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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.

2013

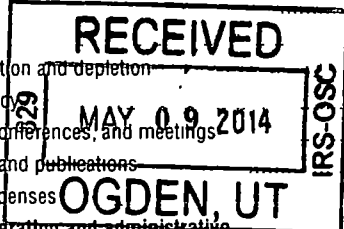
Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation POTTHOFF FAMILY FOUNDATION		A Employer identification number 37-6474122
Number and street (or P.O. box number if mail is not delivered to street address) 424 S WOODSMILL ROAD #325	Room/suite 325	B Telephone number 314-336-0560
City or town, state or province, country, and ZIP or foreign postal code CHESTERFIELD, MO 63017		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 183,142. (Part I, column (d) must be on cash basis)	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		27.	27.		STATEMENT 1
4 Dividends and interest from securities		22,297.	22,297.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		11,206.			
b Gross sales price for all assets on line 6a		41,505.			
7 Capital gain net income (from Part IV, line 2)			11,206.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		33,530.	33,530.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 3		4,418.	4,418.		0.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		4,418.	4,418.		0.
25 Contributions, gifts, grants paid		125,000.			125,000.
26 Total expenses and disbursements. Add lines 24 and 25		129,418.	4,418.		125,000.
27 Subtract line 26 from line 12		<95,888.>			
a Excess of revenue over expenses and disbursements			29,112.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments		257,787.	183,142.	183,142.	
	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					
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶	STMT 4	525,674.	504,431.	0.	
	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)		783,461.	687,573.	183,142.	
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	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.		
	Foundations that follow SFAS 117, check here ▶ ☐					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27 Capital stock, trust principal, or current funds		0.	0.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds		783,461.	687,573.		
	30 Total net assets or fund balances		783,461.	687,573.		
	31 Total liabilities and net assets/fund balances		783,461.	687,573.		

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	1	783,461.
(must agree with end-of-year figure reported on prior year's return)	2	<95,888.>
2 Enter amount from Part I, line 27a	3	0.
3 Other increases not included in line 2 (itemize) ▶	4	687,573.
4 Add lines 1, 2, and 3	5	0.
5 Decreases not included in line 2 (itemize) ▶	6	687,573.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30		

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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 225 SHS ABBOT LABORATORIES	P	01/20/12	03/26/13
b 467 SHS H J HEINZ CO	P	01/20/12	06/10/13
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 7,648.		6,016.	1,632.
b 33,857.		24,283.	9,574.
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			1,632.
b			9,574.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	11,206.
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	128,862.	856,328.	.150482
2011	104,000.	186,268.	.558335
2010			
2009			
2008			

2 Total of line 1, column (d)	2	.708817
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	.354409
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	878,091.
5 Multiply line 4 by line 3	5	311,203.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	291.
7 Add lines 5 and 6	7	311,494.
8 Enter qualifying distributions from Part XII, line 4	8	125,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	582.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	582.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	582.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	560.	
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	560.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	22.	
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

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ JOHN HILLHOUSE Telephone no ▶ 314-336-0560			
Located at ▶ 424 S WOODSMILL RD #325, CHESTERFIELD, MO		ZIP+4 ▶ 63017		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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?	16	Yes	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 ▶				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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? ☐ Yes ☒ No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ 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) ☐ Yes ☒ No	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 ☐ Yes ☒ No		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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) ☐ Yes ☒ No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? ☐ Yes ☒ No	4b	X

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

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

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
GERALD A POTTHOFF	TRUSTEE			
424 S WOODSMILL RD				
CHESTERFIELD, MO 63017	0.50	0.	0.	0.
JUDITH POTTHOFF	TRUSTEE			
424 S WOODSMILL RD				
CHESTERFIELD, MO 63017	0.50	0.	0.	0.
SUSAN P BERGMAN	TRUSTEE			
424 S WOODSMILL RD				
CHESTERFIELD, MO 63017	0.00	0.	0.	0.
JOSEPH F POTTHOFF	TRUSTEE			
424 S WOODSMILL RD				
CHESTERFIELD, MO 63017	0.00	0.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

0.

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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	891,463.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	891,463.
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	891,463.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,372.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	878,091.
6	Minimum investment return. Enter 5% of line 5	6	43,905.

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	43,905.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	582.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	582.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	43,323.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	43,323.
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	43,323.

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	125,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	125,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	125,000.

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				43,323.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
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	97,264.			
e From 2012	86,587.			
f Total of lines 3a through e	183,851.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 125,000.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				43,323.
e Remaining amount distributed out of corpus	81,677.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.	265,528.			
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				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	265,528.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	97,264.			
d Excess from 2012	86,587.			
e Excess from 2013	81,677.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

3 Subtract line 2d from line 2c. Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2013

(b) 2012

Prior 3 years

(c) 2011

(d) 2010

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

SEE STATEMENT 6

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
WOMEN IN TRANSITION 7529 S BROADWAY ST LOUIS, MO 63111	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
GRACE HILL 2600 HADLEY STREET ST LOUIS, MO 63106	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
JENSEN SCHMIDT TENNIS DOWN SYNDROME 2822 WINTERGREEN DRIVE FLORISSANT, MO 63033	NONE	PUBLIC CHARITY	GENERAL PURPOSES	3,000.
SHELDON CONCERT HALL 3648 WASHINGTON BLVD ST LOUIS, MO 63108	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
ST PATRICKS CENTER 800 NORTH TUCKER BLVD ST LOUIS, MO 63101-1000	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.
Total	SEE CONTINUATION SHEET(S)			125,000.
b Approved for future payment				
NONE				
Total				0.

