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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 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 changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

DEER CREEK FOUNDATION

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

720 OLIVE STREET, SUITE 1975

Room/suite

City or town, state, and ZIP code

ST LOUIS, MO 63101

A Employer identification number

43-6052774

B Telephone number

(314) 241-3228

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

▶ \$ 32,704,530. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a).)(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ If the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	8,518.	8,518.		STATEMENT 1
	4 Dividends and interest from securities	999,240.	986,286.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,154,449.			STATEMENT 3
	b Gross sales price for all assets on line 6a	49.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	71,594.	-484,284.		STATEMENT 4
	12 Total. Add lines 1 through 11	-1,075,097.	510,520.		
	13 Compensation of officers, directors, trustees, etc.	160,250.	0.		160,250.
	14 Other employee salaries and wages	47,068.	0.		47,068.
	15 Pension plans, employee benefits	58,523.	0.		58,523.
	16a Legal fees STMT 5	11,324.	0.		11,324.
	b Accounting fees STMT 6	15,583.	0.		8,557.
	c Other professional fees STMT 7	174,626.	168,248.		0.
	17 Interest	24,642.	24,642.		0.
	18 Taxes STMT 8	3,381.	1,015.		85.
Operating and Administrative Expenses	19 Depreciation and depletion	941.	0.		
	20 Occupancy	27,343.	0.		27,343.
	21 Travel, conferences, and meetings	1,575.	0.		1,575.
	22 Printing and publications	2,454.	0.		2,454.
	23 Other expenses STMT 9	307,861.	261,954.		34,683.
	24 Total operating and administrative expenses. Add lines 13 through 23	835,571.	455,859.		351,862.
	25 Contributions, gifts, grants paid	14,796,811.			14,796,811.
	26 Total expenses and disbursements. Add lines 24 and 25	15,632,382.	455,859.		15,148,673.
	27 Subtract line 26 from line 12.	-16,707,479.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		54,661.		
	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	5.	5.	5.
	2 Savings and temporary cash investments	2,970,187.	437,400.	437,400.
	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			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ... ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT. 10	47,020,822.	32,846,826.	32,264,929.
	14 Land, buildings, and equipment, basis ▶ 14,743.			
	Less: accumulated depreciation STMT. 11 ▶ 12,962.	2,722.	1,781.	1,781.
	15 Other assets (describe ▶ STATEMENT 12)	337.	415.	415.
	16 Total assets (to be completed by all filers)	49,994,073.	33,286,427.	32,704,530.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	1,455.	1,288.	
	23 Total liabilities (add lines 17 through 22)	1,455.	1,288.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	49,992,618.	33,285,139.	
	31 Total liabilities and net assets/fund balances	49,994,073.	33,286,427.	

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	49,992,618.
2 Enter amount from Part I, line 27a	2	-16,707,479.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	33,285,139.
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	33,285,139.

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			-2,149,449.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			-2,149,449.

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	-2,149,449.
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	1,453,697.	61,338,975.	.023699
2007	3,869,747.	65,088,216.	.059454
2006	1,631,345.	59,599,385.	.027372
2005	2,370,063.	58,907,430.	.040234
2004	2,832,632.	50,694,482.	.055877

2 Total of line 1, column (d)	2	.206636
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	.041327
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	40,726,923.
5 Multiply line 4 by line 3	5	1,683,122.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	547.
7 Add lines 5 and 6	7	1,683,669.
8 Enter qualifying distributions from Part XII, line 4	8	15,148,673.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	547.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	547.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	547.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	24,553.	
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	24,553.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	24,006.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 14,006. Refunded ☒	11	10,000.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? STMT 14 If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **N/A**

14 The books are in care of **MARY STAKE HAWKER** Telephone no. **(314) 241-3228**
 Located at **720 OLIVE STREET, SUITE 1975, 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 ☐
 and enter the amount of tax-exempt interest received or accrued during the year **15** **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 ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years N/A	2a	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b If "Yes," did it have excess business holdings in 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.)	3b	X
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 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

5b

X

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		160,250.	47,362.	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

Form 990-PF (2009)

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	21,186,885.
b	Average of monthly cash balances	1b	28,679.
c	Fair market value of all other assets	1c	20,131,566.
d	Total (add lines 1a, b, and c)	1d	41,347,130.
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	41,347,130.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	620,207.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,726,923.
6	Minimum investment return. Enter 5% of line 5	6	2,036,346.

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	2,036,346.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	547.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	380.
c	Add lines 2a and 2b	2c	927.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,035,419.
4	Recoveries of amounts treated as qualifying distributions	4	520.
5	Add lines 3 and 4	5	2,035,939.
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	2,035,939.

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	15,148,673.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,148,673.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	547.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,148,126.

