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

2009

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning _____, and ending _____

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation GATEWAY FOUNDATION	A Employer identification number 20-6294706	
	Number and street (or P O box number if mail is not delivered to street address) 720 OLIVE STREET, SUITE 1977	Room/suite	
	City or town, state, and ZIP code ST LOUIS, MO 63101	B Telephone number (314) 241-3337	
H Check type of organization.	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
► \$ 53,819,872. (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
1 Contributions, gifts, grants, etc., received	13,401,880.		N/A
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments			
3 Dividends and interest from securities	2,810.	2,810.	STATEMENT 1
5a Gross rents	1,079,802.	1,065,425.	STATEMENT 2
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	-2,479,563.		STATEMENT 3
7 Capital gain net income (from Part IV, line 2)		0.	
8 Net short-term capital gain			
9 Income modifications Gross sales less returns			
10a and allowances			
b Less Cost of goods sold	70,227.	-537,482.	STATEMENT 4
c Gross profit or (loss)			
11 Other income	12,075,156.	530,753.	
12 Total. Add lines 1 through 11			
13 Compensation of officers, directors, trustees, etc	135,000.	0.	135,000.
14 Other employee salaries and wages	45,894.	0.	45,894.
15 Pension plans, employee benefits	45,047.	0.	45,047.
16a Legal fees	STMT 5	279.	279.
b Accounting fees	STMT 6	19,059.	12,038.
c Other professional fees	STMT 7	185,905.	0.
17 Interest		178,353.	
18 Taxes	STMT 8	27,349.	0.
19 Depreciation and depletion		27,349.	
20 Occupancy		3,437.	0.
21 Travel, conferences, and meetings		1,692.	
22 Printing and publications		20,546.	
23 Other expenses	STMT 9	1,116.	1,116.
24 Total operating and administrative expenses. Add lines 13 through 23		737.	737.
25 Contributions, gifts, grants paid		445,938.	142,752.
26 Total expenses and disbursements. Add lines 24 and 25		931,999.	403,409.
27 Subtract line 26 from line 12:		18,270,709.	18,270,709.
a Excess of revenue over expenses and disbursements	-7,127,552.		
b Net investment income (if negative, enter -0-)		33,191.	
c Adjusted net income (if negative, enter -0-)			N/A

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	129,549.	30,798.	30,798.
	2	Savings and temporary cash investments	551,990.	26,455.	26,455.
	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	STMT 10	47,454,088.	34,974,926.
	14	Land, buildings, and equipment: basis ►	27,324.		
		Less: accumulated depreciation	STMT 11 ►	20,100.	6,971. 7,224. 7,224.
	15	Other assets (describe ►)	STATEMENT 12)	17,541,959.	18,313,103. 18,313,103.
	16	Total assets (to be completed by all filers)		65,684,557.	53,352,506. 53,819,872.
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	STMT 13	8,800,000.	3,600,000.
Net Assets or Fund Balances	22	Other liabilities (describe ►)	STATEMENT 14)	5,444.	945.
	23	Total liabilities (add lines 17 through 22)		8,805,444.	3,600,945.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
and complete lines 24 through 26 and lines 30 and 31.					
Net Assets or Fund Balances	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	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		56,879,113.	49,751,561.
	31	Total liabilities and net assets/fund balances		65,684,557.	53,352,506.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	56,879,113.
2	Enter amount from Part I, line 27a	2	-7,127,552.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	49,751,561.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	49,751,561.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	1,504,377.		1,500,000.	-2,474,014.	
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					
b					
c					
d					
e			-2,474,014.		
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	-2,474,014.	
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 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))
2008	10,308,007.	60,430,760.	.170575
2007	7,858,211.	65,993,749.	.119075
2006	3,318,242.	63,731,600.	.052066
2005	2,578,363.	63,178,523.	.040811
2004	2,449,617.	54,581,757.	.044880

2 Total of line 1, column (d)

2 .427407

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 .085481

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 42,402,696.

5 Multiply line 4 by line 3

5 3,624,625.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 332.

7 Add lines 5 and 6

7 3,624,957.

8 Enter qualifying distributions from Part XII, line 4

8 19,447,207.

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 ► <input type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	332.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	15,770.	
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	15,770.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,438.	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ►	11	0.	

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	X	
1c	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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (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	

STMT 15

STMT 16

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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

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13

Website address ► **WWW.GATEWAY-FOUNDATION.ORG**

14 The books are in care of ► **CHRISTY B FOX** Telephone no. ► **(314) 241-3337**
Located at ► **720 OLIVE STREET, SUITE 1977, ST LOUIS, MO** ZIP+4 ► **63101**

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

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 <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? □ Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? □ Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? □ Yes <input checked="" 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)? □ 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.) □ 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 page 20 of the instructions)? ► <input type="checkbox"/>	1b	<input checked="" type="checkbox"/>
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 2009? ► <input type="checkbox"/>	1c	<input checked="" type="checkbox"/>
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? □ Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ► ► <input type="checkbox"/>		
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) ► <input type="checkbox"/>	2b	<input type="checkbox"/>
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? □ Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009.) ► <input type="checkbox"/>	3b	<input checked="" type="checkbox"/>
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input type="checkbox"/>	4a	<input checked="" type="checkbox"/>
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 2009? ► <input type="checkbox"/>	4b	<input checked="" type="checkbox"/>

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)?

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**

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?

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?

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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
SEE STATEMENT 17		135,000.	31,903.	0.

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

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

Total number of other employees paid over \$50,000

► 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NELSON BYRD WOLTZ LANDSCAPE ARCHITECTS 408 PARK STREET, CHARLOTTESVILLE, VA 22902	ARCHITECTURAL SERVICES	414,969.
FLEISHMAN - HILLARD 200 N BROADWAY, ST LOUIS, MO 63102	PUBLIC RELATIONS	203,813.
TAMPSCO ENTERPRISES, INC - 1034 S BRENTWOOD BLVD, STE 1492, ST LOUIS, MO 63117	MANAGEMENT SERVICES	185,251.
PHILIP DURHAM ARCHITECTS 1856 MENARD STREET, ST LOUIS, MO 63104	ARCHITECTURAL SERVICES	131,303.
HUSCH BLACKWELL SANDERS - 190 CARONDELET PLAZA, SUITE 600, ST LOUIS, MO 63105	LEGAL SERVICES	127,926.

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 INSURANCE AND MAINTENANCE OF SCULPTURES ON PUBLIC DISPLAY	53,112.	
2 DESIGN & INSTALLATION COSTS RELATING TO ADDITIONAL SCULPTURES TO BE PLACED ON PUBLIC DISPLAY		
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	186,085.
SEE STATEMENT 18	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	► 186,085.

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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	20,669,252.
b	Average of monthly cash balances	1b	36,295.
c	Fair market value of all other assets	1c	22,342,875.
d	Total (add lines 1a, b, and c)	1d	43,048,422.
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	43,048,422.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	645,726.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,402,696.
6	Minimum investment return. Enter 5% of line 5	6	2,120,135.

