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## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation

## GATEWAY FOUNDATION

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

720 OLIVE STREET, SUITE 1977

A Employer identification number

20-6294706

B Telephone number

(314) 241-3337

City or town, state or province, country, and ZIP or foreign postal code

ST LOUIS, MO 63101

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 changeD 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 foundationE 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 J Accounting method:  Cash  Accrual  
(from Part II, col. (c), line 16)  Other (specify) \_\_\_\_\_F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

► \$ 55,749,838. (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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	Revenue	45,009.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		13.	13.		STATEMENT 1
4 Dividends and interest from securities		872,474.	872,366.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		558,408.			STATEMENT 3
Gross sales price for all assets on line 8a					
7 Capital gain net income (from Part IV, line 2)			363,624.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances		105.			STATEMENT 4
b Less Cost of goods sold		496.			
c Gross profit or (loss)			-391.		
11 Other income			-25,593.	-39,308.	STATEMENT 5
12 Total. Add lines 1 through 11		1,449,920.	1,196,695.		
13 Compensation of officers, directors, trustees, etc	Operating and Administrative Expenses	65,577.	0.	0.	
14 Other employee salaries and wages		57,328.	0.		122,905.
15 Pension plans, employee benefits		50,668.	0.		50,668.
16a Legal fees		10,350.	0.		10,350.
b Accounting fees		19,379.	0.		11,265.
c Other professional fees		141,682.	119,028.		0.
17 Interest		12,835.	12,835.		0.
18 Taxes		48,534.	2,614.		0.
19 Depreciation and depletion		3,788.	0.		
20 Occupancy OGDEN, UT		20,026.	0.		20,026.
21 Travel, conferences, and meetings		578.	0.		578.
22 Printing and publications		835.	0.		835.
23 Other expenses		357,587.	170,176.		111,528.
24 Total operating and administrative expenses. Add lines 13 through 23		789,167.	304,653.		328,155.
25 Contributions, gifts, grants paid		1,072,415.			1,072,415.
26 Total expenses and disbursements Add lines 24 and 25		1,861,582.	304,653.		1,400,570.
27 Subtract line 26 from line 12:		-411,662.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			892,042.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing		39,028.	32,226.	32,226.
2	Savings and temporary cash investments		596,120.	984,480.	971,741.
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use		1,025.	985.	985.
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock				
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 12	33,539,657.	32,949,226.	35,942,506.
14	Land, buildings, and equipment: basis ►	37,315.			
	Less accumulated depreciation	STMT 13 ►	19,537.	22,252.	17,778.
15	Other assets (describe ►	STATEMENT 14)		17,778.	17,778.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		18,761,767.	18,784,602.	18,784,602.
			52,959,849.	52,769,297.	55,749,838.
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		3,600,000.	3,600,000.	
22	Other liabilities (describe ►	STATEMENT 15)	3,143.	6,631.	
			3,603,143.	3,606,631.	
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)			
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		49,356,706.	49,162,666.	
			52,959,849.	52,769,297.	
	31	Total liabilities and net assets/fund balances			

## 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	49,356,706.
2	Enter amount from Part I, line 27a	2	-411,662.
3	Other increases not included in line 2 (itemize) ►	3	217,622.
4	Add lines 1, 2, and 3	4	49,162,666.
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	49,162,666.

**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					
b	<b>SEE ATTACHED STATEMENT</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					
b					
c					
d					
e				363,624.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
a					
b					
c					
d					
e				363,624.	
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	363,624.
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

**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))
2012	1,325,501.	39,708,214.	.033381
2011	1,772,970.	37,865,659.	.046823
2010	1,435,448.	35,914,113.	.039969
2009	19,446,875.	42,402,696.	.458624
2008	10,308,007.	60,430,760.	.170575
2 Total of line 1, column (d)			2 .749372
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 .149874
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 40,315,527.
5 Multiply line 4 by line 3			5 6,042,249.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,920.
7 Add lines 5 and 6			7 6,051,169.
8 Enter qualifying distributions from Part XII, line 4			8 1,424,093.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	17,841.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2	2	0.	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	17,841.	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	4	0.	
6 Credits/Payments:	5	17,841.	
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	44,055.	
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	44,055.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	26,214.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ►	11	0.	