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				2,035,939.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			1,514,450.	
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				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 15,148,673.				
a Applied to 2008, but not more than line 2a			1,514,450.	
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				2,035,939.
e Remaining amount distributed out of corpus	11,598,284.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,598,284.			
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)	0.			
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	11,598,284.			
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	11,598,284.			

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(i)(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

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 16

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 XVII

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

- | | | | |
|------------|--|--------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) | Cash | 1a(1) | X |
| (2) | Other assets | 1a(2) | X |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) | Reimbursement arrangements | 1b(4) | X |
| (5) | Loans or loan guarantees | 1b(5) | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date _____

→ **Title**

Preparer's
signature

Date

☐ Check if self-employed

Preparer's identifying number

Firm's name (or yours
if self-employed),
address, and ZIP code

SHAMEL & COMPANY, LLC
5000 CEDAR PLAZA PKWY STE 210
ST. LOUIS, MO 63128

Phone no (314) 849-5855

Form **990-PF** (2009)

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 THE COMMERCE TRUST COMPANY- SEE SCHEDULE ATTACHED				
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 CAPITAL GAINS DIVIDENDS				
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			(ST) 73,560.
b			(ST) -548,377.
c			(LT) -1,676,218.
d			(SEC 1231) 12,451.
e			(SEC 1256-ST) -4,366.
f			(SEC 1256-LT) -6,548.
g			49.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			73,560.
b			-548,377.
c			-1,676,218.
d			12,451.
e			-4,366.
f			-6,548.
g			49.
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	-2,149,449.
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

DEER CREEK FOUNDATION

2009 FORM 990 - PF

PART XV, LINE 3 (a)

GRANTS PAID DURING THE YEAR (NONE OF THE 2009 GRANT RECIPIENTS IS AN INDIVIDUAL)

<u>Recipient</u>	<u>Foundation</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
American Constitution Society for Law and Policy Washington, DC		Public	To provide a forum for discussion and debate on legal thought and act as a catalyst for a critical, broad rethinking of American jurisprudence commensurate with the preservation of individual rights and the protection of health and the environment.	\$ 400,000
Union of Concerned Scientists Washington, DC		Public	For UCS's Food and Environment Program which is designed to promote more protective government regulations and more responsible corporate policies with respect to agricultural biotechnology, increase public understanding of the risks and full costs of confined animal feedlot operations and the use of antibiotics in animals, and advance more sustainable agricultural practices that minimize climate impact.	\$ 75,000
Center for Progressive Reform Edgewater, MD		Public	To support a progressive virtual think tank comprised of a national network of scholar-experts dedicated to preserving and strengthening the federal regulatory system that was established to protect public health, safety, and the environment.	\$ 150,000
Constitutional Accountability Center Washington, DC		Public	To support this young think tank and public interest law firm that seeks to improve understanding of the U.S. Constitution and preserve the rights, freedoms, and structural safeguards it guarantees.	\$ 75,000
Economics for Equity and the Environment: The E3 Network, a project of Ecotrust Portland, OR		Public	For a nationwide network of economists designed to: help environmental organizations challenge our nation's dependence on skewed cost-benefit economic analysis which thwarts meaningful environmental reforms; provide economic analysis to policymakers and the media; and develop economic arguments for protection of the commons.	\$ 50,000

<u>Recipient</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Committee to Bridge the Gap Ben Lomond, CA	Public	For a program of monitoring, public education and litigation aimed at increasing government accountability with respect to the safe operation of nuclear facilities and safe handling of nuclear materials.	\$ 25,000
Center for the Future of Arizona Phoenix, AZ	Public	For year two of a five-year special grant to the Center's Beat the Odds Institute which attempts to ensure that Latino-intensive, low-income schools succeed in improving student achievement despite the demographic odds against success.	\$ 25,000
Gateway Foundation St. Louis, MO	Private	For up to \$15 million of the costs related to the design, construction and maintenance of the Citygarden in downtown St. Louis which will house a unique collection of more than twenty sculptures by internationally recognized artists, water features, and a café.	\$13,400,000
Binghamton University (Foundation of SUNY at Binghamton) Binghamton, NY	Public	For a special grant to support the Lois B. DeFleur International Innovation Fund, which aims to increase the breadth and depth of students' international experiences, as well as their respect for and competence in the global arena.	\$ 35,000
The Center for Public Integrity Washington, DC	Public	To investigate and report on the tangible effects of subprime mortgage lenders' risk-taking on individuals and their communities — particularly low-income and minority Americans, and to assess the efficacy of Federal Reserve programs designed to address the nation's economic crisis.	\$ 75,000
The John Muir Project of the Earth Island Institute Cedar Ridge, CA	Public	For a monitoring, fire science research, public education, and litigation program designed to promote U.S. Forest Service compliance with existing environmental laws and regulations in Sierra Nevada National Forests.	\$ 50,000
Western Environmental Law Center Eugene, OR	Public	To support a program designed to: provide grassroots environmental organizations with <i>pro bono</i> legal services aimed at defending and enforcing our nation's bedrock environmental laws; protect an interconnected network of natural ecosystems throughout the West; afford public interest law training to law students; and undertake other environmental protection initiatives.	\$ 100,000

