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Department of the Treasury Internal Revenue Service

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.

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Open to Public Inspection

For calendar year 2013 or tax year beginning 08/01, 2013, and ending 07/31, 2014

ENVELOPE POSTMARK DATE DEC 11 2014

Name of foundation: WILLIAM E MCELROY CHARITABLE FOUNDATION. Employer identification number: 37-6306920. Telephone number: 314-418-2643. City: ST. LOUIS, MO 63166. Accounting method: Cash.

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

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26).

SCANNED JAN 06 2015

RECEIVED STMT 1 STMT 2 STMT 3 DEC 17 2014 CROSCODGEN, UT

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	218,700.	167,971.	167,971.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 4	2,366,507.	2,970,270.	3,367,123.
	c	Investments - corporate bonds (attach schedule) . STMT 6	668,762.	227,594.	258,065.
	11	Investments - land, buildings, and equipment: basis Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment: basis Less accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,253,969.	3,365,835.	3,793,159.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	3,253,969.	3,365,835.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	3,253,969.	3,365,835.		
31	Total liabilities and net assets/fund balances (see instructions)	3,253,969.	3,365,835.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,253,969.
2	Enter amount from Part I, line 27a	2	112,458.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,366,427.
5	Decreases not included in line 2 (itemize) ▶ COST ADJ	5	592.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,365,835.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b				
c				
d				
e				
(a) 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 2,112,042.		1,913,536.	198,506.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			198,506.	
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 }		2 198,506.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	134,089.	3,643,270.	0.036805
2011	142,394.	3,367,328.	0.042287
2010	125,407.	3,431,931.	0.036541
2009	141,365.	3,274,626.	0.043170
2008	143,635.	3,009,568.	0.047726
2 Total of line 1, column (d)			2 0.206529
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.041306
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 3,732,406.
5 Multiply line 4 by line 3			5 154,171.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,494.
7 Add lines 5 and 6			7 156,665.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 133,265.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,988.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	4,988.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,988.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,713.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,713.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	275.
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 <input type="checkbox"/> NONE Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>US BANK NA</u> Telephone no ▶ <u>(314) 418-2643</u>			
Located at ▶ <u>PO BOX 387, ST LOUIS, MO</u> ZIP+4 ▶ <u>63166</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year ▶		15		
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?		Yes	No
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		X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
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? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," list the years ▶ <u>2012</u>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.)	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)? (see instructions) Yes No

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
UA BANK NA PO BOX 387, ST LOUIS, MO 63166	TRUSTEE 0	46,455.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,789,245.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,789,245.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,789,245.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,839.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,732,406.
6	Minimum investment return. Enter 5% of line 5	6	186,620.

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	186,620.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,988.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,988.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	181,632.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	181,632.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	181,632.

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	133,265.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	133,265.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	133,265.

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				181,632.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			150,211.	
b Total for prior years: 20 <u>11</u> , 20 _____, 20 _____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				NONE
b From 2009				NONE
c From 2010				NONE
d From 2011				NONE
e From 2012				NONE
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>133,265.</u>				
a Applied to 2012, but not more than line 2a			133,265.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			16,946.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				181,632.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009				NONE
b Excess from 2010				NONE
c Excess from 2011				NONE
d Excess from 2012				NONE
e Excess from 2013				NONE

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SIU SCHOOL OF MEDICINE PO BOX 19624 SPRINGFIELD IL 62794-9624	NONE	PUBLIC	EXEMPT PURPOSE	25,000.
VARIOUS SCHOLARSHIP AWARD PROGRAMS SEE ATTACH	NONE	PUBLIC	SCHOLARSHIP AWARDS PROGRAM	55,750.
UNIVERSITY OF ILLINOIS PO BOX 20787 SPRINGFIELD IL 62708	NONE	PUBLIC	EXEMPT PURPOSE	50,000.
Total ▶ 3a				130,750.
b Approved for future payment				
Total ▶ 3b				

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

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

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

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

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

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

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

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

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

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL EXCISE TAXES	4,322.	
FOREIGN TAXES PAID	1,153.	1,153.
	-----	-----
TOTALS	5,475.	1,153.
	=====	=====

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER ALLOCABLE EXPENSE-PRINCI

15.

15.

