Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
JAMES S. MCDONNELL FAMILY FOUNDATION INC.

A Employer identification number
36-4507175

Number and street (or P O box number if mail is not delivered to street address): 16 WESTON ROAD
Room/suite:

B Telephone number
(314) 862-1040

City or town, state or province, country, and ZIP or foreign postal code
LINCOLN, MA 01773-2002

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (*from Part II, col. (c), line 16*) ▶$ 73,647,613.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	5,802,692.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	19,936.	19,936.		STATEMENT 1
	4	Dividends and interest from securities	530,507.	530,507.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	6,291,173.			
	b	Gross sales price for all assets on line 6a 61,010,858.				
	7	Capital gain net income (from Part IV, line 2)		6,291,173.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total**. Add lines 1 through 11	12,644,308.	6,841,616.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	9,000.	900.		8,100.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	29,990.	26,991.		2,999.
	c	Other professional fees STMT 4	140,572.	140,572.		0.
	17	Interest				
	18	Taxes STMT 5	181,298.	12,903.		1,394.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	26,842.	26,798.		44.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	387,702.	208,164.		12,537.
	25	Contributions, gifts, grants paid	2,873,000.			2,873,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,260,702.	208,164.		2,885,537.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	9,383,606.			
	b	**Net investment income** (if negative, enter -0-)		6,633,452.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	309.		
	2 Savings and temporary cash investments	7,981,450.	5,911,224.	5,911,224.
	3 Accounts receivable ▶ 5,366.			
	Less: allowance for doubtful accounts ▶	1,702.	5,366.	5,366.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	48,733,411.	0.	0.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	0.	60,175,273.	67,731,023.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	56,716,872.	66,091,863.	73,647,613.
Liabilities	17 Accounts payable and accrued expenses	299.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	299.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **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 ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	23,259,442.	23,259,442.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	33,457,131.	42,832,421.	
	30 **Total net assets or fund balances**	56,716,573.	66,091,863.	
	31 **Total liabilities and net assets/fund balances**	56,716,872.	66,091,863.	

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	56,716,573.
2	Enter amount from Part I, line 27a	2	9,383,606.
3	Other increases not included in line 2 (itemize) ▶ NONDIVIDEND DISTRIBUTIONS	3	14,887.
4	Add lines 1, 2, and 3	4	66,115,066.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	23,203.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	66,091,863.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	61,010,858.		54,719,685.	6,291,173.

	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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				6,291,173.

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 — 6,291,173.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,267,708.	51,068,262.	.044405
2011	2,528,456.	46,251,641.	.054667
2010	2,472,131.	38,582,180.	.064074
2009	2,612,726.	31,274,828.	.083541
2008	2,051,335.	33,628,212.	.061000

2	**Total** of line 1, column (d)	2	.307687
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.061537
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	62,915,647.
5	Multiply line 4 by line 3	5	3,871,640.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	66,335.
7	Add lines 5 and 6	7	3,937,975.
8	Enter qualifying distributions from Part XII, line 4	8	2,885,537.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		1	132,669.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	132,669.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	132,669.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 159,884.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	159,884.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ 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	27,215.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 27,215. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 ▶ J&J MANAGEMENT SERVICES, INC. Telephone no. ▶ 314-862-1040
Located at ▶ 1034 S. BRENTWOOD # 1860, ST. LOUIS, MO ZIP+4 ▶ 63117-1229

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2013, 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		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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	[X] Yes [ ] 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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	[ ] 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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	[ ] Yes [X] No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		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)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CATHERINE M. ROGERS 16 WESTON ROAD LINCOLN, MA 017732002	PRESIDENT/TREASURER 3.00	6,000.	0.	0.
KATHERINE H. MCDONNELL 801 CEDAR STREET BERKELEY, CA 94710	DIRECTOR/CLERK 2.00	3,000.	0.	0.
JAMES S. MCDONNELL, III 7701 FORSYTH BLVD., SUITE 1050 ST LOUIS, MO 631051844	DIRECTOR 1.00	0.	0.	0.
JOHN F. MCDONNELL 1034 S. BRENTWOOD BLVD., SUITE 1860 ST LOUIS, MO 631171229	DIRECTOR 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	57,897,361.
b	Average of monthly cash balances			1b	5,974,692.
c	Fair market value of all other assets			1c	1,700.
d	**Total** (add lines 1a, b, and c)			1d	63,873,753.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	63,873,753.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	958,106.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	62,915,647.
6	**Minimum investment return** Enter 5% of line 5			6	3,145,782.