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	2,120,135.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	332.	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	295.	
c	Add lines 2a and 2b	2c	627.	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,119,508.	
4	Recoveries of amounts treated as qualifying distributions	4	0.	
5	Add lines 3 and 4	5	2,119,508.	
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	2,119,508.	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		1a	18,674,118.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	186,085.	
b	Program-related investments - total from Part IX-B	2	587,004.	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b		
a	Suitability test (prior IRS approval required)	4	19,447,207.	
b	Cash distribution test (attach the required schedule)	5	332.	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	19,446,875.	
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			
6	Adjusted qualifying distributions. Subtract line 5 from line 4			

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,119,508.
2 Undistributed Income, if any, as of the end of 2009:			0.	
a Enter amount for 2008 only			0.	
b Total for prior years:			0.	
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007	1,583,604.			
e From 2008	7,305,451.			
f Total of lines 3a through e	8,889,055.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 19,447,207.			0.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount			2,119,508.	
e Remaining amount distributed out of corpus	17,327,699.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (e).)	0.			0.
6 Enter the net total of each column as indicated below:	26,216,754.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5			0.	
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 2008 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	13,400,000.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	12,816,754.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	12,816,754.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ►

4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 the 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 of the person to whom applications should be addressed

SEE STATEMENT 19

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
CHARITABLE CONTRIBUTION PASSTHROUGH FROM FOUNDATION PARTNERS FUND, G.P.		PUBLIC		345.
SEE SCHEDULE ATTACHED		PUBLIC		18446449.
LESS EXPENDITURES INCLUDED ON SCHEDULE ATTACHED REPORTED AS PROGRAM RELATED INVESTMENT				-176,085.
Total			► 3a	18270709.
<i>b Approved for future payment</i>				
SEE SCHEDULE ATTACHED		PUBLIC		1,126,879.
Total			► 3b	1,126,879.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,810.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	531120	14,377.	14	1,065,425.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events	531120	-167,763.	14	-537,482.	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 20					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-151,503.		-1,943,261.	768,040.
13 Total. Add line 12, columns (b), (d), and (e)					13 -1,326,724.
(See worksheet in line 13 Instructions to verify calculations)					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
11	BOOK VS TAX ACCOUNTING DIFF - PASSTHROUGH FROM FOUNDATION PARTNERS FUND
11	FORMS 990-PF AND 990-T REFUNDS

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

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009**Name of the organization****Employer identification number****GATEWAY FOUNDATION****20-6294706****Organization type (check one):****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate 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 aggregate 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

GATEWAY FOUNDATION

Employer identification number

20-6294706

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DEER CREEK FOUNDATION 720 OLIVE STREET, SUITE 1975 ST LOUIS, MO 63101	\$ 13,400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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)
a THE COMMERCE TRUST COMPANY - PIMCO LOW DURATION			P		
b PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.					
c PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.					
d PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.					
e PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.					
f PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,504,377.		1,500,000.	(ST)	4,377.	
b			(ST)	-608,611.	
c			(LT)	-1,871,487.	
d			(SEC 1231)	13,819.	
e			(SEC 1256-ST)	-4,845.	
f			(SEC 1256-LT)	-7,267.	
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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				4,377.	
b				-608,611.	
c				-1,871,487.	
d				13,819.	
e				-4,845.	
f				-7,267.	
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	-2,474,014.	
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	



GATEWAY FOUNDATION TRUST CUST

Income for 2009

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

Short term gains and losses

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

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
PIMCO LOW DURATION FUND INST	693390304	145914 4	10/30/09	11/19/09	\$1,504,377.42	\$1,500,000.00	\$4,377.42
Total short term gain/loss:					\$1,504,377.42	\$1,500,000.00	\$4,377.42

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

OMB No 1545-0172

2009

Attachment
Sequence No 67Department of the Treasury
Internal Revenue Service (99)

Name(s) shown on return

Business or activity to which this form relates

Identifying number

GATEWAY FOUNDATION

FORM 990-PF PAGE 1

20-6294706

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	800,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost	

7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	1,607.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2009	17	85.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	1,692.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

SOURCE	AMOUNT
STATE OF ARIZONA	940.
STATE OF ILLINOIS	17.
THE COMMERCE TRUST COMPANY	1,820.
US TREASURY	33.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	<u>2,810.</u>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FOUNDATION PARTNERS FUND, G.P. (DIVIDENDS)	627,291.	0.	627,291.
FOUNDATION PARTNERS FUND, G.P. (INTEREST)	436,308.	0.	436,308.
FOUNDATION PARTNERS FUND, G.P. (INTEREST-UBTI)	14,377.	0.	14,377.
THE COMMERCE TRUST COMPANY	1,826.	0.	1,826.
TOTAL TO FM 990-PF, PART I, LN 4	<u>1,079,802.</u>	0.	<u>1,079,802.</u>

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 3

(A) DESCRIPTION OF PROPERTY			MANNER	DATE
	ACQUIRED	ACQUIRED	DATE SOLD	
THE COMMERCE TRUST COMPANY - PIMCO LOW DURATION			PURCHASED	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,504,377.	1,500,000.			4,377.
			(ST)	

(A) DESCRIPTION OF PROPERTY			MANNER	DATE
	ACQUIRED	ACQUIRED	DATE SOLD	
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.			PURCHASED	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
				-608,611.
			(ST)	

(A) DESCRIPTION OF PROPERTY			MANNER	DATE
	ACQUIRED	ACQUIRED	DATE SOLD	
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.			PURCHASED	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
				-1,871,487.
			(LT)	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			(SEC 1231)	13,819.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			(SEC 1256-ST)	-4,845.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			(SEC 1256-LT)	-7,267.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.			PURCHASED	

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-481,519.	-481,519.	
PARTNERSHIP INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-97,637.	0.	
PORTFOLIO INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-9,938.	-9,938.	
RENTAL REAL ESTATE INCOME (LOSS) PASSTHROUGH-FOUNDATION PARTNERS FUND, G.P.	-49,710.	-49,710.	
RENTAL REAL ESTATE INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS	-102,068.	0.	
OTHER INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-780.	-780.	
CANCELLATION OF DEBT PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	4,408.	4,408.	
CANCELLATION OF DEBT (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	31,942.	0.	
ROYALTY INCOME PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	57.	57.	
BOOK VS TAX ACCOUNTING DIFF - PASSTHROUGH FROM FOUNDATION PARTNERS FUND, G.P.	726,899.	0.	

2007 990-PF REFUND	10,000.	0.
2008 990-PF REFUND	20,000.	0.
AZ INCOME TAX REFUND (2005)	3,801.	0.
IL INCOME TAX REFUND (2006)	362.	0.
GA INCOME TAX REFUND (2007)	994.	0.
IN INCOME TAX REFUND (2007)	138.	0.
KS INCOME TAX REFUND (2007)	1,627.	0.
MD INCOME TAX REFUND (2008)	510.	0.
2007 990-T REFUND	5,000.	0.
2008 990-T REFUND	6,141.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	70,227.	-537,482.