TOTALS

15.
=====

15.
=====

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

37-6306920

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNITED TECHNOLOGIES CORP	18,053.	36,803.
CHEVRON CORP	4,032.	16,155.
EXXON MOBIL CORP	5,526.	30,349.
SCHLUMBERGER LTD	12,376.	33,096.
MCDONALD'S CORP	15,263.	33,340.
WELLS FARGO & CO		
ACCENTURE PLC		
LAUDUS INTL MKTMASTERS INV FD	140,673.	162,378.
MIDCAP SPDR TRUST SER 1		
AMERICAN TOWER CORP		
JP MORGAN CHASE CO		
NIKE INC	12,207.	30,852.
OPPENHEIMER DEVELOPING MKTS		
PFIZER INC	28,111.	38,745.
PHILIP MORRIS INTL		
SCOUT INTERNATIONAL FUND	135,000.	154,458.
ISHARES BARCLAYS TIPS BOND ETF		
NUVEEN HIGH INCOME BOND FD	199,100.	203,029.
NUVEEN INFLATION PRO SEC	111,506.	111,244.
T ROWE PRICE INTL BOND FUND	110,062.	113,319.
APPLE INC	32,038.	66,920.
ABERDEEN FDS EMRGN MKT INSTL	159,909.	170,184.
NUVEEN REAL ESTATE SECURIT	87,796.	109,260.
SPDR DJ WILSHIRE INTERNATIONAL		
T ROWE PRICE SC STOCK	58,090.	72,680.
VANGUARD INTL GROWTH FUND	140,283.	165,431.
TCW EMERGING MKTS INCOME FD	113,136.	110,968.
AMERICAN EUROPACIFIC GRTH F2		
FORWARD INTL REAL ESTATE		

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NUVEEN SANTA BARBARA DIV GRTH	80,435.	104,945.
VANGUARD EQUITY INCOME ADM	102,076.	120,364.
DRIEHAUS SELECT CREDIT FUND		
LOOMIS SAYLES STRATEGIC ALPHA	144,042.	145,266.
NUVEEN CORE PLUS BOND		
NUVEEN STRATEGIC INCOME		
OPPENHEIMER SR FLOAT RATE Y		
PIMCO TOTALRETURN FUND INST		
ABBVIE INC		
COCA COLA COMPANY		
ACE LTD		
AMERICAN CENT REAL ESTATE FD		
PRINCIPAL GI RE SEC INS		
ROBECO BP LNG SHRT RES INS	68,748.	74,355.
SPDR S&P 500 ETF TRUST	95,428.	114,502.
T ROWE PRICE GROWTH STOCK	100,000.	132,506.
T ROWE PRICE MID CAP GRWTH FD	79,077.	91,306.
TFS MARKET NEUTRAL FUND		
FEDERATED ISNT HI YLD BD FD	205,600.	201,448.
GOLDMAN SACHS COMM STRAT INS	145,000.	144,724.
CAUSEWAY EMERGING MKTS INSTL	169,000.	179,272.
LS OPPORTUNITY	75,000.	72,782.
NEUBERGER BERMAN LONG SH INS	72,703.	75,566.
T ROWE PRICE INTL GR & INC FD	160,000.	157,661.
VANGUARD STRATEGIC EQUITY	90,000.	93,215.
	-----	-----
TOTALS	2,970,270.	3,367,123.
	=====	=====

WILLIAM E MCELROY CHARITABLE FOUNDATION

37-6306920

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HSBC FINANCE 5% 6/30/15		
BEAR STEARNS 5.70% 11/15/14		
AMER EXPRESS 6.150% 8/28/17	104,477.	113,859.
GOLDMAN SACHS 6.150% 4/1/18	25,655.	28,434.
HONEYWELL INTL 5% 2/15/19		
E I DU POINT 5.750% 3/15/19	97,462.	115,772.
JPMORGAN ZERO COUPON 5/15/14		
RBC 4YR GSCI COMMODITY 8/30/13		
RBC 2YR EEM TW MTN 5/14/14		
TOTALS	227,594.	258,065.