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	3,145,782.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	132,669.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	132,669.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,013,113.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	3,013,113.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	3,013,113.

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	2,885,537.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,885,537.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,885,537.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,013,113.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009 161,184.				
c From 2010 558,430.				
d From 2011 237,742.				
e From 2012				
f **Total** of lines 3a through e	957,356.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 2,885,537.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				2,885,537.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	127,576.			127,576.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	829,780.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	829,780.			
10 Analysis of line 9:				
a Excess from 2009 33,608.				
b Excess from 2010 558,430.				
c Excess from 2011 237,742.				
d Excess from 2012				
e Excess from 2013				

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

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 2013, 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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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 ▶ [X] 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 address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PLEASE SEE ATTACHED STATEMENT				2,873,000.
Total			▶ 3a	2,873,000.
b *Approved for future payment*				
PLEASE SEE ATTACHED STATEMENT				23,180,330.
Total			▶ 3b	23,180,330.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	19,936.	
4 Dividends and interest from securities			14	530,507.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	6,291,173.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		6,841,616.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 6,841,616.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 5/9/2014 | Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOSEPH P. DRISH		5/7/14		P00964962

Firm's name ▶ J. & J. MANAGEMENT SERVICES, INC. | Firm's EIN ▶

Firm's address ▶ 1034 S. BRENTWOOD, #1860 ST. LOUIS, MO 63117-1229 | Phone no. (314) 862-1040

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Name of the organization	Employer identification number
JAMES S. MCDONNELL FAMILY FOUNDATION INC.	36-4507175

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
JAMES S. MCDONNELL FAMILY FOUNDATION INC.	36-4507175

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES S. MCDONNELL CHARITABLE TRUST A 1034 S. BRENTWOOD BLVD., SUITE 1860 ST LOUIS, MO 63117-1229	$ 2,962,146.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	JAMES S. MCDONNELL CHARITABLE TRUST B 1034 S. BRENTWOOD BLVD., SUITE 1860 ST LOUIS, MO 63117-1229	$ 2,840,546.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization

JAMES S. MCDONNELL FAMILY FOUNDATION INC.

Employer identification number

36-4507175

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

JAMES S. MCDONNELL FAMILY FOUNDATION INC.

Employer identification number

36-4507175

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

JAMES S. McDONNELL FAMILY FOUNDATION, INC.
FEIN: 36-4507175
FORM 990-PF (2013)
PART XV, LINE 3.a
ATTACHED STATEMENT

Grants of cash in 2013 totaled $2,873,00.00. All grantees are public charities described in Internal Revenue Code sections 501(c)(3) and 509(a)(1) or (2).

JAMES S. McDONNELL FAMILY FOUNDATION, INC.
GRANTS PAID IN 2013
FEIN: 36-4507175
Form 990-PF (2013), Part XV, Line 3.a
ATTACHED STATEMENT

Grantee Name and Address	Purpose of Grant		Amount
Hollins University P.O. Box 9625 Roanoke, VA 24020-1625	Capital Improvement	$	10,000.00
Missouri Botanical Garden P.O. Box 299 St. Louis, MO 63166-0299	Endowment	$	875,000.00
National WW II Museum 945 Magazine Street New Orleans, LA 70130-3813	Sponsorship	$	250,000.00
Princeton University 330 Alexander Street Princeton, NJ 08690	General Support	$	100,000.00
St. Louis Science Center 5050 Oakland Avenue St. Louis, MO 63110	General Support	$	1,100,000.00
St. Louis Regional Public Media 3655 Olive St St. Louis, MO 63108	General Support	$	41,500.00
Tufts University 80 George Street Medford, MA 02155	Endowment	$	350,000.00
Washington University Campus Box 1101 One Brookings Srive St. Louis, MO 63130-4899	Scholarship Campaign	$	50,000.00
North County Education Services 300 Gorham Hill Road Gorham, NH 03581	General Support	$	62,500.00
InspireSTL 4449 Red Bud Avenue St. Louis, MO 63115	General Support	$	34,000.00
		$	2,873,000.00

