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Return of Private Foundation

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

2010

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 2010, 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

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	B Telephone number (314) 241-3337
City or town, state, and ZIP code ST LOUIS, MO 63101		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 57,144,632. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	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"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		10,000.		N/A	
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,694.	1,694.		STATEMENT 1
4 Dividends and interest from securities		1,067,413.	1,053,082.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-73,828.			STATEMENT 3
b Gross sales price for all assets on line 6a			0.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances		360.			STATEMENT 4
b Less Cost of goods sold		86.			
c Gross profit or (loss)		274.			
11 Other income		144,103.	-72,640.		STATEMENT 5
12 Total. Add lines 1 through 11		1,149,656.	982,136.		
13 Compensation of officers, directors, trustees, etc		144,423.	0.		144,423.
14 Other employee salaries and wages		57,230.	0.		57,230.
15 Pension plans, employee benefits		48,232.	0.		48,232.
16a Legal fees					
b Accounting fees STMT 6		21,761.	0.		11,775.
c Other professional fees STMT 7		161,283.	153,251.		0.
17 Interest		29,461.	29,461.		0.
18 Taxes STMT 8		2,741.	1,705.		0.
19 Depreciation and depletion		2,323.	0.		
20 Occupancy		22,349.	0.		22,349.
21 Travel, conferences, and meetings		1,524.	0.		1,524.
22 Printing and publications		151.	0.		151.
23 Other expenses STMT 9		394,658.	256,618.		106,957.
24 Total operating and administrative expenses. Add lines 13 through 23		886,136.	441,035.		392,641.
25 Contributions, gifts, grants paid		1,020,720.			1,020,720.
26 Total expenses and disbursements. Add lines 24 and 25		1,906,856.	441,035.		1,413,361.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-757,200.			
b Net investment income (if negative, enter -0-)			541,101.		
c Adjusted net income (if negative, enter -0-)				N/A	

918-19

12

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	30,798.	15,177.	15,177.
	2 Savings and temporary cash investments	26,455.	227,145.	227,145.
	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		1,764.	1,764.
	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	34,974,926.	34,011,703.	38,557,554.
Liabilities	14 Land, buildings, and equipment: basis ▶ STMT 11 Less: accumulated depreciation STMT 11	33,990. 16,500.	10,240. 17,490.	17,490.
	15 Other assets (describe ▶ STATEMENT 12)	18,313,103.	18,325,502.	18,325,502.
	16 Total assets (to be completed by all filers)	53,355,522.	52,598,781.	57,144,632.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable STMT 13	3,600,000.	3,600,000.	
	22 Other liabilities (describe ▶ STATEMENT 14)	945.	1,404.	
	23 Total liabilities (add lines 17 through 22)	3,600,945.	3,601,404.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, 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			
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	49,754,577.	48,997,377.	
	31 Total liabilities and net assets/fund balances	53,355,522.	52,598,781.	

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	49,754,577.
2 Enter amount from Part I, line 27a	2	-757,200.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	48,997,377.
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	48,997,377.

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 PASSTHROUGH - FOUNDATION PARTNERS FUND, G.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.			

(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) 113,049.
b			(LT) -195,578.
c			(SEC 1231) -89.
d			(SEC 1256-ST) -405.
e			(SEC 1256-LT) -608.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			113,049.
b			-195,578.
c			-89.
d			-405.
e			-608.

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	-83,631.
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))
2009	19,446,875.	42,402,696.	.458624
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

2 Total of line 1, column (d)	2	.841151
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	.168230
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	35,914,113.
5 Multiply line 4 by line 3	5	6,041,831.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,411.
7 Add lines 5 and 6	7	6,047,242.
8 Enter qualifying distributions from Part XII, line 4	8	1,435,448.

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	10,822.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	10,822.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	10,822.
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 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	15,438.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	17,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	32,438.	
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	21,616.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 15,616. Refunded <input type="checkbox"/>	11	6,000.	

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
b 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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? 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) <input type="checkbox"/> 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 2010 or the taxable year beginning in 2010 (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? Website address ► <u>WWW.GATEWAY-FOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>CHRISTY B FOX</u> Telephone no. ► <u>(314) 241-3337</u> Located at ► <u>720 OLIVE STREET, SUITE 1977, ST LOUIS, MO</u> ZIP+4 ► <u>63101</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 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 2010.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2010?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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

☐ Yes ☒ No

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

N/A

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 15		144,423.	34,690.	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
TAMPSCO ENTERPRISES, INC - 1034 S BRENTWOOD BLVD, STE 1492, ST LOUIS, MO 63117	MANAGEMENT SERVICES	160,832.
THE NORTHERN TRUST COMPANY 50 SOUTH LASALLE STREET, CHICAGO, IL 60675	CUSTODY SERVICE	76,056.

