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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 04-01-2012 , and ending 03-31-2013

Name of foundation EDWARD & THEA LAWTON FOUNDATION		A Employer identification number 43-1580512	
Number and street (or P O box number if mail is not delivered to street address) 7215 CREVELING DR		Room/suite	B Telephone number (see instructions) (314) 727-1155
City or town, state, and ZIP code ST LOUIS, MO 631304124		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,573,836		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

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) (see instructions))		(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 (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	86	86	86	
	4 Dividends and interest from securities.	36,988	36,988	36,988	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	173,971			
	b Gross sales price for all assets on line 6a <u>917,554</u>				
	7 Capital gain net income (from Part IV, line 2)		173,971		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	211,045	211,045	37,074	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,000	0	0	0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,879	0	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	90	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	4,969	0	0	0
	25 Contributions, gifts, grants paid	178,350			178,350
	26 Total expenses and disbursements. Add lines 24 and 25	183,319	0	0	178,350
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	27,726			
	b Net investment income (if negative, enter -0-)		211,045		
	c Adjusted net income (if negative, enter -0-)			37,074	

Part II

Balance Sheets

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

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	32,887	10,871	10,871
	2	Savings and temporary cash investments	37,475	3,716	3,716
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	520	1,550	1,550
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,193,800 ☒	1,276,271	1,557,699
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,264,682	1,292,408	1,573,836	
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 (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
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			
	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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,264,682	1,292,408	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,264,682	1,292,408	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,264,682	1,292,408		

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	1,264,682
2	Enter amount from Part I, line 27a	2	27,726
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,292,408
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	1,292,408

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	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	173,971
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	14,296

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 page 18 of 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	79,500	1,535,724	0 051767
2010	78,026	1,477,382	0 052814
2009	76,885	1,291,438	0 059534
2008	82,028	1,475,837	0 055581
2007	94,990	1,933,725	0 049123

2	Total of line 1, column (d).	2	0 268819
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	0 053764
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,531,061
5	Multiply line 4 by line 3.	5	82,316
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,110
7	Add lines 5 and 6.	7	84,426
8	Enter qualifying distributions from Part XII, line 4. 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	8	178,350

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	2,110
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	2,110
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	2,110
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,550	
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	1,550
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	560
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒	Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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?.	1c		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	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		No
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	Yes	
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	Yes	
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	Yes	
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	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶EVELYN GOLDBERG Telephone no ▶(314) 721-2195			
	Located at ▶7215 CREVELING DRIVE ST LOUIS MO ZIP +4 ▶63130			
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		
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?	16		No
See 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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		No
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?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see instructions).	☐ 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)?	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?	☐ 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		No
	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?	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 (see instructions).				
(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
EVELYN GOLDBERG	TRUSTEE	0	0	0
7215 CREVELING DRIVE	0 00			
ST LOUIS, MO 63130				
MARTHA ARONSON	TRUSTEE	0	0	0
818 S MERAMEC	0 00			
ST LOUIS, MO 63105				
MIRIAM WILHELM	TRUSTEE	0	0	0
7010 WASHINGTON	0 00			
ST LOUIS, MO 63130				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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 (see instructions). 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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the 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	1,383,115
b	Average of monthly cash balances.	1b	171,262
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,554,377
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	1,554,377
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	23,316
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,531,061
6	Minimum investment return. Enter 5% of line 5.	6	76,553

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	76,553
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,110
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,110
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	74,443
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	74,443
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	74,443

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	178,350
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	178,350
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 (see instructions).	5	2,110
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	176,240
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				74,443
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	1,014			
b From 2008.	9,004			
c From 2009.	12,943			
d From 2010.	4,672			
e From 2011.	4,257			
f Total of lines 3a through e.	31,890			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 178,350				
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.				74,443
e Remaining amount distributed out of corpus	103,907			
5 Excess distributions carryover applied to 2012 (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	135,797			
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 instructions.			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) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	1,014			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	134,783			
10 Analysis of line 9				
a Excess from 2008.	9,004			
b Excess from 2009.	12,943			
c Excess from 2010.	4,672			
d Excess from 2011.	4,257			
e Excess from 2012.	103,907			

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	178,350
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(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	86	
4	Dividends and interest from securities. . . .			14	36,988	
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.					
8	Gain or (loss) from sales of assets other than inventory			18	173,971	
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		211,045	0
13	Total. Add line 12, columns (b), (d), and (e).			13		211,045

