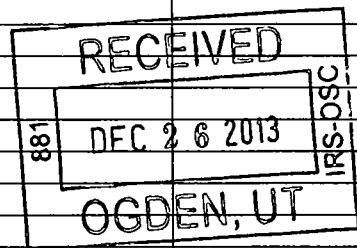
**G** Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 3,664,079.**

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

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	197.			
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	118,094.	118,008.	86.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	131,164.			
b	Gross sales price for all assets on line 6a	1,887,889.			
7	Capital gain net income (from Part IV, line 2)		131,164.		
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)	414.		414.	STMT 1
12	<b>Total</b> Add lines 1 through 11	249,869.	249,172.	500.	
13	Compensation of officers, directors, trustees, etc.	44,412.	44,412.		
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 2	2,500.	NONE	NONE	2,500.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	5,240.	975.		
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	15.			15.
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	52,167.	45,387.	NONE	2,515.
25	Contributions, gifts, grants paid	131,574.			131,574.
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	183,741.	45,387.	NONE	134,089.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	66,128.			
b	Net investment income (if negative, enter -0-)		203,785.		
c	<b>Adjusted net income</b> (if negative, enter -0-)			500.	



SCANNER Revenue JAN 23 2014 03

Operating and Administrative Expenses

GIA NONE

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 . . . . .	160,770.	218,700.	218,700.
	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 . . . . .	2,056,478.	2,366,507.	2,700,290.
	c	Investments - corporate bonds (attach schedule) . STMT 8 . . . . .	971,570.	668,762.	745,089.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ . . . . .)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	3,188,818.	3,253,969.	3,664,079.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ . . . . .)			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	3,188,818.	3,253,969.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	3,188,818.	3,253,969.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	3,188,818.	3,253,969.		

**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	3,188,818.
2	Enter amount from Part I, line 27a . . . . .	2	66,128.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	3,254,946.
5	Decreases not included in line 2 (itemize) ▶ COST ADJ	5	977.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	3,253,969.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a PUBLICLY TRADED SECURITIES</b>						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 1,887,889.		1,756,725.	131,164.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))			
(i) FM.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			131,164.			
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	131,164.	
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	142,394.	3,367,328.	0.042287
2010	125,407.	3,431,931.	0.036541
2009	141,365.	3,274,626.	0.043170
2008	143,635.	3,009,568.	0.047726
2007	174,265.	3,530,207.	0.049364
2 Total of line 1, column (d)			0.219088
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			0.043818
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			3,643,270.
5 Multiply line 4 by line 3			159,641.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,038.
7 Add lines 5 and 6			161,679.
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			134,089.

**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	4,076.
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	4,076.
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	4,076.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	4,467.
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	4,467.
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	391.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 391. Refunded <input type="checkbox"/>	11	

**Part VII-A: Statements Regarding Activities**

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

Part VII-A Statements Regarding Activities (continued)

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	44,412.	-0-	-0-
-----				
-----				
-----				
-----				

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

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

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

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

**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
-----		
-----		
-----		
-----		
-----		
-----		
-----		
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	3,698,751.
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	3,698,751.
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	3,698,751.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,481.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,643,270.
6	Minimum investment return. Enter 5% of line 5	6	182,164.

**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	182,164.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,076.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,076.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	178,088.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	178,088.
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	178,088.

**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	134,089.
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	134,089.
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	134,089.

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 . . . . .				178,088.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only . . . . .			106,212.	
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 . . . . .		NONE		
d From 2010 . . . . .		NONE		
e From 2011 . . . . .		NONE		
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>134,089.</u>				
a Applied to 2011, but not more than line 2a . . . . .			106,212.	
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 . . . . .				27,877.
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)) . . . . .	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				150,211.
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 9

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

c Any submission deadlines:  
SEE ATTACHED STATEMENT FOR LINE 2

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

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SIU SCHOOL OF MEDICINE PO BOX 19624 SPRINGFIELD IL 62794-9624	NONE	PUBLIC	EXEMPT PURPOSE	49,824.
VARIOUS SCHOLARSHIP AWARD PROGRAMS SEE ATTACH	NONE	PUBLIC	SCHOLARSHIP AWARDS PROGRAM	56,750.
UNIVERSITY OF ILLINOIS COLLEGE OF MEDICINE BOX 1649 ONE ILLINI DRIVE PEORIA IL 61656	NONE	PUBLIC	EXEMPT PURPOSE	25,000.
<b>Total</b> . . . . .			▶ 3a	131,574.
b <i>Approved for future payment</i>				
<b>Total</b> . . . . .			▶ 3b	



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

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

b If "Yes," complete the following schedule.

