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 NOV 1, 2012 , and ending OCT 31, 2013

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

A Employer identification number: 23-7412437

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

Room/suite:

B Telephone number: (314)638-5000

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

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 9,460,826.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	37.	37.		STATEMENT 1
	4	Dividends and interest from securities	208,793.	208,793.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	446,935.			
	b	Gross sales price for all assets on line 6a 1,379,098.				
	7	Capital gain net income (from Part IV, line 2)		446,935.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	169.	169.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	655,934.	655,934.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	3,014.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 5	6,163.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	40,055.	39,605.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	49,232.	39,605.		0.
	25	Contributions, gifts, grants paid	561,500.			505,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	610,732.	39,605.		505,000.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	45,202.			
	b	**Net investment income** (if negative, enter -0-)		616,329.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	184,411.	176,831.	176,831.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	3,429,003.	3,809,123.	3,809,123.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	5,033,917.	5,474,449.	5,474,449.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	1,586.	423.	423.
	16 **Total assets** (to be completed by all filers)	8,648,917.	9,460,826.	9,460,826.
Liabilities	17 Accounts payable and accrued expenses	2,250.		
	18 Grants payable		56,500.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	2,250.	56,500.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	8,646,667.	9,404,326.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	8,646,667.	9,404,326.	
	31 **Total liabilities and net assets/fund balances**	8,648,917.	9,460,826.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,646,667.
2	Enter amount from Part I, line 27a	2	45,202.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	712,457.
4	Add lines 1, 2, and 3	4	9,404,326.
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	9,404,326.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,379,098.		932,163.	446,935.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				446,935.
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	446,935.
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	464,646.	8,557,029.	.054300
2010	463,694.	8,601,554.	.053908
2009	434,105.	8,055,030.	.053892
2008	390,579.	7,320,335.	.053355
2007	516,468.	9,404,003.	.054920

2 Total of line 1, column (d)	2	.270375
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	.054075
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,152,691.
5 Multiply line 4 by line 3	5	494,932.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,163.
7 Add lines 5 and 6	7	501,095.
8 Enter qualifying distributions from Part XII, line 4	8	505,000.

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 ▶ [X] and enter 1% of Part I, line 27b	1	6,163.
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	6,163.
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	6,163.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 6,586.		
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	6,586.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	423.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 423. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SAM DUGGAN Telephone no. ▶ 314-638-5000
Located at ▶ 3800 WEBER ROAD, ST. LOUIS, MO ZIP+4 ▶ 63125

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT P. STUPP 3800 WEBER ROAD ST LOUIS, MO 63125	TRUSTEE 1.00	0.	0.	0.
JOHN P. STUPP, JR. 3800 WEBER ROAD ST LOUIS, MO 63125	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Form **990-PF** (2012)

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	8,928,664.
b	Average of monthly cash balances	1b	363,408.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,292,072.
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	9,292,072.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	139,381.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,152,691.
6	***Minimum investment return.*** *Enter 5% of line 5*	6	457,635.

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	457,635.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,163.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,163.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	451,472.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	451,472.
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	451,472.

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	505,000.
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	505,000.
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	6,163.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	498,837.

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				451,472.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 66,408.				
b From 2008 28,059.				
c From 2009 42,600.				
d From 2010 41,670.				
e From 2011 48,129.				
f Total of lines 3a through e	226,866.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 505,000.				
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				451,472.
e Remaining amount distributed out of corpus	53,528.			
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	280,394.			
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	66,408.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	213,986.			
10 Analysis of line 9				
a Excess from 2008 28,059.				
b Excess from 2009 42,600.				
c Excess from 2010 41,670.				
d Excess from 2011 48,129.				
e Excess from 2012 53,528.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				505,000.
Total			▶ 3a	505,000.
b *Approved for future payment*				
SEE STATEMENT 11				56,500.
Total			▶ 3b	56,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	37.	
4 Dividends and interest from securities			14	208,793.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	169.	
8 Gain or (loss) from sales of assets other than inventory			14	446,935.	
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.		655,934.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 655,934.

(See worksheet in line 13 instructions to verify calculations)

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] | Date: 1/14/14 | Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Paul E. Schiavo	Paul E. Schiavo	1/10/14		P00006439

Firm's name ▶ UHY ADVISORS MO, INC. — Firm's EIN ▶ 43-1305800

Firm's address ▶ 15 SUNNEN DR, SUITE 100
ST. LOUIS, MO 63143 — Phone no 314-615-1200

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

SOURCE	AMOUNT
MIDWEST BANK CENTRE	37.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	37.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	208,793.	0.	208,793.
TOTAL TO FM 990-PF, PART I, LN 4	208,793.	0.	208,793.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	169.	169.	
TOTAL TO FORM 990-PF, PART I, LINE 11	169.	169.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,014.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,014.	0.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	6,163.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,163.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	450.	0.		0.
INVESTMENT SERVICES	38,955.	38,955.		0.
FOREIGN DIVIDEND TAX	650.	650.		0.
TO FORM 990-PF, PG 1, LN 23	40,055.	39,605.		0.

