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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.

2012

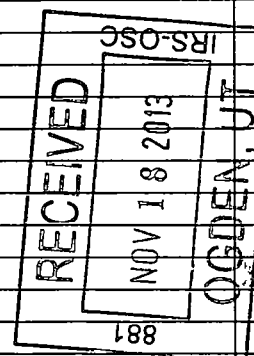
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation GATEWAY FOUNDATION		A Employer identification number 20-6294706
Number and street (or P O box number if mail is not delivered to street address) 720 OLIVE STREET, SUITE 1977	Room/suite	B Telephone number (314) 241-3337
City or town, state, and ZIP code ST LOUIS, MO 63101		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 58,361,473.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				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		94.	94.		STATEMENT 1
4 Dividends and interest from securities		1,139,683.	1,138,366.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,522,425.			STATEMENT 3
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			1,303,377.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances		86.			STATEMENT 4
b Less Cost of goods sold		314.			
c Gross profit or (loss)		-228.			
11 Other income		-15,615.	-39,830.		STATEMENT 5
12 Total. Add lines 1 through 11		2,646,359.	2,402,007.		
13 Compensation of officers, directors, trustees, etc.		87,668.	0.		87,668.
14 Other employee salaries and wages		77,817.	0.		77,817.
15 Pension plans, employee benefits		49,898.	0.		49,898.
16a Legal fees STMT 6		1,378.	0.		1,378.
b Accounting fees STMT 7		13,615.	0.		9,528.
c Other professional fees STMT 8		146,128.	128,971.		0.
17 Interest		11,690.	11,690.		0.
18 Taxes STMT 9		49,432.	4,676.		0.
19 Depreciation and depletion		3,760.	0.		
20 Occupancy		19,570.	0.		19,570.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 10		372,681.	176,904.		99,908.
24 Total operating and administrative expenses. Add lines 13 through 23		833,637.	322,241.		345,767.
25 Contributions, gifts, grants paid		916,309.			916,309.
26 Total expenses and disbursements. Add lines 24 and 25		1,749,946.	322,241.		1,262,076.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		896,413.			
b Net investment income (if negative, enter -0-)			2,079,766.		
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		20,600.	39,028.	39,028.
	2	Savings and temporary cash investments		278,107.	596,120.	596,120.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use		1,339.	1,025.	1,025.
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 12	33,150,645.	33,539,657.	38,937,704.	
14	Land, buildings, and equipment: basis ▶	41,856.				
	Less: accumulated depreciation	STMT 13 ▶	19,604.	18,217.	22,252.	
15	Other assets (describe ▶)	STATEMENT 14)	18,706,400.	18,761,767.	18,761,767.	
16	Total assets (to be completed by all filers)		52,175,308.	52,959,849.	58,357,896.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable	STMT 15	3,600,000.	3,600,000.	
	22	Other liabilities (describe ▶)	STATEMENT 16)	2,047.	3,143.	
23	Total liabilities (add lines 17 through 22)		3,602,047.	3,603,143.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg., and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances		48,573,261.	49,356,706.		
31	Total liabilities and net assets/fund balances		52,175,308.	52,959,849.		

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	48,573,261.
2	Enter amount from Part I, line 27a	2	896,413.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	49,469,674.
5	Decreases not included in line 2 (itemize) ▶	5	112,968.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	49,356,706.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.			
b PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.			
c PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.			
d PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.			
e			

(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			367,179.
b			921,149.
c			15,066.
d			-17.
e			

(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			(ST) 367,179.
b			(LT) 921,149.
c			(SEC 1231) 15,066.
d			(INVOLUNTARY -17.
e			CONVERSION)

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	1,303,377.
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 the 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))
2011	1,772,970.	37,865,659.	.046823
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

2 Total of line 1, column (d)	2	.835066
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	.167013
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	39,708,214.
5 Multiply line 4 by line 3	5	6,631,788.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,798.
7 Add lines 5 and 6	7	6,652,586.
8 Enter qualifying distributions from Part XII, line 4	8	1,325,501.

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 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax

19,555. Refunded

Part VII 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?

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?

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

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

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.

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?

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.

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

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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

1	41,595.
2	0.
3	41,595.
4	0.
5	41,595.
6a	56,150.
6b	
6c	5,000.
6d	
7	61,150.
8	
9	
10	19,555.
11	0.