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	279.	0.		279.
TO FM 990-PF, PG 1, LN 16A	279.	0.		279.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,059.	0.		12,038.
TO FORM 990-PF, PG 1, LN 16B	19,059.	0.		12,038.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	185,251.	177,699.		0.
CUSTODY FEES	654.	654.		0.
TO FORM 990-PF, PG 1, LN 16C	185,905.	178,353.		0.

FORM 990-PF

TAXES

STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAX	1,130.	1,130.		0.
STATE INCOME TAX	2,307.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,437.	1,130.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUSINESS MEALS	832.	0.		832.
COPIER & DUPLICATION EXPENSE	6,999.	0.		6,999.
OFFICE SUPPLIES & EXPENSE	2,553.	0.		2,553.
POSTAGE & DELIVERY EXPENSE	1,771.	0.		1,771.
TELEPHONE EXPENSE	4,421.	0.		4,421.
DIRECT CHARITABLE				
ACTIVITIES-SEE PART IX-A	63,628.	0.		63,628.
INSURANCE EXPENSE	21,551.	0.		21,551.
PORTFOLIO DEDUCTIONS				
PASSTHROUGH - FOUNDATION				
PARTNERS FUND, G.P.	254,494.	254,494.		0.
NONDEDUCTIBLE EXPENSE				
PASSTHROUGH - FOUNDATION				
PARTNERS FUND, G.P.	2,318.	0.		0.
OTHER DEDUCTIONS PASSTHROUGH				
- FOUNDATION PARTNERS FUND,				
G.P.	43,150.	36,236.		0.
WEBSITE EXPENSE	15,027.	0.		15,027.
STORAGE COSTS - SCULPTURES	14,505.	0.		14,505.
BANK CHARGES	57.	0.		57.
COMPUTER EXPENSE	1,375.	0.		1,375.
MEETINGS EXPENSE	1,698.	0.		1,698.
PROFESSIONAL MEETING	35.	0.		35.
SEC 59(E)(2) PASSTHROUGH				
FROM FOUNDATION PARTNERS				
FUND, G.P.	3,224.	0.		0.
PROFESSIONAL PHOTOGRAPHY -				
SCULPTURES	8,300.	0.		8,300.
TO FORM 990-PF, PG 1, LN 23	445,938.	290,730.		142,752.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOUNDATION PARTNERS FUND, G.P.	FMV	34,974,926.	35,442,292.
TOTAL TO FORM 990-PF, PART II, LINE 13		34,974,926.	35,442,292.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
17 FILE CABINETS	2,516.	2,516.	0.
2 DESKS	1,178.	1,178.	0.
1 DESK	449.	449.	0.
1 CREDENZA	382.	382.	0.
1 TABLE	298.	298.	0.
3 BOOKCASES	507.	507.	0.
9 CHAIRS	2,196.	2,196.	0.
DICTAPHONE	662.	662.	0.
CAMCORDER	638.	638.	0.
SEAGATE TAPE BACKUP	640.	640.	0.
COMPUTER & MONITOR	1,590.	1,590.	0.
DESK & INSTALLATION	845.	722.	123.
COMPUTER	632.	632.	0.
COMPUTER	1,057.	1,057.	0.
PRINTER	317.	317.	0.
DELL COMPUTER	1,295.	1,295.	0.
DIGITAL CAMERA	323.	176.	147.
HP PRINTER	673.	673.	0.
TELEPHONE SYSTEM	4,276.	1,640.	2,636.
2 DESK CHAIRS	290.	114.	176.
19" DELL 1907FP ULTRASHARP			
FLAT PANEL MONITOR	281.	196.	85.
3.00 GHZ GATEWAY COMPUTER (BOOKKEEPER)	572.	323.	249.
2.00 GHZ DELL COMPUTER	2,287.	1,105.	1,182.
DELL OPTIPLEX 745 AND MONITOR (SECY)	1,475.	664.	811.
10 CHADWICK CHAIRS	1,945.	130.	1,815.
TOTAL TO FM 990-PF, PART II, LN 14	27,324.	20,100.	7,224.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACQUISITION OF SCULPTURES FOR PUBLIC DISPLAY TERRACE VIEW, INC	17,541,959. 0.	18,127,018. 186,085.	18,127,018. 186,085.
TO FORM 990-PF, PART II, LINE 15	17,541,959.	18,313,103.	18,313,103.

FORM 990-PF	MORTGAGES PAYABLE	STATEMENT 13
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DESCRIPTION	BALANCE DUE
THE NORTHERN TRUST COMPANY	3,600,000.
TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B	3,600,000.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
-------------	-------------------	--------------

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	944.	945.
RETIREMENT EXPENSE PAYABLE	4,500.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	5,444.	945.

FORM 990-PF	STATEMENT CONCERNING LIQUIDATION, TERMINATION, ETC. - PART VII-A, LINE 5	STATEMENT 15
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EXPLANATION

SEE STATEMENT ATTACHED

GATEWAY FOUNDATION
2009 FORM 990-PF, PART VII-A, LINE 5
20-6294706

THE GATEWAY FOUNDATION'S 2009 DISTRIBUTIONS THAT EXCEEDED 25% OF ITS NET ASSETS OF \$54,355,538, AS MEASURED BY FAIR MARKET VALUE AT THE BEGINNING OF THE FOUNDATION'S TAXABLE YEAR ENDING DECEMBER 31, 2009, CAME IN THE FORM OF GRANTS. THESE DISTRIBUTIONS WERE NOT MADE WITH THE INTENT OF LIQUIDATING, DISSOLVING, TERMINATING, OR SUBSTANTIALLY CONTRACTING THE FOUNDATION. GATEWAY FOUNDATION IS CONTINUING ITS OPERATION AND IT IS THE FOUNDATION'S AIM THROUGH CONTINUED INVESTMENTS TO RETURN THE FOUNDATION'S ASSETS TO THEIR PREVIOUS LEVEL.

DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2009, GATEWAY FOUNDATION MADE GRANTS FROM INCOME AND SOURCES OTHER THAN CURRENT INCOME. COLLECTIVELY, THESE GRANTS EXCEEDED CURRENT INCOME AND THE TOTAL AMOUNT OF THESE GRANTS REPRESENTS OVER 25% OF GATEWAY FOUNDATION'S NET ASSETS OF \$54,355,538, AS MEASURED BY THE FAIR MARKET VALUE OF ASSETS AT THE BEGINNING OF GATEWAY FOUNDATION'S TAXABLE YEAR THAT ENDED DECEMBER 31, 2009.

THE SINGLE LARGEST GRANT DURING 2009 WAS MADE IN CONNECTION WITH THE DEVELOPMENT OF THE CITYGARDEN, A PUBLIC SCULPTURE PARK LOCATED IN DOWNTOWN ST. LOUIS, MISSOURI. THIS GRANT WAS MADE FOR THE PURPOSE OF AND USED EXCLUSIVELY TO FUND COSTS RELATING TO THE DESIGN, CONSTRUCTION AND MAINTENANCE OF THE CITYGARDEN. THE GRANT INCLUDES FINANCING AND OTHER SOFT COSTS RELATED TO THE CITYGARDEN. THE ATTACHED JULY 2, 2009 *ST LOUIS POST-DISPATCH* AND JULY 5, 2009 *NEW YORK TIMES* ARTICLES ACKNOWLEDGE THE IMPORTANCE OF CITYGARDEN TO THE CITY OF ST. LOUIS.

