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Return of Private Foundation

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

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

Room/suite

17 WESTMORELAND PLACE

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

ST. LOUIS, MO 63108

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

► \$ 2,553,952. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

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	200,000.		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					
4 Dividends and interest from securities		47,677.	47,677.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		138,560.			
b Gross sales price for all assets on line 6a		1,962,605.			
7 Capital gain net income (from Part IV, line 2)			138,560.		
8 Net short-term capital gain				RECEIVED	
9 Income modifications				10	
10a Gross sales less returns and allowances				10	
b Less Cost of goods sold		397	MAR 25 2014	10	
c Gross profit or (loss)				10	
11 Other income		1,725.	1,725.	EN, UT	STATEMENT 2
12 Total. Add lines 1 through 11		387,962.	187,962.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	Operating and Administrative Expenses				
b Accounting fees		1,800.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes	STMT 4	1,146.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	13,895.	13,895.		0.
24 Total operating and administrative expenses Add lines 13 through 23		16,841.	13,895.		0.
25 Contributions, gifts, grants paid		90,000.			90,000.
26 Total expenses and disbursements. Add lines 24 and 25		106,841.	13,895.		90,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		281,121.			
b Net investment income (if negative, enter -0-)			174,067.		
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
	1 Cash - non-interest-bearing		255,834.	91,244.
	2 Savings and temporary cash investments			
	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 6	1,618,941.	2,064,652.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		1,874,775.	2,155,896.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <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		1,874,775.	2,155,896.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.
	30 Total net assets or fund balances		1,874,775.	2,155,896.
	31 Total liabilities and net assets/fund balances		1,874,775.	2,155,896.

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,874,775.
2 Enter amount from Part I, line 27a	2	281,121.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	2,155,896.
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	2,155,896.

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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 WILLIAM BLAIR & CO - SEE ATTACHED		P	01/01/13	12/31/13
b WILLIAM BLAIR & CO - SEE ATTACHED		P	01/01/12	12/31/13
c CAPITAL GAINS DIVIDENDS				
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 1,241,127.		1,198,410.		42,717.
b 718,380.		625,635.		92,745.
c 3,098.				3,098.
d				
e				
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	(k) Excess of col. (i) over col. (j), if any		
a				42,717.
b				92,745.
c				3,098.
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	138,560.
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))
2012	92,334.	1,722,945.	.053591
2011	64,432.	1,209,964.	.053251
2010	49,651.	1,030,679.	.048173
2009	0.	491,904.	.000000
2008			

2 Total of line 1, column (d) 2 .155015

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 .038754

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 2,219,027.

5 Multiply line 4 by line 3 5 85,996.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,741.

7 Add lines 5 and 6 7 87,737.

8 Enter qualifying distributions from Part XII, line 4 8 90,000.

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.

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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	1,741.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" 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			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	880.	
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	880.	
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	861.	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► Refunded	11		

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>	X	
1c	Did the foundation file Form 1120-POL for this year?	X	
d	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>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
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>	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? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	N/A	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	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>	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?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>NONE</u>		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	STMT 7	10 X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <u>MARY STRAUSS</u> Located at ► <u>17 WESTMORELAND PLACE, ST. LOUIS, MO</u>	Telephone no. ► <u>(314) 367-7208</u> ZIP+4 ► <u>63108</u>	
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	<input checked="" type="checkbox"/>
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	1b
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?		1c <input checked="" type="checkbox"/>
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)): 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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" 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)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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?	4b	<input checked="" type="checkbox"/>

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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
<u>NONE</u>		

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 <u>N/A</u>	
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 <u>N/A</u>	
2	
3	
Total. Add lines 1 through 3 ►	0.

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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	2,138,843.
b	Average of monthly cash balances	1b	113,976.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,252,819.
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	2,252,819.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,792.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,219,027.
6	Minimum investment return. Enter 5% of line 5	6	110,951.

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	110,951.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,741.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,741.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	109,210.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	109,210.
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	109,210.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	90,000.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	90,000.
b	Cash distribution test (attach the required schedule)	5	1,741.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	88,259.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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.

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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				109,210.
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				
c From 2010				
d From 2011	633.			
e From 2012	7,919.			
f Total of lines 3a through e	8,552.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 90,000.			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				90,000.
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))	8,552.			8,552.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				10,658.
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	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COCA 524 TRINITY AVENUE ST. LOUIS, MO 63130	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	20,000.
DANCE ST. LOUIS 3547 OLIVE STREET, SUITE 300 ST. LOUIS, MO 63103	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	5,000.
NINE NETWORK OF PUBLIC MEDIA 3655 OLIVE STREET ST. LOUIS, MO 63108	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	10,000.
ST. LOUIS BALLET 218 THE BOULEVARD CHESTERFIELD, MO 63005	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	10,000.
THE ST. LOUIS ART MUSEUM 1 ST. LOUIS, FINE ARTS DRIVE ST. LOUIS, MO 63110	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	5,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 90,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Form 990-PF (2013)

37-6448116 Page 12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

37-6448116

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
CRAFT ALLIANCE 6640 DELMAR BOULEVARD ST. LOUIS, MO 63130	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	5,000.
OPERA THEATRE OF ST. LOUIS 210 HAZEL AVENUE ST. LOUIS, MO 63119	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	5,000.
WHITE FLAG PROJECTS 4568 MANCHESTER AVENUE ST. LOUIS, MO 63110	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	25,000.
STAGES ST. LOUIS 1023 CHESTERFIELD PKWY E CHESTERFIELD, MO 63017	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	5,000.
Total from continuation sheets				40,000.

