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

2011

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

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation GALLOP' FAMILY FOUNDATION		A Employer identification number 27-1449070
Number and street (or P.O. box number if mail is not delivered to street address) 100 S. FOURTH STREET, SUITE 1000	Room/suite	B Telephone number (314) 622-6622
City or town, state, and ZIP code ST. LOUIS, MO 63102		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,155,549.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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		0.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		105,462.	105,457.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<7,270.>			
b Gross sales price for all assets on line 6a		263,403.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,824.	1,824.		STATEMENT 2
12 Total Add lines 1 through 11		100,016.	107,281.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		1,048.	1,048.		0.
b Accounting fees STMT 4		3,523.	3,523.		0.
c Other professional fees STMT 5		9,093.	9,093.		0.
17 Interest					
18 Taxes STMT 6		2,474.	1,469.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		229.	229.		0.
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		16,367.	15,362.		0.
25 Contributions, gifts, grants paid		114,500.			114,500.
26 Total expenses and disbursements. Add lines 24 and 25		130,867.	15,362.		114,500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<30,851.>			
b Net investment income (if negative, enter -0-)			91,919.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	100.	100.	100.	
	2 Savings and temporary cash investments	22,428.	98,100.	98,100.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	303.	56.	56.	
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 7	968,978.	908,409.	984,205.	
	c Investments - corporate bonds STMT 8	913,558.	860,337.	911,996.	
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 9	156,078.	157,517.	161,092.	
	14 Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	2,061,445.	2,024,519.	2,155,549.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue	6,590.	515.		
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	6,590.	515.			
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒	27 Capital stock, trust principal, or current funds	0.	0.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	2,054,855.	2,024,004.	
		30 Total net assets or fund balances	2,054,855.	2,024,004.	
	31 Total liabilities and net assets/fund balances	2,061,445.	2,024,519.		

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	2,054,855.
2 Enter amount from Part I, line 27a	2	<30,851.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,024,004.
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	2,024,004.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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 17,617.		18,168.	<551.>
b 245,786.		252,505.	<6,719.>
c			
d			
e			

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			<551.>
b			<6,719.>
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<7,270.>
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	138,410.	2,219,499.	.062361
2009	95,000.	1,774,674.	.053531
2008			
2007			
2006			

2 Total of line 1, column (d)	2	.115892
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	.057946
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,128,904.
5 Multiply line 4 by line 3	5	123,361.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	919.
7 Add lines 5 and 6	7	124,280.
8 Enter qualifying distributions from Part XII, line 4	8	114,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,838.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,838.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,838.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	960.	
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	960.	
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	878.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11		

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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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) <u>MO</u>		
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 2011 or the taxable year beginning in 2011 (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

N/A

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>NORTHERN TRUST BANK</u> Telephone no. ► <u>(314) 505-8300</u> Located at ► <u>190 CARONDELET PLAZA, ST LOUIS, MO</u> ZIP+4 ► <u>63105</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 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 ►	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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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? ☐ Yes ☒ 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.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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))?

☐ 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

5b

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?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	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 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	2,098,445.
b	Average of monthly cash balances	1b	62,879.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,161,324.
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	2,161,324.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,420.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,128,904.
6	Minimum investment return. Enter 5% of line 5	6	106,445.

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	106,445.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,838.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,838.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	104,607.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	104,607.
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	104,607.

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	114,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	114,500.
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	114,500.

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				104,607.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
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				47,864.
e From 2010				29,315.
f Total of lines 3a through e	77,179.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 114,500.				
a Applied to 2010, 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 2011 distributable amount				104,607.
e Remaining amount distributed out of corpus	9,893.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	87,072.			
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	87,072.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				47,864.
d Excess from 2010				29,315.
e Excess from 2011				9,893.

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2011)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
B'NAI AMOONA CONGREGATION 324 S. MASON RD ST LOUIS, MO 63141		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	600.
BARNES-JEWISH HOSPITAL FOUNDATION 1001 HIGHLANDS PLAZA DR W, SUITE 140 ST LOUIS, MO 63110		NOT FOR PROFIT 501(C)(3)	DIABETES RESEARCH	2,000.
BEVERLY HILLS EDUCATION FOUNDATION 255 SOUTH LASKY DRIVE BEVERLY HILLS, CA 90212		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	1,500.
BEVERLY HILLS HIGH SCHOOL 255 LASKY DRIVE BEVERLY HILLS, CA 90212		NOT FOR PROFIT 501(C)(3)	ANNUAL FUND	2,500.
CAMP FOR ALL KIDS PO BOX 50194 ST LOUIS, MO 63105		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	5,000.
Total SEE CONTINUATION SHEET(S)			3a	114,500.
b Approved for future payment				
NONE				
Total			3b	0.