RECIPIENT NAME:

MARY JO JANSSEN

ADDRESS:

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

RECIPIENT'S PHONE NUMBER: 217-753-7362

FORM, INFORMATION AND MATERIALS:

PLEASE CONTACT THE ABOVE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

BOYS GRADUATING FORM HIGH SCHOOLS IN
SANGAMON COUNTY ILLINOIS

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

2013

Name of estate or trust

Employer identification number

WILLIAM E MCELROY CHARITABLE FOUNDATION

37-6306920

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

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	634,279.	627,522.	1,307.	8,064.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 8,064.

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	1,485,158.	1,312,748.	218.	172,628.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13 17,814.
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 190,442.

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

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17		8,064.
18	Net long-term gain or (loss):			
a	Total for year	18a		190,442.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	18b		2.
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a	19		198,506.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	
a	The loss on line 19, column (3) or b \$3,000	20 ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

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

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$11,950	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15%	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20%	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45		

Sales and Other Dispositions of Capital Assets

Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

Department of the Treasury
Internal Revenue Service

File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment
Sequence No **12A**

Name(s) shown on return

Social security number or taxpayer identification number

WILLIAM E MCELROY CHARITABLE FOUNDATION

37-6306920

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
535.	J P MORGAN CHASE CO	01/17/2013	08/20/2013	27,734.00	22,641.00			5,093.00
550.	COCA COLA COMPANY	01/04/2013	10/18/2013	21,126.00	20,735.00			391.00
1635.992	AMERICAN CENTURY FUND	01/18/2013	10/24/2013	41,047.00	40,000.00			1,047.00
122.037	NUVEEN REAL ESTATE	09/16/2013	10/28/2013	2,749.00	2,533.00			216.00
2720.348	INV BALANCE RISK	09/17/2013	10/29/2013	25,082.00	25,000.00			82.00
200.	ACE LTD	11/21/2012	10/31/2013	19,238.00	15,662.00			3,576.00
1693.738	DRIEHAUS SELECT C	12/18/2013	01/15/2014	17,293.00	17,125.00			168.00
315.126	T ROWE PRICE INTL	06/21/2013	01/15/2014	2,987.00	2,959.00			28.00
1052.632	T ROWE PRICE INTL	07/29/2013	01/15/2014	9,979.00	10,000.00	W	21.00	
1543.943	TCW EMERGING MARK FUND	02/25/2013	01/15/2014	13,031.00	14,317.00	W	1,286.00	
1841.849	PRINCIPAL GL R E	01/15/2014	02/03/2014	14,698.00	15,185.00			-487.00
345.	SPDR DOW JONES INTERN	01/15/2014	02/03/2014	13,552.00	14,054.00			-502.00
3441.393	NUVEEN STRATEGIC	11/07/2013	02/06/2014	38,440.00	40,000.00			-1,560.00
3039.324	NUVEEN CORE PLUS	12/16/2013	02/06/2014	34,618.00	36,130.00			-1,512.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

WILLIAM E MCELROY CHARITABLE FOUNDATION

37-6306920

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You **must** check **Box D, E, or F** below. Check **only one box**. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	15000. RBC 4YR GSCI COMMOD 8/30/13	08/28/2009	08/30/2013	17,853.00	15,000.00			2,853.00
	3246.753 TFS MARKET NEUTRA	09/10/2012	10/04/2013	51,136.00	50,000.00			1,136.00
	200. PHILIP MORRIS INTL	01/11/2010	10/18/2013	17,410.00	9,914.00			7,496.00
	88.028 NUVEEN REAL ESTATE	07/05/2011	10/28/2013	1,983.00	1,785.00			198.00
	43.512 NUVEEN REAL ESTATE	12/23/2011	10/28/2013	980.00	769.00			211.00
	6.618 NUVEEN REAL ESTATE S	09/20/2012	10/28/2013	149.00	144.00			5.00
	135. EXXON MOBIL CORP	01/22/1996	10/31/2013	12,215.00	2,859.00			9,356.00
	. WORLDCOM INC SECURITY LI		12/30/2013	11.00				11.00
	200. AMERICAN TOWER CORP	03/05/2008	01/15/2014	16,550.00	7,668.00			8,882.00
	1870.324 FORWARD INTERNATI ESTATE	05/04/2012	01/15/2014	28,747.00	30,000.00			-1,253.00
	1075. ISHARES BARCLAYS TIP	09/10/2012	01/15/2014	119,284.00	122,724.00			-3,440.00
	1390.268 LOOMIS SAYLES STR FUND Y	09/10/2012	01/15/2014	14,014.00	13,958.00			56.00
	679.65275 NUVEEN INFLATION I	07/19/2012	01/15/2014	7,401.00	8,135.00			-734.00
	201.89025 NUVEEN INFLATION I	07/19/2012	01/15/2014	2,199.00	2,417.00	W	218.00	
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