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer or trustee (John F. Loose), Date (08/29/2013), Title (TRUSTEE). Includes a box for 'May the IRS discuss this return with the preparer shown below?'.

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

**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](http://www.irs.gov/form1041)

OMB No 1545-0092

**2012**

Name of estate or trust: **WILLIAM E MCELROY CHARITABLE FOUNDATION**  
Employer identification number: **37-6306920**

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	<b>1b</b>	4,245.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	<b>2</b>	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	<b>3</b>	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	<b>4</b>	( )
5 <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	<b>5</b>	4,245.

**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					11,277.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	<b>6b</b>	115,519.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	<b>7</b>	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	<b>8</b>	
9 Capital gain distributions	<b>9</b>	123.
10 Gain from Form 4797, Part I	<b>10</b>	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	<b>11</b>	( )
12 <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	<b>12</b>	126,919.

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

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
13	Net short-term gain or (loss)	13		4,245.
14	Net long-term gain or (loss):			
a	Total for year	14a		126,919.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		123.
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		131,164.

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

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

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

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

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	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-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](http://www.irs.gov/form1041)

Name of estate or trust

WILLIAM E MCELROY CHARITABLE FOUNDATION

Employer identification number

37-6306920

**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 624.22 NUVEEN HIGH YIELD M	04/10/2012	09/10/2012	10,531.00	10,000.00	531.00
877.44 NUVEEN ALL AMERICAN	04/10/2012	09/10/2012	10,231.00	10,000.00	231.00
97.545 T ROWE PRICE INTL B	12/19/2011	09/10/2012	983.00	945.00	38.00
5239.23 TCW EMERGING MARKE FUND	07/13/2012	09/10/2012	48,201.00	45,000.00	3,201.00
1005. IPATH GSCI TOTAL RET	03/08/2012	09/27/2012	34,139.00	35,500.00	-1,361.00
1000. ISHARES MSCI EAFE ET	07/24/2012	10/15/2012	53,419.00	50,510.00	2,909.00
700. ISHARES CORE S&P SMAL	08/08/2012	10/15/2012	52,940.00	51,981.00	959.00
443.459 NUVEEN MID CAP GRW I	06/21/2012	10/15/2012	20,914.00	20,000.00	914.00
636.107 OPPENHEIMER DEVELO FDS CL Y	03/08/2012	10/15/2012	21,602.00	20,000.00	1,602.00
500. P N C FINANCIAL SERVI INC	05/21/2012	11/21/2012	27,168.00	31,143.00	-3,975.00
225. ISHARES BARCLAYS INTE	12/13/2012	12/18/2012	24,975.00	25,045.00	-70.00
300. WELLS FARGO CO	05/01/2012	01/17/2013	10,473.00	10,071.00	402.00
992.556 T ROWE PRICE REAL	02/03/2012	01/18/2013	21,469.00	19,924.00	1,545.00
1891.551 E I I INTL PPTY I	05/04/2012	01/29/2013	36,583.00	30,000.00	6,583.00
4793.864 DRIEHAUS ACTIVE I	09/10/2012	01/31/2013	51,534.00	50,000.00	1,534.00
4396.25 PYXIS LONG SHORT E	12/14/2012	02/08/2013	50,689.00	51,281.00	-592.00
645. ISHARES IBOXX HIGH YI	10/18/2012	02/12/2013	59,950.00	59,511.00	439.00
677.298 T ROWE PRICE MID C #64	12/13/2012	02/25/2013	40,326.00	40,000.00	326.00
100. ISHARES BARCLAYS TIPS	09/10/2012	03/26/2013	12,086.00	12,117.00	-31.00
838.223 NUVEEN INFLATION P	07/19/2012	03/27/2013	10,017.00	10,034.00	-17.00
2986.858 OPPENHEIMER SR FL	02/19/2013	03/27/2013	25,000.00	24,881.00	119.00
925. MICROSOFT CORP	11/21/2012	04/18/2013	26,595.00	24,984.00	1,611.00
1785.714 OPPENHEIMER SR FL	02/19/2013	05/02/2013	15,018.00	14,875.00	143.00
1189.061 OPPENHEIMER SR FL	02/19/2013	05/28/2013	10,000.00	9,905.00	95.00