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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.</i>	1a	X
1c Did the foundation file Form 1120-POL for this year?	1b	X
1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>	1c	X
1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>	2	X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	3	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	4a	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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) ► <u>MO</u>	8b	X
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	9	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	10	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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

11	<input checked="" type="checkbox"/>	
12		<input checked="" type="checkbox"/>
13	<input checked="" type="checkbox"/>	
Website address ► <b>WWW.GATEWAY-FOUNDATION.ORG</b>		
14	The books are in care of ► <b>MATTHEW A FISCHER</b>	
	Located at ► <b>720 OLIVE STREET, SUITE 1977, ST LOUIS, MO</b>	
15	Telephone no. ► <b>(314) 241-3337</b>	
	ZIP+4 ► <b>63101</b>	
16	<input type="checkbox"/> 15	<input checked="" type="checkbox"/> N/A
	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	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**

	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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 2013?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input checked="" type="checkbox"/> N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	► _____, _____, _____, _____	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 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 2013.)	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 2013?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> 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))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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)?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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			<input checked="" type="checkbox"/>	
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		<input type="checkbox"/> Yes <input type="checkbox"/> 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?			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A			

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<b>SEE STATEMENT 16</b>		<b>65,577.</b>	<b>22,735.</b>	<b>0.</b>

## 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
<b>NONE</b>				

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

► 0

Form 990-PF (2013)



**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	24,394,843.
b Average of monthly cash balances	1b	29,468.
c Fair market value of all other assets	1c	16,505,158.
d <b>Total</b> (add lines 1a, b, and c)	1d	40,929,469.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	40,929,469.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	613,942.
5 <b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,315,527.
6 <b>Minimum investment return.</b> Enter 5% of line 5	6	2,015,776.

**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	2,015,776.
2a Tax on investment income for 2013 from Part VI, line 5	2a	17,841.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	17,841.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,997,935.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,997,935.
6 Deduction from distributable amount (see instructions)	6	0.
7 <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,997,935.

**Part XII****Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,400,570.
b Program-related investments - total from Part IX-B	1b	23,000.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	523.
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 <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,424,093.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 <b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	1,424,093.

**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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,997,935.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	11,741,450.			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	11,741,450.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 1,424,093.			0.	
a Applied to 2012, but not more than line 2a				
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 2013 distributable amount				1,424,093.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	573,842.			573,842.
6 Enter the net total of each column as indicated below:	11,167,608.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	11,167,608.			
10 Analysis of line 9:				
a Excess from 2009	11,167,608.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				



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)				
<i>a Paid during the year</i>				
CHARITABLE CONTRIBUTION PASSTHROUGH FROM FOUNDATION PARTNERS FUND, G.P.		PUBLIC		1,006.
SEE SCHEDULE ATTACHED		PUBLIC		1,071,409.
<b>Total</b>				► 3a 1,072,415.
<i>b Approved for future payment</i>				
SEE SCHEDULE ATTACHED		PUBLIC		2,246,400.
<b>Total</b>				► 3b 2,246,400.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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					
4 Dividends and interest from securities					
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	531120	10,438.	14	-39,308.	
8 Gain or (loss) from sales of assets other than inventory	531120	186,547.	18	371,861.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					-391.
11 Other revenue					
a 2011 990-T REFUND					2,000.
b 2011 INCOME TAX REFUND					
c (CA)	531120	1,277.			
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		198,370.		1,204,932.	1,609.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,404,911.
(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).
10	<b>SALE OF CITYGARDEN T-SHIRTS</b>
11	<b>FORM 990-T REFUND</b>



**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

**GATEWAY FOUNDATION**

Employer identification number

**20-6294706**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of \$5,000 or more during the year

► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

GATEWAY FOUNDATION

Employer identification number

20-6294706

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	M PETER FISCHER  1034 SOUTH BRENTWOOD BLVD, SUITE 1492  ST LOUIS, MO 63117	\$ 45,009.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