323631
05-01-13

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

OMB No 1545-0047

- 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.

2013**Name of the organization****LEON AND MARY STRAUSS CHARITABLE
FOUNDATION****Employer identification number****37-6448116****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 foundation**Check 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

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Employer identification number

37-6448116

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	MARY B. STRAUSS 17 WESTMORELAND PLACE ST. LOUIS, MO 63108	\$ 200,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>

Name of organization

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Employer identification number

37-6448116

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Employer identification number

37-6448116

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WILLIAM BLAIR & CO. LLC	50,775.	3,098.	47,677.
TOTAL TO FM 990-PF, PART I, LN 4	50,775.	3,098.	47,677.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	1,725.	1,725.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,725.	1,725.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	1,800.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,800.	0.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENT INCOME	266.	0.		0.
ESTIMATED EXCISE TAXES PAID	880.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,146.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	12,625.	12,625.		0.
FOREIGN TAX WITHHOLDING	1,270.	1,270.		0.
TO FORM 990-PF, PG 1, LN 23	13,895.	13,895.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES	2,064,652.	2,462,708.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,064,652.	2,462,708.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	7
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NAME OF CONTRIBUTOR	ADDRESS
MARY STRAUSS	17 WESTMORELAND PLACE ST. LOUIS, MO 63108

William Blair & Company, L.L.C.
 LEON & MARY STRAUSS CHARITABLE FOUNDATION
 REALIZED GAINS AND LOSSES
 452-28103-18 RR# 590 From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Unit Cost	Cost Basis	Amort or Accretion	Price	Gain Or Loss		
								Proceeds	Short Term	Long Term
12-30-11	01-17-13	1,400	BRISTOL MYERS SQUIBB CO	35	4249,601		34 15	47,822		-1,778 95
03-21-12	01-25-13	250	***CANADIAN PACIFIC RAILWAY LTD	78	4419,611		111 97	27,994	8,383 49	
03-15-11	01-30-13	500	H J HEINZ CO	48	7124,359		60 49	30,245		5,885 26
12-30-11	01-30-13	400	H J HEINZ CO	54	2021,680		60 49	24,196		2,516 14
01-24-12	02-05-13	750	MERCK & CO INC	39	0929,320		41 27	30,955		1,634 75
07-12-12	02-05-13	250	MERCK & CO INC	43	0310,759		41.27	10,318	-441 56	
09-24-12	03-06-13	500	INTUIT INC	58,2729,139			68.07	34,039	4,900 28	
10-03-12	03-12-13	500	INTUIT INC	60	8930,449		66 43	33,217	2,767 35	
12-24-09	03-21-13	350	ISHARES U S PREFERRED STOCK ETF	36.8712,904			40 39	14,139		1,235 18
03-21-12	03-22-13	500	***CANADIAN PACIFIC RAILWAY LTD	78	4439,222		126 67	63,339		24,116 87
01-30-13	04-02-13	750	HERSHEY COMPANY (THE)	78	1358,598		86 14	64,607	6,008 97	
01-09-12	04-12-13	1,250	WELLS FARGO & CO	29	3836,737		36.89	46,120		9,383 46
03-06-13	04-16-13	1,000	FLUOR CORP NEW	62	7762,779		56 41	56,415	-6,363 87	
04-20-12	05-08-13	1,500	DUNKIN BRANDS GROUP INC	31	2046,802		40 78	61,171		14,369 22
11-08-12	05-10-13	100	BLACKROCK INC	187	9018,790		276 22	27,622	8,832 49	
12-03-12	05-17-13	600	***SAP AG SPONSORED ADR	79	5447,729		80 55	48,332	602 33	
12-31-12	05-17-13	150	***SAP AG SPONSORED ADR	79	8911,983		80 55	12,083	99 56	
03-02-10	06-06-13	200	SALESFORCE COM INC	17 82	3,564		37 96	7,592		4,028 14
12-31-10	06-06-13	200	SALESFORCE COM INC	32 54	6,509		37 96	7,592		1,083 15
11-06-12	06-18-13	1,000	ISHARES MSCI EMERGING MARKETS ETF	42	2442,240		39 78	39,789	-2,450 60	
12-24-09	06-18-13	200	ISHARES U S PREFERRED STOCK ETF	36 87	7,374		39 66	7,933		559 96
02-01-10	06-18-13	800	ISHARES U S PREFERRED STOCK ETF	37	1929,752		39 66	31,735		1,982 87
12-31-12	07-05-13	4,508 566	**PIMCO ALL ASSET ALL AUTHORITY P	11 0950,000			10 05	45,356	-4,643 84	
03-25-13	07-05-13	37 438	**PIMCO ALL ASSET ALL AUTHORITY P	10 93	409		10 06	376	-32 57	
06-24-13	07-05-13	35 409	**PIMCO ALL ASSET ALL AUTHORITY P	10 22	362		10 06	356	-6 00	
03-21-13	07-05-13	1,000	AMERICAN TOWER CORPORATION REIT	76 6576,650			71 34	71,349	-5,300 75	

