



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

GATEWAY FOUNDATION

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

720 OLIVE STREET, SUITE 1977

A Employer identification number

20-6294706

B Telephone number

(314) 241-3337

City or town, state, and ZIP code

ST LOUIS, MO 63101

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

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 J Accounting method: Cash Accrual
 (from Part II, col. (c), line 16) Other (specify) _____**► \$ 55,233,630.** (Part I, column (d) must be on cash basis.)C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► Foreign organizations meeting the 85% test,
2. 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 ► **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	1,000.		N/A	
	2 Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	23,787.	23,787.		STATEMENT 1
	4 Dividends and interest from securities	790,879.	768,395.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	313,243.			STATEMENT 3
	b Gross price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		208,387.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	30.			STATEMENT 4
	b Less Cost of goods sold	425.			
	c Gross profit or (loss)	-395.			
	11 Other income	-213,495.	-23,751.		STATEMENT 5
	12 Total. Add-lines 1 through 11	915,019.	976,818.		
	13 Compensation of officers, directors, trustees, etc.	115,000.	0.	115,000.	
	14 Other employee salaries and wages	62,755.	0.	62,755.	
	15 Pension plans, employee benefits	51,339.	0.	51,339.	
	16a Legal fees	975.	0.	975.	
	b Accounting fees	15,275.	0.	9,872.	
	c Other professional fees	152,662.	125,918.	0.	
	17 Interest	27,359.	27,359.	0.	
	18 Taxes	58,806.	5,241.	0.	
	19 Depreciation and depletion	3,248.	0.		
	20 Occupancy	19,361.	0.	19,361.	
	21 Travel, conferences, and meetings	6.	0.	6.	
	22 Printing and publications				
	23 Other expenses	434,508.	245,020.	129,830.	
	24 Total operating and administrative expenses. Add lines 13 through 23	941,294.	403,538.	389,138.	
	25 Contributions, gifts, grants paid	998,959.		998,959.	
	26 Total expenses and disbursements. Add lines 24 and 25	1,940,253.	403,538.	1,388,097.	
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,025,234.			
	b Net investment income (if negative, enter -0-)		573,280.		
	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	
Assets	1	Cash - non-interest-bearing	15,177.	20,600.	20,600.
	2	Savings and temporary cash investments	227,145.	278,107.	278,107.
	3	Accounts receivable ►			
	4	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 ►			
	8	Less: allowance for doubtful accounts ►			
	9	Inventories for sale or use	1,764.	1,339.	1,339.
	10a	Prepaid expenses and deferred charges			
	b	Investments - U.S. and state government obligations			
	c	Investments - corporate stock			
	11	Investments - corporate bonds			
	12	Investments - land, buildings, and equipment basis ►			
	13	Less accumulated depreciation ►			
	14	Investments - other	34,011,703.	33,150,645.	36,208,967.
	15	Land, buildings, and equipment: basis ►	34,790.		
	16	Less accumulated depreciation STMT 13 ►	16,573.	17,490.	18,217.
	17	Other assets (describe ►)	STATEMENT 14)	18,325,502.	18,706,400.
	18	Total assets (to be completed by all filers)		18,706,400.	18,706,400.
	19				
	20				
	21	Accounts payable and accrued expenses			
	22	Grants payable			
	23	Deferred revenue			
	24	Loans from officers, directors, trustees, and other disqualified persons			
	25	Mortgages and other notes payable	STMT 15	3,600,000.	3,600,000.
	26	Other liabilities (describe ►)	STATEMENT 16)	1,404.	2,047.
	27	Total liabilities (add lines 17 through 22)		3,601,404.	3,602,047.
Liabilities	28	Foundations that follow SFAS 117, check here ►	<input type="checkbox"/>		
	29	and complete lines 24 through 26 and lines 30 and 31.			
	30	Unrestricted			
	31	Temporarily restricted			
	32	Permanently restricted			
	33	Foundations that do not follow SFAS 117, check here ►	<input checked="" type="checkbox"/>		
	34	and complete lines 27 through 31.			
	35	Capital stock, trust principal, or current funds			
	36	Paid-in or capital surplus, or land, bldg., and equipment fund			
	37	Retained earnings, accumulated income, endowment, or other funds			
	38	Total net assets or fund balances		48,997,377.	48,573,261.
	39				
	40				
	41				
Net Assets or Fund Balances	42	Total liabilities and net assets/fund balances		52,598,781.	52,175,308.