Note. If you checked **Box D** above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See **Column (g)** in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

WILLIAM E MCELROY CHARITABLE FOUNDATION

37-6306920

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
259.083	T ROWE PRICE SC ST	10/18/2012	01/15/2014	11,679.00	9,270.00			2,409.00
4255.319	PRINCIPAL GL R E	01/29/2013	02/03/2014	33,957.00	36,000.00			-2,043.00
875.	SPDR DOW JONES INTERN	02/03/2012	02/03/2014	34,371.00	32,017.00			2,354.00
2648.858	NUVEEN STRATEGIC	12/27/2012	02/06/2014	29,588.00	30,000.00			-412.00
2955.722	NUVEEN CORE PLUS	12/27/2012	02/06/2014	33,666.00	35,101.00			-1,435.00
2665.282	PIMCO TOTAL RETUR	12/27/2012	02/06/2014	28,865.00	30,466.00			-1,601.00
340.	MIDCAP SPDR TRUST SER	09/29/2011	02/14/2014	83,112.00	50,743.00			32,369.00
100000.	BEAR STEARNS CO 11/15/14	01/16/2003	02/25/2014	103,617.00	102,408.00			1,209.00
100000.	HSBC FINANCE CORP 6/30/15	01/15/2008	02/25/2014	105,366.00	99,565.00			5,801.00
50000.	GOLDMAN SACHS GR 4/01/18	04/08/2008	03/27/2014	57,135.00	51,310.00			5,825.00
100000.	HONEYWELL INTL 2/15/19	02/19/2009	03/27/2014	113,054.00	99,225.00			13,829.00
1281.405	OPPENHEIMER DEVEL MARKETS Y	01/23/2013	04/09/2014	48,437.00	45,000.00			3,437.00
300.	ABBVIE INC	01/22/1996	04/29/2014	15,369.00	2,892.00			12,477.00
400.	ACCENTURE PLC CL A	04/04/2006	04/29/2014	31,623.00	12,120.00			19,503.00
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

WILLIAM E MCELROY CHARITABLE FOUNDATION

37-6306920

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	25000. RBC 2YR EEM TW MTN 5/14/14	05/10/2012	05/14/2014	25,704.00	25,000.00			704.00
	25000. JPM 2YR BFA TW MTN 5/15/14	05/10/2012	05/15/2014	33,338.00	25,000.00			8,338.00
	326.797 ABERDEEN FDS EMRGN	12/13/2012	06/03/2014	5,029.00	5,092.00			-63.00
	25000. GOLDMAN SACHS GR 4/01/18	04/08/2008	06/03/2014	28,669.00	25,655.00			3,014.00
	539.374 NUVEEN HIGH INCOME I	10/18/2012	06/03/2014	5,000.00	4,945.00			55.00
	434.405 NUVEEN REAL ESTATE	07/05/2011	06/03/2014	9,987.00	8,794.00			1,193.00
	444.05 NUVEEN INFLATION PR	07/19/2012	06/03/2014	4,978.00	5,315.00			-337.00
	572.082 TCW EMERGING MARKE FUND	02/25/2013	06/03/2014	4,989.00	5,305.00			-316.00
	9044.369 OPPENHEIMER SENIO RATE I	02/19/2013	06/09/2014	75,882.00	75,340.00			542.00
	5139.721 DRIEHAUS SELECT C	01/31/2013	06/13/2014	52,528.00	51,500.00			1,028.00
	1546.523 AMERICAN EUROPACI	07/24/2012	06/16/2014	78,316.00	60,000.00			18,316.00
	649.878 LAUDUS INTERNATION MARKETMASTERS	05/09/2011	06/16/2014	15,968.00	14,327.00			1,641.00
	236.686 VANGUARD INTL GRWT	02/08/2011	06/16/2014	17,967.00	14,717.00			3,250.00
	7088.22 ROBECO BOSTON PART RSRCH	03/27/2013	07/23/2014	107,032.00	90,268.00			16,764.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				1,485,158.	1,312,748.		218.	172,628.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

