Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning NOV 1, 2011 **, and ending** OCT 31, 2012

Name of foundation
STUPP BROS. BRIDGE & IRON CO. FOUNDATION

A Employer identification number
23-7412437

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
3800 WEBER ROAD

B Telephone number
(314)638-5000

City or town, state, and ZIP code
ST. LOUIS, MO 63125

C If exemption application is pending, check here ▶☐

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

D 1. Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, 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)* ▶$ 8,648,917.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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)
Revenue					
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	27.	27.		STATEMENT 1
4	Dividends and interest from securities	187,122.	187,122.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	416,605.			
b	Gross sales price for all assets on line 6a 1,774,268.				
7	Capital gain net income (from Part IV, line 2)		416,605.		
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	122.	122.		STATEMENT 3
12	**Total.** Add lines 1 through 11	603,876.	603,876.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	2,250.	0.		0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	5,667.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	37,783.	37,152.		0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	45,700.	37,152.		0.
25	Contributions, gifts, grants paid	465,313.			470,313.
26	**Total expenses and disbursements** Add lines 24 and 25	511,013.	37,152.		470,313.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	92,863.			
b	**Net investment income** (if negative, enter -0-)		566,724.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2011)

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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			
	2	Savings and temporary cash investments	536,034.	184,411.	184,411.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	3,318,877.	3,429,003.	3,429,003.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	4,428,533.	5,033,917.	5,033,917.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 10)	7,253.	1,586.	1,586.
	16	**Total assets** (to be completed by all filers)	8,290,697.	8,648,917.	8,648,917.
Liabilities	17	Accounts payable and accrued expenses		2,250.	
	18	Grants payable	5,000.		
	19	Deferred revenue			
	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)	5,000.	2,250.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	8,285,697.	8,646,667.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	8,285,697.	8,646,667.	
	31	**Total liabilities and net assets/fund balances**	8,290,697.	8,648,917.	

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	8,285,697.
2	Enter amount from Part I, line 27a	2	92,863.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	268,107.
4	Add lines 1, 2, and 3	4	8,646,667.
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	8,646,667.

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	SALE OF INVESTMENTS	P		
b				
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	1,774,268.		1,357,663.	416,605.
b				
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				416,605.
b				
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 } 2 416,605.

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	463,694.	8,601,554.	.053908
2009	434,105.	8,055,030.	.053892
2008	390,579.	7,320,335.	.053355
2007	516,468.	9,404,003.	.054920
2006	523,238.	9,972,454.	.052468

2	Total of line 1, column (d)	2	.268543
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	.053709
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,557,029.
5	Multiply line 4 by line 3	5	459,589.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,667.
7	Add lines 5 and 6	7	465,256.
8	Enter qualifying distributions from Part XII, line 4	8	470,313.

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	5,667.
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	5,667.
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	5,667.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,253.		
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	7,253.
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	1,586.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	1,586.	**Refunded** ▶	11	0.

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?	1a		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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THOMAS L. TURNER Telephone no. ▶ 314-638-5000

Located at ▶ 3800 WEBER ROAD, ST. LOUIS, MO ZIP+4 ▶ 63125

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ 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		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))? ☐ 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
ROBERT P. STUPP 3800 WEBER ROAD ST LOUIS, MO 63125	TRUSTEE 1.00	0.	0.	0.
JOHN P. STUPP, JR. 3800 WEBER ROAD ST LOUIS, MO 63125	TRUSTEE 1.00	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 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
NONE		

Total number of others receiving over $50,000 for professional services ▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	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	8,100,806.
b	Average of monthly cash balances			1b	586,533.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	8,687,339.
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	8,687,339.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	130,310.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	8,557,029.
6	**Minimum investment return.** Enter 5% of line 5			6	427,851.

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	427,851.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,667.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,667.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	422,184.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	422,184.
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	422,184.

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	470,313.
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	470,313.
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	5,667.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	464,646.

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					422,184.
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	54,713.				
b From 2007	66,408.				
c From 2008	28,059.				
d From 2009	42,600.				
e From 2010	41,670.				
f **Total** of lines 3a through e		233,450.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $	470,313.				
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					422,184.
e Remaining amount distributed out of corpus		48,129.			
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		281,579.			
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		54,713.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		226,866.			
10 Analysis of line 9:					
a Excess from 2007	66,408.				
b Excess from 2008	28,059.				
c Excess from 2009	42,600.				
d Excess from 2010	41,670.				
e Excess from 2011	48,129.				

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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				470,313.
Total			▶ 3a	470,313.
b *Approved for future payment*				
SEE STATEMENT 11				0.
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	27.	
4 Dividends and interest from securities			14	187,122.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	122.	
8 Gain or (loss) from sales of assets other than inventory			14	416,605.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		603,876.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 603,876.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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 2/19/13

Title TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Paul E. Schiavo	Paul E Schiavo	2/13/13		P00006439

Firm's name ▶ UHY ADVISORS MO, INC.