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	48,997,377.
2	Enter amount from Part I, line 27a	2	-1,025,234.
3	Other increases not included in line 2 (itemize) ►	3	601,118.
4	Add lines 1, 2, and 3	4	48,573,261.
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	48,573,261.

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			208,387.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			208,387.		
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	208,387.	
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))
2010	1,435,448.	35,914,113.	.039969
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

2 Total of line 1, column (d) .840309

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 .168062

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 37,865,659.

5 Multiply line 4 by line 3 6,363,778.

6 Enter 1% of net investment income (1% of Part I, line 27b) 5,733.

7 Add lines 5 and 6 6,369,511.

8 Enter qualifying distributions from Part XII, line 4 1,772,970.

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

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

6a 32,616.

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

32,616.

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

21,150.

11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►

21,150. Refunded

11

0.

Part VII-A: Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No

1a

X

1b

X

1c

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.

c Did the foundation file Form 1120-POL for this year?

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?

Yes No

2

X

*If "Yes," attach a detailed description of the activities.*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*

Yes No

3

X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

Yes No

4a

X

b If "Yes," has it filed a tax return on Form 990-T for this year?

Yes No

4b

X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

Yes No

5

X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

Yes No

6

X

- 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

Yes No

7

X

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

Yes No

8b

X

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

Yes No

9

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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

Yes No

10

X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

11	X	
12		X
13	X	
Website address ► WWW.GATEWAY-FOUNDATION.ORG		
14	The books are in care of ► M PETER FISCHER	Telephone no. ► (314) 241-3337
	Located at ► 720 OLIVE STREET, SUITE 1977, ST LOUIS, MO	ZIP+4 ► 63101
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____		
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	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 2011 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 2011.)	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 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	► <input type="checkbox"/>	
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	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X	
<i>If "Yes" to 6b, file Form 8870.</i>		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 17		115,000.	29,132.	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				
■ a number of other employees paid over \$50,000				

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

Form 990-PF (2011)

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	152,118.

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.

1 INSURANCE AND MAINTENANCE OF SCULPTURES ON PUBLIC DISPLAY	Expenses
2 DESIGN & INSTALLATION COSTS RELATING TO ADDITIONAL SCULPTURES TO BE PLACED ON PUBLIC DISPLAY	59,693.
3	30,293.
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.

1	Amount
SEE STATEMENT 18	10,856.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	► 10,856.

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 20,094,145.
b	Average of monthly cash balances	1b 44,680.
c	Fair market value of all other assets	1c 18,303,468.
d	Total (add lines 1a, b, and c)	1d 38,442,293.
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 38,442,293.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 576,634.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 37,865,659.
6	Minimum investment return. Enter 5% of line 5	6 1,893,283.

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 1,893,283.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 11,466.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b 78.
c	Add lines 2a and 2b	2c 11,544.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 1,881,739.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 1,881,739.
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 1,881,739.

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 1,388,097.
b	Program-related investments - total from Part IX-B	1b 10,856.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 374,017.
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 1,772,970.
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 1,772,970.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,881,739.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009	12,468,534.			
e From 2010				
f Total of lines 3a through e	12,468,534.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,772,970.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,772,970.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	108,769.			108,769.
6 Enter the net total of each column as indicated below:	12,359,765.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	12,359,765.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	12,359,765.			
d Excess from 2010				
e Excess from 2011				

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 2011, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

1 Information Regarding Foundation Managers:

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

M PETER FISCHER

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:

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

c. Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				Amount
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	
a Paid during the year				
CHARITABLE CONTRIBUTION PASSTHROUGH FROM FOUNDATION PARTNERS FUND, G.P.		PUBLIC		262.
SEE SCHEDULE ATTACHED		PUBLIC		998,697.
Total				► 3a 998,959.
b Approved for future payment				
SEE SCHEDULE ATTACHED		PUBLIC		1,017,553.
Total				► 3b 1,017,553.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

12 Subtotal. Add columns (b), (d), and (e)
13 Total. Add line 12, columns (b), (d), and (e)
(See worksheet in line 12 instructions to verify calculations.)

Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
7	MUNICIPAL INTEREST INCOME
10	SALE OF CITYGARDEN T-SHIRTS
11	FORM 990-PF AND 990-T REFUNDS
11	OPEN SPACE AWARD (CITYGARDEN, A PUBLIC SCULPTURE PARK)

GATEWAY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a 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.					
f PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a			42,355.		
b			169,760.		
c			-3,636.		
d			15.		
e			-43.		
f			-64.		
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			(ST) 42,355.		
b			(LT) 169,760.		
c			(1231) -3,636.		
d			(INVOLUNTARY CONVERSION) 15.		
e			(SEC 1256-ST) -43.		
f			(SEC 1256-LT) -64.		
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	208,387.			
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 } 3		N/A			

GATEWAY FOUNDATION

20-6294706

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

SOURCE	AMOUNT
DEPARTMENT OF THE TREASURY	23,441.
STATE OF ILLINOIS	324.
THE COMMERCE TRUST COMPANY	22.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	23,787.

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)	487,085.	0.	487,085.
FOUNDATION PARTNERS FUND, G.P. (INTEREST)	281,310.	0.	281,310.
FOUNDATION PARTNERS FUND, G.P. (INTEREST-UBTI)	22,484.	0.	22,484.
TOTAL TO FM 990-PF, PART I, LN 4	790,879.	0.	790,879.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

3

(A)
DESCRIPTION OF PROPERTY

MANNER	DATE
ACQUIRED	ACQUIRED DATE SOLD

**PASSTHROUGH - FOUNDATION
PARTNERS FUND, G.P.**

PURCHASED

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
				(ST) 42,355.

(A)
DESCRIPTION OF PROPERTY

MANNER	DATE
ACQUIRED	ACQUIRED DATE SOLD

**PASSTHROUGH - FOUNDATION
PARTNERS FUND, G.P.**

PURCHASED

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
				(LT) 169,760.

(A)
DESCRIPTION OF PROPERTY

MANNER	DATE		
ACQUIRED	ACQUIRED	DATE	SOLD

PASSTHROUGH - FOUNDATION
PARTNERS FUND, G.P.

PURCHASED

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			(1231)	-3,636.

(A)

DESCRIPTION OF PROPERTY

MANNER DATE

ACQUIRED ACQUIRED DATE SOLD

PASSTHROUGH - FOUNDATION
PARTNERS FUND, G.P.

PURCHASED

(B)
GROSS
SALES PRICE(C)
COST OR
OTHER BASIS(D)
EXPENSE OF
SALE(E)
DEPREC.(F)
GAIN OR LOSS

(INVOLUNTARY 15.

CONVERSION)

(A)

DESCRIPTION OF PROPERTY

MANNER DATE

ACQUIRED ACQUIRED DATE SOLD

PASSTHROUGH - FOUNDATION
PARTNERS FUND, G.P.

PURCHASED

(B)
GROSS
SALES PRICE(C)
COST OR
OTHER BASIS(D)
EXPENSE OF
SALE(E)
DEPREC.(F)
GAIN OR LOSS

(SEC 1256-ST) -43.

(A)

DESCRIPTION OF PROPERTY

MANNER DATE

ACQUIRED ACQUIRED DATE SOLD

PASSTHROUGH - FOUNDATION
PARTNERS FUND, G.P.

PURCHASED

(B)
GROSS
SALES PRICE(C)
COST OR
OTHER BASIS(D)
EXPENSE OF
SALE(E)
DEPREC.(F)
GAIN OR LOSS

(SEC 1256-LT) -64.

(A)

DESCRIPTION OF PROPERTY

MANNER DATE
ACQUIRED ACQUIRED DATE SOLDPASSTHROUGH - 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) 9,496.