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation 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 ► WWW.GATEWAY-FOUNDATION.ORG	13	X	
14	The books are in care of ► MATTHEW A 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 2012, 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 TDF 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 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 2012.)	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 2012?	4b	X

Part VII Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

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

N/A

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		87,668.	24,336.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
TAMPSCO ENTERPRISES, INC - 1034 S BRENTWOOD BLVD, STE 1492, ST LOUIS, MO 63117	MANAGEMENT SERVICES	145,666.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A**Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 INSURANCE AND MAINTENANCE OF SCULPTURES ON PUBLIC DISPLAY	
	43,886.
2 DESIGN & INSTALLATION COSTS RELATING TO ADDITIONAL SCULPTURES TO BE PLACED ON PUBLIC DISPLAY	
	9,113.
3	
4	

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
SEE STATEMENT 18	55,367.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	55,367.

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	22,870,361.
b	Average of monthly cash balances	1b	33,825.
c	Fair market value of all other assets	1c	17,408,722.
d	Total (add lines 1a, b, and c)	1d	40,312,908.
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	40,312,908.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	604,694.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,708,214.
6	Minimum investment return. Enter 5% of line 5	6	1,985,411.

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	1,985,411.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	41,595.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	41,595.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,943,816.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,943,816.
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	1,943,816.

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	1,262,076.
b	Program-related investments - total from Part IX-B	1b	55,367.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	8,058.
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	1,325,501.
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	1,325,501.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,943,816.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	12,359,765.			
d From 2010				
e From 2011				
f Total of lines 3a through e	12,359,765.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,325,501.			0.	
a Applied to 2011, 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 2012 distributable amount				1,325,501.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	618,315.			618,315.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,741,450.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	11,741,450.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	11,741,450.			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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				
CHARITABLE CONTRIBUTION PASSTHROUGH FROM FOUNDATION PARTNERS FUND, G.P.		PUBLIC		1,293.
SEE SCHEDULE ATTACHED		PUBLIC		915,016.
Total			3a	916,309.
b Approved for future payment				
SEE SCHEDULE ATTACHED		PUBLIC		1,121,500.
Total			3b	1,121,500.

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

OMB No 1545-0172

2012Attachment
Sequence No 179

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

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 2011 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 2013. 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 2012	17	3,104.
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 2012 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		3,392.	5 YRS.	HY	SL	339.
c 7-year property		3,920.	7 YRS.	HY	SL	280.
d 10-year property		747.	10 YRS.	HY	SL	37.
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 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	3,760.
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	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use.							25	
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%			S/L -			
		%			S/L -			
		%			S/L -			
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year:					
43 Amortization of costs that began before your 2012 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

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

SOURCE	AMOUNT
CALIFORNIA DEPARTMENT OF REVENUE	5.
THE COMMERCE TRUST COMPANY	89.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	94.

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)	855,370.	0.	855,370.
FOUNDATION PARTNERS FUND, G.P. (INTEREST)	282,996.	0.	282,996.
FOUNDATION PARTNERS FUND, G.P. (INTEREST-UBTI)	1,317.	0.	1,317.
TOTAL TO FM 990-PF, PART I, LN 4	1,139,683.	0.	1,139,683.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 3

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED DATE SOLD GAIN OR LOSS
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.				PURCHASED	
					(ST) 367,179.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED DATE SOLD GAIN OR LOSS
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.				PURCHASED	
					(LT) 921,149.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED DATE SOLD GAIN OR LOSS
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.				PURCHASED	
					(SEC 1231) 15,066.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	-17.
					(INVOLUNTARY CONVERSION)

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	(ST-UBTI) 2,536.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	(LT-UBTI)-30,969.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.		PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
			(SEC 1231-UBT)	247,481.		
NET GAIN OR LOSS FROM SALE OF ASSETS				1,522,425.		
CAPITAL GAINS DIVIDENDS FROM PART IV				0.		
TOTAL TO FORM 990-PF, PART I, LINE 6A				1,522,425.		

FORM 990-PF

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

STATEMENT 4

INCOME

1. GROSS RECEIPTS	86	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		86
4. COST OF GOODS SOLD (LINE 15)	314	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		-228
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		-228

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	1,339	
9. MERCHANDISE PURCHASED		
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS		
13. ADD LINES 8 THROUGH 12		1,339
14. INVENTORY AT END OF YEAR	1,025	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14) . .		314

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.	-23,627.	-23,627.	
PARTNERSHIP INCOME (LOSS)(UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-18,298.	0.	
PORTFOLIO INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-10,118.	-10,118.	
RENTAL REAL ESTATE INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-7,077.	-7,077.	
RENTAL REAL ESTATE INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-43,438.	0.	
OTHER INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-28,134.	-28,134.	
CANCELLATION OF DEBT PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	29,130.	29,130.	
ROYALTY INCOME (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	886.	0.	
OTHER INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	77,458.	0.	
OTHER TAX EXEMPT INCOME PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	221.	0.	
ROYALTY DEDUCTION PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-5.	-5.	
OTHER RENTAL REAL ESTATE INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	1.	1.	
PORTFOLIO INCOME (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-84.	0.	
2010 990-PF REFUND	6,000.	0.	
2010 INCOME TAX REFUND (CA)	1,070.	0.	
2010 INCOME TAX REFUND (MO)	400.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-15,615.	-39,830.	