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	BNY MELLON- ST SALES- SEE ATTACHED		VARIOUS	VARIOUS
b	572,060.602 SHS FIDELITY SPARTAN INTERNATIONAL		VARIOUS	07/01/13
c	403,854.979 SHS FIRST EAGLE OVERSEAS FUND		04/09/12	07/01/13
d	175,438.596 SHS JENSEN QUALITY GROWTH FUND		04/08/11	07/01/13
e	470,168.369 SHS VANGUARD TOTAL STOCK MARKET		VARIOUS	07/01/13
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	6,229,979.		5,986,274.	243,705.
b	20,502,652.		20,882,415.	<379,763.>
c	9,276,549.		8,800,000.	476,549.
d	5,917,544.		5,000,000.	917,544.
e	19,084,134.		14,050,996.	5,033,138.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				243,705.
b				<379,763.>
c				476,549.
d				917,544.
e				5,033,138.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	6,291,173.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

323591
05-01-13

Income for 2013

This section reports your proceeds from sales during the year. We are not required nor do we report your net gains and losses to the Internal Revenue Service. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully before preparing your tax return.

Additionally, to provide you with complete information for your tax returns, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

	Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
C	SIEMENS A G	SI	826197501	1	07/10/13	07/25/13	$28,557 00	$0.00	$28,557.00
	ISHARES COMEX GOLD TR	IAU	464285105	170000	01/02/13	07/31/13	$449 82	$0.00	$449.82
	ISHARES COMEX GOLD TR	IAU	464285105	175600	01/02/13	08/31/13	$486 64	$0.00	$486.64
	APPLE COMPUTER INC COM	AAPL	037833100	500	08/07/13	09/10/13	$251,651 86	$231,552.70	$20,099.16
	APPLE COMPUTER INC COM	AAPL	037833100	150	07/02/13	09/10/13	$75,495.56	$62,821 55	$12,674.01
	VANGUARD INTL EQUITY INDEX FD	VGK	922042874	2000	08/22/13	09/17/13	$108,663 10	$105,675.00	$2,988 10
	VANGUARD INTL EQUITY INDEX FD	VGK	922042874	2000	08/22/13	09/17/13	$108,438 11	$105,675.00	$2,763 11
	ISHARES INC MSCI PACIFIC INDX	EPP	464286665	10000	07/05/13	09/19/13	$487,551 51	$427,060 00	$60,491.51
	ELI LILLY & CO COM	LLY	532457108	3000	07/02/13	09/26/13	$154,457 41	$152,349.90	$2,107 51
	ISHARES COMEX GOLD TR	IAU	464285105	175600	01/02/13	09/30/13	$474.52	$0.00	$474.52
	INTERNATIONAL BUSINESS MACHINI	IBM	459200101	3600	07/02/13	10/04/13	$664,491 55	$693,228.24	$-28,736 69
	ELI LILLY & CO COM	LLY	532457108	3100	07/02/13	10/04/13	$149,083 22	$157,428.23	$-8,345.01
	BROWN & BROWN INC	BRO	115236101	11200	07/02/13	10/15/13	$365,841.62	$363,758.08	$2,083.54
	INTERNATIONAL BUSINESS MACHINI	IBM	459200101	2800	07/02/13	10/18/13	$486,051.38	$539,177.52	$-53,126.14