William Blair & Company, L L C
 LEON & MARY STRAUSS CHARITABLE FOUNDATION
 REALIZED GAINS AND LOSSES
 452-28103-18 RR# 590 From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Gain Or Loss					
				Unit Cost	Cost Basis	Amort or Accretion	Unit Price	Proceeds	Short Term
09-13-12	07-11-13	1,250	VERIZON COMMUNICATIONS	45 4456,805		51.10	63,887	7,081	13
05-13-13	07-16-13	500	GENESEE & WYOMING INC-CL A	89 1544,575		91 43	45,716	1,141	35
04-25-13	07-16-13	1,000	SPDR INDEX SHS FDS SPDR DOW JONES INTERNAT	45 6645,661		41 07	41,071	-4,590	02
12-31-12	07-17-13	500	***NOVARTIS AG AMERICAN DEPOSITORY SHARES	63 1531,577		72 98	36,493	4,916	96
12-24-09	07-18-13	4,177 109	**PIMCO ALL ASSET P	11.9750,000		12 20	51,002		1,002 50
01-04-10	07-18-13	198 135	**PIMCO ALL ASSET P	11 50	2,280	12 20	2,419		138 69
03-22-10	07-18-13	39 205	**PIMCO ALL ASSET P	11 73	459	12 20	478		18 81
06-21-10	07-18-13	56 702	**PIMCO ALL ASSET P	11 82	670	12 20	692		21 55
09-20-10	07-18-13	52 288	**PIMCO ALL ASSET P	12 26	641	12 20	638		-3 14
12-31-10	07-18-13	1,243 781	**PIMCO ALL ASSET P	12 0615,000		12 20	15,186		186 56
01-04-11	07-18-13	215 144	**PIMCO ALL ASSET P	12 06	2,594	12 20	2,626		32 26
03-21-11	07-18-13	30 215	**PIMCO ALL ASSET P	12 21	368	12 20	368		0 00
06-20-11	07-18-13	59 528	**PIMCO ALL ASSET P	12 35	735	12 20	726		-8 93
09-19-11	07-18-13	81 187	**PIMCO ALL ASSET P	12 01	975	12 20	991		16 23
12-30-11	07-18-13	240 600	**PIMCO ALL ASSET P	11.48	2,764	12 20	2,937		173 23
03-14-12	07-18-13	5,877 551	**PIMCO ALL ASSET P	12 2572,000		12 21	71,764		-235.06
03-26-12	07-18-13	114 256	**PIMCO ALL ASSET P	12 10	1,382	12.20	1,395		12 56
06-25-12	07-18-13	70 119	**PIMCO ALL ASSET P	11 81	828	12 20	856		28 04
09-24-12	07-18-13	84 289	**PIMCO ALL ASSET P	12 66	1,067	12 21	1,029	-38 77	
12-31-12	07-18-13	357 532	**PIMCO ALL ASSET P	12 65	4,526	12 21	4,365	-160 88	
01-03-13	07-18-13	71 951	**PIMCO ALL ASSET P	12 59	906	12 20	878	-28 06	
03-25-13	07-18-13	102.776	**PIMCO ALL ASSET P	12 57	1,291	12 21	1,254	-37 00	
06-24-13	07-18-13	87 805	**PIMCO ALL ASSET P	11 96	1,051	12 21	1,072	21 09	
01-18-13	07-19-13	100	CHIPOTLE MEXICAN GRILL INC COMMON STOCK	295 5329,553		402 42	40,242	10,688 87	
01-13-10	07-24-13	250	CONCUR TECHNOLOGIES INC	42 0010,501		88 41	22,103		11,601 56
07-05-13	07-24-13	1,000	PRICE T ROWE GROUP INC	74 9974,995		75 18	75,186	190 29	
05-13-13	08-02-13	500		89 1544,575		89 03	44,518	-56 98	

William Blair & Company, L L C
LEON & MARY STRAUSS CHARITABLE FOUNDATION
REALIZED GAINS AND LOSSES
From 01-01-13 Through 12-31-13

452-28103-18 RR# 590

From 01-01-13 Through 12-31-13