FORM 990-PF	LEGAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,378.	0.		1,378.
TO FM 990-PF, PG 1, LN 16A	1,378.	0.		1,378.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	13,615.	0.		9,528.
TO FORM 990-PF, PG 1, LN 16B	13,615.	0.		9,528.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	145,666.	128,509.		0.
CUSTODY FEES	462.	462.		0.
TO FORM 990-PF, PG 1, LN 16C	146,128.	128,971.		0.

FORM 990-PF	TAXES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAX	4,676.	4,676.		0.
STATE INCOME TAX	9,756.	0.		0.
FORM 990-PF EXCISE TAX	35,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	49,432.	4,676.		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	168.	0.		168.
COPIER & DUPLICATION EXPENSE	5,411.	0.		5,411.
OFFICE SUPPLIES & EXPENSE	1,907.	0.		1,907.
POSTAGE & DELIVERY EXPENSE	672.	0.		672.
TELEPHONE EXPENSE	4,509.	0.		4,509.
DIRECT CHARITABLE ACTIVITIES-SEE PART IX-A	52,999.	0.		52,999.
INSURANCE EXPENSE	25,162.	0.		25,162.
PORTFOLIO DEDUCTIONS PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	172,919.	172,919.		0.
NONDEDUCTIBLE EXPENSE PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	2,512.	0.		0.
OTHER DEDUCTIONS PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	11,545.	3,985.		0.
BANK CHARGES	54.	0.		54.
COMPUTER EXPENSE	962.	0.		962.
MEETINGS EXPENSE	454.	0.		454.
SEC 59(E)(2) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	76,285.	0.		0.
REPAIR AND MAINTENANCE	12.	0.		12.
DUES & SUBSCRIPTIONS	948.	0.		948.
WEBSITE EXPENSE	6,650.	0.		6,650.
SECTION 179 EXPENSE PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	9,248.	0.		0.
ABANDONMENT LOSS	264.	0.		0.
TO FORM 990-PF, PG 1, LN 23	372,681.	176,904.		99,908.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 11

DESCRIPTION	AMOUNT
BOOK VS TAX ACCOUNTING DIFF - PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	112,968.
TOTAL TO FORM 990-PF, PART III, LINE 5	112,968.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOUNDATION PARTNERS FUND, G.P.	FMV	33,539,657.	38,937,704.
TOTAL TO FORM 990-PF, PART II, LINE 13		33,539,657.	38,937,704.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	13
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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.
TELEPHONE SYSTEM	4,276.	2,924.	1,352.
2 DESK CHAIRS	290.	201.	89.
19" DELL 1907FP ULTRASHARP FLAT PANEL MONITOR	281.	281.	0.
3.00 GHZ GATEWAY COMPUTER (BOOKKEEPER)	572.	572.	0.
2.00 GHZ DELL COMPUTER	2,287.	2,287.	0.
DELL OPTIPLEX 745 AND MONITOR (SECY)	1,475.	1,475.	0.
10 CHADWICK CHAIRS	2,540.	932.	1,608.
SHED (CG)	1,300.	477.	823.
SHED (CG)	1,258.	388.	870.
PLAYER PIANO (CG)	8,675.	1,953.	6,722.
LAPTOP COMPUTER, PRINTER & ROUTER (CG)	693.	370.	323.
DELL INSPIRON 15 LAPTOP COMPUTER AND INSTALLATION (CG)	623.	250.	373.
FIBER CONVERTORS AND INSTALLATION (CG)	2,107.	426.	1,681.
SECURITY CAMERA AND INSTALLATION (CG)	1,245.	237.	1,008.
DELL OPTIPLEX 790 DESKTOP & DELL LATITUDE E5420 LAPTOP & INSTALL	3,392.	339.	3,053.
DVD PLAYER (CG)	529.	26.	503.
SECURITY CAMERAS (CG)	3,920.	280.	3,640.
SONY CYBER-SHOT CAMERA	218.	11.	207.
TOTAL TO FM 990-PF, PART II, LN 14	41,856.	19,604.	22,252.