▶ 3a

▶ 3b

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


Signature of officer or trustee

Date 11/12/12

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

STUART Z. HOFFMAN

Preparer's signature

OFFMAN, P.C.

Date _____

10/5/12

Check ☐ if
self-employed

PTIN

P00014058

Firm's name ► **ABELES AND HOFFMAN, P.C.**

Firm's EIN ► 43-1215065

Firm's address ▶ 9666 OLIVE BLVD., SUITE 625
ST. LOUIS, MO 63132

Phone no. 314-991-4770

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CAMP HARMONY PO BOX 34456 LOS ANGELES, CA 90034		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	1,000.
CENTRAL REFORM CONGREGATION 5020 WATERMAN AVE ST LOUIS, MO 63108		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	1,500.
CORNELL UNIVERSITY PO BOX 223623 PITTSBURGH, PA 15251		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	1,500.
DUKE UNIVERSITY SCHOOL OF LAW BOX 90389 DURHAM, NC 27708-0389		NOT FOR PROFIT 501(C)(3)	ANNUAL FUND	1,000.
EL RODEO SCHOOL 605 WHITTIER BEVERLY HILLS, CA 90210		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	2,500.
FORSYTH SCHOOL 6235 WYDOWN BLVD ST LOUIS, MO 63105		NOT FOR PROFIT 501(C)(3)	ANNUAL FUND	5,000.
JEWISH FERDERATION OF ST LOUIS 12 MILLSTONE CAMPUS DR ST LOUIS, MO 63146		NOT FOR PROFIT 501(C)(3)	IN HONOR OF SANFORD NEUMAN	10,000.
KIDSMART 12175 BRIDGETON SQUARE DR BRIDGETON, MO 63044		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	1,000.
LATIN SCHOOL OF CHICAGO 59 W NORTH BLVD CHICAGO, IL 60610		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	2,500.
MUNY #1 THEATRE DRIVE ST LOUIS, MO 63112		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	500.
Total from continuation sheets				102,900.

Part XV **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
NATIONAL PUBLIC RADIO ONE UNIVERSITY DRIVE ST LOUIS, MO 63121		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	1,000.
ROSSMAN SCHOOL 12660 CONWAY RD ST LOUIS, MO 63141		NOT FOR PROFIT 501(C)(3)	ANNUAL FUND	1,000.
SHAARE EMETH CONGREGATION 11645 LADUE RD ST LOUIS, MO 63141		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	2,000.
SMDS-RJA 11411 S. FORTY DR ST LOUIS, MO 63131		NOT FOR PROFIT 501(C)(3)	SCHOLARSHIP AND ANNUAL FUND	5,000.
STUDIOSTL 3547 OLIVE STREET, SUITE 300 ST LOUIS, MO 63103		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	500.
UNIVERSITY OF CHICAGO 1427 E. 60TH STREET, SUITE 120 CHICAGO, IL 60637		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	2,500.
UNIVERSITY OF MICHIGAN, LSA 3003 S. STATE STREET, SUITE 8020 ANN ARBOR, MI 48109		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	7,500.
UNIVERSITY OF PENNSLYVANIA 3451 WALNUT ST 601 FRANKLIN BLDG PHILADELPHIA, PA 19104		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	5,000.
WASHINGTON UNIVERSITY CAMPUS BOX 1082, ONE BROOKING DR ST LOUIS, MO 63130		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	6,500.
WHITFIELD SCHOOL 175 S MASON RD ST LOUIS, MO 63141		NOT FOR PROFIT 501(C)(3)	ANNUAL FUND	1,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LIFT FOR LIFE ACADEMY 1731 S. BROADWAY ST LOUIS, MO 63104		NOT FOR PROFIT 501(C)(3)	MEMORY OF JOHN MANN	1,000.
JOBS FOR YOUTH CHICAGO 17 NORTH STATE STREET, SIXTH FLOOR CHICAGO, IL 60602-2100		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	7,500.
JEWISH FEDEATION OF CHICAGO 30 S. WELLS ST, ROOM 3134 CHICAGO, IL 60606		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	6,000.
REPERTORY THEATER OF ST LOUIS 130 EDGAR RD ST LOUIS, MO 63119		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	500.
ST. LOUIS COUNTY LIBRARY FOUNDATION 1640 S. LINDBERGH RD ST LOUIS, MO 63131		NOT FOR PROFIT 501(C)(3)	ANNUAL FUND	1,000.
CUREDUCHENNE 1400 QUAIL STREET, SUITE 110 NEWPORT BEACH, CA 92660		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	2,000.
MICHIGAN ATHLESTICS DEVELOPMENT 1000 SOUTH STATE STREET ANN ARBOR, MI 48109		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	2,500.
GATEWAY 180 1000 NORTH 19TH STREET ST LOUIS, MO 63106		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	400.
AMERICAN JEWISH COMMITTEE 65 EAST 56TH STREET NEW YORK, NY 10022		NOT FOR PROFIT 501(C)(3)	ANNUAL FUND	11,000.
SHANE'S INSPIRATION 15213 BURBANK BLVD VAN NUYS, CA 91411		NOT FOR PROFIT 501(C)(3)	GENERAL SUPPORT	1,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST BANK	5,074.	0.	5,074.
NORTHERN TRUST BANK	71,649.	0.	71,649.
NORTHERN TRUST BANK	28,734.	0.	28,734.
NORTHERN TRUST BANK	5.	0.	5.
TOTAL TO FM 990-PF, PART I, LN 4	105,462.	0.	105,462.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	1,824.	1,824.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,824.	1,824.	