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ISHARES COMEX GOLD TR	IAU	464285105	175600	01/02/13	10/31/13	$483.13	$0.00	$483.13
VANGUARD INTL EQUITY INDEX FD	VGK	922042874	3500	07/02/13	11/06/13	$198,595.29	$169,383 55	$29,211.74
TOTAL FINA ELF S A. ADR	TOT	89151E109	3500	07/03/13	11/11/13	$206,493.60	$167,671.49	$38,822.11
TOTAL FINA ELF S.A. ADR	TOT	89151E109	4000	07/05/13	11/11/13	$235,992.69	$192,972.46	$43,020.23
ISHARES INC MSCI BRAZIL FREE I	EWZ	464286400	3600	07/05/13	11/19/13	$174,338.48	$147,087.00	$27,251 48
ISHARES INC MSCI BRAZIL FREE I	EWZ	464286400	4000	08/22/13	11/19/13	$193,709.43	$167,870.00	$25,839.43
TARGET CORP	TGT	87612E106	5300	07/02/13	11/21/13	$340,207 96	$369,638.96	$-29,431.00
ISHARES COMEX GOLD TR	IAU	464285105	175600	01/02/13	11/30/13	$451 68	$0 00	$451.68
ISHARES IBOXX INVEST GRADE	LQD	464287242	1100	08/02/13	12/02/13	$125,262.74	$125,039.75	$222.99
U S TREASURY NOTE	UNIT18	912828RE2	1500000	08/30/13	12/04/13	$1,509,960 94	$1,493,315 41	$16,645 53
VANGUARD INTL EQUITY INDEX FD	VGK	922042874	6500	07/02/13	12/17/13	$362,334.89	$314,569 45	$47,765.44
ISHARES COMEX GOLD TR	IAU	464285105	175600	01/02/13	12/31/13	$454 73	$0 00	$454.73
Total short term gain/loss from sales:						$6,229,978 86	$5,986,274 29	$243,704 57

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FIDELITY SPART INTL INDEX-FA	FSIVX	315911875	68897 63	10/10/07	07/01/13	$2,469,291.07	$3,500,000.00	$-1,030,708.93
VANGUARD STKMKT INDEX INSTL FL	VITSX	922908801	1778.82	09/23/09	07/01/13	$72,202 30	$46,605.23	$25,597.07
FIDELITY SPART INTL INDEX-FA	FSIVX	315911875	7765	12/21/07	07/01/13	$278,297.60	$363,246.74	$-84,949.14
FIDELITY SPART INTL INDEX-FA	FSIVX	315911875	45672 52	04/11/08	07/01/13	$1,636,903 12	$2,000,000.00	$-363,096.88
FIDELITY SPART INTL INDEX-FA	FSIVX	315911875	320 42	04/11/08	07/01/13	$11,483.85	$14,031.32	$-2,547 47
FIDELITY SPART INTL INDEX-FA	FSIVX	315911875	3291.13	12/22/06	07/01/13	$117,954.10	$143,719.37	$-25,765 27
FIDELITY SPART INTL INDEX-FA	FSIVX	315911875	500.82	04/07/06	07/01/13	$17,949 39	$19,706.31	$-1,756.92
FIDELITY SPART INTL INDEX-FA	FSIVX	315911875	13141 67	03/21/06	07/01/13	$470,997.45	$507,500.00	$-36,502.55
FIDELITY SPART INTL INDEX-FA	FSIVX	315911875	2373 62	12/23/05	07/01/13	$85,070 54	$85,087 56	$-17.02
FIDELITY SPART INTL INDEX-FA	FSIVX	315911875	178518 29	09/28/09	07/01/13	$6,398,095.54	$6,000,000 00	$398,095.54

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BNY MELLON	19,936.	19,936.	
TOTAL TO PART I, LINE 3	19,936.	19,936.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BNY MELLON	530,507.	0.	530,507.	530,507.	
TO PART I, LINE 4	530,507.	0.	530,507.	530,507.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICES FEE - J&J	29,990.	26,991.		2,999.
TO FORM 990-PF, PG 1, LN 16B	29,990.	26,991.		2,999.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORS - HAMMOND & ASSOCIATES	16,279.	16,279.		0.
INVESTMENT MANAGER FEE- BNY MELLON	124,293.	124,293.		0.
TO FORM 990-PF, PG 1, LN 16C	140,572.	140,572.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BNY MELLON - FOREIGN TAXES	12,903.	12,903.		0.
EMPLOYER FICA	689.	0.		689.
4940 EXCISE TAX-CURRENT YEAR	159,884.	0.		0.
4940 EXCISE TAX-PRIOR YEAR	7,117.	0.		0.
STATE REGISTRATION FEE-MASSACHUSETTS	705.	0.		705.
TO FORM 990-PF, PG 1, LN 18	181,298.	12,903.		1,394.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODY FEES- BNY MELLON	26,479.	26,479.		0.
OTHER EXPENSES	363.	319.		44.
TO FORM 990-PF, PG 1, LN 23	26,842.	26,798.		44.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
TAX EXEMPT INTEREST	4,932.
BOOK/TAX DIFFERENCES	18,271.
TOTAL TO FORM 990-PF, PART III, LINE 5	23,203.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY SPARTAN INTL INDEX FD	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STOCKS & BONDS	COST	60,175,273.	67,731,023.
TOTAL TO FORM 990-PF, PART II, LINE 13		60,175,273.	67,731,023.