Firm's EIN ▶ 43-1305800

Firm's address ▶ 15 SUNNEN DR, SUITE 100
ST. LOUIS, MO 63143

Phone no. 314-615-1200

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

SOURCE	AMOUNT
MIDWEST BANK CENTRE	27.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	27.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	187,122.	0.	187,122.
TOTAL TO FM 990-PF, PART I, LN 4	187,122.	0.	187,122.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	122.	122.	
TOTAL TO FORM 990-PF, PART I, LINE 11	122.	122.	

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 FEES	2,250.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,250.	0.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	5,667.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,667.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	631.	0.		0.
INVESTMENT SERVICES	36,361.	36,361.		0.
FOREIGN DIVIDEND TAX	791.	791.		0.
TO FORM 990-PF, PG 1, LN 23	37,783.	37,152.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
NET UNREALIZED GAIN ON MARKETABLE SECURITIES	268,107.
TOTAL TO FORM 990-PF, PART III, LINE 3	268,107.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - CORPORATE STOCK - SEE STATEMENT 12	3,429,003.	3,429,003.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,429,003.	3,429,003.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - MUTUAL FUNDS - SEE STATEMENT 12	FMV	5,033,917.	5,033,917.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,033,917.	5,033,917.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX RECEIVABLE	7,253.	1,586.	1,586.
TO FORM 990-PF, PART II, LINE 15	7,253.	1,586.	1,586.

Stupp Bros. Bridge & Iron Co. Foundation

CHARITABLE CONTRIBUTIONS AND GRANTS

Year Ended October 31, 2012

Paid During the Year

Academy of Science - Saint Louis	$ 3,500.00
American Red Cross - Louisiana Capital Area Chapter	2,000.00
American Red Cross - Saint Louis Area Chapter	6,000.00
Animal Health Foundation	4,000.00
Arkansas Children's Hospital Foundation	500.00
Arthritis Foundation	750.00
Arts & Education Council	1,000 00
Association of the United States Army - Saint Louis Gateway Chapter	500 00
Auburn University Tigers Unlimited Foundation	10,000 00
Betty Smothers K-Y Track Club	1,000 00
Big Brothers Big Sisters of Eastern Missouri	1,200 00
Black Cat Theatre, Inc - Piwacket Theatre for Children	500.00
Bowling Green Area Chamber Foundation - Leader in Me Program	7,000.00
Boy Scouts of America - Greater Saint Louis Area Council	9,500 00
Boys & Girls Clubs of Greater Saint Louis	1,000 00
Boys Hope Girls Hope of Baton Rouge Foundation, Inc	1,000 00
Bucknell University	11,000.00
Campbell House Museum	1,000.00
Capital Area United Way	15,000 00
Cardinals Care	500.00
Center for American Archeology	6,000 00
Central Institute for the Deaf	1,000 00
Charlie Russell Riders Foundation, Inc	500 00
Children's Hospital Foundation - Saint Louis	16,500 00
Children's Wish Foundation International	1,000 00
Christ Church of the Ascension	500 00
Circus Flora - Clowns on Call Program	1,000 00
City Academy	2,000 00
Clowder House Foundation	500.00
Colorado State University Foundation	3,000.00
Commonwealth Health Foundation	1,000.00
Community School	500.00
Delta Gamma Center for Children with Visual Impairments	3,000.00
Desert Botanical Garden	1,500.00
Donald Danforth Plant Science Center	2,000 00
Duke University	5,000 00
Epilepsy Therapy Project	1,000 00
Fair Saint Louis Foundation	10,500.00
Father's Support Center, Saint Louis	1,000.00
Feed My People	1,000 00
Fisher House in Saint Louis	500 00
Forest Park Forever	500.00
Foundation Fighting Blindness	500 00
Friends of Tower Grove Park	1,000 00
General Douglas MacArthur Foundation	500.00
Girl Scouts of Eastern Missouri	1,500 00
Great Circle	500 00
Greater Saint Louis Community Foundation - Hospice Foundation of Greater Saint Louis Fund	250.00
Guiding Eyes for the Blind	500 00
Heard Museum	1,000 00
Hope Happens for Neurological Disorders	500.00
Humane Society of Missouri	500 00
I Do It For Her	500 00
Independence Center	2,000 00
John Burroughs School	2,500 00
Junior Achievement of Greater Saint Louis	5,500 00
Junior Achievement of South Central Kentucky	2,000.00
KDHX	1,000 00
KIPP Saint Louis	500 00
Landmarks Association of Saint Louis	250 00
Lehigh University	5,000 00