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	
	43,682.
2 DESIGN & INSTALLATION COSTS RELATING TO ADDITIONAL SCULPTURES TO BE PLACED ON PUBLIC DISPLAY	
	20,000.
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	
SEE STATEMENT	12,399.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	12,399.

Form 990-PF (2010)

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	19,278,424.
b Average of monthly cash balances	1b	28,886.
c Fair market value of all other assets	1c	17,153,718.
d Total (add lines 1a, b, and c)	1d	36,461,028.
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	36,461,028.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	546,915.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,914,113.
6 Minimum investment return. Enter 5% of line 5	6	1,795,706.

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	1,795,706.
2a Tax on investment income for 2010 from Part VI, line 5	2a	10,822.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	1,216.
c Add lines 2a and 2b	2c	12,038.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,783,668.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,783,668.
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	1,783,668.

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	1,413,361.
b Program-related investments - total from Part IX-B	1b	12,399.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	9,688.
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	1,435,448.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,435,448.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,783,668.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	12,816,754.			
f Total of lines 3a through e	12,816,754.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 1,435,448.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				1,435,448.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	348,220.			348,220.
6 Enter the net total of each column as indicated below:	12,468,534.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	12,468,534.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	12,468,534.			
e Excess from 2010				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

Form **990-PF** (2010)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>CHARITABLE CONTRIBUTION PASSTHROUGH FROM FOUNDATION PARTNERS FUND, G.P.</p> <p>SEE SCHEDULE ATTACHED</p>		PUBLIC		276.
<p><i>b Approved for future payment</i></p> <p>SEE SCHEDULE ATTACHED</p>		PUBLIC		1,020,444.
Total				▶ 3a 1,020,720.
Total				▶ 3b 1,100,116.

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

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

CHRISTOPHER D.
SHAMEL

Ch. Hance

11-11-11

**Paid
Preparer
Use Only**

Firm's name ► SHAMEL & COMPANY, LLC

Firm's EIN ▶

Firm's address ▶ 5000 CEDAR PLAZA PKWY STE 210
ST. LOUIS, MO 63128

Phone no. (314) 849-5855

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

2010

Name of the organization

GATEWAY FOUNDATION

Employer identification number

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

Name of organization

Employer identification number

GATEWAY FOUNDATION

20-6294706

Part II Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	M PETER FISCHER 1034 SOUTH BRENTWOOD BLVD, SUITE 1492 ST LOUIS, MO 63117	\$ 9,000.	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.)

Name of organization

Employer identification number

GATEWAY FOUNDATION

20-6294706

Part II Noncash Property (see instructions)[illegible]

Name of organization

Employer identification number

GATEWAY FOUNDATION**20-6294706**

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2010

Attachment
Sequence No 67

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 instructions)	1	500,000.
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	2,000,000.
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 2009 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 2011 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	2,238.

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 2010	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		

Section B - Assets Placed in Service During 2010 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 2010 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	2,323.
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
COMMONWEALTH OF VIRGINIA	483.
STATE OF KANSAS	91.
STATE OF MINNESOTA	1,097.
THE COMMERCE TRUST COMPANY	23.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,694.

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)	639,065.	0.	639,065.
FOUNDATION PARTNERS FUND, G.P. (INTEREST)	414,017.	0.	414,017.
FOUNDATION PARTNERS FUND, G.P. (INTEREST-UBTI)	14,331.	0.	14,331.
TOTAL TO FM 990-PF, PART I, LN 4	1,067,413.	0.	1,067,413.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(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)	113,049.

(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)	-195,578.

(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)	-89.

(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) -405.

(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) -608.

(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-UBTI) 60.

(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-UBTI)	13,410.

(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-UBTI)	-3,667.