GATEWAY FOUNDATION MADE DISTRIBUTIONS OF CASH TO THE GRANTEES LISTED IN THE ATTACHMENT OF PART XV, LINE 3A. EACH GRANT WAS MADE SOLELY FOR THE CHARITABLE PURPOSE SPECIFIED THEREIN.

Quinn rejects partial budget

\$9 billion deficit

Governor says tax hike is needed to keep Illinois running for a full year.

Honeymoon is over

Madigan says Quinn is trying to create a crisis to get his plan passed.

BY KEVIN McDERMOTT
kmcdermott@post-dispatch.com
217-782-4912

SPRINGFIELD, ILL. • Illinois Gov. Pat Quinn on Wednesday carried out his threat to veto a partial state budget sent to him by the Legislature because it doesn't contain a tax increase that he says is crucial to overcoming a massive deficit and keeping the state running for a full year.

The move leaves Illinois without an official spending plan as it starts its new fiscal year, and it's unclear what that will mean for government services in the coming weeks.

It's a gambit by Quinn on behalf of subsidized day care, elder care, drug counseling and an array of other human services, which would have gotten only part of the expected funding under the partial budget. Those services would get full funding for the year if Quinn's tax hike is approved when the Legislature returns to Springfield in two weeks. If it isn't, entire agencies could find themselves shut down completely, absent the partial budget that Quinn vetoed.

Quinn acknowledged other potential fallout from his show-down with his fellow Democrats to control the Legislature, including the fact that vendors who provide services to the state won't be paid unless and until a new budget is put in place.

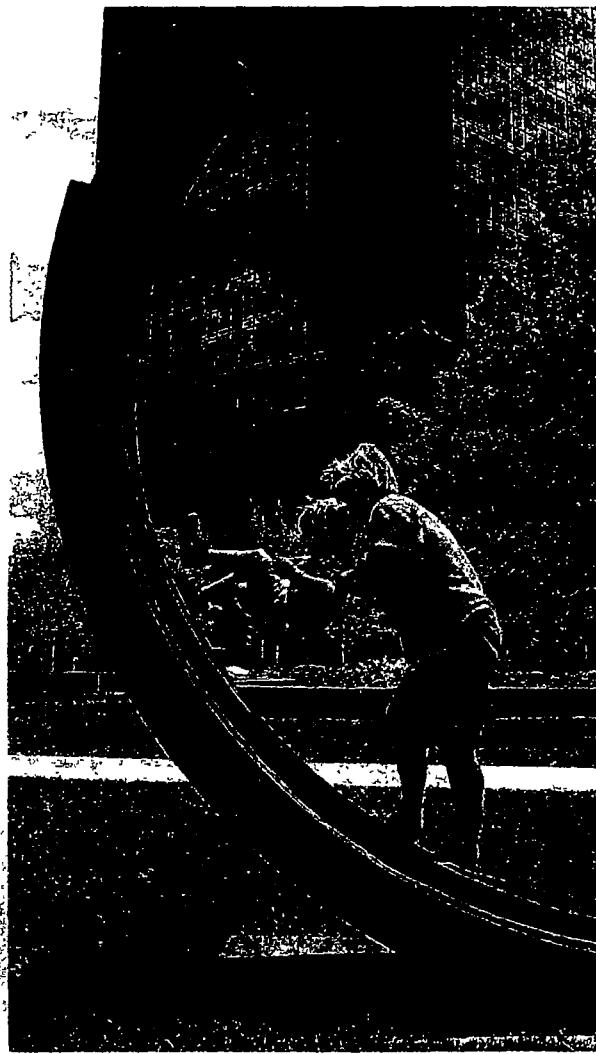
"Any bill incurred (by the state) of today, we cannot pay that off," Quinn said Wednesday.

Quinn's administration says the state faces a roughly \$9 billion budget deficit, mostly because the downturn in the national economy. Quinn has called for a one-year increase in the state's sales tax, from the current 3 percent flat rate to 4.5 percent, to close that gap.

Most officials in Springfield know the severity of the state's budget problems. But Quinn, who took office in January after the ouster of impeached Gov. Rod Blagojevich, hasn't been able to convince lawmakers that his tax-hike plan is the answer.

New garden gets raves

First day's visitors take delight in sculpture, fountains and more.



J.B. FORBES • jforbes@post-dispatch.com
Trish Ramsey helps Drake Keller, 4, climb inside a steel arch Wednesday, the day that Citygarden opened downtown. The two came over from Highland to see the new park.

BY ELIZABETH HOLLAND • eholland@post-dispatch.com • 314-340-8259

STLtoday.com

**TAKE AN
ONLINE
TOUR OF
CITYGARDEN**

Take a multimedia tour of downtown's new Citygarden through panoramic, interactive photos and photo galleries. STLtoday.com/entertainment

Read more about the downtown oasis and sculpture park. STLtoday.com/stage

ST. LOUIS • For months, occupants of downtown office towers watched construction workers shape a two-block stretch of dirt and grass and heretofore dead-end dreams into an architectural and horticultural melange.

On Wednesday, people swarmed from the towers and elsewhere for a closer look at the opening of Citygarden, an urban sculpture park on the Gateway Mall.

"I think it's wonderful," said Karin Hagaman, 40, of St. Louis, as she gleefully experimented with an interactive, ground-level piece of artwork that incorporates chimneys. "It's so good to see all these people here. This was such dead space all that time, and now it's spectacular."

Created by the St. Louis-based Gateway Foundation, Citygarden is a 2.9-acre expanse bordered by Eighth and 10th streets and Market and Chestnut streets. Gateway purchased all of Citygarden's art, and is paying for construction costs, estimated at \$24 million to \$30 million.

St. Louis owns the land, improved the site and is responsible for providing water and electricity.

For years, the land was considered a sad waste of prime

See CITYGARDEN • Page A6

Wright is state schools chief

Hazelwood superintendent is the first woman, first area educator to hold the job.

BY DAVID HUNN
dhunn@post-dispatch.com • 314-340-8411
AND VALERIE SCHREMP HAHN
vhahn@post-dispatch.com • 314-340-8228
© 2009, St. Louis Post-Dispatch

Chris Wright, the superintendent of Hazelwood schools, will become Missouri's next state education commissioner, sources say. She will be the first woman and the first St. Louis-area educator to hold the job.

The state board of education is expected to announce Wright this morning, according to several sources familiar with the decision.

The pick breaks a long lock on the job by outstate educators and highlights the increasing importance of urban issues to the state board.

Wright replaces D. Kent King, from Rolla, who died in January after serving more than eight years.

Wright has said she considered King a mentor. The other candidates were Dennis Cheek, an education consultant from Kennett Square, Pa., and Bert Schultz, who has served as interim commissioner since King's death.