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Lemay Child and Family Center	500 00
Leukemia & Lymphoma Society	150.00
Life Skills	5,500.00
Lifelong Vision Foundation	2,000.00
Lindenwood University	1,000 00
Louisburg College	1,000 00
Louisiana D A R.E. Officer's Association	1,500 00
Louisiana State University Foundation	1,500 00
Mary Institute and Saint Louis Country Day School	39,000 00
Masonic Home of Missouri	1,000.00
Matthews-Dickey Boys' and Girls' Club	1,000 00
Meds and Food for Kids	250 00
Missouri Baptist Healthcare Foundation Heart Research Fund	2,000 00
Missouri Botanical Garden	3,200 00
Missouri Colleges Fund, Inc	5,000 00
Missouri Historical Society - Missouri History Museum	7,500 00
Missouri University of Science & Technology - Scholarship Awardees	10,000.00
Missouri Water Polo	1,000 00
Mothers Against Drunk Driving	1,500.00
National Alliance on Mental Illness Saint Louis	500 00
National Defense University Foundation	500 00
National Multiple Sclerosis Society - Mid South Chapter	1,500 00
National Museum of Education - Science Screen Report	1,500 00
Nine Network of Public Media	1,000 00
100 Black Men of Metro Baton Rouge - Greater Baton Rouge Brotherhood & Sisterhood	1,000 00
Occidental College	1,000 00
Phoenix Art Museum	1,000 00
Project Wildlife	5,000 00
Ranken Jordan	500 00
Ranken Technical College	5,000 00
Ready Readers	1,000 00
Saint Louis Art Museum Foundation	2,500 00
Saint Louis Beacon	3,750 00
Saint Louis Genealogical Society	1,000 00
Saint Louis Mercantile Library at the University of Missouri - Saint Louis	1,000.00
Saint Louis Military Officer Support Foundation	2,500 00
Saint Louis Rotary Club Welfare Fund, Inc.	500 00
Saint Louis Science Center Foundation	1,000 00
Saint Louis Sports Foundation	500 00
Saint Louis University	500 00
Saint Louis Zoo Foundation	3,000 00
Saint Luke's Hospital	1,000 00
Saint Peter's Episcopal Church	2,500 00
Shakespeare Festival St Louis	5,000 00
Shriners Hospitals for Children - Saint Louis	4,000.00
South Central Kentucky Kids on the Block, Inc.	1,000 00
Southern University System Foundation	1,500 00
Special Olympics Louisiana	3,000.00
Special Olympics Missouri Saint Louis Metro Area	1,000 00
Spondylitis Association of America	2,000 00
Staunton Public Library	250 00
Stray Rescue of Saint Louis	2,500 00
Sunshine Ministries	1,250.00
Sweet Briar College	1,000.00
10th Mountain Division Hut Association	500 00
Teach for America - Saint Louis	5,000 00
Teach for America - South Louisiana	1,000 00
Texas Military Institute	250 00
The Army Distaff Foundation and Knollwood	500 00
The Campanile Foundation - San Diego State University	1,000 00
The Church of St Michael & St. George	22,500 00
The College School	1,000 00
The Foundation for Barnes-Jewish Hospital	200 00
The Foundation for Linn State Technical College	500 00
The Musk Ox Development Corporation	5,000 00
The National Children's Cancer Society	1,000.00

STATEMENT 11 2/5

The Regional Business Council	11,000 00
The University of Arizona	1,000.00
The University of the South	1,000 00
The Women's Society of Washington University	1,000.00
The Zoological Society of San Diego	5,000 00
Tower Grove Park	10,000 00
Trailnet	500 00
United Negro College Fund	1,000 00
United Way of Greater Saint Louis	27,500 00
United Way of Southern Kentucky	7,000 00
University City Children's Center	1,000 00
University of Colorado Foundation	1,000 00
University of Kentucky	500 00
University of Missouri	500 00
University of Pittsburgh Medical and Health Sciences Foundation	100 00
University of Redlands	1,000 00
University of Southern California	3,500 00
USA Swimming Foundation	2,500 00
USO of Missouri, Inc.	1,500 00
Valley Presbyterian Church	500 00
Veiled Prophet Foundation	3,500 00
Washington University in Saint Louis	8,000 00
Washington University in Saint Louis Institute for Public Health	4,000 00
West Indies Self-Help	5,000 00
Western Kentucky University - Scholarship Awardee	9,963 25
Western Kentucky University Foundation	500 00
Whitfield School	1,000.00
Wings of Hope	500.00
World Bird Sanctuary	1,000 00
Yellow Ribbon Fund	12,500.00
Part XV, line 3a	470,313

CHANGES IN AMOUNTS APPROVED FOR FUTURE PAYMENT

Approved for future payment at October 31, 2012	Part XV, line 3b	0
Less approved for future payment at October 31, 2011		5,000
		(5,000)
		$ 465,313

NOTE 3 — MARKETABLE SECURITIES

Marketable securities, which are managed by two custodians, consist of the following:

	October 31,			
	2012		2011	
	Cost or Basis	Fair Value	Cost or Basis	Fair Value
Common Stocks				
TIAA-CREF Trust Company	$ 1,618,675	$ 3,429,003	$ 1,681,715	$ 3,318,877
Mutual Funds				
TIAA-CREF Trust Company	2,821,901	3,130,113	2,221,448	2,597,361
U S. Bank	1,811,783	1,903,804	1,901,792	1,831,172
	4,633,684	5,033,917	4,123,240	4,428,533
Commercial Bonds				
TIAA-CREF Trust Company	-	-	-	-
U S. Bank	-	-	-	-
	-	-	-	-
	$ 6,252,359	$ 8,462,920	$ 5,804,955	$ 7,747,410

STATEMENT 12