<u>Recipient</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Center for Progressive Reform Washington, DC	Public	To support a national network of progressive scholar-experts engaged in a program designed to preserve and strengthen federal regulatory and other legal protections for public health, safety, and the environment through research, production of public and policymaker educational materials, and administrative agency advocacy.	\$ 100,000
Center for the Study of the American Electorate at American University Washington, DC	Public	For the initial stages of a program aimed at enhancing civic education and salvaging print-on-paper newspapers.	\$ 25,000
Voter Action, a project of the International Humanities Center Amherst, MA	Public	To secure fair and trustworthy elections by: challenging use of unreliable and insecure electronic voting machines; assisting local jurisdictions seeking to recover taxpayer dollars spent on voting systems proven to be defective; and making recommendations to Congress for changes in existing election systems that are unreliable.	\$ 25,000
Northern Plains Resource Council Billings, MT	Public	To support public education, citizen organizing, administrative advocacy, and citizen leadership training aimed at ensuring that environmental laws and regulations are enforced with respect to energy development in Montana.	\$ 20,000
New England Center for Investigative Reporting, a project of Boston University's School of Communication Boston, MA	Public	To investigate the authenticity of claims made by sellers of carbon offsets, put potential buyers on alert for pitfalls in purchasing offsets by publicizing examples of fraud and misrepresentation, and encourage government regulation to curtail abuses.	\$ 35,000
Cascadia Wildlands Project Eugene, OR	Public	To monitor, educate public and policymakers, organize citizens, undertake administrative advocacy, and litigate to ensure that environmental laws and regulations designed to protect the Cascadia region's forests, wildlife, and waterways are enforced.	\$ 20,000

<u>Recipient</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Klamath-Siskiyou Wildlands Center Ashland, OR	Public	For monitoring, public education, citizen organizing, and litigation focusing on the Klamath-Siskiyou ecoregion of southwest Oregon and northwest California which is aimed at ensuring that management of public lands by the U.S. Forest Service and Bureau of Land Management complies with existing environmental laws and regulations.	\$ 20,000
Utah Environmental Congress Salt Lake City, UT	Public	For the Forest Monitoring Project which seeks to ensure that the U.S. Forest Service's management of Utah's National Forests complies with existing environmental laws and regulations.	\$ 15,000
Western Lands Project Seattle, WA	Public	For a monitoring, public and policymaker education, administrative advocacy, and litigation program seeking to ensure that the public interest is served in the federal land exchange process and that ecologically important lands being considered for exchange are protected from development.	\$ 20,000
Tulane Environmental Law Clinic, a project of Tulane University Law School (Administrators of the Tulane Educational Fund) New Orleans, LA	Public	For a public education, citizen mobilization, administrative advocacy, and litigation program aimed at helping Louisiana residents secure enforcement of environmental laws and ensuring public participation in government decisions impacting environmental quality.	\$ 20,000
Union of Concerned Scientists Washington, DC	Public	For the Food and Environment Program's efforts to promote more protective government regulations and more responsible corporate policies with respect to agricultural biotechnology, transform U.S. agriculture from an industrial system to a sustainable one, and promote agricultural practices that minimize climate impact.	\$ 35,000
2009 GRANTS PAID DURING THE YEAR			\$14,795,000

DEER CREEK FOUNDATION

2009 FORM 990 - PF

PART XV, LINE 3 (b)

GRANTS APPROVED FOR FUTURE PAYMENT (NONE OF THE 2009 GRANT RECIPIENTS IS AN INDIVIDUAL)

<u>Recipient</u>	Foundation	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Center for the Future of Arizona Phoenix, AZ		Public	For the last three years of a five-year special commemorative grant to the Center's Beat the Odds Institute which attempts to ensure that Latino-intensive, low-income schools succeed in improving student achievement despite the demographic odds against success.	\$ 75,000

2009 GRANTS APPROVED FOR FUTURE PAYMENT \$ 75,000

Deer Creek Foundation 990-PF 2009

Part VII-B, Question 5c

Information relating to grants subject to expenditure responsibility:

Grantee: Gateway Foundation, 720 Olive Street, Suite 1977, St. Louis, MO 63101

Date Approved: April 20, 2009

Amount Approved: up to \$15,000,000

<u>Amount Paid:</u> May 14, 2009 -	\$ 6,100,000
June 16, 2009 -	\$ 1,800,000
June 26, 2009 -	\$ 1,000,000
July 16, 2009 -	\$ 1,000,000
September 3, 2009 -	\$ 1,000,000
October 2, 2009 -	<u>\$ 2,500,000</u>
	\$13,400,000

Purpose of Grant: For costs related to the design, construction, and maintenance of the Citygarden in downtown St. Louis, including financing and other soft costs related to the Citygarden but not including sculpture.