Wright could not be reached for comment, nor could state board members. Hazelwood School Board members would say only that they planned to be in Jefferson City for the announcement.

See WRIGHT • Page A8



Wright
Seen as
innovator

CELEBRATE WITH A BANG

Inside • Find out what's open and what's closed this weekend. Plus, see a list of fireworks displays. **Page A13**

STLtoday.com

Make plans • Find schedules for the downtown Fair St. Louis this weekend as well as fireworks displays throughout the region. events.STLtoday.com

Your grand finale • Learn how fireworks work and build your own interactive display. STLtoday.com/multimedia

Get in the spirit • Put together patriotic décor for your weekend barbecue, or try out some quick and easy recipes. STLtoday.com/lifestyle

CITYGARDEN

Downtown sculpture park opens to rave reviews

space. But Wednesday, visitors delighted in the makeover: a multi-faceted park divided almost seamlessly into themes representing river bluffs, flood plains and a cultivated urban garden.

Visitors snapped photos of the detailed landscaping and its 24 sculptures by international artists. They ate lunch and noshed on ice cream. Some walked from sculpture to sculpture with maps explaining the artwork. Maps, snapped up from boxes throughout the park, were in big demand during lunchtime.

A large screen drew a throng of onlookers to stare at an odd video of a woman stacking chairs. Some scoffed, but kept watching to see what might happen next.

All ages were drawn to the water exhibits.

Some tested the water in swimsuits. Some kicked off their shoes. Joan Chadwick, kept her leather loafers on as she and two friends hopped from boulder to boulder across a pond.

"We survived," said Chadwick, 58, of St. Louis, with her shoes still dry. "It's awesome. We're thinking about going through the pop-jet fountains next... I had an idea that this was going to be kind of cool, and it is."

Children clambered up immense white rabbit sculptures

at the kid-friendly park, testing their balance on stretches of walls and benches and finding themselves soaked in a dash across a plaza embedded with water spouts that erupted from below with little warning.

Josias Rodriguez, 22, of Monterrey, Mexico, posed for a friend's picture by positioning his arms to make it look as if he was squeezing a giant human head that had been sculpted by Polish artist Igor Mitoraj.

"I think it's my favorite," Rodriguez declared. "It's really good." Christina Bertenshaw, of Chicago, fancied the piece from a different perspective. The 5-year-old climbed inside the head with her sister, Joanna, and looked out through its pod-shaped eye sockets. Christina had one complaint: "The windows are too small."

Her father, Tom Bertenshaw, mostly gushed about the park, comparing some of its components to the much praised Millennium Park back home. He lauded Citygarden for, among other things, its flow, child-friendliness, use of water, inclusive name, and labels on landscaping throughout the park.

"It would be nicer if it were bigger, but you can never go wrong with a park," said Bertenshaw, 51.

"It's something you guys should

be proud of. Anything that revives a city without gambling is a good thing."

Don Bresnan, of Union, said he also was impressed, although he, too, had a criticism. "Now they need to fix that at the other end," he said, pointing toward the much-denigrated Richard Serra sculpture at the western end of the Gateway Mall. "Twain," Serra's steel sculpture that was dedicated 27 years ago, seemed a lonely wallflower Wednesday



BRITTANIE WILLIAMS • **KIERSTEN OLDS** play in a fountain at Citygarden downtown. The girls were visiting Kiersten's mother during her lunch hour on Wednesday.

normal city park. He declined to give details.

St. Louis police spokeswoman Erica Van Ross said no officers are specifically assigned to the park, and no special regulations or enforcement efforts apply.

She wrote in an e-mail, "We will handle it just as we do with any other downtown area that has crowds that gather."

Adam Jadhav of the Post-Dispatch contributed to this report.

in comparison to its celebrated neighbors just yards away.

"I appreciate art, believe me, but I believe that would look better in front of Southern Scrap," Bresnan said.

Citygarden is free and open 6 a.m. to 10 p.m. daily. The city and the foundation share roles in maintaining a pristine atmosphere.

Gateway will provide security patrols, spokesman Paul Wagman said, but will treat it like a

CLOSE READING

Sculpture to Invigorate a Shrinking City

By MALCOLM GAY

ONE telling measure of this city's past glories and present challenges is this. The United States Census of 1950 reported roughly 850,000 people living in St. Louis; today the number is around 350,000. Or there's this: In 1988, when Jonathan Franzen published "The Twenty-Seventh City," a novel about real and fictional tribulations afflicting St. Louis, his title referred to the city's plunge in rank to 27th largest in America from 4th in less than a century. (He wrote the book now, just two decades later, he would have to call it "The Fifty-Second City".)

Signs of the depleted population are everywhere, from the boarded up houses that dot the city's north side to the stubbornly vacant office buildings downtown.

Over the last 10 years, however, civic groups, private developers and city leaders have been trying to nurse downtown St. Louis back to life. Taking cues from revitalization drives in other midsize cities, they have created thousands of residential loft units. There is now a bookstore in the area, and next month a local grocery chain

plans to open its first downtown branch.

But perhaps the most original — and conspicuous — step in the campaign is CityGarden, a 2-acre sculpture park that opened Wednesday on two blocks of the city's central corridor, known as the Gateway Mall.

Financed by the Gateway Foundation, a non-profit organization that installs public art in the St. Louis area, the park cost between \$25 million and \$30 million — which does not include the collection of 24 works by artists including Fernand Léger, Tony Smith, Jim Dine and Bernar Venet. (The foundation, which has a longstanding policy of not commenting to the news media, declined to disclose the collection's value.)

Within walking distance of the Gateway Arch, the park is intended to bring tourists and art fans to the mall and to draw office workers and loft dwellers outside with an array of amenities "it's really a hybrid landscape," said Warren Byrd, a

principal of Nelson Byrd Woltz, the landscape architecture firm in Charlottesville, Va., that designed CityGarden. "It's some combination of a city park and a sculpture garden."

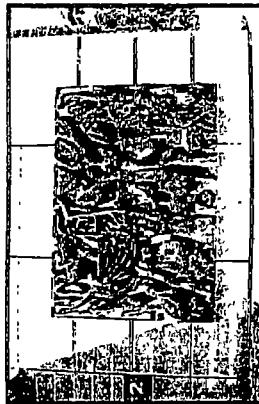
The sculpture collection, which includes both modern and contemporary works, is cosmopolitan in flavor, ranging from Mr. Dine's whimsical treatment of Pinocchio in "Big White Gloves, Big Four Wheels" to the mysterious, egglike form of the Japanese sculptor Kan Yasuda's "Door of Return." Visitors can call up an Acoustiguide-style audio tour, read by prominent St. Louisians, by dialing a dedicated number on their cell phones.

The park's other features include a cafe, a massive "spray plaza" and a split-level pool whose two parts are joined by a waterfall. A granite-capped "meander wall" snakes through the park's southern portion, offering seating and spatial definition, while a complementary wall of

Missouri limestone arcs diagonally through the northern section. The walls, Mr. Byrd said, were "our way of making several territories in the site" — which was previously two empty squares of grass — and of linking the two blocks.