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

JSA  
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 E MCELROY CHARITABLE FOUNDATION

37-6306920

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 73000. CONOCOPHILLIPS 2/01/14	02/04/2009	08/17/2012	77,252.00	73,935.00	3,317.00
3064.918 AMERICAN CENTY IN INSTL	09/06/2011	09/10/2012	45,300.00	44,925.00	375.00
300. ISHARES JP MORGAN EM	07/05/2011	09/10/2012	36,113.00	32,458.00	3,655.00
1771.793 NUVEEN HIGH YIELD I	02/17/2011	09/10/2012	29,890.00	25,000.00	4,890.00
2460.796 NUVEEN ALL AMERIC FD	02/17/2011	09/10/2012	28,693.00	25,000.00	3,693.00
3996.981 T ROWE PRICE INTL	12/17/2010	09/10/2012	40,290.00	40,470.00	-180.00
2467.383 CREDIT SUISSE COM	12/03/2010	09/27/2012	20,874.00	21,123.00	-249.00
609.31 NUVEEN MID CAP GRWT I	09/29/2011	10/15/2012	28,735.00	25,000.00	3,735.00
291.036 OPPENHEIMER DEVELO FDS CL Y	02/08/2011	10/15/2012	9,884.00	10,000.00	-116.00
. APPLE COMPUTER INC SECUR LITIGATION		10/23/2012	24.00		24.00
1250. INTEL CORP	12/20/2010	11/21/2012	24,150.00	15,601.00	8,549.00
27000. CONOCOPHILLIPS 2/01/14	02/04/2009	12/06/2012	28,276.00	27,346.00	930.00
100000. NATL RURAL UTIL 7/01/13	08/11/2008	12/07/2012	102,715.00	102,309.00	406.00
300. PEPSICO INC	07/14/1992	01/04/2013	20,817.00	5,033.00	15,784.00
200. WELLS FARGO CO	12/21/2011	01/17/2013	6,982.00	5,378.00	1,604.00
1071.811 T ROWE PRICE REAL	01/11/2012	01/18/2013	23,183.00	19,918.00	3,265.00
700. ISHARES IBOXX HIGH YI	01/23/2012	02/12/2013	65,062.00	62,250.00	2,812.00
586.367 T ROWE PRICE MID C #64	07/05/2011	02/25/2013	34,912.00	35,000.00	-88.00
875. GENERAL ELECTRIC CO	01/22/1996	03/08/2013	20,695.00	11,040.00	9,655.00
2590.674 NUVEEN HIGH INCOM I	12/13/2006	03/27/2013	24,093.00	25,000.00	-907.00
500. ATT INC	11/05/2007	04/18/2013	18,945.00	20,019.00	-1,074.00
250. CATERPILLAR INC	12/21/2011	05/02/2013	20,792.00	22,939.00	-2,147.00
1592.357 NUVEEN HIGH INCOM I	05/10/2005	05/02/2013	15,016.00	14,777.00	239.00
21.687 NUVEEN HIGH INCOME	12/16/2011	05/02/2013	205.00	180.00	25.00
100000. WACHOVIA CORP 8/01/14	11/29/2007	05/02/2013	105,444.00	99,218.00	6,226.00
<b>6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b</b>					

Schedule D-1 (Form 1041) 2012



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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
MUNICIPAL INTEREST	414.	414.
TOTALS	414.	414.

FORM 990PF, PART I - ACCOUNTING FEES

=====

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

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL EXCISE TAXES	4,265.	
FOREIGN TAXES PAID	975.	975.
TOTALS	5,240.	975.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

OTHER ALLOCABLE EXPENSE-PRINCI

15.