(A)

DESCRIPTION OF PROPERTY

MANNER DATE
ACQUIRED ACQUIRED DATE SOLDPASSTHROUGH - 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) 11,306.

(A)

DESCRIPTION OF PROPERTY

MANNER DATE
ACQUIRED ACQUIRED DATE SOLDPASSTHROUGH - 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
				(1231-UBTI) 83,991.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				PURCHASED		
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.						
NET GAIN OR LOSS FROM SALE OF ASSETS					(INVOLUNTARY	63.
CAPITAL GAINS DIVIDENDS FROM PART IV					CONVERSION-UBTI)	
TOTAL TO FORM 990-PF, PART I, LINE 6A					313,243.	0.

FORM 990-PF

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

STATEMENT 4

INCOME

1. GROSS RECEIPTS	30
2. RETURNS AND ALLOWANCES	
3. LINE 1 LESS LINE 2	30
4. COST OF GOODS SOLD (LINE 15)	425
5. GROSS PROFIT (LINE 3 LESS LINE 4)	-395
6. OTHER INCOME	
7. GROSS INCOME (ADD LINES 5 AND 6)	-395

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	1,764
9. MERCHANDISE PURCHASED.	
10. COST OF LABOR.	
11. MATERIALS AND SUPPLIES	
12. OTHER COSTS.	
13. ADD LINES 8 THROUGH 12	1,764
14. INVENTORY AT END OF YEAR	1,339
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)	425

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.	-217.	-217.	
PARTNERSHIP INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-192,196.	0.	
PORTFOLIO INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	10,402.	10,402.	
RENTAL REAL ESTATE INCOME (LOSS) PASSTHROUGH-FOUNDATION PARTNERS FUND, G.P.	-29,902.	-29,902.	
RENTAL REAL ESTATE INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS	-87,640.	0.	
OTHER INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-4,033.	-4,033.	
CANCELLATION OF DEBT (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	468.	0.	
ROYALTY INCOME (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	62.	0.	
OTHER INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-10,777.	0.	
OTHER TAX EXEMPT INCOME PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	112.	0.	
ROYALTY DEDUCTION PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-1.	-1.	
2009 INCOME TAX REFUND (CA)	5,202.	0.	
2005 INCOME TAX REFUND (IL)	463. 1,461. 8,284. 74,817. 10,000.	0. 0. 0. 0. 0.	
URBAN OPEN SPACE AWARD			
TOTAL TO FORM 990-PF, PART I, LINE 11	-213,495.	-23,751.	

FORM 990-PF

LEGAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	975.	0.		975.
TO FM 990-PF, PG 1, LN 16A	975.	0.		975.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	15,275.	0.		9,872.
TO FORM 990-PF, PG 1, LN 16B	15,275.	0.		9,872.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	152,118.	125,374.		0.
CUSTODY FEES	544.	544.		0.
TO FORM 990-PF, PG 1, LN 16C	152,662.	125,918.		0.

FORM 990-PF

TAXES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAX	5,241.	5,241.		0.
STATE INCOME TAX	6,565.	0.		0.
	13,000.	0.		0.
FORM 990-PF EXCISE TAX	34,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	58,806.	5,241.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUSINESS MEALS	300.	0.		300.
COPIER & DUPLICATION EXPENSE	6,057.	0.		6,057.
OFFICE SUPPLIES & EXPENSE	2,300.	0.		2,300.
POSTAGE & DELIVERY EXPENSE	727.	0.		727.
TELEPHONE EXPENSE	4,789.	0.		4,789.
DIRECT CHARITABLE ACTIVITIES-SEE PART IX-A	89,986.	0.		89,986.
INSURANCE EXPENSE	22,880.	0.		22,880.
PORTFOLIO DEDUCTIONS				
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	223,111.	223,111.		0.
NONDEDUCTIBLE EXPENSE				
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	1,681.	0.		0.
OTHER DEDUCTIONS PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	28,552.	21,909.		0.
BANK CHARGES	150.	0.		150.
COMPUTER EXPENSE	1,050.	0.		1,050.
MEETINGS EXPENSE	497.	0.		497.
SEC 59(E)(2) PASSTHROUGH FROM FOUNDATION PARTNERS FUND, G.P.	51,334.	0.		0.
REPAIR AND MAINTENANCE	186.	0.		186.
DUES & SUBSCRIPTIONS	764.	0.		764.
WEBSITE EXPENSE	144.	0.		144.
TO FORM 990-PF, PG 1, LN 23	434,508.	245,020.		129,830.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
BOOK VS TAX ACCOUNTING DIFF - PASSTHROUGH FROM FOUNDATION PARTNERS FUND, G.P	601,118.
TOTAL TO FORM 990-PF, PART III, LINE 3	601,118.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOUNDATION PARTNERS FUND, G.P.	FMV	33,150,645.	36,208,967.
TOTAL TO FORM 990-PF, PART II, LINE 13		33,150,645.	36,208,967.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 13
-------------	--	--------------