[illegible]

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	***** 2013-06-03 Signature of officer or trustee Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P01263356
	MIRIAM G WILHELM	MIRIAM G WILHELM			
	Firm's name ☐	WILHELM & WILHELM LLC			Firm's EIN ☐ 43-1870213
		7777 BONHOMME AVE 2001			
	Firm's address ☐	ST LOUIS, MO 631051946			Phone no (314) 727-1155

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
450 ACCENTURE	P	2011-11-29	2012-04-04
250 ACCENTURE	P	2012-02-17	2012-04-04
600 ACCENTURE	P	2012-06-07	2013-02-01
550 BECTON DICKINSON	P	2012-02-17	2013-02-01
840 DANAHER	P	2011-10-26	2012-06-07
1050 FRPRT-MCMRN	P	2012-04-27	2012-12-07
2000 HARTFORD	P	2012-02-17	2012-08-09
1180 JP MORGAN	P	2011-10-26	2012-04-04
600 ABBOTT	P	2004-03-22	2012-04-04
400 ABBOTT	P	2004-06-08	2012-04-04
970 AMERICAN ELECTRIC	P	2010-12-28	2012-04-27
375 APACHE	P	2010-07-09	2012-10-04
470 COGLATE	P	2008-05-02	2012-04-04
680 KINDER MORGAN	P	2007-11-08	2012-08-15
700 NEXTERA	P	2011-06-24	2012-08-09
750 NORFOLK	P	2007-08-03	2012-08-09
600 PROCTER	P	2006-11-06	2012-08-09
400 PROCTER	P	2006-12-15	2012-08-09
1000 SCANA	P	2011-04-06	2012-10-04
1000 SOUTHERN	P	2011-06-24	2013-02-01
1200 VERIZON	P	2010-04-05	2012-04-04
1150 WALGREEN	P	2010-07-09	2013-02-01
1000 WELLS FARGO	P	1997-12-17	2012-04-27
99 WELLS FARGO	P	1999-09-28	2013-04-27
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
28,515		25,314	3,201
15,842		14,818	1,024
43,527		35,731	7,796
46,183		42,994	3,189
43,001		40,225	2,776
33,687		40,412	-6,725
34,627		42,990	-8,363
51,583		40,185	11,398
36,446		22,796	13,650
24,297		17,173	7,124
37,007		35,293	1,714
32,019		33,090	-1,071
45,644		34,874	10,770
55,639		3,956	51,683
48,072		39,938	8,134
54,753		39,843	14,910
39,760		38,549	1,211
26,507		25,735	772
48,322		40,207	8,115
43,783		40,156	3,627
45,736		35,754	9,982
45,872		32,862	13,010
33,410		18,763	14,647
3,308		1,925	1,383
14			14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,201
			1,024
			7,796
			3,189
			2,776
			-6,725
			-8,363
			11,398
			13,650
			7,124
			1,714
			-1,071
			10,770
			51,683
			8,134
			14,910
			1,211
			772
			8,115
			3,627
			9,982
			13,010
			14,647
			1,383
			14