15.

TOTALS

-----  
15.  
=====

-----  
15.  
=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GENERAL ELEC CO	18,053.	36,950.
UNITED TECHNOLOGIES CORP	4,032.	15,736.
CHEVRON CORP	2,859.	12,656.
EXXON MOBIL CORP	5,526.	22,772.
SCHLUMBERGER LTD	12,376.	34,328.
MCDONALD'S CORP		
PEPSICO INC		
ABBOTT LABS		
WELLS FARGO & CO	15,263.	28,493.
ACCENTURE PLC	12,120.	29,524.
INTEL CORP	95,000.	107,915.
LAUDUS INTL MRKTMASTERS INV FD		
I SHARES MSCI EAFE INDEX FD		
ISHARES S&P SMALLCAP 600 INDEX	50,743.	76,197.
MIDCAP SPDR TRUST SER 1	7,668.	14,158.
AMERICAN TOWER CORP		
AT&T CORP		
JP MORGAN CHASE CO	22,641.	29,816.
NIKE INC	12,207.	25,168.
OPPENHEIMER DEVELOPING MKTS	45,000.	44,490.
PFIZER INC	28,111.	39,461.
PHILIP MORRIS INTL	9,914.	17,836.
IPATH DOW JONES UBS COMMOD		
SCOUT INTERNATIONAL FUND	90,000.	103,412.
AMERICAN CENY INTL BOND FD		
CREDIT SUISSE COMM RET ST CO		
ISHARES BARCLAYS TIPS BOND ETF	122,724.	121,335.
ISHARES JP MORGAN EM BOND FD		
ISHARES TR IBOXX H Y CORP BD		

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NUVEEN HIGH INCOME BOND FD	68,474.	70,892.
NUVEEN INFLATION PRO SEC	124,966.	122,553.
T ROWE PRICE INTL BOND FUND	82,000.	82,843.
APPLE INC	32,038.	45,253.
ABERDEEN FDS EMRGN MKT INSTL	135,000.	132,903.
NUVEEN REAL ESTATE SECURIT	63,062.	79,301.
PRICE T ROWE GROWTH STK FD		
ROWE T PRICE MID CAP GROWTH FD		
SPDR DJ WILSHIRE INTERNATIONAL	32,017.	35,446.
T ROWE PRICE SC STOCK	63,388.	76,621.
VANGUARD INTL GROWTH FUND	90,000.	103,169.
INV BALANCE RISK COMM STR Y		
TCW EMERGING MKTS INCOME FD	85,000.	78,674.
NUVEEN ALL AMERICAN MUNI BD FD		
NUVEEN HIGH YIELD MUNI BD		
CATERPILLAR INC		
MERCK AND CO INC NEW		
PNC FINANCIAL SERVICES GROUP		
AMERICAN EUROPACIFIC GRTH F2	60,000.	67,722.
E I I INTL PPTY I		
FORWARD INTL REAL ESTATE		
IPATH GSCI TOTAL RETURN	30,000.	30,299.
NUVEEN MID CAP GRWTH OPP FD		
NUVEEN SANTA BARBARA DIV GRTH		
T ROWE PRICE REAL ESTATE FD	55,000.	69,129.
VANGUARD EQUITY INCOME ADM		
DRIEHAUS SELECT CREDIT FUND	65,000.	74,576.
LOOMIS SAYLES STRATEGIC ALPHA	71,500.	72,034.
NUVEEN CORE PLUS BOND	70,000.	69,851.
	65,101.	62,704.

WILLIAM E MCELROY CHARITABLE FOUNDATION

37-6306920

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NUVEEN STRATEGIC INCOME	65,000.	62,620.
OPPENHEIMER SR FLOAT RATE Y	75,340.	75,701.
PIMCO TOTALRETURN FUND INST	65,466.	62,145.
ABBVIE INC	2,892.	13,644.
COCA COLA COMPANY	20,735.	22,044.
ACE LTD	15,662.	18,276.
AMERICAN CENT REAL ESTATE FD	40,000.	40,147.
PRINCIPAL GI RE SEC INS	36,000.	36,085.
ROBECO BP LNG SHRT RES INS	100,500.	106,496.
SPDR S&P 500 ETF TRUST	56,809.	63,266.
T ROWE PRICE GROWTH STOCK	55,000.	70,780.
T ROWE PRICE MID CAP GRWTH FD	36,320.	43,927.
TFS MARKET NEUTRAL FUND	50,000.	50,942.
TOTALS	2,366,507.	2,700,290.

FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HSBC FINANCE 5% 6/30/15	97,570.	106,952.
BEAR STEARNS 5.70% 11/15/14	102,408.	106,151.
WACHOVIA CORP 5.250% 8/1/14		
AMER EXPRESS 6.150% 8/28/17	104,477.	115,648.
GOLDMAN SACHS 6.150% 4/1/18	102,620.	113,955.
NATL RURAL UTIL 5.50% 7/1/13		
CONOCOPHILLIPS 4.750% 2/1/14		
HONEYWELL INTL 5% 2/15/19	99,225.	114,267.
E I DU POINT 5.750% 3/15/19	97,462.	116,964.
JPMORGAN ZERO COUPON 5/15/14	25,000.	28,900.
RBC 4YR GSCI COMMODITY 8/30/13	15,000.	16,352.
ROYAL BANK OF CANADA 4/12/12		
RBC 2YR EEM TW MTN 5/14/14	25,000.	25,900.
	-----	-----
TOTALS	668,762.	745,089.
	=====	=====

RECIPIENT NAME:

MARY JO JANSSEN

ADDRESS:

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

RECIPIENT'S PHONE NUMBER: 217-753-7362

FORM, INFORMATION AND MATERIALS:

PLEASE CONTACT THE ABOVE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

BOYS GRADUATING FORM HIGH SCHOOLS IN  
SANGAMON COUNTY ILLINOIS

TRANSACTIONS FROM 08/01/12 TO 07/31/13 - ALL PORTFOLIO 08/29/13 09:30

06675512 WMCCELROY CHARITABLE FDN HIGHER ED PRIN. CASH INCOME CASH

12/18 CASH DISBURSEMENT 2,000 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6006106 SEQ # 219

PAID FOR NO ONE

MATHEW KORTE ID#000637914 SPRING 2013

BATCH NO ZY000999 TRANS NO 455

DISBURSEMENT CODE 461

01/03 CASH DISBURSEMENT 1,500 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6034652 SEQ # 319

PAID FOR NO ONE

SIMONE PENSABENE SPRING 2013 TUITION

BATCH NO ZY000089 TRANS NO 593

DISBURSEMENT CODE 461

01/04 CASH DISBURSEMENT 500 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6036683 SEQ # 208

PAID FOR NO ONE

BLAKE O'CONNOR ID#000361917 SPRING 2013

BATCH NO ZY000153 TRANS NO. 430

DISBURSEMENT CODE 461

01/04 CASH DISBURSEMENT 1,500 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6036684 SEQ # 209

PAID FOR NO ONE

ISAAK DANIELS ID#2491788 SPRING 2013

BATCH NO ZY000153 TRANS NO 431

DISBURSEMENT CODE 461

01/09 CASH DISBURSEMENT 1,000.00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6043481 SEQ # 348

PAID FOR NO ONE

TRANSACTIONS FROM 08/01/12 TO 07/31/13 - ALL PORTFOLIO 08/29/13 09 30

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

SURAJ ARSHANAPALLY ID000463954 SPRING 2013 TUITION  
BATCH NO. ZY000343 TRANS NO 502  
DISBURSEMENT CODE 461

01/10 CASH DISBURSEMENT 2,000.00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6046151 SEQ # 451  
PAID FOR NO ONE

GREGORY COULTAS #652930259 SPRING 2013 TUITION

BATCH NO ZY000411 TRANS NO 690  
DISBURSEMENT CODE. 461

01/10 CASH DISBURSEMENT 2,000 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6046152 SEQ # 452  
PAID FOR NO ONE