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.
DESK & INSTALLATION	845.	845.	0.
HP PRINTER	673.	673.	0.
TELEPHONE SYSTEM	4,276.	2,496.	1,780.
2 DESK CHAIRS	290.	172.	118.
19" DELL 1907FP ULTRASHARP			
FLAT PANEL MONITOR	281.	281.	0.
3.00 GHZ GATEWAY COMPUTER			
(BOOKKEEPER)	572.	551.	21.
2.00 GHZ DELL COMPUTER	2,287.	2,019.	268.
DELL OPTIPLEX 745 AND MONITOR			
(SECY)	1,475.	1,254.	221.
10 CHADWICK CHAIRS	2,540.	678.	1,862.
SHED (CG)	1,300.	347.	953.
SHED (CG)	1,258.	262.	996.
DIGITAL CAMERA, CARRYING CASE			
& MEMORY CARD	320.	40.	280.
PLAYER PIANO (CG)	8,675.	1,085.	7,590.
LAPTOP COMPUTER, PRINTER &			
ROUTER (CG)	693.	231.	462.
DELL INSPIRON 15 LAPTOP			
COMPUTER AND INSTALLATION (CG)	623.	125.	498.
FIBER CONVERTORS AND			
INSTALLATION (CG)	2,107.	125.	1,982.
SECURITY CAMERA AND			
INSTALLATION (CG)	1,245.	59.	1,186.
TOTAL TO FM 990-PF, PART II, LN 14	34,790.	16,573.	18,217.

FORM 990-PF	OTHER ASSETS	STATEMENT 14
-------------	--------------	--------------

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACQUISITION OF SCULPTURES FOR PUBLIC DISPLAY TERRACE VIEW, INC	18,127,018. 198,484.	18,497,060. 209,340.	18,497,060. 209,340.
TO FORM 990-PF, PART II, LINE 15	18,325,502.	18,706,400.	18,706,400.

FORM 990-PF	MORTGAGES PAYABLE	STATEMENT 15
-------------	-------------------	--------------

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 16
-------------	-------------------	--------------

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	1,404.	2,047.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,404.	2,047.

FORM 990-PF

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

STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES BURKE 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	VP/TRUSTEE QTRLY MTGS	0.	0.	0.
SUSAN RAVA 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	SEC/TREAS/TTE QTRLY MTGS	0.	0.	0.
GYO OBATA 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	TRUSTEE QTRLY MTGS	0.	0.	0.
M PETER FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	PRES/TRUSTEE QTRLY MTGS	0.	0.	0.
MATTHEW FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	TRUSTEE QTRLY MTGS	0.	0.	0.
CHRISTY B FOX 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	EXECUTIVE DIRECTOR/ASST SEC 40.00	115,000.	29,132.	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		115,000.	29,132.	0.

FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT 18

DESCRIPTION

THE INVESTMENT OF CASH 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	<u>10,856.</u>

FORM 990-PF	OTHER REVENUE	STATEMENT 19
-------------	---------------	--------------

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
2009 INCOME TAX REFUND (CA)	531120				5,202.
2005 INCOME TAX REFUND (IL)	531120	463.			8,284.
URBAN OPEN SPACE AWARD				74,817.	10,000.
TOTAL TO FORM 990-PF, PG 12, LN 11		1,924.			98,303.