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ANNIES HOPE 1333 LOCKWOOD STE 104 ST LOUIS,MO 63122	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	1,000
BACKSTOPPERS PO BOX 66927 ST LOUIS,MO 63166	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	1,000
BISHOP DUBORG HIGH SCHOOL C/O FATHER LYDON 5850 EICHELBERGER ST LOUIS,MO 63109	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	1,500
CANCER SUPPORT COMMUNITY OF GREATER ST LOUIS 1058 OLD DES PERES RD ST LOUIS,MO 63131	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	1,000
CENTRAL INSTITUTE FOR THE DEAF 818 S EUCLID ST LOUIS,MO 63110	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO PHYSICALLY OR MENTALLY HANDICAPPED PERSONS	2,000
CENTRAL REFORM CONGREGATION 5020 WATERMAN ST LOUIS,MO 63108	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	50,000
CHANNEL NINE 3655 OLIVE STREET ST LOUIS,MO 631089984	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	500
CHRISTIAN BROTHERS COLLEGE 1850 DE LA SALLE DR ST LOUIS,MO 63141	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	1,500
COLLEGE BOUND 110 N JEFFERSON ST LOUIS,MO 63103	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	50
CROWN CENTER 8350 DELCREST DR ST LOUIS,MO 63124	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	2,000
CULTURAL LEADERSHIP 225 LINDEN AVENUE ST LOUIS,MO 63105	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	1,000
DAUGHTERS OF ST PAUL 9804 WATSON ROAD ST LOUIS,MO 63126	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	1,000
DEUTSCH NURSERY TEMPLE ISRAEL 1 RABBI RUBIN DR ST LOUIS,MO 63141	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	2,500
GOLDFARB SCHOOL OF NURSING AT BARNES JEWISH COLLEGE 306 S KINGSHIGHWAY BLVD ST LOUIS,MO 63110	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	5,000
GOOD SHEPHERD CHILDREN & FAMILY SERVICES 1340 PARTRIDGE ST LOUIS,MO 63130	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HADASSAH 745 CRAIG RD SUITE 102 ST LOUIS,MO 63141	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	1,000
HOLOCAUST MUSEUM PO BOX 28385 ST LOUIS,MO 631469785	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	500
JEWISH FAMILY & CHILDREN'S SERVICES 10950 SCHUETZ RD ST LOUIS,MO 63146	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	1,000
JEWISH FEDERATION PO BOX 28385 ST LOUIS,MO 63146	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	10,000
JEWISH FOOD PANTRY 10950 SCHUETZ RD ST LOUIS,MO 63146	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	1,000
JUVENILE DIABETES 50 CRESTWOOD ROOM 401 ST LOUIS,MO 63132	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	100
LEUKEMIA SOCIETY 77 WESTPORT PLAZA ST LOUIS,MO 63146	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO PHYSICALLY OR MENTALLY HANDICAPPED PERSONS	1,000
LIFT FOR LIFE 1731 SOUTH BROADWAY ST LOUIS,MO 63104	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	1,000
LUPUS FOUNDATION 5701 COLUMBIA AVE ST LOUIS,MO 63139	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO PHYSICALLY OR MENTALLY HANDICAPPED PERSONS	1,000
MANASSAH MINISTRY 7370 N HANLEY HAZELWOOD,MO 63042	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	500
MEMORY CARE HOME SOLUTIONS 1526 S BIG BEND ST LOUIS,MO 63117	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO PHYSICALLY OR MENTALLY HANDICAPPED PERSONS	1,000
MIRIAM SCHOOL 501 BACON AVE ST LOUIS,MO 63119	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO PHYSICALLY OR MENTALLY HANDICAPPED PERSONS	4,000
MUNI OPERA 200 FOREST PARK ST LOUIS,MO 63112	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	500
NAMI OF MISSOURI 3405 W TRUMAN BLVD JEFFERSON CITY,MO 651092501	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO PHYSICALLY OR MENTALLY HANDICAPPED PERSONS	2,000
OASIS PROGRAM 7710 CARONDELET AVE ST LOUIS,MO 63105	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OPTIONS FOR JUSTICE 200 S HANLEY SUITE 207 ST LOUIS,MO 63105	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	500
PLANNED PARENTHOOD 4231 FOREST PARK AVE ST LOUIS,MO 63108	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	50
PARAQUAD 5340 OAKLAND AVE ST LOUIS,MO 63110	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO PHYSICALLY OR MENTALLY HANDICAPPED PERSONS	1,000
READY READERS 9378 OLIVE BLVD SUITE 213 ST LOUIS,MO 63132	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	1,000
SCHOLARSHIP FOUNDATION 8215 CLAYTON RD ST LOUIS,MO 63117	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	15,050
SHERWOOD FOREST CAMP 2708 SUTTON BLVD ST LOUIS,MO 63143	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	1,000
SPECIAL OLYMPICS METROPOLITAN PLACE 1200 CLARK ST LOUIS,MO 63103	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO PHYSICALLY OR MENTALLY HANDICAPPED PERSONS	500
ST JUDE'S CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS,TN 381050050	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO PHYSICALLY OR MENTALLY HANDICAPPED PERSONS	1,000
ST LOUIS ART MUSEUM FOUNDATION PO BOX 78871 ST LOUIS,MO 631789983	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	500
ST LOUIS PUBLIC RADIO PO BOX 843184 KANSAS CITY,MO 641843048	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	500
ST LOUIS PUBLIC LIBRARY 6701 DELMAR ST LOUIS,MO 63130	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	500
ST LOUIS SYMPHONY 718 N GRAND BLVD ST LOUIS,MO 63103	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	500
ST LOUIS U HIGH SCHOOL 4970 OAKLAND AVENUE ST LOUIS,MO 63108	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	50
CONGREGATION TEMPLE ISRAEL 10675 LADUE ROAD ST LOUIS,MO 63141	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	50,000
UNIVERSITY CITY EDUCATION FOUNDATION 8136 GROBY ST LOUIS,MO 63130	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
VISITATION ACADEMY 3010 N BALLAS ROAD ST LOUIS,MO 63131	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	1,500
VOLUNTEERS IN MEDICINE 2140 N FOURTH ST ST CHARLES,MO 63301	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	1,000
WASH U - SCHOOL OF OCCUPATIONAL THERAPY 444 FOREST PARK CAMPUS BOX 8505 ST LOUIS,MO 63108	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	2,000
WASH U LAWSCHOOL ONE BROOKINGS ST LOUIS,MO 63130	NONE	501(C)(3)	PROVIDING EDUCATIONAL ASSISTANCE AND OPPORTUNITIES TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT AND OR NEEDY PERSONS	3,000
WOMEN IN CHARGE 1340 PATRIDGE ST LOUIS,MO 63130	NONE	501(C)(3)	PROVIDING CARE, SUPPORT, RELIEF AND FINANCIAL ASSISTANCE TO POOR, OR DISTRESSED, OR UNDERPRIVILEGED, OR INDIGENT OR NEEDY PERSONS	1,050
Total			3a	178,350

