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Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue ServiceDo 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.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

A Employer identification number

THE JSM CHARITABLE TRUST

43-1769438

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

Room/suite

1034 S. BRENTWOOD

1860

B Telephone number

(314) 862-1040

City or town, state or province, country, and ZIP or foreign postal code

ST. LOUIS, MO 63117-1229

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 changeD 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 foundationE 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

J Accounting method:

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

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

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

22,660,310.

N/A

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

33.

33.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

8,106.

b Gross sales price for all assets on line 6a

8,107.

7 Capital gain net income (from Part IV, line 2)

8,106.

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

22,668,449.

8,139.

13 Compensation of officers, directors, trustees, etc.

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative

expenses. Add lines 13 through 23

0.

0.

0.

25 Contributions, gifts, grants paid

22,663,930.

22,663,930.

26 Total expenses and disbursements.

Add lines 24 and 25

22,663,930.

0.

22,663,930.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

4,519.

b Net investment income (if negative, enter -0-)

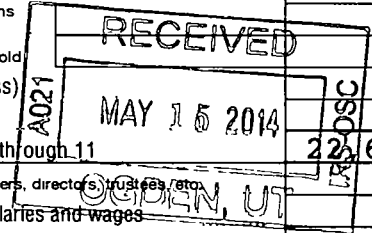
8,139.

c Adjusted net income (if negative, enter -0-)

N/A

1 May 2014

SCANNED MAY 21 2014



Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	150.	179.		
	2 Savings and temporary cash investments				
	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				
	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				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶ STATEMENT 2)	0.	23.			
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	150.	202.	202.		
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				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	0.	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 ▶ ☒				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds	150.	202.			
30 Total net assets or fund balances	150.	202.			
31 Total liabilities and net assets/fund balances	150.	202.			

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	150.
2 Enter amount from Part I, line 27a	2	4,519.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,669.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/(LOSS)	5	4,467.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	202.

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 108 SHS BOEING CO			01/24/13
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 8,107.		1.	8,106.
b			
c			
d			
e			

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			8,106.
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	8,106.
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	16,062,582.	537.	29,911.698324
2011	8,815,516.	1,224.	7,202.218954
2010	8,211,948.	1,176.	6,982.948980
2009	8,389,592.	1,512.	5,548.671958
2008	7,191,114.	1,477.	4,868.729858

2 Total of line 1, column (d)	2	54,514.268074
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	10,902.853615
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	834.
5 Multiply line 4 by line 3	5	9,092,980.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	81.
7 Add lines 5 and 6	7	9,093,061.
8 Enter qualifying distributions from Part XII, line 4	8	22,663,930.

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		1	81.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	81.
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	81.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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		0.
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		81.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

N/A

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► 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	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ 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 ☒ 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 ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c
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? If "Yes," list the years ►	☐ Yes ☒ No	
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 ☒ 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
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

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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

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?

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

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
JAMES S. MCDONNELL III 1034 S. BRENTWOOD, #1860 ST LOUIS, MO 631171229	CO-TRUSTEE 5.00	0.	0.	0.
JEFFREY M. MCDONNELL 1034 S. BRENTWOOD, #1860 ST LOUIS, MO 631171229	CO-TRUSTEE 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

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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.

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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	0.
b	Average of monthly cash balances	1b	847.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	847.
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	847.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	834.
6	Minimum investment return. Enter 5% of line 5	6	42.

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	42.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	81.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	81.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	0.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	0.
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	0.

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	22,663,930.
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	22,663,930.
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	81.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,663,849.

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.

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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				0.
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	65,513.			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	65,513.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 22,663,930.				
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) **	22,663,930.			
d Applied to 2013 distributable amount				0.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	22,729,443.			
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)	22,663,930.			
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	65,513.			
10 Analysis of line 9:				
a Excess from 2009	65,513.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

** SEE STATEMENT 3

Form 990-PF (2013)

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		ALL PUBLIC CHARITIES		22,663,930.
Total			3a	22,663,930.
b Approved for future payment				
PLEASE SEE ATTACHED STATEMENT		ALL PUBLIC CHARITIES		40,097,878.
Total			3b	40,097,878.