Amounts Expended by Grantee: \$13,400,000

Diversion of Funds: To the knowledge of the Deer Creek Foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.

Date of Report Received: February 8, 2010 and March 15, 2010 (final report).

Given our extensive pre-grant inquiry, and the content of the narrative and financial reports provided, the Deer Creek Foundation deemed further verification of the grantee's report unnecessary at this time.



The Commerce Trust Company
A division of Commerce Bank, N.A.

2009 Form 1099

DEER CREEK FOUNDATION CUSTODY

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	215475 02	08/14/09	09/30/09	\$2,200,000 00	\$2,174,143.00	\$25,857 00
PIMCO LOW DURATION FUND INST	693390304	19531 25	08/14/09	10/15/09	\$200,000 00	\$197,070.31	\$2,929.69
PIMCO LOW DURATION FUND INST	693390304	12763 8	08/14/09	10/28/09	\$131,084 17	\$128,786.69	\$2,297 48
PIMCO LOW DURATION FUND INST	693390304	84607 19	07/17/09	10/28/09	\$868,915 82	\$839,303.31	\$29,612 51
PIMCO LOW DURATION FUND INST	693390304	14577 26	07/17/09	11/13/09	\$150,000 00	\$144,606 41	\$5,393 59
PIMCO LOW DURATION FUND INST	693390304	4840 27	07/17/09	11/30/09	\$50,000 00	\$48,015 49	\$1,984 51
PIMCO LOW DURATION FUND INST	693390304	12124 15	07/17/09	12/09/09	\$125,000 00	\$120,271 58	\$4,728 42
PIMCO LOW DURATION FUND INST	693390304	1939 86	07/17/09	12/23/09	\$20,000 00	\$19,243.45	\$756.55
Total short term gain/loss:					\$3,744,999.99	\$3,671,440 24	\$73,559 75

Form **4562**Department of the Treasury
Internal Revenue Service (99)
Name(s) shown on return**Depreciation and Amortization 990-PF**
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No 1545-0172

2009Attachment
Sequence No 67

DEER CREEK FOUNDATION

FORM 990-PF PAGE 1

43-6052774

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	

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	941.
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		

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	941.
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
NORTHWESTERN MUTUAL LIFE INSURANCE CO	1.
STATE OF ARIZONA	1,054.
STATE OF ILLINOIS	19.
THE COMMERCE TRUST COMPANY - FINANCIAL SQUARE POP	7,435.
US BANK, NA	9.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,518.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FOUNDATION PARTNERS FUND, G.P. (INTEREST INCOME)	393,126.	0.	393,126.
FOUNDATION PARTNERS FUND, G.P. (INTEREST INCOME-UBTI)	12,954.	0.	12,954.
FOUNDATION PARTNERS FUND, G.P. (DIVIDEND INCOME)	565,206.	0.	565,206.
THE COMMERCE TRUST COMPANY - PIMCO LOW DURATION	28,003.	49.	27,954.
TOTAL TO FM 990-PF, PART I, LN 4	999,289.	49.	999,240.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 3

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THE COMMERCE TRUST COMPANY- SEE SCHEDULE ATTACHED			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
			(ST).	73,560.	

(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	
			(ST)	-548,377.	

(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	
			(LT)	-1,676,218.	

(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. (SEC 1231)	(F) GAIN OR LOSS 12,451.		

(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. (SEC 1256-ST)	(F) GAIN OR LOSS -4,366.		

(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. (SEC 1256-LT)	(F) GAIN OR LOSS -6,548.		

(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. (SEC 1231-UBTI)	(F) GAIN OR LOSS
				-5,000.
NET GAIN OR LOSS FROM SALE OF ASSETS				-2,154,498.
CAPITAL GAINS DIVIDENDS FROM PART IV				49.
TOTAL TO FORM 990-PF, PART I, LINE 6A				-2,154,449.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-433,863.	-433,863.	
PARTNERSHIP INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-87,973.	0.	
OTHER PORTFOLIO INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-8,954.	-8,954.	
RENTAL INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-44,789.	-44,789.	
RENTAL INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-91,966.	0.	
OTHER INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-702.	-702.	
ROYALTY INCOME PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	51.	51.	
CANCELLATION OF DEBT PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	3,973.	3,973.	
CANCELLATION OF DEBT (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	28,780.	0.	
BOOK VS TAX ACCOUNTING DIFF - PASSTHROUGH FROM FOUNDATION PARTNERS FUND, G.P.	644,910.	0.	