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

DESCRIPTION	AMOUNT
NET UNREALIZED GAIN ON MARKETABLE SECURITIES	712,457.
TOTAL TO FORM 990-PF, PART III, LINE 3	712,457.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - CORPORATE STOCK - SEE STATEMENT 12	3,809,123.	3,809,123.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,809,123.	3,809,123.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - MUTUAL FUNDS - SEE STATEMENT 12	FMV	5,474,449.	5,474,449.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,474,449.	5,474,449.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX RECEIVABLE	1,586.	423.	423.
TO FORM 990-PF, PART II, LINE 15	1,586.	423.	423.

STUPP BROS. BRIDGE & IRON CO. FOUNDATION
CHARITABLE CONTRIBUTIONS AND GRANTS
Year Ended October 31, 2013

PAID DURING THE YEAR

10th Mountain Division Hut Association	$	500
Academy of Science - St Louis		3,000
Affton Christian Food Pantry		1,000
American Cancer Society		1,000
American Heart Association		1,000
American Red Cross - Louisiana Capital Area Chapter		3,000
American Red Cross - St. Louis Area Chapter		2,000
Animal Health Foundation		4,000
Arch Grants		1,500
Arkansas Children's Hospital Foundation		500
Arthritis Foundation		1,000
Arts & Education Council		1,000
Association of the United States Army - St. Louis Gateway Chapter		500
Betty Smothers K-Y Track Club, Incorporated		1,000
Big Brothers Big Sisters of Eastern Missouri		1,200
Black Cat Theatre, Inc - Piwacket Theatre for Children		1,500
Boy Scouts of America - Greater St Louis Area Council		9,500
Boys & Girls Clubs of Greater St. Louis		2,000
Bucknell University		11,000
Campbell House Museum		500
Capital Area United Way		15,000
Cardinals Care		500
CEC/Seabee Historical Foundation		1,000
Center for American Archeology		1,000
Central Institute for the Deaf		1,000
Charlie Russell Riders Foundation, Inc.		500
Children's Hospital Foundation - St. Louis		16,000
Children's Hospital Foundation - St Louis - Douglass D. Horner Pediatric Hospice Endowment Fund		500
Children's Wish Foundation International		1,500
Christ Church of the Ascension		500
Circus Flora		1,000
City Academy		2,000
Clowder House Foundation		500
Colorado Outdoor Education Center		1,000
Colorado State University Foundation		9,000
Colorado Trail Foundation		500
Commonwealth Health Foundation		1,000
Community School		500
Crohn's & Colitis Foundation of America - Mid-America Chapter		500
Delta Gamma Center for Children with Visual Impairments		3,000
Desert Botanical Garden		500
Dogwood Farm Sanctuary		2,500
Donald Danforth Plant Science Center		2,000
Duke University		5,000
Easter Seals I Life Skills		1,500
Epilepsy Foundation		1,000
Fair Saint Louis Foundation		10,500
Father's Support Center, St. Louis		1,000

Stmt. 11

Feed My People	1,000
Fisher House in St Louis	500
Foothills United Way	725
Forest Park Forever	500
Foundation Fighting Blindness	500
Friends of Bellefontaine Cemetery Association	1,000
Friends of Tower Grove Park	500
General Douglas MacArthur Foundation	500
Georgetown Church of Christ	250
Girl Scouts of Eastern Missouri	1,500
Great Circle	500
Greater Saint Louis Community Foundation - Hospice Foundation of Greater St. Louis Fund	250
Guiding Eyes for the Blind	500
Heard Museum	500
Hope Happens for Neurological Disorders	500
Humane Society of Missouri	500
I Do It For Her Foundation	500
Independence Center	6,000
John Burroughs School	2,750
Junior Achievement of Greater St. Louis	5,500
Junior Achievement of South Central Kentucky	2,000
KDHX - Double Helix	2,500
KIPP: St. Louis	1,000
Lake Regional Health System	200
Landmarks Association of St. Louis	500
Lehigh University	5,000
Lemay Child and Family Center	2,000
Lifelong Vision Foundation	500
Lindenwood University	1,000
Louisburg College	1,000
Louisiana D.A.R.E. Officer's Association	1,500
Louisiana State University Foundation	5,000
Mary Institute and Saint Louis Country Day School	42,500
Masonic Home for Children at Oxford	200
Masonic Home of Missouri	1,000
Mathews-Dickey Boys' and Girls' Club	1,000
Meds and Food for Kids	250
Memorial Health Foundation	1,500
Missouri Baptist Healthcare Foundation	5,000
Missouri Botanical Garden	3,000
Missouri Colleges Fund, Inc.	5,000
Missouri Historical Society - Missouri History Museum	7,500
Missouri Preservation	5,000
Missouri Water Polo	2,000
National Defense University Foundation	500
National Multiple Sclerosis Society	500
Nine Network of Public Media	1,000
Northside Community School	1,000
Occidental College	2,500
Phoenix Art Museum	500
Planetary Science Institute	500
Project Wildlife	5,000
Ranken Jordan	2,500
Ranken Technical College	2,500
Ready Readers	1,000