NET GAIN OR LOSS FROM SALE OF ASSETS	-73,828.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-73,828.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 4

INCOME

1. GROSS RECEIPTS	360	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		360
4. COST OF GOODS SOLD (LINE 15)	86	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		274
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		274

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED	1,850	
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS		
13. ADD LINES 8 THROUGH 12		1,850
14. INVENTORY AT END OF YEAR	1,764	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		86

FORM 990-PF

OTHER INCOME

STATEMENT

5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	6,648.	6,648.	
PARTNERSHIP INCOME (LOSS)(UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-120,188.	0.	
PORTFOLIO INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	25,212.	25,212.	
RENTAL REAL ESTATE INCOME (LOSS) PASSTHROUGH-FOUNDATION PARTNERS FUND, G.P.	-25,092.	-25,092.	
RENTAL REAL ESTATE INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS	-58,598.	0.	
OTHER INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-79,844.	-79,844.	
CANCELLATION OF DEBT PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	436.	436.	
CANCELLATION OF DEBT (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	198.	0.	
ROYALTY INCOME (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	3.	0.	
PORTFOLIO INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	162.	0.	
OTHER INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	32,263.	0.	
OTHER TAX EXEMPT INCOME PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	2,569.	0.	
BOOK VS TAX ACCOUNTING DIFF - PASSTHROUGH FROM FOUNDATION PARTNERS FUND, G.P.	348,552.	0.	
AZ INCOME TAX REFUND (2008)	1,167.	0.	
IN INCOME TAX REFUND (2005)	644.	0.	
KS INCOME TAX REFUND (2005)	1,091.	0.	
MN INCOME TAX REFUND (2005)	4,742.	0.	
MN INCOME TAX REFUND (2008)	336.	0.	
MO INCOME TAX REFUND (2005)	1,626.	0.	
MO INCOME TAX REFUND (2008)	273.	0.	
VA INCOME TAX REFUND (2005)	1,903.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	144,103.	-72,640.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,761.	0.		11,775.
TO FORM 990-PF, PG 1, LN 16B	21,761.	0.		11,775.

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
INVESTMENT MANAGEMENT FEES	160,832.	152,800.		0.
CUSTODY FEES	451.	451.		0.
TO FORM 990-PF, PG 1, LN 16C	161,283.	153,251.		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	1,705.	1,705.		0.
STATE INCOME TAX	241.	0.		0.
FORM 990-T INCOME TAX	795.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,741.	1,705.		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	888.	0.		888.
COPIER & DUPLICATION EXPENSE	6,896.	0.		6,896.
OFFICE SUPPLIES & EXPENSE	3,364.	0.		3,364.
POSTAGE & DELIVERY EXPENSE	922.	0.		922.
TELEPHONE EXPENSE	4,537.	0.		4,537.
DIRECT CHARITABLE ACTIVITIES-SEE PART IX-A	63,682.	0.		63,682.
INSURANCE EXPENSE	24,419.	0.		24,419.
PORTFOLIO DEDUCTIONS PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	233,364.	233,364.		0.
NONDEDUCTIBLE EXPENSE PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	2,227.	0.		0.
OTHER DEDUCTIONS PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	39,213.	23,254.		0.
BANK CHARGES	99.	0.		99.
COMPUTER EXPENSE	364.	0.		364.
MEETINGS EXPENSE	447.	0.		447.
SEC 59(E)(2) PASSTHROUGH FROM FOUNDATION PARTNERS FUND, G.P.	12,749.	0.		0.
REPAIR AND MAINTENANCE	250.	0.		250.
MISCELLANEOUS EXPENSE	33.	0.		0.
DUES & SUBSCRIPTIONS	1,089.	0.		1,089.
ABANDONMENT LOSS	115.	0.		0.
TO FORM 990-PF, PG 1, LN 23	394,658.	256,618.		106,957.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOUNDATION PARTNERS FUND, G.P.	FMV	34,011,703.	38,557,554.
TOTAL TO FORM 990-PF, PART II, LINE 13		34,011,703.	38,557,554.

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.
DESK & INSTALLATION	845.	807.	38.
PRINTER	317.	317.	0.
HP PRINTER	673.	673.	0.
TELEPHONE SYSTEM	4,276.	2,068.	2,208.
2 DESK CHAIRS	290.	143.	147.
19" DELL 1907FP ULTRASHARP FLAT PANEL MONITOR	281.	252.	29.
3.00 GHZ GATEWAY COMPUTER (BOOKKEEPER)	572.	437.	135.
2.00 GHZ DELL COMPUTER	2,287.	1,562.	725.
DELL OPTIPLEX 745 AND MONITOR (SECY)	1,475.	959.	516.
10 CHADWICK CHAIRS	2,540.	424.	2,116.
SHED (CG)	1,300.	217.	1,083.
SHED (CG)	1,258.	136.	1,122.
DIGITAL CAMERA, CARRYING CASE & MEMORY CARD	320.	8.	312.
PLAYER PIANO (CG)	8,675.	217.	8,458.
LAPTOP COMPUTER, PRINTER & ROUTER (CG)	693.	92.	601.
TOTAL TO FM 990-PF, PART II, LN 14	33,990.	16,500.	17,490.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACQUISITION OF SCULPTURES FOR PUBLIC DISPLAY	18,127,018.	18,127,018.	18,127,018.
TERRACE VIEW, INC	186,085.	198,484.	198,484.
TO FORM 990-PF, PART II, LINE 15	18,313,103.	18,325,502.	18,325,502.