RECOVERY OF AMOUNT TREATED AS
QUALIFYING DISTRIBUTION

	520.	0.
2005 STATE INCOME TAX REFUND (AZ)	4,262.	0.
2006 STATE INCOME TAX REFUND (IL)	399.	0.
2007 STATE INCOME TAX REFUND (GA)	983.	0.
2007 STATE INCOME TAX REFUND (IN)	144.	0.
2007 STATE INCOME TAX REFUND (KS)	2,321.	0.
2008 STATE INCOME TAX REFUND (MD)	505.	0.
2007 990-PF REFUND	5,000.	0.
2008 990-PF REFUND	40,000.	0.
2008 990-T REFUND	7,993.	0.

TOTAL TO FORM 990-PF, PART I, LINE 11	71,594.	-484,284.
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FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BRYAN CAVE, LLP	4,174.	0.		4,174.
HUSCH BLACKWELL SANDERS	7,150.	0.		7,150.
TO FM 990-PF, PG 1, LN 16A	11,324.	0.		11,324.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SHAMEL & COMPANY, LLC	15,583.	0.		8,557.
TO FORM 990-PF, PG 1, LN 16B	15,583.	0.		8,557.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CUSTODY FEES	2,616.	2,616.			0.
INVESTMENT MANAGEMENT FEES	172,010.	165,632.			0.
TO FORM 990-PF, PG 1, LN 16C	174,626.	168,248.			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	1,015.	1,015.			0.
PERSONAL PROPERTY TAX	85.	0.			85.
STATE INCOME TAX	2,281.	0.			0.
TO FORM 990-PF, PG 1, LN 18	3,381.	1,015.			85.

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TELEPHONE	2,257.	0.			2,257.
OFFICE SUPPLIES & EXPENSE	1,789.	0.			1,789.
INSURANCE	9,945.	0.			9,945.
MEETINGS EXPENSE	837.	0.			837.
DUES & MEMBERSHIPS	6,939.	0.			6,939.
BANK CHARGES	662.	0.			662.
POSTAGE & DELIVERY EXPENSE	617.	0.			617.
PORTFOLIO DEDUCTIONS PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	229,305.	229,305.			0.
NONDEDUCTIBLE EXPENSE PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	2,089.	0.			0.
OTHER DEDUCTIONS PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	38,879.	32,649.			0.
COPIER EXPENSE	1,289.	0.			1,289.

DEER CREEK FOUNDATION

43-6052774

COMPUTER RESEARCH	8,696.	0.	8,696.
COMPUTER EXPENSE	1,510.	0.	1,510.
SEC 59(E)(2)- FOUNDATION PARTNERS FUND, G.P.	2,905.	0.	0.
REPAIRS & MAINTENANCE	142.	0.	142.
TO FORM 990-PF, PG 1, LN 23	307,861.	261,954.	34,683.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOUNDATION PARTNERS FUND, G.P.	FMV	32,846,826.	32,264,929.
TOTAL TO FORM 990-PF, PART II, LINE 13		32,846,826.	32,264,929.

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

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FILE CABINET & BOOKCASE	220.	220.	0.
OFFICE FURNITURE	360.	360.	0.
FILE CABINETS	716.	716.	0.
FILE CABINETS	351.	351.	0.
TELEPHONE SYSTEM	2,012.	2,012.	0.
OFFICE FURNITURE	1,482.	1,482.	0.
REFRIGERATOR	450.	450.	0.
FILE CABINET	306.	306.	0.
TELEVISION	316.	316.	0.
6 FILE CABINETS	1,298.	1,298.	0.
TABLE	235.	235.	0.
HP LASERJET 2200 PRINTER (SECRETARY)	721.	721.	0.
COMPUTER #2900136 (ASSISTANT)	1,099.	1,099.	0.
COMPUTER #2900656 (DIRECTOR)	1,546.	1,546.	0.
PRINTER - LASERJET 1320 (ASSISTANT)	428.	387.	41.
COMPUTER HARD DRIVE	674.	422.	252.
COMPUTER MONITOR	203.	128.	75.
HP COLOR LASERJET PRINTER	407.	253.	154.
COMPUTER	572.	285.	287.
5 FILING CABINETS	1,197.	300.	897.
PRINTER HP DJ 6980	150.	75.	75.
TOTAL TO FM 990-PF, PART II, LN 14	14,743.	12,962.	1,781.