COLBY BULTER ID#2172694 SPRING 2013 TUITIION

BATCH NO ZY000411 TRANS NO 691  
DISBURSEMENT CODE. 461

01/10 CASH DISBURSEMENT 1,500 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6046153 SEQ # 453  
PAID FOR NO ONE

CAMERON MONARI ID#L23390189 SPRING 2013 TUITION

BATCH NO ZY000411 TRANS NO. 692  
DISBURSEMENT CODE 461

01/16 CASH DISBURSEMENT 2,000 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6055186 SEQ # 204  
PAID FOR NO ONE

SAMUEL BEYER ID#674544006 SPRING 2013 TUITION

BATCH NO ZY000975 TRANS NO. 343  
DISBURSEMENT CODE 461

01/16 CASH DISBURSEMENT 2,500.00-

PAID TO UNIVERSITY OF ILLINOIS  
FINANCIAL AID OFFICE  
620 E JOHN STREET, MC-303

TRANSACTIONS FROM 08/01/12 TO 07/31/13 - ALL PORTFOLIO 08/29/13 09.30

06675512 WMCCELROY CHARITABLE FDN HIGHER ED PRIN CASH INCOME CASH

CHAMPAIGN, IL 61820-5785

## SCHOLARSHIPS AWARDED

T/A CHECK # 6055187 SEQ # 205

PAID FOR NO ONE

JOHN SMITH ID#676378054 SPRING 2013 TUITION

BATCH NO ZY000975 TRANS NO. 344

DISBURSEMENT CODE. 461

01/16 CASH DISBURSEMENT 2,500.00-

PAID TO UNIVERSITY OF ILLINOIS

ATTN: OFFICE ADMIN BLDG

506 S WRIGHT ST- 162 HENRY BLDG

URBANA, IL 61801-3636

## SCHOLARSHIPS AWARDED

T/A CHECK # 6055188 SEQ # 206

PAID FOR NO ONE

ALAN J MUNDHENKE ID#667524020 SPRING 2013 TUITION

BATCH NO ZY000975 TRANS NO. 345

DISBURSEMENT CODE 461

01/16 CASH DISBURSEMENT 2,500 00-

PAID TO BELMONT UNIVERSITY

ATTN: STUDENT FINANCIAL SERVICES

1900 BELMONT BOULEVARD

NASHVILLE TN 37212

## SCHOLARSHIPS AWARDED

T/A CHECK # 6055189 SEQ # 207

PAID FOR NO ONE

KYLE MUNDHENKE ID#B00380348 SPRING 2013 TUITION

REVERSED BY TRX 1 BATCH AL000233 ON 2/13/13

REVERSAL POSTED BY 12C

BATCH NO ZY000975 TRANS NO 346

DISBURSEMENT CODE: 461

01/16 CASH DISBURSEMENT 2,000 00-

PAID TO ILLINOIS COLLEGE

ATTN CONTROLLER

1101 WEST COLLEGE

JACKSONVILLE IL 62650

## SCHOLARSHIPS AWARDED

T/A CHECK # 6055190 SEQ # 208

PAID FOR NO ONE

MICHAEL BATES ID#471259 SPRING 2013 TUITION

BATCH NO ZY000975 TRANS NO. 347

DISBURSEMENT CODE. 461

01/16 CASH DISBURSEMENT 1,500 00-

PAID TO UNIVERSITY OF ILLINOIS

ATTN. OFFICE ADMIN BLDG

506 S WRIGHT ST- 162 HENRY BLDG

URBANA, IL 61801-3636

## SCHOLARSHIPS AWARDED

T/A CHECK # 6055191 SEQ # 209

PAID FOR NO ONE

THOMAS NELSON ID#655214621 SPRING 2013 TUITION

BATCH NO ZY000975 TRANS NO 348

TRANSACTIONS FROM 08/01/12 TO 07/31/13 - ALL PORTFOLIO 08/29/13 09 30

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

DISBURSEMENT CODE: 461

01/22 CASH DISBURSEMENT 2,250.00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6060490 SEQ # 504

PAID FOR NO ONE

RAVINDRA W REDDY 10212871 SPRING 2013 TUITION

BATCH NO. ZY001238 TRANS NO 905

DISBURSEMENT CODE 461

01/22 CASH DISBURSEMENT 1,000.00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6060491 SEQ # 505