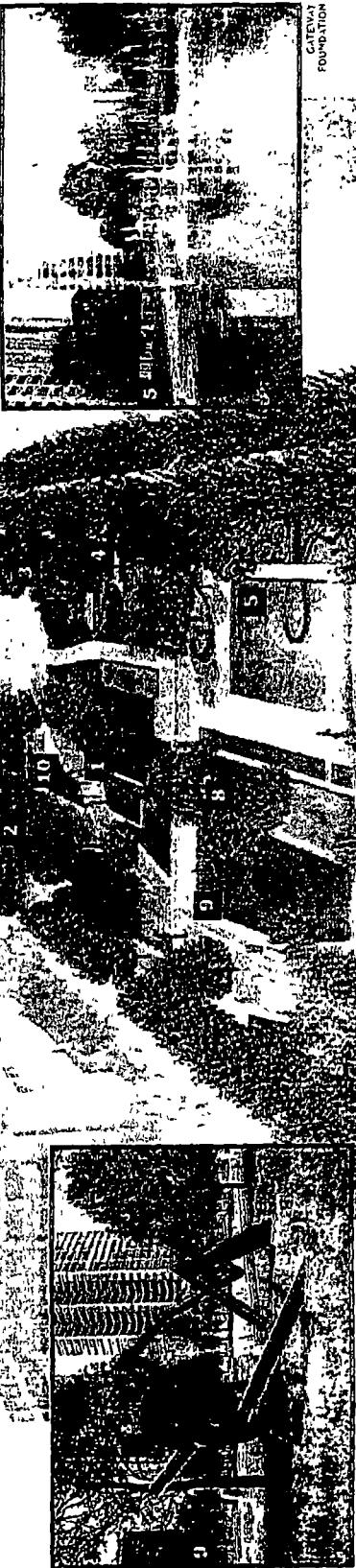
The park, shown below in a rendering by Nelson Byrd Woltz, has no formal entrances or barriers to segregate its manicured paths and quiet spaces from the streets around it. "It has no limits," said Mr. Byrd, whose firm also designed the Flight 93 National Memorial in Shanksville, Pa. "We wanted to make this site accessible to everybody."

He added that the landscape included several "design gestures" — rows of Ginkgo trees, native plants, wide sidewalks — that could be extended to other portions of the Gateway Mall. City planners say they share that vision, but for now they are looking to these two blocks to spur economic development on their own. "There are several development opportunities in the vicinity, and as the economy recovers, I think CityGarden will make those sites a lot more attractive," said Barbara Geisman, the city's executive director of development. "This is probably one of the best things that's happened downtown in the last couple of decades."

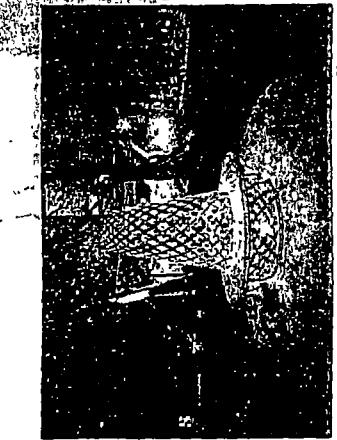


STEVEN NESTER





GATEWAY FOUNDATION



1. **LIMESTONE WALL** Constructed from stone quarried about 80 miles down the Mississippi River from St. Louis, the arcing limestone wall is one of the park's dominant features. Its diagonal curve provided "the opportunity to make a higher ground and a lower ground," Mr. Byrd said. The wall's eastern portion is bisected by the park's 180-foot split-level pool (shown here with Bernar Venet's '2 Arcs x 4, 230.5 Degree Arc x 5' from 1999 on the grass beyond it). Its western section incorporates a large LED video wall, which during the first season will feature video art and films selected by local museum directors and curators.

2. **'FEMMES AU PERRONQUET'** One of several works by Fernand Léger depicting women with parasols, this bronze has relief from 1952 and is installed on the exterior wall of the park's cafe, within view of its patio.

3. **'EROS BENDATO'** At the park's southeast corner, the Polish sculptor Igor Mitoraj's arresting 1999 bronze head, more than 12 feet long, rests on one of the park's water features: a tilted granite disk that is partially covered by a scrum of flowing water.

4. **TAI-CHI SINGLE WHIP**

In this 1998 bronze work by Ju Ming, a Taiwanese sculptor, a blocky figure strikes one of the martial

arts' basic poses. 5. **SPRAY PLAZA** With 102 computer-controlled spray nozzles, the park's "spray plaza" occupies more than 4,300 square feet, making it one of the largest of its kind in the United States. Each nozzle is outfitted with LEDs, allowing programmers to create nearly infinite combinations of water and light.

6. **MEANDER WALL** Evolving the

twists and oxbows of the nearby Mississippi and Missouri Rivers, the 1,100-foot wall gives a loose

structure to the park's southern

sector, defining both open and

more intimate spaces within it

topped with Lake Superior granite.

7. **ZENITY** At the garden's highest spot, this towering and mysterious (1999) work by the Italian sculptor Mimmo Paladino is cast in bronze and aluminum.

8. **UNTITLED** Martin Puryear's 2008 stainless steel abstract explores the relationship between traditional craft — in particular,

the early — and industrial design. Dubbing it as a bench, it allows visitors to sit while viewing acts as a bench for viewing sculptures, several of which it wraps around. Here it is shown with one of the two figures that form Tom Claassen's 2004 work "Untitled (Two Rabbits)."

9. **'AESOP'S FABLES'** A classic example of Mr. di Suvero's work with industrial materials, this sculpture from 1990 is a low-slung balancing act. The collection of I-beams wedged into a tudy pattern of interlocking 'V's at one end is counterbalanced by the curvilinear tangle of steel at the other.

10. **'LA RIVIERE'** Aristide Maillol's nude, perhaps the park's most famous sculpture, is also

the earliest in the collection, made between 1938 and 1943. Meant to personify a river's churning current, the bronze figure is sited here on the upper portion of the park's split-level pool, where the sound of water falling into the lower pool gives an auditory assist to the sculpture's dynamic lines.

AUTHENTICATIONS

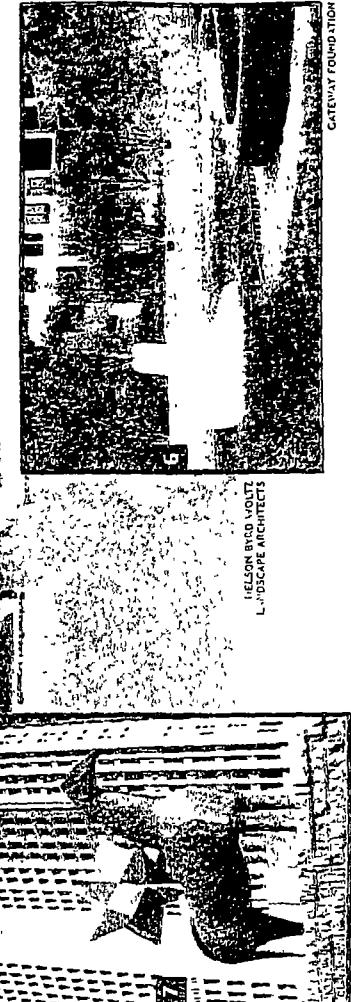
Peter Bartlow

Chagall, Picasso etc.