TRANSACTIONS FROM 08/01/13 TO 07/31/14 - ALL PORTFOLIO 08/27/14 09:36

06675512 WMCLELROY CHARITABLE FDN HIGHER ED PRIN CASH INCOME CASH

09/10 CASH DISBURSEMENT 2,500.00-

PAID TO SOUTHERN IL UNIVERSITY/EDWARDSVILLE
FINANCIAL AID - ATTN NICOLE
2308 RENDLEMAN HALL
EDWARDSVILLE, IL 62026-1060

SCHOLARSHIPS AWARDED

T/A CHECK # 6376691 SEQ # 535

PAID FOR NO ONE

ALAN J. MUNDHENKE ID#800518705 FALL 2013 TUITION

BATCH NO. ZY000357 TRANS NO. 832

12/31 CASH DISBURSEMENT 2,500.00-

PAID TO DUKE UNIVERSITY
PO BOX 90581
DURHAM, NC 27708

SCHOLARSHIPS AWARDED

T/A CHECK # 6529744 SEQ # 1605

PAID FOR NO ONE

GREG COULTAS ID#350-84-9618 SPRING 2014 TUITION

BATCH NO ZY002536 TRANS NO. 5250

12/31 CASH DISBURSEMENT 2,000.00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6529745 SEQ # 1606

PAID FOR NO ONE

COLBY BULTER ID#2172694 SPRING 2014 TUITIION

BATCH NO. ZY002536 TRANS NO. 5251

01/06 CASH DISBURSEMENT 1,500.00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6539537 SEQ # 428

PAID FOR NO ONE

SURAJ ARSHANAPALLY ID000463954 SPRING 2014 TUITION

BATCH NO. ZY000153 TRANS NO. 695

01/06 CASH DISBURSEMENT 2,000.00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6539538 SEQ # 429

PAID FOR NO ONE

ISAAK DANIELS ID#2491788 SPRING 2014 TUITION

BATCH NO ZY000153 TRANS NO 696

01/06 CASH DISBURSEMENT 2,500 00-

PAID TO ILLINOIS COLLEGE

TRANSACTIONS FROM 08/01/13 TO 07/31/14 - ALL PORTFOLIO 08/27/14 09:36
06675512 WMCCELROY CHARITABLE FDN HIGHER ED PRIN. CASH INCOME CASH

ATTN: CONTROLLER
1101 WEST COLLEGE
JACKSONVILLE IL 62650

SCHOLARSHIPS AWARDED

T/A CHECK # 6539539 SEQ # 430

PAID FOR NO ONE

MICHAEL BATES ID#471259 SPRING 2014 TUITION

BATCH NO. ZY000153 TRANS NO. 697

01/08 CASH DISBURSEMENT 2,000 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6542980 SEQ # 318

PAID FOR NO ONE

CAMERON MONARI ID#L23390189 SPRING 2014 TUITION

BATCH NO ZY000285 TRANS NO 429

01/14 CASH DISBURSEMENT 2,000.00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6551153 SEQ # 262

PAID FOR NO ONE

MARCUS MIDDEN ID#MJM10051 SPRING 2014

BATCH NO. ZY000574 TRANS NO. 425

01/14 CASH DISBURSEMENT 500.00-

PAID TO SELMA HARTKE COMMUNITY FOUNDATION
13105 E FIRST RD.
LITCHFIELD, IL 62056

SCHOLARSHIPS AWARDED

T/A CHECK # 6551206

PAID FOR NO ONE

BLAKE O'CONNOR 7/11/2013

BATCH NO UB000268 TRANS NO 09

PAID FROM INCORRECT SCHOLARSHIP ACCOUNT

BATCH NO UB000268 TRANS NO. 10

01/16 CASH DISBURSEMENT 2,250 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6555301 SEQ # 189