PAID FOR NO ONE

JAMAL SIMS ID#800490523 SPRING 2013 TUITION

BATCH NO ZY001238 TRANS NO 906

DISBURSEMENT CODE 461

01/22 CASH DISBURSEMENT 1,750 00-

PAID TO GRINNELL COLLEGE  
1103 PARK ST  
GRINNELL IA 50112

SCHOLARSHIPS AWARDED

T/A CHECK # 6060492 SEQ # 506

PAID FOR NO ONE

MICHAEL KORTE ID#350-88-8187 SPRING 2013 TUITION

BATCH NO ZY001238 TRANS NO 907

DISBURSEMENT CODE 461

02/13 REVERSAL 2,500.00

PAID TO BELMONT UNIVERSITY  
ATTN STUDENT FINANCIAL SERVICES  
1900 BELMONT BOULEVARD  
NASHVILLE TN 37212

SCHOLARSHIPS AWARDED

T/A CHECK # 6055189 SEQ # 207

PAID FOR NO ONE

KYLE MUNDHENKE ID#B00380348 SPRING 2013 TUITION

REVERSAL OF TRX 346 BATCH ZY000975 FROM 1/16/13

REVERSAL POSTED BY 12C

BATCH NO AL000233 TRANS NO 01

DISBURSEMENT CODE 461

02/14 CASH DISBURSEMENT 2,500.00-

PAID TO BELMONT UNIVERSITY  
ATTN STUDENT FINANCIAL SERVICES  
1900 BELMONT BOULEVARD  
NASHVILLE TN 37212

SCHOLARSHIPS AWARDED

TRANSACTIONS FROM 08/01/12 TO 07/31/13 - ALL PORTFOLIO 08/29/13 09:30

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

T/A CHECK # 6095920 SEQ # 165  
PAID FOR NO ONE  
KYLE MUNDHENKE IDB00380348 SPRING 2013 TUITION  
BATCH NO ZY000622 TRANS NO 360  
DISBURSEMENT CODE 461

06/05 CASH DISBURSEMENT 2,000 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6247491 SEQ # 344  
PAID FOR NO ONE  
COLBY BULTER ID#2172694 FALL 2013 TUITIION  
BATCH NO. ZY000157 TRANS NO. 536  
DISBURSEMENT CODE 461

06/06 CASH DISBURSEMENT 2,000.00-

PAID TO CREIGHTON UNIVERSITY  
BUSINESS OFFICE  
2500 CALIFORNIA PLAZA  
OMAHA NE 68178

SCHOLARSHIPS AWARDED

T/A CHECK # 6249604 SEQ # 189  
PAID FOR NO ONE  
MARCUS MIDDEN ID#MJM10051 FALL 2013  
BATCH NO ZY000221 TRANS NO. 341  
DISBURSEMENT CODE 461

06/13 CASH DISBURSEMENT 1,500.00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6260024 SEQ # 396  
PAID FOR NO ONE  
SURAJ ARSHANAPALLY ID000463954 FALL 2013 TUITION  
BATCH NO ZY000565 TRANS NO. 655  
DISBURSEMENT CODE 461

06/13 CASH DISBURSEMENT 2,250.00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6260025 SEQ # 397  
PAID FOR NO ONE  
SAMUEL BEYER ID#674544006 FALL 2013 TUITION  
BATCH NO. ZY000565 TRANS NO. 656  
DISBURSEMENT CODE 461