**GATEWAY FOUNDATION**  
**2013 FORM 990-PF**  
**20-6294706**  
**PART XV, LINE 3(a)**

**GRANTS PAID DURING THE YEAR**

Grant #	Recipient	Foundation Status	Purpose	Amount	Complete
06-09-08	City of St. Louis	Public	Maintenance of Citygarden, committed through 2024.	\$865,106.10	Annual
95-12-00	Metro	Public	2013 maintenance of and plans for the underground vault and fog wall system located at Triangle Park.	\$73,889.30	Annual
01-03-02	National Park Service	Public	Fund the cost of electrical service and maintenance in connection with the lighting of the Arch.	\$60,397.76	Annual
13-01-02	Contemporary Art Museum-Great Rivers Biennial Artist Awards	Public	Funding of 3 artist awards, exhibition and administrative expenses for the 2013-2014- Round 6.	\$67,016.00	No
12-09-01	Cinema Saint Louis	Public	Artist Award program Cinema at Citygarden Round 3	\$5,000.00	Yes
<b>Note: All of the grant recipients are located in the St. Louis Metropolitan Area.</b>				<b><u>\$1,071,409.16</u></b>	

**GATEWAY FOUNDATION**  
**2013 FORM 990-PF**  
**20-6294706**

**PART XV, LINE 3(b)**

**GRANTS APPROVED/ESTIMATED FOR FUTURE PAYMENTS**

<b>Grant #</b>	<b>Recipient</b>	<b>Foundation Status</b>	<b>Purpose</b>	<b>Amount</b>	<b>Complete</b>
06-09-08	City of St. Louis	Public	Maintenance of Citygarden, committed through 2024.	\$905,000.00	Annual
14-05-03	Cinema St. Louis	Public	Funding of 3 artist awards, exhibition and administrative expenses for the 2013-2014 - Round 6.	\$10,000.00	No
13-01-02	Contemporary Art Museum-Great Rivers Biennial Artist Awards	Public	Funding of 3 artist awards, exhibition and administrative expenses for the 2013-2014 - Round 6.	\$88,000.00	No
14-05-04	Contemporary Art Museum-Free Admission Program	Public	Funding Free Admission to the museum for Sept 2014 - August 2015	\$20,000.00	No
14-05-01	Gateway Foundation	Public	Funding for the production of a book to document the sculpture collection owned by the Foundation	\$110,000.00	No
95-12-00	Metro	Public	2014 maintenance of the underground vault and fog wall system located at Triangle Park.	\$30,000.00	Annual
01-03-02	National Park Service	Public	Fund the cost of electrical service and maintenance in connection with the lighting of the Arch.	\$50,900.00	Annual
14-05-05	National Park Service	Public	Fund the cost of installation improvements in connection with the lighting of the Arch.	\$1,000,000.00	No
14-05-02	Pride St. Louis	Public	Funding for the Civil Courts Lighting Display	\$7,500.00	No
14-09-01	Shakespeare Festival St. Louis	Public	Funding for a matching grant for improvements to the Shakespeare Glen Stage in Forest Park	\$25,000.00	No
<b>Note: All of the grant recipients are located in the St. Louis Metropolitan Area.</b>					
<b>\$2,246,400.00</b>					

## GATEWAY FOUNDATION

CONTINUATION FOR 990-PF, PART IV  
20-6294706 PAGE 1 OF 1

## Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.				
b	PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.				
c	PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.				
d	PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.				
e	PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.				
f	CAPITAL GAINS DIVIDENDS				
g					
h					
i					
j					
k					
l					
m					
n					
o					
	(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				(ST)	-11,331.
b				(LT)	311,552.
c				(SEC 1231)	70,005.
d				(INVOLUNTARY CONVERSION)	2.
e				(SEC 1202 EXCLUSION)	-8,237.
f					1,633.
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
	(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				-11,331.	
b				311,552.	
c				70,005.	
d				2.	
e				-8,237.	
f				1,633.	
g					
h					
i					
j					
k					
l					
m					
n					
o					
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	363,624.
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

Depreciation and Amortization 990-PF  
(Including Information on Listed Property)

2013

Name(s) shown on return

Business or activity to which this form relates

Identifying number

GATEWAY FOUNDATION

FORM 990-PF PAGE 1

20-6294706

## Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

1 Maximum amount (see instructions)	1	500,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4 Reduction in limitation. Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	

7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property Instead, use Part V

## Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

## Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

## Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2013	17	3,746.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

## Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		147.	5 YRS.	HY	SL	15.
c 7-year property		376.	7 YRS.	HY	SL	27.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		27 5 yrs.	MM	S/L	
	/		39 yrs	MM	S/L	
	/			MM	S/L	

## Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

## Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr.	22	3,788.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CALIFORNIA DEPARTMENT OF REVENUE	13.	13.	
TOTAL TO PART I, LINE 3	13.	13.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOUNDATION PARTNERS FUND, G.P. (DIVIDENDS)	652,631.	0.	652,631.	652,631.	
FOUNDATION PARTNERS FUND, G.P. (INTEREST)	209,008.	0.	209,008.	209,008.	
FOUNDATION PARTNERS FUND, G.P. (INTEREST-UBTI)	108.	0.	108.	0.	
THE COMMERCE TRUST COMPANY	12,360.	1,633.	10,727.	10,727.	
TO PART I, LINE 4	874,107.	1,633.	872,474.	872,366.	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 3

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	--------------

PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.		PURCHASED		
---	--	-----------	--	--

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
				(STCG) -11,331.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	--------------

PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.		PURCHASED		
---	--	-----------	--	--

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
				(LTCG) 311,552.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	--------------

PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.		PURCHASED		
---	--	-----------	--	--

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
				(SEC 1231) 70,005.

(A)

## DESCRIPTION OF PROPERTY

MANNER	DATE
ACQUIRED	ACQUIRED DATE SOLD

PASSTHROUGH - FOUNDATION  
PARTNERS FUND, G.P.

PURCHASED

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-----------------------------	-------------------------------	---------------------------	----------------	---------------------

(INVOLUNTARY CONVERSION)	2.
-----------------------------	----

(A)

## DESCRIPTION OF PROPERTY

MANNER	DATE
ACQUIRED	ACQUIRED DATE SOLD

PASSTHROUGH - FOUNDATION  
PARTNERS FUND, G.P.

PURCHASED

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-----------------------------	-------------------------------	---------------------------	----------------	---------------------

(STCG-UBTI) - 4,354.
----------------------

(A)

## DESCRIPTION OF PROPERTY

MANNER	DATE
ACQUIRED	ACQUIRED DATE SOLD

PASSTHROUGH - FOUNDATION  
PARTNERS FUND, G.P.

PURCHASED

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-----------------------------	-------------------------------	---------------------------	----------------	---------------------

(LTCG-UBTI) 28,002.
---------------------

(A)

## DESCRIPTION OF PROPERTY

PASSTHROUGH - FOUNDATION  
PARTNERS FUND, G.P.MANNER DATE  
ACQUIRED ACQUIRED DATE SOLD

PURCHASED

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS (SEC 1231 UBT1)
				162,899.

NET GAIN OR LOSS FROM SALE OF ASSETS	556,775.
CAPITAL GAINS DIVIDENDS FROM PART IV	1,633.
TOTAL TO FORM 990-PF, PART I, LINE 6A	558,408.

FORM 990-PF

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

STATEMENT 4

## INCOME

1. GROSS RECEIPTS . . . . .	105
2. RETURNS AND ALLOWANCES . . . . .	
3. LINE 1 LESS LINE 2 . . . . .	105
4. COST OF GOODS SOLD (LINE 15) . . . . .	496
5. GROSS PROFIT (LINE 3 LESS LINE 4) . . . . .	-391
6. OTHER INCOME . . . . .	
7. GROSS INCOME (ADD LINES 5 AND 6) . . . . .	-391

## COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR . . . . .	1,025
9. MERCHANDISE PURCHASED . . . . .	456
10. COST OF LABOR . . . . .	
11. MATERIALS AND SUPPLIES . . . . .	
12. OTHER COSTS . . . . .	
13. ADD LINES 8 THROUGH 12 . . . . .	1,481
14. INVENTORY AT END OF YEAR . . . . .	985
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14) . .	496

FORM 990-PF

OTHER INCOME

STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-32,032.	-32,032.	
PARTNERSHIP INCOME (LOSS)(UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	42,682.	0.	
PORTFOLIO INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-3,399.	-3,399.	
RENTAL REAL ESTATE INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-25,625.	-25,625.	
RENTAL REAL ESTATE INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS	-46,530.	0.	
OTHER INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-14,766.	-14,766.	
CANCELLATION OF DEBT PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	36,513.	36,513.	
OTHER INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	14,273.	0.	
ROYALTY DEDUCTION PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-7.	-7.	
PORTFOLIO INCOME (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-1.	0.	
OTHER RENTAL REAL ESTATE INCOME (UBTI) (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	14.	0.	
ROYALTY INCOME PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	8.	8.	
2011 990-T REFUND	2,000.	0.	
2011 INCOME TAX REFUND (CA)	1,277.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-25,593.	-39,308.	