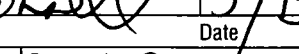
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | 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. | | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee 		Date 5/13/14		Title	
Paid Preparer Use Only	Print/Type preparer's name JOSEPH P. DRISH		Preparer's signature 		Date 5/13/14	
	Check ☐ if self-employed					PTIN P00964962
	Firm's name ▶ J. & J. MANAGEMENT SERVICES, INC.					Firm's EIN ▶ 43-1725668
Firm's address ▶ 1034 S. BRENTWOOD SUITE 1860 ST. LOUIS, MO 63117-1229					Phone no. (314) 862-1040	

Form **990-PF** (2013)

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

THE JSM CHARITABLE TRUST

Employer identification number

43-1769438

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 foundationCheck 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)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization	Employer identification number
THE JSM CHARITABLE TRUST	43-1769438

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 FOUNDATION 1034 S. BRENTWOOD, # 1860 ST LOUIS, MO 63117-1229	\$ 8,100,171.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	JAMES S. MCDONNELL III 1034 S. BRENTWOOD, # 1860 ST LOUIS, MO 63117-1229	\$ 6,748,810.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
3	JEFFERY M. MCDONNELL 1034 S. BRENTWOOD, # 1860 ST LOUIS, MO 63117-1229	\$ 19,283.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
4	JOHN F. MCDONNELL 1034 S. BRENTWOOD, # 1860 ST LOUIS, MO 63117-1229	\$ 7,718,872.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
5	ALICIA S. MCDONNELL 1034 S. BRENTWOOD, # 1860 ST LOUIS, MO 63117-1229	\$ 10,040.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
6	MARCELLA M. STEVENS 1034 S. BRENTWOOD, # 1860 ST LOUIS, MO 63117-1229	\$ 5,020.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
THE JSM CHARITABLE TRUST	43-1769438

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
7	KATHERINE M. PIPOLI 1034 S. BRENTWOOD, # 1860 ST LOUIS, MO 63117-1229	\$ 5,020.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
8	WILLIAM D. JAMES 1034 S. BRENTWOOD, # 1860 ST LOUIS, MO 63117-1229	\$ 53,094.	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.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE JSM CHARITABLE TRUST**43-1769438****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
<u>2</u>	<u>53,830 SHARES OF BOEING STOCK</u> _____ _____	\$ <u>6,748,810.</u>	<u>VARIOUS</u>
<u>3</u>	<u>196 SHARES OF BOEING STOCK</u> _____ _____	\$ <u>19,283.</u>	<u>VARIOUS</u>
<u>4</u>	<u>77,365 SHARES OF BOEING STOCK</u> _____ _____	\$ <u>7,718,872.</u>	<u>VARIOUS</u>
<u>5</u>	<u>104 SHARES OF BOEING STOCK</u> _____ _____	\$ <u>10,040.</u>	<u>05/15/13</u>
<u>6</u>	<u>52 SHARES OF BOEING STOCK</u> _____ _____	\$ <u>5,020.</u>	<u>05/15/13</u>
<u>7</u>	<u>52 SHARES OF BOEING STOCK</u> _____ _____	\$ <u>5,020.</u>	<u>05/15/13</u>

Employer identification number

43-1769438

[illegible]

Name of organization	Employer identification number
THE JSM CHARITABLE TRUST	43-1769438

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	33.	0.	33.	33.	
TO PART I, LINE 4	33.	0.	33.	33.	

FORM 990-PF	OTHER ASSETS	STATEMENT	2
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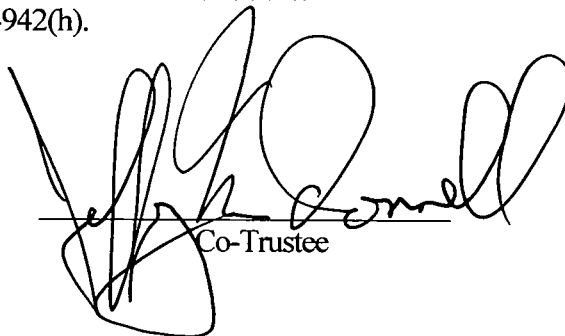
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	0.	23.	23.
TO FORM 990-PF, PART II, LINE 15	0.	23.	23.