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
NML INS CO INS SERVICE ACCOUNT	337.	415.	415.
TO FORM 990-PF, PART II, LINE 15	337.	415.	415.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	1,455.	1,288.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,455.	1,288.

FORM 990-PF	STATEMENT CONCERNING LIQUIDATION, TERMINATION, ETC. - PART VII-A, LINE 5	STATEMENT 14
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EXPLANATION

SEE STATEMENT ATTACHED

DEER CREEK FOUNDATION
2009 FORM 990-PF, PART VII-A, LINE 5
43-6052774

THE DEER CREEK FOUNDATION'S 2009 DISTRIBUTIONS THAT EXCEEDED 25% OF ITS NET ASSETS OF \$47,393,409, 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. DEER CREEK 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, DEER CREEK 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 DEER CREEK FOUNDATION'S NET ASSETS OF \$47,393,409, AS MEASURED BY THE FAIR MARKET VALUE OF ASSETS AT THE BEGINNING OF DEER CREEK'S TAXABLE YEAR THAT ENDED DECEMBER 31, 2009.

THE SINGLE LARGEST GRANT DURING 2009 WAS MADE TO GATEWAY FOUNDATION. THIS GRANT WAS MADE FOR THE PURPOSE OF AND USED EXCLUSIVELY BY GATEWAY FOUNDATION TO FUND COSTS RELATING TO THE DESIGN, CONSTRUCTION AND MAINTENANCE OF THE CITYGARDEN, A PUBLIC SCULPTURE PARK LOCATED IN DOWNTOWN ST. LOUIS, MISSOURI. THE GRANT INCLUDES FINANCING AND OTHER SOFT COSTS RELATED TO THE CITYGARDEN, BUT DOES NOT INCLUDE FUNDS FOR THE PURCHASE OF SCULPTURE. 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.

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

STL
 today.com

ST. LOUIS POST-DISPATCH

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 their 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 showdown with his fellow Democrats who 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.

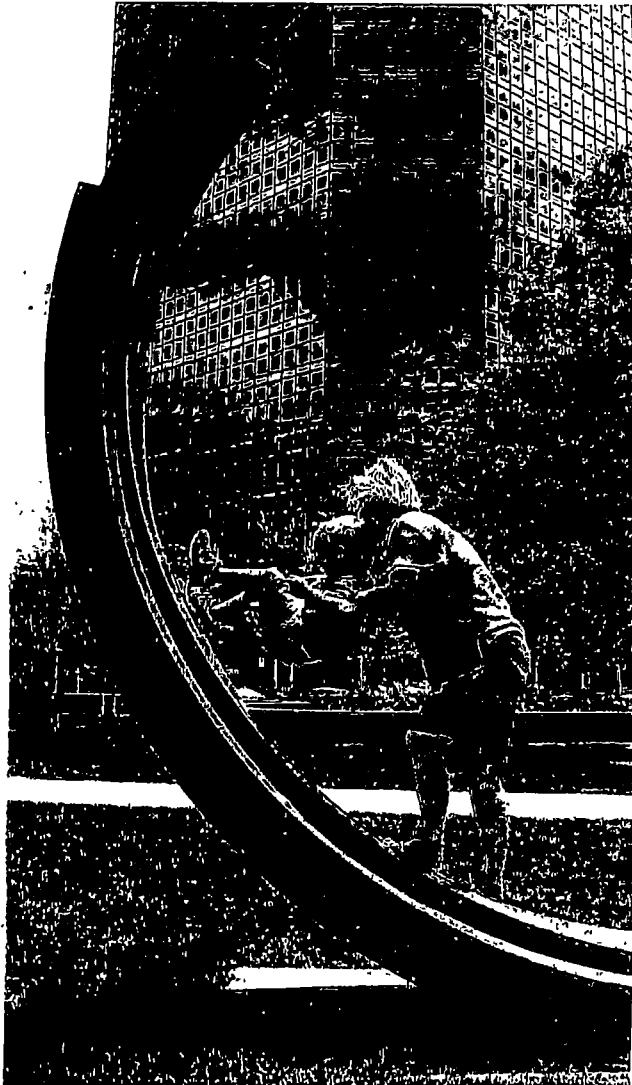
"Any bill incurred (by the state) as of today, we cannot pay that bill," Quinn said Wednesday.

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

Most officials in Springfield acknowledge 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 chimes. "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

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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 Schulte, 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.



Wright
 Seen as
 innovator

See WRIGHT • Page A8

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

FROM A1

CITYGARDEN • FROM A1

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 Monterey, 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



BRITTANIE WILLIAMS • bwilliams@post-dispatch.com
Faith Glebe (left) and Kiersten Olds play in a fountain at Citygarden downtown. The girls were visiting Kiersten's mother during her lunch hour on Wednesday.

be proud of. Anything that revolves 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

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.