## FORM 990-PF

## LEGAL FEES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	10,350.	0.		10,350.
TO FM 990-PF, PG 1, LN 16A	10,350.	0.		10,350.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,379.	0.		11,265.
TO FORM 990-PF, PG 1, LN 16B	19,379.	0.		11,265.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	140,692.	118,038.		0.
CUSTODY FEES	990.	990.		0.
TO FORM 990-PF, PG 1, LN 16C	141,682.	119,028.		0.

## FORM 990-PF

## TAXES

## STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAX	2,614.	2,614.		0.
STATE INCOME TAX	6,920.	0.		0.
FORM 990-PF EXCISE TAX	39,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	48,534.	2,614.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COPIER & DUPLICATION EXPENSE	5,484.	0.		5,484.
OFFICE SUPPLIES & EXPENSE	2,674.	0.		2,674.
POSTAGE & DELIVERY EXPENSE	662.	0.		662.
TELEPHONE EXPENSE	3,292.	0.		3,292.
DIRECT CHARITABLE				
ACTIVITIES-SEE PART IX-A	67,257.	0.		67,257.
INSURANCE EXPENSE	24,589.	0.		24,589.
PORTFOLIO DEDUCTIONS				
PASSTHROUGH - FOUNDATION				
PARTNERS FUND, G.P.	156,880.	156,880.		0.
NONDEDUCTIBLE EXPENSE				
PASSTHROUGH - FOUNDATION				
PARTNERS FUND, G.P.	3,792.	0.		0.
OTHER DEDUCTIONS PASSTHROUGH				
- FOUNDATION PARTNERS FUND,				
G.P.	22,730.	13,296.		0.
BANK CHARGES	83.	0.		83.
COMPUTER EXPENSE	313.	0.		313.
MEETINGS EXPENSE	391.	0.		391.
SEC 59(E)(2) PASSTHROUGH -				
FOUNDATION PARTNERS FUND,				
G.P.	57,968.	0.		0.
REPAIR AND MAINTENANCE	248.	0.		248.
WEBSITE EXPENSE	6,340.	0.		6,340.
SECTION 179 EXPENSE				
PASSTHROUGH - FOUNDATION				
PARTNERS FUND, G.P.	3,480.	0.		0.
ABANDONMENT LOSS	1,209.	0.		0.
MISCELLANEOUS EXPENSE	45.	0.		45.
STORAGE COSTS	150.	0.		150.
TO FORM 990-PF, PG 1, LN 23	357,587.	170,176.		111,528.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 11

DESCRIPTION

AMOUNT

BOOK VS TAX ACCOUNTING DIFF - PASSTHROUGH - FOUNDATION  
PARTNERS FUND, G.P.

217,622.

TOTAL TO FORM 990-PF, PART III, LINE 3

217,622.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOUNDATION PARTNERS FUND, G.P.	FMV	32,949,226.	35,942,506.
TOTAL TO FORM 990-PF, PART II, LINE 13		32,949,226.	35,942,506.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
17 FILE CABINETS	2,516.	2,516.	0.
2 DESKS	1,178.	1,178.	0.
1 DESK	449.	449.	0.
1 CREDENZA	382.	382.	0.
1 TABLE	298.	298.	0.
3 BOOKCASES	507.	507.	0.
DESK & INSTALLATION	845.	845.	0.
TELEPHONE SYSTEM	4,276.	3,352.	924.
2 DESK CHAIRS	290.	230.	60.
19" DELL 1907FP ULTRASHARP FLAT PANEL MONITOR	281.	281.	0.
DELL OPTIPLEX 745 AND MONITOR (BOOKKEEPER)	1,475.	1,475.	0.
9 CHADWICK CHAIRS	2,286.	1,068.	1,218.
SHED (CG)	1,300.	607.	693.
PLAYER PIANO (CG)	8,675.	2,821.	5,854.
DELL INSPIRON 15 LAPTOP COMPUTER AND INSTALLATION (CG)	623.	375.	248.
FIBER CONVERTORS AND INSTALLATION (CG)	2,107.	727.	1,380.
SECURITY CAMERA AND INSTALLATION (CG)	1,245.	415.	830.
DELL OPTIPLEX 790 DESKTOP & DELL LATITUDE E5420 LAPTOP & INSTALL	3,392.	1,017.	2,375.
DVD PLAYER (CG)	529.	79.	450.
SECURITY CAMERAS (CG)	3,920.	840.	3,080.
SONY CYBER-SHOT CAMERA	218.	33.	185.
BROTHER MFC-7360N ALL IN ONE PRINTER	147.	15.	132.
SECURITY CAMERA (CG)	376.	27.	349.
TOTAL TO FM 990-PF, PART II, LN 14	37,315.	19,537.	17,778.