TY 2012 Accounting Fees Schedule

Name: EDWARD & THEA LAWTON FOUNDATION

EIN: 43-1580512

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WILHELM & WILHELM	3,000	0	0	0

TY 2012 Investments Corporate Stock Schedule

Name: EDWARD & THEA LAWTON FOUNDATION

EIN: 43-1580512

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1000 AFLAC	26,733	52,020
1000 ABBOTT	0	0
700 ACCENTURE PLC	0	0
500 AIR PRODUCTS	40,265	43,560
970 AMERICAN ELEC POWER	0	0
375 APACHE	0	0
85 APPLE	38,715	37,626
1250 ATT	35,417	45,863
1100 BARRICK GOLD	40,382	32,340
730 BAXTER	40,414	53,027
650 BECKTON	0	0
680 BED BATH	40,039	43,806
800 CATERPILLAR	14,594	39,137
2300 CISCO	40,227	48,059
470 COLGATE PALMOLIVE	0	0
650 CONOCOPHILIPS	38,190	39,065
840 DANAHER	0	0
825 EMERSON ELEC	39,950	46,093
820 EXPRESS SCRIPTS	40,175	53,010
750 EXXON	15,963	67,583
1000 FASTENAL	40,195	51,330
590 GENL DYNAMICS	40,174	41,601
2000 HARTFORD	0	0
800 HEALTH CARE REIT	37,940	40,746
730 ILLINOIS TOOL	40,212	44,486
1900 INTEL	40,371	41,487
200 INTERNATIONAL BUSINESS	16,657	42,660
1000 JOHNSON & JOHNSON	45,476	81,530
975 JOHNSON CONTROLS	30,105	34,193
1180 JP MORGAN CHASE	40,386	56,952

Name of Stock	End of Year Book Value	End of Year Fair Market Value
680 KINDER MORGAN	0	0
700 NEXTERA ENERGY	0	0
750 NORFOLK	39,577	48,175
700 NOVARTIS	39,938	49,868
1150 PAYCHEX	38,134	40,319
375 PRAXAIR	39,810	41,828
1000 PROCTER & GAMBLE	0	0
620 QUAL COMM	40,236	41,503
870 REALTY INCOME	38,300	39,455
1000 SCANA	0	0
525 SCHLUMBERGER	41,246	39,317
575 SIGMA	37,604	44,649
1000 THE SOUTHERN CO	0	0
680 UNITED HEALTH GROUP	38,146	38,903
1200 VERIZON	0	0
1500 VODAFONE	42,125	42,600
1150 WALGREEN	0	0
1100 WELLS FARGO	72,916	40,689
1000 WHOLE FOODS	25,659	54,219

TY 2012 Other Expenses Schedule

Name: EDWARD & THEA LAWTON FOUNDATION

EIN: 43-1580512

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE & INVESTMENT FEES	90	0	0	0

TY 2012 Taxes Schedule

Name: EDWARD & THEA LAWTON FOUNDATION

EIN: 43-1580512

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE	1,553	0	0	0
FOREIGN TAX	326	0	0	0