PAID FOR NO ONE

SAMUEL BEYER ID#674544006 SPRING 2014

BATCH NO. ZY001039 TRANS NO. 388

01/16 CASH DISBURSEMENT 1,500.00-

PAID TO UNIVERSITY OF ILLINOIS

TRANSACTIONS FROM 08/01/13 TO 07/31/14 - ALL PORTFOLIO 08/27/14 09 36

06675512 WMCCELROY CHARITABLE FDN HIGHER ED PRIN CASH INCOME CASH

FINANCIAL AID OFFICE
620 E. JOHN STREET, MC-303
CHAMPAIGN, IL 61820-5785

SCHOLARSHIPS AWARDED

T/A CHECK # 6555302 SEQ # 190

PAID FOR NO ONE

THOMAS NELSON ID#655214621 SPRING 2014

BATCH NO. ZY001039 TRANS NO. 389

01/16 CASH DISBURSEMENT 2,500.00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6555303 SEQ # 191

PAID FOR NO ONE

ALAN MUNDHENKE ID#800518705 SPRING 2014

BATCH NO. ZY001039 TRANS NO. 390

01/27 CASH DISBURSEMENT 2,000 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6566970 SEQ # 820

PAID FOR NO ONE

GARY STOVER SS#XXX-XX-9661 SPRING 2014

BATCH NO ZY002227 TRANS NO 1503

05/28 CASH DISBURSEMENT 2,000 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6725667 SEQ # 393

PAID FOR NO ONE

ISAAK DANIELS ID#2491788 FALL 2014 TUITION

BATCH NO. ZY002340 TRANS NO. 630

06/03 CASH DISBURSEMENT 2,500 00-

PAID TO DUKE UNIVERSITY
PO BOX 90581
DURHAM, NC 27708

SCHOLARSHIPS AWARDED

T/A CHECK # 6733312 SEQ # 202

PAID FOR NO ONE

GREG COULTAS ID#XXX-XX-9618 FALL 2014

BATCH NO ZY000082 TRANS NO 478

06/03 CASH DISBURSEMENT 1,500.00-

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

TRANSACTIONS FROM 08/01/13 TO 07/31/14 - ALL PORTFOLIO 08/27/14 09-36

06675512 W MCELROY CHARITABLE FDN HIGHER ED PRIN CASH INCOME CASH

SCHOLARSHIPS AWARDED

T/A CHECK # 6733313 SEQ # 203

PAID FOR NO ONE

CAMERON MONARI ID#L23390189 FALL 2014 TUITION

BATCH NO ZY000082 TRANS NO 479

06/06 CASH DISBURSEMENT 2,500.00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6738961 SEQ # 174

PAID FOR NO ONE

SAMUEL BEYER-NEWMAN HALL HOUSING

BATCH NO ZY000270 TRANS NO 384

06/06 CASH DISBURSEMENT 1,500 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6738962 SEQ # 175

PAID FOR NO ONE

COLBY BULTER ID#B2172694 FALL 2014 TUITIION

BATCH NO ZY000270 TRANS NO 385

06/12 CASH DISBURSEMENT 3,000 00-

PAID TO RUSH UNIVERSITY
600 S PAULINA ST
SUITE 440
CHICAGO IL 60612

SCHOLARSHIPS AWARDED

T/A CHECK # 6746964 SEQ # 322

PAID FOR NO ONE

BLAINE MANNING ID#65582 FALL 2014 TUITION

BATCH NO ZY000561 TRANS NO 626

06/13 CASH DISBURSEMENT 1,500 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6749463 SEQ # 368

PAID FOR NO ONE

ISAAC BEYER ID#655161835 FALL 2014 TUITION

BATCH NO ZY000643 TRANS NO 656

06/13 CASH DISBURSEMENT 2,500 00-

PAID TO DUKE UNIVERSITY
PO BOX 90581
DURHAM, NC 27708

SCHOLARSHIPS AWARDED

T/A CHECK # 6749464 SEQ # 369

TRANSACTIONS FROM 08/01/13 TO 07/31/14 - ALL PORTFOLIO 08/27/14 09.36

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

PAID FOR NO ONE

GREG COULTAS ID#XXX-XX-9618 SUMMER 2014

BATCH NO. ZY000643 TRANS NO 657

06/13 CASH DISBURSEMENT 1,500.00-

PAID TO LINCOLN LAND COMMUNITY COLLEGE
STUDENT ACCOUNTS RECEIVABLE
5250 SHEPHERD ROAD, PO BOX 19256
SPRINGFIELD, IL 62794-9256