06/13 CASH DISBURSEMENT 2,500 00-

PAID TO RUSH UNIVERSITY

TRANSACTIONS FROM 08/01/12 TO 07/31/13 - ALL PORTFOLIO 08/29/13 09 30

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

600 S PAULINA ST  
SUITE 440  
CHICAGO IL 60612

## SCHOLARSHIPS AWARDED

T/A CHECK # 6260026 SEQ # 398

PAID FOR NO ONE

BLAINE MANNING ID#65582 FALL 2013 TUITION

BATCH NO ZY000565 TRANS NO. 657

DISBURSEMENT CODE 461

06/13 CASH DISBURSEMENT 2,500 00-

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

## SCHOLARSHIPS AWARDED

T/A CHECK # 6260027 SEQ # 399

PAID FOR NO ONE

MICHAEL BATES ID#471259 FALL 2013 TUITION

BATCH NO ZY000565 TRANS NO. 658

DISBURSEMENT CODE 461

06/13 CASH DISBURSEMENT 1,500 00-

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

## SCHOLARSHIPS AWARDED

T/A CHECK # 6260028 SEQ # 400

PAID FOR NO ONE

JAMAL SIMS ID#800490523 FALL 2013 TUITION

BATCH NO ZY000565 TRANS NO. 659

DISBURSEMENT CODE. 461

06/13 CASH DISBURSEMENT 2,000 00-

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

## SCHOLARSHIPS AWARDED

T/A CHECK # 6260029 SEQ # 401

PAID FOR NO ONE

CAMERON MONARI ID#L23390189 FALL 2013 TUITION

BATCH NO. ZY000565 TRANS NO. 660

DISBURSEMENT CODE. 461

06/21 CASH DISBURSEMENT 1,000.00-

PAID TO VANDERBILT UNIVERSITY  
FIANAICAL AID OFFICE  
2309 W. END STREET  
NASHVILLE, IN 37203

## SCHOLARSHIPS AWARDED

T/A CHECK # 6270742 SEQ # 205

PAID FOR NO ONE

NICOLAS E SCHNEIDER ID#000293288 FALL 2013

BATCH NO. ZY001375 TRANS NO. 408

TRANSACTIONS FROM 08/01/12 TO 07/31/13 - ALL PORTFOLIO 08/29/13 09 30

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

DISBURSEMENT CODE 461

06/21 CASH DISBURSEMENT 2,000 00-

PAID TO UNIVERSITY OF MISSOURI - MED SCHOOL  
MA213-MA215 MEDICAL SCIENCES BLDG.  
COLUMBIA MO 65212

SCHOLARSHIPS AWARDED

T/A CHECK # 6270743 SEQ # 206

PAID FOR NO ONE

GARY STOVER SS#XXX-XX-9661 FALL 2013

BATCH NO ZY001375 TRANS NO. 409

DISBURSEMENT CODE 461

06/27 CASH DISBURSEMENT 2,000 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6278894 SEQ # 342

PAID FOR NO ONE

ISAAK DANIELS ID#2491788 FALL 2013

BATCH NO ZY002277 TRANS NO 648

DISBURSEMENT CODE. 461

07/02 CASH DISBURSEMENT 2,500 00-

PAID TO DUKE UNIVERSITY  
PO BOX 90581  
DURHAM, NC 27708

SCHOLARSHIPS AWARDED

T/A CHECK # 6286933 SEQ # 199

PAID FOR NO ONE

GREG COULTAS ID#350-84-9618 FALL 2013 TUITION

BATCH NO. ZY000094 TRANS NO 451

DISBURSEMENT CODE 461

07/02 CASH DISBURSEMENT 1,500 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6286934 SEQ # 200

PAID FOR NO ONE

THOMAS NELSON ID#655214621 FALL 2013 TUITION

BATCH NO. ZY000094 TRANS NO 452

DISBURSEMENT CODE. 461

07/09 CASH DISBURSEMENT 1,500.00-

PAID TO CARLETON COLLEGE  
BUSINESS OFFICE  
ONE NORTH COLLEGE ST  
NORTHFIELD, MN 55057

SCHOLARSHIPS AWARDED

T/A CHECK # 6293788 SEQ # 217

PAID FOR NO ONE

U S BANK

ADMIN PG 8

TRANSACTIONS FROM 08/01/12 TO 07/31/13 - ALL PORTFOLIO 08/29/13 09 30

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

JOHN ATTERBERRY FALL 2013 TUITION

BATCH NO. ZY000349 TRANS NO 376

DISBURSEMENT CODE. 461

\*\* SUMMARY FOR 08/01/12 THROUGH 07/31/13 \*\*

MISCELLANEOUS DISBURSEMENTS

461 - SCHOLARSHIPS AWARDED	0.00	56,750 00-
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