FORM 990-PF	ELECTION UNDER REGULATIONS SECTION	STATEMENT	3
	53.4942(A)-3(D)(2) TO TREAT		
	EXCESS QUALIFYING DISTRIBUTIONS		
	AS DISTRIBUTIONS OUT OF CORPUS		

OR SUCH GREATER AMOUNTS AS MAY BE REQUIRED TO QUALIFY UNDER SECTION
170(B)(1)(F)(II). SEE ATTACHED STATEMENT.

Attached Statement
The JSM Charitable Trust
FEIN # 43-1769438
Form 990-PF (2013)
Part XIII, Lines 4c and 7
Reg. § 1.170A-9(g)(2)(iv) and (v) Statement and Election
Reg. § 53.4942(a)-3(d)(2) Statement and Election

The JSM Charitable Trust (the "Trust") qualified as a private foundation described in Internal Revenue Code section 170(b)(1)(F)(ii) for calendar 2013. All contributions of cash and property received by the Trust in 2012 were redistributed by the Trust in 2013 (and within thirty days after receipt thereof by the Trust) as "qualifying distributions" (as defined in section 4942(g) without regard to paragraph (3) thereof). In this connection, (i) in accordance with Reg. § 1.170A-9(g)(2)(iv) and (v), in some cases the Trust has elected to treat the fair market value of the contributed property at the date of its distribution by the Trust to the public charity (rather than the date of its contribution to the Trust) as the fair market value of such property for purposes of the requirements of section 170(b)(1)(F)(ii); and (ii) in accordance with Reg. § 53.4942(a)-3(d)(2), the Trust is treating calendar 2013 qualifying distributions in the amount of \$22,663,930 (or such greater amount as may be required to qualify under section 170(b)(1)(F)(ii) for calendar 2013, including through the application of excess qualifying distribution carryovers from prior years if necessary pursuant to Reg. § 53.4942(a)-3(c)(2)(iv)), as distributions out of the Trust's corpus in accordance with section 4942(h).


Co-Trustee

2013 - The JSM Charitable Trust Grants Paid

As of 31 December 2013

Request Primary		Amt. Paid	Purpose
Payment Date	Organization Block		
02/12/2013	LaTrinidad United Methodist Church	\$8,090	General Purpose
5/17/2013	St. Louis Regional Public Media, Inc. The Nine Network for Public Media 3655 Olive Street St. Louis, Missouri 63108-3601	\$150,271.50	JSMCT- Matching Program 1st of 3 In support of The American Graduate Project
5/17/2013	Princeton University Office of Research and Project Administration 4th Floor, New South Building P O Box 36 Princeton, New Jersey 08544-0036	\$3,699,776.61	JSMCT- Matching Program 7th of 8 pymts. (considers cumulative overages paid) Establishment of the Center for Systems Neuroscience
5/17/2013	Community School Association 900 Lay Road St. Louis, Missouri 63124	\$130,590.24	JSMCT- Matching Program 5th (Final) Capital Campaign (considers cumulative overages paid)
5/17/2013	Washington University Office of the Chancellor One Brookings Drive Campus Box 1192 St. Louis, Missouri 63130	\$1,583,343.44	JSMCT- Matching Program 5th (final) installment (considers cumulative overages paid) McDonnell International Scholars Academy
12/16/2013	Washington University Office of the Chancellor One Brookings Drive Campus Box 1192 St. Louis, Missouri 63130	\$8,016,205.25	JSMCT- Matching Program 5th of 11 pymts. McDonnell Fund For Academic Excellence
12/16/2013	St. Louis Zoo Foundation #1 Government Drive Forest Park St. Louis, Missouri 63110	\$993,893.76	JSMCT- Matching Program 2nd of 5. The Living Promise Campaign funding Polar Bear Point.