FORM 990-PF	LEGAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL	1,048.	1,048.		0.	
TO FM 990-PF, PG 1, LN 16A	1,048.	1,048.		0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	3,523.	3,523.		0.	
TO FORM 990-PF, PG 1, LN 16B	3,523.	3,523.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NORTHERN TRUST BANK-INVESTMENT SERVICES	9,093.	9,093.			0.
TO FORM 990-PF, PG 1, LN 16C	9,093.	9,093.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	1,469.	1,469.			0.
INVESTMENT TAXES PAID	1,005.	0.			0.
TO FORM 990-PF, PG 1, LN 18	2,474.	1,469.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHED SCHEDULE	908,409.	984,205.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	908,409.	984,205.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHED SCHEDULE	860,337.	911,996.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	860,337.	911,996.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	157,517.	161,092.
TOTAL TO FORM 990-PF, PART II, LINE 13		157,517.	161,092.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SANDFORD S. NEUMAN 100 S. FOURTH STREET, SUITE 1000 ST LOUIS, MO 63102	CO-TRUSTEE 1.00	0.	0.	0.
JOHN S. GALLOP 1127 WEST LILL CHICAGO, IL 60614	CO-TRUSTEE 1.00	0.	0.	0.
ELIZABETH G. DENNIS 144 GUNSTON HALL COURT CHESTERFIELD, MO 63017	CO-TRUSTEE 1.00	0.	0.	0.
THOMAS J. GALLOP 200 SOUTH MCCARTY DRIVE BEVERLY HILLS, CA 90212	CO-TRUSTEE 1.00	0.	0.	0.
EMILY G. COEN 6364 ALEXANDER DRIVE CLAYTON, MO 63105	CO-TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Portfolio Summary

Equity Securities	Market Value	Change From Prior Period	Cost	Unrealized Gain/Loss	Estimated Annual Income	Yield	% of Assets
Large Cap	\$ 369,014.28	\$ 12,298.25	\$ 304,311.58	\$ 64,702.70	\$ 6,506.79	1.8%	17.1%
Mid Cap	123,130.71	2,126.61	103,611.92	19,518.79	159.50	0.1%	5.7%
Small Cap	130,276.40	6,198.39	117,133.11	12,848.40	364.45	0.3%	6.0%
International Developed	228,094.57	15,437.42	233,136.76	(5,799.67)	6,961.00	3.1%	10.6%
International Emerging	133,688.98	5,629.54	150,215.46	(16,646.10)	1,734.79	1.3%	6.2%
Other Equity	0.00	0.00	0.00	0.00	0.00	0.0%	0.0%
Total Equity Securities	\$ 984,204.94	\$ 41,690.21	\$ 908,408.83	\$ 74,624.12	\$ 15,726.53	1.6%	45.7%
Fixed Income Securities							
Corporate/Government	911,996.48	1,339.45	860,336.69	51,659.79	35,663.87	3.9%	42.3%
Total Fixed Income Securities	\$ 911,996.48	\$ 1,339.45	\$ 860,336.69	\$ 51,659.79	\$ 35,663.87	3.9%	42.3%
Real Estate							
Real Estate Funds	108,672.90	5,821.77	91,078.21	17,594.69	2,354.58	2.2%	5.0%
Total Real Estate	(A) \$ 108,672.90	\$ 5,821.77	(1) \$ 91,078.21	\$ 17,594.69	\$ 2,354.58	2.2%	5.0%
Commodities							
Commodities	52,419.30	2,041.25	66,438.61	(14,019.31)	11,145.23	21.3%	2.4%
Total Commodities	(A) \$ 52,419.30	\$ 2,041.25	(1) \$ 66,438.61	(\$ 14,019.31)	\$ 11,145.23	21.3%	2.4%
Cash and Short Term Investments	2 (A) = 161,892.20		2 (1) = 157,516.80				
Cash	96,732.88	6,293.30	96,732.28	0.00	9.67	0.0%	4.5%

Continued on next page.