Stmt 11

Rooftop Community Church	500
Saint Peter's Episcopal Church	500
Saint Louis Art Museum Foundation	4,500
Saint Louis Beacon	500
Saint Louis Genealogical Society	1,000
Saint Louis Mercantile Library at the University of Missouri - St. Louis	2,500
Saint Louis Military Officer Support Foundation	2,500
Saint Louis Public Radio	1,000
Saint Louis Rotary Club Welfare Fund, Inc.	500
Saint Louis School of Pharmacy - Scholarship Grant	5,000
Saint Louis Science Center Foundation	1,000
Saint Louis Sports Foundation	5,000
Saint Louis University	1,000
Saint Louis Zoo Foundation	3,000
Saint Luke's Hospital	1,000
Saint Peter's Episcopal Church	2,000
Saint Vincent DePaul Parish	100
Shakespeare Festival St. Louis	500
Shriners Hospitals for Children - Nashville	3,000
Shriners Hospitals for Children - St. Louis	4,000
South Central Kentucky Kids on the Block, Inc.	1,000
South County Family YMCA	2,500
Southcentral Kentucky Community and Technical College Foundation	500
Southern University System Foundation	2,000
Special Olympics Louisiana	1,000
Special Olympics Missouri St Louis Metro Area	1,000
Spondylitis Association of America	5,000
Stray Rescue of St. Louis	5,500
Sunshine Ministries	1,500
Sweet Briar College	1,000
Teach for America - St. Louis	5,000
Texas Military Institute	250
Tigers Unlimited Foundation	10,000
The Army Distaff Foundation and Knollwood	500
The Campanile Foundation - San Diego State University	1,000
The Church of St. Michael & St. George	22,500
The College School	1,000
The Foundation for Linn State Technical College	250
The Louisiana Veterans Foundation	3,000
The Musk Ox Development Corporation	5,000
The National Children's Cancer Society	1,500
The Regional Business Council	12,500
The Salvation Army	1,000
The University of Arizona Foundation	1,000
The University of the South	3,500
Tower Grove Park	10,100
Trailnet	500
United Negro College Fund	1,000
United Way of Greater St. Louis	27,500
United Way of St Joseph County	1,500
United Way of Southern Kentucky	9,000
University City Children's Center	2,475
University of Colorado Foundation	1,000
University of Kentucky	500
University of Missouri	500
University of Redlands	2,500
University of Southern California	3,500

Stmt 11

U.S. Vets - United States Veterans Initiative	1,000
USA Swimming Foundation	5,000
USO of Missouri, Inc	1,000
Valley Presbyterian Church	500
Veiled Prophet Foundation	5,000
Washington University in St. Louis - Army ROTC Program	2,250
Washington University in St. Louis - Institute for Public Health	5,250
Washington University in St. Louis - John M. Olin School of Business	3,000
Washington University in St Louis - School of Engineering & Applied Science	4,000
Washington University in St. Louis - Women's Society	1,000
West Indies Self-Help	1,500
Western Kentucky University Foundation	1,500
Whitfield School	1,000
Wings of Hope	1,000
World Bird Sanctuary	1,000
Yellow Ribbon Fund. Inc.	12,500
Zoological Society of San Diego	5,000
	505,000
CHANGES IN AMOUNTS APPROVED FOR FUTURE PAYMENT	
Colorado State University Foundation	$ 24,000
Independence Center	15,000
Missouri Preservation	10,000
Ranken Jordan	7,500
Approved for future payment at October 31, 2013	56,500
Less approved for future payment at October 31, 2012	-
	56,500
	$ 561,500

Stmt 11

NOTE 3 — MARKETABLE SECURITIES

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

	October 31,			
	2013		2012	
	Cost or Basis	Fair Value	Cost or Basis	Fair Value
Mutual Funds				
TIAA-CREF Trust Company	$ 2,966,897	$ 3,326,593	$ 2,821,901	$ 3,130,113
U.S. Bank	1,763,338	2,147,856	1,811,783	1,903,804
	4,730,235	5,474,449	4,633,684	5,033,917
Common Stocks				
TIAA-CREF Trust Company	1,630,317	3,809,123	1,618,675	3,429,003
	$ 6,360,552	$ 9,283,572	$ 6,252,359	$ 8,462,920

STMT 12