SCHOLARSHIPS AWARDED

T/A CHECK # 6749465 SEQ # 370

PAID FOR NO ONE

KYLE KIEFFER ID#0570400 FALL 2014 TUITION

BATCH NO. ZY000643 TRANS NO. 658

06/13 CASH DISBURSEMENT 2,500.00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6749466 SEQ # 371

PAID FOR NO ONE

MICHAEL BATES ID#471259 FALL 2014 TUITION

BATCH NO. ZY000643 TRANS NO 659

06/13 CASH DISBURSEMENT 1,500.00-

PAID TO MARYVILLE UNIVERSITY ST LOUIS
650 MARYVILLE UNIVERSITY DRIVE
ST LOUIS MO 63141

SCHOLARSHIPS AWARDED

T/A CHECK # 6749467 SEQ # 372

PAID FOR NO ONE

STEVEN SCH AHL ID#0709140 FALL 2014 TUITION

BATCH NO. ZY000643 TRANS NO. 660

06/13 CASH DISBURSEMENT 1,500 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6749468 SEQ # 373

PAID FOR NO ONE

NICHOLAS C. ROTH XXX-XX-2117 FALL 2014 TUITION

BATCH NO ZY000643 TRANS NO. 661

06/13 CASH DISBURSEMENT 500 00-

PAID TO LAKE LAND COLLEGE
5001 LAKE LAND BOULEVARD
MATTOON, IL 61938

SCHOLARSHIPS AWARDED

T/A CHECK # 6749469 SEQ # 374

PAID FOR NO ONE

ZACHARY BOSTON ID#0286419 FALL 2014 TUITION

BATCH NO ZY000643 TRANS NO. 662

TRANSACTIONS FROM 08/01/13 TO 07/31/14 - ALL PORTFOLIO 08/27/14 09 36

06675512 WMCLEROY CHARITABLE FDN HIGHER ED PRIN CASH INCOME CASH

06/18 CASH DISBURSEMENT 1,000 00-

PAID TO SIU SCHOOL OF MEDICINE
OFFICE OF STUDENT AFFAIRS
PO BOX 19624
SPRINGFIELD, IL 62794-9624

SCHOLARSHIPS AWARDED

T/A CHECK # 6754656 SEQ # 184

PAID FOR NO ONE

BLAKE O'CONNOR XXX-XX-6203 FALL 2014 TUITION

BATCH NO ZY001200 TRANS NO. 326

06/30 CASH DISBURSEMENT 2,500 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6768708 SEQ # 2222

PAID FOR NO ONE

JOHN SMITH ID#676378054 FALL 2014 TUITION

BATCH NO. ZY002492 TRANS NO 5157

07/23 CASH DISBURSEMENT 1,500 00-

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

SCHOLARSHIPS AWARDED

T/A CHECK # 6798481 SEQ # 258

PAID FOR NO ONE

THOMAS A NELSON ID#655214621 FALL 2014 TUITION

BATCH NO ZY001485 TRANS NO. 447

** SUMMARY FOR 08/01/13 THROUGH 07/31/14 **

MISCELLANEOUS DISBURSEMENTS

461 - SCHOLARSHIPS AWARDED 0.00 55,250 00-

TRANSACTIONS FROM 08/01/13 TO 07/31/14 - ALL PORTFOLIO 08/27/14 09:35

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

01/14 CASH DISBURSEMENT 500.00-

PAID TO ST^LOUIS UNIVERSITY
ATTN DEBBIE ALEXANDER
STUDENT FINANCIAL SERV ROOM 2
1 GRAND BLVD
ST. LOUIS, MO 63103

PAYMENT PER REQUEST
T/A CHECK # 6551152 SEQ # 261
PAID FOR NO ONE
BLAKE O'CONNOR ID#000361917 SPRING 2014 TUITION
BATCH NO ZY000574 TRANS NO 424

** SUMMARY FOR 08/01/13 THROUGH 07/31/14 **

MISCELLANEOUS DISBURSEMENTS
444 - PAYMENT PER REQUEST 0.00 500.00-