Auctions: Cruise, ERAY, temp

bartlowpeter@yahoo.com

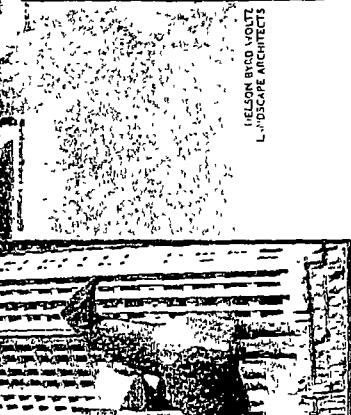
312-337-1782



STEAN HESTER



STEAN HESTER



STEAN HESTER



STEAN HESTER

STEAN HESTER

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 16

NAME OF CONTRIBUTOR

ADDRESS

DEER CREEK FOUNDATION

720 OLIVE STREET, SUITE 1975
ST LOUIS, MO 63101

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES BURKE 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	VP/TRUSTEE QTRLY MTGS	0.	0.	0.
SUSAN RAVA 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	SEC/TREAS/TTE QTRLY MTGS	0.	0.	0.
GYO OBATA 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	TRUSTEE QTRLY MTGS	0.	0.	0.
M PETER FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	PRES/TRUSTEE QTRLY MTGS	0.	0.	0.
MATTHEW FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	TRUSTEE QTRLY MTGS	0.	0.	0.
CHRISTY B FOX 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	DIRECTOR/ASST SECY 40.00	135,000.	31,903.	0.
MICHAEL FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	TRUSTEE QTRLY MTGS	0.	0.	0.
DAVID MESKER 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	TRUSTEE QTRLY MTGS	0.	0.	0.

GATEWAY FOUNDATION

20-6294706

SUSAN PHILPOTT 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	TRUSTEE QTRLY MTGS	0.	0.	0.
MARTHA FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	TRUSTEE QTRLY MTGS	0.	0.	0.
PAUL HA 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	TRUSTEE QTRLY MTGS	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		135,000.	31,903.	0.

FORM 990-PF	SUMMARY OF PROGRAM-RELATED INVESTMENTS	STATEMENT 18
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DESCRIPTION

THE PURCHASE OF RESTAURANT EQUIPMENT (AND SUBSEQUENT TRANSFER TO A WHOLLY OWNED TAXABLE ENTITY, TERRACE VIEW, INC) FOR USE AT CITYGARDEN, A PUBLIC SCULPTURE PARK LOCATED IN DOWNTOWN ST LOUIS, MO. CITYGARDEN INCLUDES A RESTAURANT (OPERATED BY AN UNRELATED TAXABLE ENTITY), WHICH IS OPEN TO THE PUBLIC, TO FACILITATE THE ENJOYMENT OF THE SCULPTURE PARK BY THE GENERAL PUBLIC.

	AMOUNT
TO FORM 990-PF, PART IX-B, LINE 1	186,085.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 19

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GATEWAY FOUNDATION
720 OLIVE STREET, SUITE 1977
ST LOUIS, MO 63101

TELEPHONE NUMBER

(314) 241-3337

FORM AND CONTENT OF APPLICATIONS

THE APPLICATION SHOULD FOLLOW INSTRUCTIONS GIVEN IN THE GUIDELINES WHICH ARE AVAILABLE ON REQUEST.

ANY SUBMISSION DEADLINES

PER GUIDELINES AVAILABLE ON REQUEST.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOCUS OF THE GATEWAY FOUNDATION IS TO FOSTER AND SUPPORT CULTURAL AND ARTISTIC ACTIVITIES AND, ON OCCASION, RELATED EDUCATIONAL ACTIVITIES DEVOTED TO IMPROVING THE QUALITY OF LIFE IN THE ST. LOUIS METROPOLITAN AREA. THE FOUNDATION GIVES PRIORITY TO PROJECTS INVOLVING THE ACQUISITION, CREATION OR IMPROVEMENT OF ITEMS OF A DURABLE, PHYSICAL NATURE. REQUESTS FOR GENERAL OPERATING EXPENSES OR ENDOWMENT NORMALLY WILL NOT BE CONSIDERED.

FORM 990-PF

OTHER REVENUE

STATEMENT 20

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
BOOK VS TAX ACCOUNTING DIFF - PASSTHROUGH FROM FOUNDATION PARTNERS FUND, 2007 990-PF REFUND			01		726,899.
2008 990-PF REFUND			01		10,000.
AZ INCOME TAX REFUND (2005)	531120		01		20,000.
IL INCOME TAX REFUND (2006)	531120			3,801.	
GA INCOME TAX REFUND (2007)	531120			362.	
IN INCOME TAX REFUND (2007)	531120			994.	
KS INCOME TAX REFUND (2007)	531120			138.	
MD INCOME TAX REFUND (2008)	531120			1,627.	
2007 990-T REFUND			01		5,000.
2008 990-T REFUND			01		6,141.
TOTAL TO FORM 990-PF, PG 11, LN 11				7,432.	768,040.

GATEWAY FOUNDATION
2009 FORM 990-PF
20-6294706
PART XV, LINE 3(a)

GRANTS PAID DURING THE YEAR

Grant #	Recipient	Foundation Status	Purpose	Amount	Complete
05-12-07	Milles Sculpture Lighting	Public	Install lighting for the Milles Sculptures at Missouri Botanical Garden.	\$21,348.05	Yes
06-09-08	City of St. Louis	Public	Maintenance of Citygarden, committed through 2014.	\$326,915.02	Annual
06-09-08	City of St. Louis	Public	Design and construction of Citygarden, a new downtown park, to be complete July 1, 2009.	\$17,610,574.58	No
08-06-01	City of St. Louis	Public	Two-year grant, \$45,000/yr, for partial funding of a Project Manager position to help implement the Gateway Mall Master Plan, 2008-2010.	\$45,000.00	No
06-06-03	Urban Strategies, St. Louis	Public	Challenge Grant for the design, construction and installation of a pavilion at Chambers Park.	\$146,000.00	Yes
03-06-10	Downtown Now	Public	Funding for design fees for the Old Post Office Plaza, a public park.	\$36,890.68	Yes
06-09-04	City of St. Louis	Public	Initial grant and additional funding for the planning fees for the development of a master plan for the Gateway Mall.	\$14,123.71	No
06-12-04	City of St. Louis	Public	2008 maintenance of the underground vault and fog wall system located at Triangle Park.	\$61,351.78	Annual
95-12-00	Metro	Public	Fund the cost of electrical service and maintenance in connection with the lighting of the Arch.	\$90,662.90	Annual
01-03-02	National Park Service	Public	Partial project grant for materials for the construction of BoomerRacks bicycle racks for installation in the Metro Area.	\$10,084.71	Yes
08-09-01	St. Louis ArtWorks	Public	Funding of 3 artist awards, exhibition and administrative expenses for the 2009-2010- Round 4.	\$70,897.00	No
08-12-01	Contemporary Art Museum-Great Rivers Biennial Artist Awards	Public	Partial grant support for the purchase of materials and supplies for the Urban Fruits & Vegetables Program.	\$5,000.07	Yes
08-12-02	Learning Tree Intergenerational Center	Public			

**GATEWAY FOUNDATION
2009 FORM 990-PF
20-6294706
PART XV, LINE 3(a)**

GRANTS PAID DURING THE YEAR

Grant #	Recipient	Foundation Status	Purpose	Amount	Complete
07-03-02	Southern Illinois University- Edwardsville	Public	Fund \$28,000 in support of the SIUE Sculpture on Campus for a 3 year period 2007-2010.	\$7,600.00	No

Note: All of the grant recipients are located in the St. Louis Metropolitan Area.