GATEWAY FOUNDATION
2011 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.	\$814,730.60	Annual
06-09-08	City of St. Louis	Public	Design and construction of Citygarden, a new downtown park, to be complete July 1, 2009.	\$6,927.50	Yes
95-12-00	Metro	Public	2011 maintenance of the underground vault and fog wall system located at Triangle Park.	\$41,092.22	Annual
01-03-02	National Park Service	Public	Fund the cost of electrical service and maintenance in connection with the lighting of the Arch.	\$49,384.19	Annual
08-12-01	Contemporary Art Museum-Great Rivers Biennial Artist Awards	Public	Funding of 3 artist awards, exhibition and administrative expenses for the 2010-2011- Round 5.	\$70,447.00	No
10-03-01	HopeBUILD	Public	Partial project support for the construction of the Demonstration Vegetable Garden, 4454 Labadie Ave.	\$1,115.97	Yes
11-03-01	Cinema Saint Louis	Public	Artist Award program Cinema at Citygarden Round 1	\$10,000.00	Yes
11-09-01	Cinema Saint Louis	Public	Artist Award program Cinema at Citygarden Round 2	\$5,000.00	No
Note: All of the grant recipients are located in the St. Louis Metropolitan Area.				\$998,697.48	

GATEWAY FOUNDATION
2011 FORM 990-PF
20-6294706
PART XV, LINE 3(b)

GRANTS APPROVED/ESTIMATED FOR FUTURE PAYMENTS

Grant #	Recipient	Foundation Status	Purpose	Amount	Complete
06-09-08	City of St. Louis	Public	Maintenance of Citygarden, committed through 2024.	\$833,000.00	Annual
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.	\$54,553.00	No
95-12-00	Metro	Public	2012 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
11-09-01	Cinema Saint Louis	Public	Artist Award program Cinema at Citygarden Round 2	\$5,000.00	No
Note: All of the grant recipients are located in the St. Louis Metropolitan Area.				\$1,017,553.00	

GATEWAY FOUNDATION
2011 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	10,000
		REPAIR OF SIGNAGE*	856
TOTAL			10,856

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

Form 4562

Department of the Treasury
Internal Revenue Service (99)Depreciation and Amortization 990-PF
(Including Information on Listed Property)

OMB No 1545-0172

2011

Attachment
Sequence No 179

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 2010 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 2012 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 2011	17	2,939.
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 2011 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		623.	5 YRS.	HY	SL	125.
c 7-year property		3,352.	7 YRS.	HY	SL	184.
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	
i Nonresidential real property	/		27.5 yrs.	MM	S/L	
	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2011 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	3,248.
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	

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

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

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*.

Part I.5. 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.

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions GATEWAY FOUNDATION	Employer identification number (EIN) or X 20-6294706
	Number, street, and room or suite no. If a P.O. box, see instructions. 720 OLIVE STREET, SUITE 1977	Social security number (SSN) <input type="text"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST LOUIS, MO 63101	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

CHRISTY B FOX

1 | request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2012

is for the organization's return for:

is for the organization's return for

calendar year 2011 or
 tax year beginning _____ and ending _____

2 If the tax year entered in line 1 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	\$	32,616.
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.	3b	\$	32,616.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, 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. 1-2012)

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions GATEWAY FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 20-6294706
	Number, street, and room or suite no. If a P O. box, see instructions. 720 OLIVE STREET, SUITE 1977	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST LOUIS, MO 63101	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

CHRISTY B FOX

- The books are in the care of ► **720 OLIVE STREET, SUITE 1977 - ST LOUIS, MO 63101**

Telephone No. ► **(314) 241-3337**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**.

5 For calendar year **2011**, or other tax year beginning , and ending

6 If the tax year entered in line 5 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	\$ 32,616.
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	\$ 32,616.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

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 ►