2013 - The JSM Charitable Trust Grants Paid

Request Primary			
Payment Date	Organization Block	Amt. Paid	Purpose
12/16/2013	Mary Institute and Saint Louis Country Day School 101 North Warson Road St. Louis, Missouri 63124	\$4,636,841.88	JSMCT- Matching Program 2nd of 9 pymts. Facility Construction
12/16/2013	US Vets - St. Louis Missouri 8410 Engler Park Court St. John, Missouri 63141	\$19,851.25	JSMCT- Matching Program Pymt 3 of 5. Program for homeless/at-risk military vets in STL area.
12/16/2013	The St. Louis Beacon 3655 Olive Street St. Louis, Missouri 62108	\$29,000.00	JSMCT- Matching Program 1st & final. Provide financial stability for the new entity when it merges with St. Louis Public Radio.
12/16/2013	John Burroughs School Development Office 755 South Price Road St. Louis, MO 63124	\$10,000.00	JSMCT- Matching Program 2nd of 5. Capital Campaign
12/16/2013	Municipal Theatre Association of St. Louis The Munny in Forest Park St. Louis, MO 63112-0040	\$496,336.25	JSMCT- Matching Program 1st of 4 Endowment Support
12/16/2013	Alzheimer's Association St. Louis Chapter 9370 Olive Boulevard St. Louis, Missouri 63132	\$50,560.00	JSMCT- Matching Program 2nd & final In support of the Dominantly Inherited Alzheimer's Network Therapeutic Trial Unit (DIAN)
12/16/2013	USO of Missouri, Inc. Lambert St. Louis International Airport P.O. Box 10367 St. Louis, Missouri 63145	\$49,761.25	JSMCT- Matching Program 1st of 5 payments Renew naming rights

2013 - The JSM Charitable Trust Grants Paid

Request Primary		Amt. Paid	Purpose
Payment Date	Organization Block		
12/16/2013	The Mission Continues 1141 South 7th Street St. Louis, Missouri 63104	\$25,000.00	JSMCT- Matching Program 1st & final. Partial sponsorship of the Fellows Orientation held in STL, Jul-13.
12/16/2013	Junior League of St. Louis 106 N. Kirkwood Road St. Louis, Missouri 63122	\$10,000.00	JSMCT- Matching Program 1st & final. Quasi Endowment
12/16/2013	Donald Danforth Plant Science Center 975 North Warson Road St. Louis, Missouri 63132	\$1,766,487.47	JSMCT- Matching Program 2nd of 7. Endow McDonnell International Programs
12/31/2013	Missouri History Museum 5700 Lindell Blvd St. Louis, Missouri 63112	\$769,540.59	General Purpose
Grand Totals (18 items)		\$22,663,929.53	

THE JSM CHARITABLE TRUST MATCHING GIFT PAYMENT SCHEDULE 2014 - 2020										Form 990-PF, Part XV, Line 3 b
Grantee (Purpose)/Grant Request ID# (1)	Total Gift	2014	2015	2016	2017	2018	2019	2020		
National Academy of Engineering Fund	1,000,000	250,000	250,000							
Princeton University	30,000,000	2,625,000								
St. Louis Regional Public Media, Inc - The NineNetwork for Public Media KETC-9	450,000	75,000	75,000							
May Scheduled Commitments Total		2,950,000	325,000							
Community School Association	100,000	50,000								
Donald Danforth Plant Science Center	10,000,000	750,000	750,000	750,000	1,000,000	250,000				
John Burroughs School	100,000	10,000	10,000	10,000						
Mary Institute-St. Louis Country Day School	21,500,000	1,000,000	1,000,000	1,000,000	1,500,000	2,000,000	2,000,000	450,000		
Missouri Historical Society-History Museum	5,000,000	-	400,000	600,000	750,000	750,000				
Municipal Theatre Association (The MUNY)	3,000,000	-	-	400,000	450,000	450,000				
St. Louis Zoo Foundation	5,000,000	500,000	500,000	500,000						
USO Missouri, Inc.	250,000	25,000	25,000	25,000	25,000					
United States Veterans Initiative - U S Vets St. Louis, MO	100,000	10,000	10,000							
Washington University	50,000,000	2,500,000	4,500,000	4,000,000	3,200,000	2,500,000	2,172,878	-		
December Scheduled Commitments Total		4,845,000	7,195,000	7,285,000	6,925,000	5,950,000	4,172,878	450,000		
TOTAL JSM CHARITABLE TRUST COMMITMENTS BY YEAR (Funds Committed By Trust)		7,795,000	7,520,000	7,285,000	6,925,000	5,950,000	4,172,878	450,000		
GRAND TOTAL - FUTURE YEAR COMMITMENTS AS OF 12/31/13					40,097,878					