## FORM 990-PF

## OTHER ASSETS

## STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACQUISITION OF SCULPTURES FOR PUBLIC DISPLAY TERRACE VIEW, INC	18,497,060. 264,707.	18,497,060. 287,542.	18,497,060. 287,542.
TO FORM 990-PF, PART II, LINE 15	18,761,767.	18,784,602.	18,784,602.

## FORM 990-PF

## OTHER LIABILITIES

## STATEMENT 15

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	1,146.	992.
RETIREMENT EXPENSE PAYABLE	1,896.	5,639.
MISCELLANEOUS PAYABLE	101.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	3,143.	6,631.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES BURKE 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	VP/TRUSTEE 3 MTGS/YR	0.	0.	0.
SUSAN RAVA 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	SEC/TREAS/TTE 3 MTGS/YR	0.	0.	0.
GYO OBATA 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	TRUSTEE 3 MTGS/YR	0.	0.	0.
M PETER FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	PRES/TRUSTEE 3 MTGS/YR	0.	0.	0.
MATTHEW FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	TRUSTEE 3 MTGS/YR	0.	0.	0.
MICHAEL FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	TRUSTEE 3 MTGS/YR	0.	0.	0.
SUSAN PHILPOTT 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	TRUSTEE 3 MTGS/YR	0.	0.	0.
MARTHA FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	TRUSTEE 3 MTGS/YR	0.	0.	0.
JENNIFER SWEET 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	ADMINISTRATOR 40.00+	65,577.	22,735.	0.
DAVID MESKER 720 OLIVE ST, SUITE 1977 ST LOUIS, MO 63101	TRUSTEE 3 MTGS/YR	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		65,577.	22,735.	0.

FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT 17

## DESCRIPTION

THE INVESTMENT OF CASH (ON BEHALF OF A WHOLLY OWNED TAXABLE ENTITY, TERRACE VIEW, INC) FOR USE AT CITYGARDEN, A PUBLIC SCULPTURE PARK LOCATED IN DOWNTOWN ST LOUIS, MO. CITYGARDEN INCLUDES A RESTAURANT (OPERATED BY AN UNRELATED TAXABLE ENTITY), WHICH IS OPEN TO THE PUBLIC, TO FACILITATE THE ENJOYMENT OF THE SCULPTURE PARK BY THE GENERAL PUBLIC.

	AMOUNT
TO FORM 990-PF, PART IX-B, LINE 1	23,000.

GATEWAY FOUNDATION  
2013 FORM 990-PF, PART VII-A, LINE 11  
20-6294706

NAME AND ADDRESS OF EACH CONTROLLED ENTITY	EMPLOYER IDENTIFICATION NO.	DESCRIPTION OF TRANSFER	AMOUNT OF TRANSFER
TERRACE VIEW, INC. 1034 S. BRENTWOOD BLVD. SUITE 1492 ST. LOUIS, MO 63117 (100% OWNED BY GATEWAY FOUNDATION)	27-0407781	CASH	23,000*

\*SEE FORM 990-PF, PART IX-B

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

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

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

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

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.  GATEWAY FOUNDATION	Employer identification number (EIN) or  20-6294706
	Number, street, and room or suite no. If a P.O. box, see instructions.  720 OLIVE STREET, SUITE 1977	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  ST LOUIS, MO 63101	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

MATTHEW A FISCHER

- The books are in the care of ► 720 OLIVE STREET, SUITE 1977 - ST LOUIS, MO 63101  
Telephone No. ► (314) 241-3337 Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ►  . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

7 State in detail why you need the extension

THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN HAS  
NOT YET BEEN ACCUMULATED.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 44,555.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 44,555.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Title ►

Date ►