\$18,446,448.50

GATEWAY FOUNDATION
2009 FORM 990-PF
20-6294706
PART XV, LINE 3(b)

GRANTS APPROVED/ESTIMATED FOR FUTURE PAYMENTS

Grant #	Recipient	Foundation Status	Purpose	Amount	Complete
06-09-04	City of St Louis	Public	Initial grant and additional funding for the planning fees for the development of a master plan for the Gateway Mall.	\$8,876.29	No
06-12-04	City of St Louis	Public	Maintenance of Citygarden, committed through 2014.	\$810,000.00	Annual
06-09-08	City of St Louis	Public	Design and construction of Citygarden, a new downtown park	\$90,000.00	No
06-09-08	City of St Louis	Public	Two-year grant, \$45,000/yr, for partial funding of a Project Manager position to help implement the Gateway Mall Master Plan, 2008-2010.	\$33,750.00	No
08-06-01	City of St Louis	Public	Funding of 3 artist awards, exhibition and administrative expenses for the 2009-2010- Round 4.	\$54,103.00	No
08-12-01	Contemporary Art Museum-Great Rivers Biennial Artist Awards	Public	2008 maintenance of the underground vault and fog wall system located at Triangle Park.	\$55,000.00	Annual
95-12-00	Metro	Public	Fund the cost of electrical service and maintenance in connection with the lighting of the Arch.	\$70,000.00	Annual
01-03-02	National Park Service	Public	Fund \$28,000 in support of the SIUE Sculpture on Campus for a 3 year period 2007-2010.	\$5,150.00	No
07-03-02	Southern Illinois University- Edwardsville	Public			

Note: All of the grant recipients are located in the St. Louis Metropolitan Area.

\$1,126,879.29

GATEWAY FOUNDATION
2009 FORM 990-PF
PART XIII, LINE 7

DURING 2009, GATEWAY FOUNDATION RECEIVED PAYMENTS IN ACCORDANCE WITH A GRANT FROM DEER CREEK FOUNDATION TOTALING \$13,400,000. THE PURPOSE OF THE GRANT IS TO FUND COSTS RELATED TO THE DESIGN, CONSTRUCTION AND MAINTENANCE OF THE CITYGARDEN, A PUBLIC SCULPTURE PARK LOCATED IN DOWNTOWN ST. LOUIS, MISSOURI. THE GRANT ALSO FUNDS FINANCING AND OTHER SOFT COSTS RELATED TO THE CITYGARDEN BUT DOES NOT INCLUDE SCULPTURE.

ALL OF THE FUNDS RECEIVED UNDER THE GRANT FROM DEER CREEK FOUNDATION WERE EXPENDED FOR THE SPECIFIC, INTENDED PURPOSE OF THE GRANT BY DECEMBER 31, 2009. THE ENTIRE AMOUNT OF THE GRANT FROM DEER CREEK FOUNDATION IS TREATED AS A DISTRIBUTION OUT OF CORPUS AND GATEWAY FOUNDATION DOES NOT HAVE ANY UNDISTRIBUTED INCOME AS OF DECEMBER 31, 2009.

THUS, THE REQUIREMENTS OF REGULATION SECTION 53.4942(a)-(3)(c)(2) ARE SATISFIED WITH RESPECT TO THE ENTIRE AMOUNT OF GRANT RECEIVED BY GATEWAY FOUNDATION FROM DEER CREEK FOUNDATION DURING 2009. GATEWAY FOUNDATION HAS REDUCED THE AMOUNT OF DISTRIBUTIONS OUT OF CORPUS BY THE AMOUNT OF THE GRANT RECEIVED FROM DEER CREEK FOUNDATION DURING 2009, \$13,400,000, ON LINE 7 OF THIS FORM 990-PF, PART XIII. THE ENTIRE AMOUNT, \$13,400,000, IS A QUALIFYING DISTRIBUTION TO GATEWAY FOUNDATION BY DEER CREEK FOUNDATION IN 2009.

**GATEWAY FOUNDATION
2009 FORM 990-PF, PART VII-A, LINE 11
20-6294706**

NAME AND ADDRESS OF EACH CONTROLLED ENTITY	EMPLOYER IDENTIFICATION NO	DESCRIPTION OF TRANSFER	AMOUNT OF TRANSFER
TERRACE VIEW, INC. 1034 S. BRENTWOOD BLVD. SUITE 1492 ST. LOUIS, MO 63117 (100% OWNED BY GATEWAY FOUNDATION)	27-0407781	CASH RESTAURANT EQUIPMENT *	10,000 176,085
TOTAL			186,085

*USED AT THE CITYGARDEN, A PUBLIC SCULPTURE PARK LOCATED IN
DOWNTOWN ST. LOUIS, MISSOURI.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ►

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II: Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print <small>File by the extended due date for filing the return. See instructions.</small>	Name of Exempt Organization GATEWAY FOUNDATION	Employer identification number 20-6294706
	Number, street, and room or suite no. If a P.O. box, see instructions. 720 OLIVE STREET, SUITE 1977	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST LOUIS, MO 63101	

Check type of return to be filed (File a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-BL	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 6069	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

CHRISTY B FOX

- The books are in the care of ► **720 OLIVE STREET, SUITE 1977 - ST LOUIS, MO 63101** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010**.
- 5 For calendar year **2009**, or other tax year beginning , and ending .
- 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension

THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN HAS NOT YET BEEN ACCUMULATED.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 15,770.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 15,770.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Title ►

Date ►

Form 8868 (Rev. 4-2009)

Application for Extension of Time To File an
Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I

Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization GATEWAY FOUNDATION	Employer identification number 20-6294706
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 720 OLIVE STREET, SUITE 1977	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST LOUIS, MO 63101	

Check type of return to be filed (file a separate application for each return).

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

CHRISTY B FOX

- The books are in the care of ► **720 OLIVE STREET, SUITE 1977 - ST LOUIS, MO 63101**
Telephone No. ► **(314) 241-3337** FAX No ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2009** or► tax year beginning , and ending

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 15,770.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 15,770.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)