FORM 990-PF	OTHER ASSETS	STATEMENT 14
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACQUISITION OF SCULPTURES FOR PUBLIC DISPLAY	18,497,060.	18,497,060.	18,497,060.
TERRACE VIEW, INC	209,340.	264,707.	264,707.
TOTAL TO FORM 990-PF, PART II, LINE 15	18,706,400.	18,761,767.	18,761,767.

FORM 990-PF	MORTGAGES PAYABLE	STATEMENT 15
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DESCRIPTION	BALANCE DUE
THE NORTHERN TRUST COMPANY	3,600,000.
TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B	3,600,000.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 16
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	2,047.	1,146.
RETIREMENT EXPENSE PAYABLE	0.	1,896.
MISCELLANEOUS PAYABLE	0.	101.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,047.	3,143.

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 3 MTGS/YR	0.	0.	0.
SUSAN RAVA 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	SEC/TREAS/TTE 3 MTGS/YR	0.	0.	0.
GYO OBATA 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	TRUSTEE 3 MTGS/YR	0.	0.	0.
M PETER FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	PRES/TRUSTEE 3 MTGS/YR	0.	0.	0.
MATTHEW FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	TRUSTEE 3 MTGS/YR	0.	0.	0.
CHRISTY B FOX 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	EXECUTIVE DIRECTOR/ASST SECY. 40.00	87,668.	24,336.	0.
MICHAEL FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	TRUSTEE 3 MTGS/YR	0.	0.	0.
DAVID MESKER 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	TRUSTEE 3 MTGS/YR	0.	0.	0.
SUSAN PHILPOTT 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	TRUSTEE 3 MTGS/YR	0.	0.	0.
MARTHA FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	TRUSTEE 3 MTGS/YR	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		87,668.	24,336.	0.

FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT 18

DESCRIPTION

THE INVESTMENT OF CASH AND MISCELLANEOUS IMPROVEMENTS (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

55,367.

GATEWAY FOUNDATION
2012 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	20,000
		REPAIRS & MAINTENANCE	14,647*
		SIGNAGE	21,517*
		SUPPLIES	233*
		ADVERTISING	509*
		REIMBURSEMENT	<u>(1,539)</u>
TOTAL			<u>55,367</u>

*ATTRIBUTABLE TO THE CITYGARDEN, A PUBLIC SCULPTURE PARK LOCATED IN
DOWNTOWN ST. LOUIS, MISSOURI.

GATEWAY FOUNDATION
2012 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.	\$741,403.14	Annual
95-12-00	Metro	Public	2012 maintenance of the underground vault and fog wall system located at Triangle Park	\$57,831.93	Annual
01-03-02	National Park Service	Public	Fund the cost of electrical service and maintenance in connection with the lighting of the Arch.	\$51,228.00	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.	\$54,553.00	No
11-09-01	Cinema Saint Louis	Public	Artist Award program Cinema at Citygarden Round 2	\$5,000.00	Yes
12-09-01	Cinema Saint Louis	Public	Artist Award program Cinema at Citygarden Round 3	\$5,000.00	No
Note: All of the grant recipients are located in the St. Louis Metropolitan Area.				<u>\$915,016.07</u>	

GATEWAY FOUNDATION
2012 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.	\$905,500.00	Annual
13-01-01	Contemporary Art Museum-Great Rivers Biennial Artist Awards	Public	Funding of 3 artist awards, exhibition and administrative expenses for the 2013-2014 - Round 6.	\$90,000.00	No
95-12-00	Metro	Public	2013 maintenance of the underground vault and fog wall system located at Triangle Park.	\$65,000.00	Annual
01-03-02	National Park Service	Public	Fund the cost of electrical service and maintenance in connection with the lighting of the Arch.	\$56,000.00	Annual
12-09-01	Cinema Saint Louis	Public	Artist Award program Cinema at Citygarden Round 3	\$5,000.00	No
Note: All of the grant recipients are located in the St. Louis Metropolitan Area.				\$1,121,500.00	

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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 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 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)
	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)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

M PETER FISCHER

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** 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	\$	61,150.
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	\$	56,150.
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	\$	5,000.

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. 1-2013)

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

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

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

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

Type or print File by the due date for filing your return. See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	GATEWAY FOUNDATION	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)
	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)

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Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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.

M PETER FISCHER

- 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, 2013.**

5 For calendar year **2012**, 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 FOR 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	\$ 61,150.
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	\$ 61,150.
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

Form 8868 (Rev. 1-2013)