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
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	945.	1,404.
TOTAL TO FORM 990-PF, PART II, LINE 22	945.	1,404.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB	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.

GATEWAY FOUNDATION

20-6294706

CHRISTY B FOX 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	EXECUTIVE DIRECTOR/ASST SECY 40.00	144,423.	34,690.	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.
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		144,423.	34,690.	0.

FORM 990-PF	OTHER REVENUE	STATEMENT	16
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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,			01		348,552.
AZ INCOME TAX REFUND (2008)	531120	1,167.			
IN INCOME TAX REFUND (2005)	531120	644.			
KS INCOME TAX REFUND (2005)	531120	1,091.			
MN INCOME TAX REFUND (2005)	531120	4,742.			
MN INCOME TAX REFUND (2008)	531120	336.			
MO INCOME TAX REFUND (2005)	531120	1,626.			
MO INCOME TAX REFUND (2008)	531120	273.			

GATEWAY FOUNDATION

20-6294706

VA INCOME TAX REFUND
(2005)

531120

1,903.

TOTAL TO FORM 990-PF, PG 11, LN 11

11,782.

348,552.

GATEWAY FOUNDATION
2010 FORM 990-PF
20-6294706
PART XV, LINE 3(a)

GRANTS PAID DURING THE YEAR

Grant #	Recipient	Foundation Status	Purpose	Amount	Complete
06-09-08	City of St. Louis	Public	Maintenance of Citygarden, committed through 2024.	\$776,293.54	Annual
06-09-08	City of St. Louis	Public	Design and construction of Citygarden, a new downtown park, to be complete July 1, 2009.	\$84,521.55	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.	\$33,750.00	Yes
06-09-04					
06-12-04	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.	\$0.00	No
95-12-00	Metro	Public	2010 maintenance of the underground vault and fog wall system located at Triangle Park.	\$27,436.90	Annual
01-03-02	National Park Service	Public	Fund the cost of electrical service and maintenance in connection with the lighting of the Arch.	\$40,856.41	Annual
08-12-01	Contemporary Art Museum-Great Rivers Biennial Artist Awards	Public	Funding of 3 artist awards, exhibition and administrative expenses for the 2009-2010- Round 4.	\$52,436.00	Yes
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.	\$5,150.00	Yes
Note: All of the grant recipients are located in the St. Louis Metropolitan Area.				<u>\$1,020,444.40</u>	

GATEWAY FOUNDATION
2010 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					
06-12-04	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
06-09-08	City of St. Louis	Public	Maintenance of Citygarden, committed through 2024.	\$833,000.00	Annual
06-09-08	City of St. Louis	Public	Design and construction of Citygarden, a new downtown park.	\$6,740.00	No
10-12-01	Contemporary Art Museum-Great Rivers Biennial Artist Awards	Public	Funding of 3 artist awards, exhibition and administrative expenses for the 2011-2012 - Round 5.	\$125,000.00	No
10-03-01	HopeBUILD	Public	Partial project support for the construction of the Demonstration Vegetable Garden, 4454 Labadie Ave.	\$1,500.00	No
95-12-00	Metro	Public	2008 maintenance of the underground vault and fog wall system located at Triangle Park.	\$55,000.00	Annual
01-03-02	National Park Service	Public	Fund the cost of electrical service and maintenance in connection with the lighting of the Arch.	\$70,000.00	Annual

Note: All of the grant recipients are located in the St. Louis Metropolitan Area. **\$1,100,116.29**

FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT

DESCRIPTION

THE PURCHASE AND INSTALLATION OF VENTILATION FANS AND THE REPAIR OF SIGNAGE (ON BEHALF OF 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

12,399.

GATEWAY FOUNDATION
2010 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 PURCHASE AND INSTALLATION OF VENTILATION FANS* REPAIR OF SIGNAGE*	5,000 6,874 525
TOTAL			12,399

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