ART

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. If 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 2.9-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 nonprofit 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 Bernard 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 a spatial definition, while a complementary wall of

Missouri limestone arcs diagonally through the northern section. The walls, Mr. Byrd said, were "our way of marking 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 right 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."



GATEWAY FOUNDATION



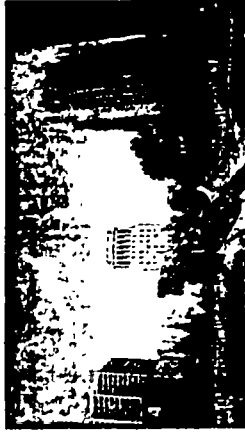
GATEWAY FOUNDATION



STEVEAN HESTER



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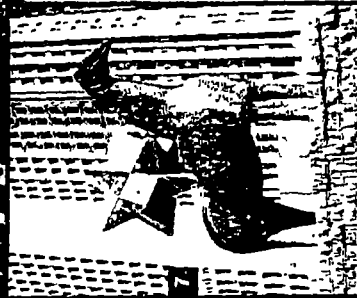




CATEWAY FOUNDATION



CATEWAY FOUNDATION



STEFAN HESTER



CATEWAY FOUNDATION

HELEEN BYRD WOLTZ
LANDSCAPE ARCHITECTS

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 PERROQUET' One of several works by Fernand Léger depicting women with parrots, this bronze bas relief from 1952 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 scrim 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

art's 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 Evoking 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

ite — designers tried to use materials "sourced from within the rivers' basins" whenever possible, Mr. Byrd said — the wall also 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)." **7. 'ZENITH'** 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,

basilery — and industrial design. Doubling as a bench, it allows visitor's to sit while viewing Mark di Suvero's "Aesop's Fables," shown here in the background.

9. 'AESOP'S FABLES' A classic example of Mr. di Suvero's work with industrial materials, this sculpture from 1980 is a low-slung balancing act. The collection of I-beams welded into a tidy pattern of interlocking V's at one end is counterbalanced by the curvilinear tangle of steel at the other.

10. 'LA RIVIERE' Aristide Maillo'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, temple
bartlowpeter@yahoo.com
312-337-1782

FORM 990-PF

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

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
M. PETER FISCHER 1034 S BRENTWOOD BLVD STE 1492 ST LOUIS, MO 63117	TRUSTEE 2 MTGS/YEAR	0.	0.	0.
MARGARET MELLON 720 OLIVE, SUITE 1975 ST LOUIS, MO 63101	TRUSTEE 1 MTG/YEAR	1,000.	0.	0.
MARY STAKE HAWKER 720 OLIVE, SUITE 1975 ST LOUIS, MO 63101	DIRECTOR FULL-TIME (40-70 HOURS PER WEEK)	158,250.	47,362.*	0.
DR. LOIS DEFLEUR 720 OLIVE, SUITE 1975 ST LOUIS, MO 63101	TRUSTEE 1 MTG/YEAR	1,000.	0.	0.
MARTHA C. FISCHER 1034 S BRENTWOOD BLVD STE 1492 ST LOUIS, MO 63117	TRUSTEE 2 MTGS/YEAR	0.	0.	0.
MATTHEW A. FISCHER 1034 S BRENTWOOD BLVD STE 1492 ST LOUIS, MO 63117	TRUSTEE 2 MTGS/YEAR	0.	0.	0.
MICHAEL P. FISCHER 1034 S BRENTWOOD BLVD STE 1492 ST LOUIS, MO 63117	TRUSTEE 2 MTGS/YEAR	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		160,250.	47,362.	0.

*INCLUDES PARKING EXPENSE, RETIREMENT PLAN CONTRIBUTION, SOCIAL SECURITY AND MEDICARE TAXES
AND INSURANCE PREMIUMS PAID ON THE EMPLOYEE'S BEHALF.

FORM 990-PF

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

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MS MARY STAKE HAWKER, DEER CREEK FOUNDATION
720 OLIVE STREET, SUITE 1975
ST LOUIS, MO 63101

TELEPHONE NUMBER

(314) 241-3228

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE GUIDELINES ESTABLISHED BY THE FOUNDATION'S BOARD OF TRUSTEES NORMALLY
PRECLUDE SUPPORT FOR THE FOLLOWING TYPES OF ACTIVITIES: ENDOWMENT AND
CAPITAL CAMPAIGNS

DEER CREEK FOUNDATION
2009 FORM 990-PF
PART XV, LINES 2A THROUGH 2D

OBJECTIVES

The Deer Creek Foundation is a private philanthropy interested primarily in two program areas.