JSMFF Commitments

last updated 12-03-13

Open Commitments

Organization	Total Commitment	Commitment Date	Donor		Category
Davis and Elkins - Debt Relief Endowment**	5,000,000.00	07/19/10	JSMIII	G2	education
Hollins University Fund	50,000.00	12/22/11	JSMIII	G2	education
inspireSTL	34,000 00	04/26/13	JFM	G2	education
KETC Channel 9	125,000 00	10/14/10	Jeff	G3	education
Missouri Botanical Garden Endowment	2,000,000.00	01/25/10	JSMIII and JFM	G2	civic
Missouri Botanical Garden for the World**	8,000,000.00	08/29/11	JSMIII	G2	civic
National WW II Museum	750,000 00	06/15/11	JSMIII	G2	civic
Princeton University-55th Reunion Gift	100,000.00	03/08/13	JSMIII	G2	education
Princeton University Psychology Tower	10,000,000.00	01/25/10	JSMIII and JFM	G2	education
St Louis Life Sciences Project (SLLSP)			JFM	G2	economic developmer
MDFB MO tax credits*					
St.Louis Life Sciences Project (SLLSP)	300,000.00	11/11/11	JFM	G2	economic developmer
St.Louis Life Sciences Project (SLLSP)	837,830.00	12/19/12	JFM	G2	
St. Louis Science Center Capital Campaign	2,500,000.00	02/05/10	JFM and JSMIII	G2	civic
Tufts University CEEO Endowed Professorship	1,500,000 00	05/29/09	G3 and JFM	G3	education
Tufts University CEEO Website Development	40,000.00	02/01/13	Cathy and Holly	G3	education
Tufts University CEEO STOMP Program	50,000.00	08/21/13	Cathy	G3	education
USAFA Endowment Center for Character Devel	1,700,000.00	07/06/11	JSMIII and JFM	G2	education
White Mountain Science Institute	125,000.00	01/23/13	Cathy	G2	education
Washginton University School of Engineering	500,000.00	7/1/2013	Alicia	G2	education
Washington University School of Law	250,000.00	03/15/10	Alicia	G2	education
WUSTL, Institute for School Partnership	71,500.00	06/03/13	Holly	G2	education
			Open Total		

JSMFF Commitments

last updated 12-03-13

Open Commitments

Organization	Total Commitment	2017		2018		2019
Davis and Elkins - Debt Relief Endowment**	5,000,000.00					
Hollins University Fund	50,000.00					
inspireSTL	34,000 00					
KETC Channel 9	125,000.00					
Missouri Botanical Garden Endowment	2,000,000 00					
Missouri Botanical Garden for the World**	8,000,000.00	*1,000,000.00*	*Dec*****	*1,500,000*	*Dec****	*2,000,*
National WW II Museum	750,000.00					
Princeton University-55th Reunion Gift	100,000.00					
Princeton University Psychology Tower	10,000,000 00	1,670,000.00	May	1,670,000.00	May	1,670,
St. Louis Life Sciences Project (SLLSP)						
MDFB MO tax credits*						
St.Louis Life Sciences Project (SLLSP)	300,000.00					
St.Louis Life Sciences Project (SLLSP)	837,830.00					
St. Louis Science Center Capital Campaign	2,500,000.00					
Tufts University CEEO Endowed Professorship	1,500,000.00					
Tufts University CEEO Website Development	40,000.00					
Tufts University CEEO STOMP Program	50,000 00					
USAFA Endowment Center for Character Deve	1,700,000.00	425,000.00	Dec	425,000	Dec	
White Mountain Science Institute	125,000.00					
Washginton University School of Engineering	500,000.00	250,000.00	May	250,000	May	
Washington University School of Law	250,000.00					
WUSTL, Institute for School Partnership	71,500.00					
		3,345,000.00		3,845,000.00		3,670,