Program I: The advancement and preservation of the governance of society by rule of the majority, with protection of basic rights as provided by the United States Constitution and Bill of Rights, and in education in its relation to this concept.

Program II: Charitable projects that have the potential to enrich the cultural and artistic quality of life in the St. Louis Metropolitan area, and which are of a durable, physical nature.

GUIDELINES

*Guidelines for Program I**

The Foundation gives priority to the encouragement and support of those projects and programs which show promise of having significant regional and national impact. The one exception is that preference is sometimes given to local projects in St. Louis, Missouri, where the Foundation was established. As a general rule, action programs are favored.

Grants are most often made to organizations and institutions. Their ultimate purpose, however, is to assist individuals and groups of individuals in working toward the solution of problems in the Program I area.

*Guidelines for Program Area II**

Grantmaking in this program area is limited to unique projects of exceptional merit of a durable, physical nature, which have the potential to enrich the cultural and artistic quality of life in the St. Louis Metropolitan area, and may entail what heretofore would have been viewed as unusually large grants. Preference may be given to those projects which provide for and place sculpture in the St. Louis Metropolitan Area, and projects which create and/or maintain environments which can be enjoyed by the public in the St. Louis Metropolitan Area.

*The guidelines established by the Foundation's board of trustees normally preclude support for endowment and capital campaigns.

LETTER OF INQUIRY REQUIREMENTS

While the Foundation does not accept unsolicited proposals, it will accept letters of inquiry that meet the requirements set forth below.

For Program I: Applicants should submit a letter of inquiry, not to exceed three pages (not including the required attachments set forth below), which provides: (1) a very brief description of the problem the project seeks to address; (2) the objectives of the project; (3) the specific activities planned to achieve those objectives; (4) the qualifications of the organization and its principals to implement the project, including specifics about past accomplishments; and (5) a list of other organizations addressing the same issues. Attachments: (1) project and organizational income and expense budget; (2) existing and projected project support list (with dollar amounts); (3) list of recent organizational contributors (with dollar amounts); (4) Board of Directors list; (5) the organization's tax-status determination letter; and (6) copy of the organization's latest audit or 990.

For Program II: Applicants should submit a letter of inquiry, not to exceed three pages, which summarizes the proposed project and includes: the organization's history; project and organizational income and expense budget; existing and projected project support list (with dollar amounts); list of recent organizational contributors (with dollar amounts); Board of Directors list; the organization's tax-status determination letter; and copy of the organization's latest audit or 990.

DEADLINES

Letters of Inquiry may be submitted any time during the year.

ADDITIONAL INFORMATION

In light of the Foundation's limited resources, many worthy ideas and proposals cannot be funded.

Preference will ordinarily be given to applicants which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code. Public instrumentalities performing similar functions are eligible.

April 2009

FORM 990-PF

OTHER REVENUE

STATEMENT 17

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, RECOVERY OF AMOUNT TREATED AS QUALIFYING DISTRIBUTION			01		644,910.
2005 STATE INCOME TAX REFUND (AZ)	531120	4,262.	01		520.
2006 STATE INCOME TAX REFUND (IL)	531120	399.			
2007 STATE INCOME TAX REFUND (GA)	531120	983.			
2007 STATE INCOME TAX REFUND (IN)	531120	144.			
2007 STATE INCOME TAX REFUND (KS)	531120	2,321.			
2008 STATE INCOME TAX REFUND (MD)	531120	505.			
2007 990-PF REFUND			01		5,000.
2008 990-PF REFUND			01		40,000.
2008 990-T REFUND			01		7,993.
TOTAL TO FORM 990-PF, PG 11, LN 11		8,614.			698,423.

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

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 File by the extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer identification number
	DEER CREEK FOUNDATION		43-6052774
	Number, street, and room or suite no. If a P.O. box, see instructions.		For IRS use only
	720 OLIVE STREET, SUITE 1975		
	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):

- ☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ 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.

MARY STAKE HAWKER

- The books are in the care of **720 OLIVE STREET, SUITE 1975 - ST LOUIS, MO 63101**
 Telephone No. **(314) 241-3228** 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	\$	24,553.
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	\$	24,553.
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 **▶**

**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 ☒ **X**
- 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	Employer identification number
	DEER CREEK FOUNDATION	43-6052774
	Number, street, and room or suite no. If a P.O. box, see instructions 720 OLIVE STREET, SUITE 1975	
File by the due date for filing your return. See instructions	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):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

MARY STAKE HAWKER

- The books are in the care of ▶ **720 OLIVE STREET, SUITE 1975 - ST LOUIS, MO 63101**
Telephone No. ▶ **(314) 241-3228** 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	\$	24,553.
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	\$	24,553.
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)