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			14	27.	
4 Dividends and interest from securities			14	22,297.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	11,206.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		33,530.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	33,530.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

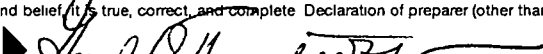
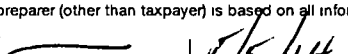
[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	 Signature of officer or trustee		Date <u>5/5/14</u>	Title <u>Retired</u>	
Paid Preparer Use Only	Print/Type preparer's name JOHN M. HILLHOUSE		Preparer's signature 		Date <u>4/22/14</u>
	Check ☒ if self-employed				PTIN <u>P00389158</u>
	Firm's name ▶ JOHN M HILLHOUSE CPA LLC				Firm's EIN ▶ 20-0343229
	Firm's address ▶ 424 S WOODSMILL RD SUITE 325 CHESTERFIELD, MO 63017				Phone no 314-336-0560

Form **990-PF** (2013)

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TRINITY LUTHERAN CHURCH 812 SOULARD ST ST LOUIS, MO 63104	NONE	PUBLIC CHARITY	GENERAL PURPOSES	15,000.
ALZHEIMERS ASSOCIATION OF ST LOUIS 9370 OLIVE BLVD ST LOUIS, MO 63132-3214	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
BACKSTOPPERS PO BOX 66927 ST LOUIS, MO 63166	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
HOWARD PARK CENTER 15834 CLAYTON RD ELLISVILLE, MO 63011	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
USO OF MISSOURI PO BOX 10367 ST LOUIS, MO 63145	NONE	PUBLIC CHARITY	GENERAL PURPOSES	3,000.
MISSOURI BOTANICAL GARDENS PO BOX 299 ST LOUIS, MO 63166	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
RANKEN JORDAN HOME 11365 DORSETT RD MARYLAND HGTS, MO 63043	NONE	PUBLIC CHARITY	GENERAL PURPOSES	8,000.
SOUTHEAST MISSOURI UNIVERSITY ONE UNIVERSITY PLAZA MS 7300 CAPE GIRARDEAU, MO 63701	NONE	PUBLIC CHARITY	GENERAL PURPOSES	3,000.
UNITED WAY OF GREATER ST LOUIS PO BOX 500280 ST LOUIS, MO 63150-0280	NONE	PUBLIC CHARITY	GENERAL PURPOSES	20,000.
FOREST PARK FOREVER 5595 GRAND DRIVE IN FOREST PK ST LOUIS, MO 63112	NONE	PUBLIC CHARITY	GENERAL PURPOSE	4,000.
Total from continuation sheets				111,000.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LUTHERAN ASSOCIATION FOR SPECIAL EDUCATION 3558 S. JEFFERSON AVE ST LOUIS, MO 63118	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
ELEVEN POINT RIVER CONSERVANCY RR 1, BOX 1272 ALTON, MO 65606	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
COCA 524 TRINITY AVE ST LOUIS, MO 63130	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
KIRK CARE PO BOX 220652 KIRKWOOD, MO 63122-0652	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
MADCO ONE UNIVERSITY BLVD 243 AAB ST LOUIS, MO 63121	NONE	PUBLIC CHARITY	GENERAL PURPOSES	3,000.
NEW MUSIC CIRCLE 560 TRINITY AVE UNIVERSITY CITY, MO 63130	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
INSTITUTE OF AMERICA ACUPUNCTE AND LIFE MEDICINE 443 N NEW BALLAS RD #224 ST. LOUIS, MO 63141	NONE	PUBLIC CHARITY	GENERAL PURPOSE	2,000.
JAZZ FOUNDATION OF AMERICA 322 WEST 48TH STREET, 6TH FLOOR NEW YORK, NY 10036	NONE	PUBLIC CHARITY	GENERAL PURPOSE	2,000.
OLD TOWNE ARTISAN STUDIO 51105 AVENIDA VILLA SUITE 101 LA QUINTA, CA 92253	NONE	PUBLIC CHARITY	GENERAL PURPOSE	2,000.
NAMI ST. LOUIS 1750 S. BRENTWOOD BLVD, SUITE 511 ST. LOUIS, MO 63144	NONE	PUBLIC CHARITY	GENERAL PURPOSE	4,000.
Total from continuation sheets				

37-6474122

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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
AMERITRADE	27.	27.	
TOTAL TO PART I, LINE 3	27.	27.	

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
AMERITRADE	22,297.	0.	22,297.	22,297.	
TO PART I, LINE 4	22,297.	0.	22,297.	22,297.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGT FEES	4,418.	4,418.		0.
TO FORM 990-PF, PG 1, LN 16C	4,418.	4,418.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 4

DESCRIPTION	VALUATION METHOD	BOOK VALUE
SEE ATTACHED	COST	504,431.
TOTAL TO FORM 990-PF, PART II, LINE 13		504,431.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 5

NAME OF CONTRIBUTOR

ADDRESS

JUDITH POTTHOFF

643 E MONROE
KIRKWOOD, MO 63122

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 6

NAME OF MANAGER

GERALD A POTTHOFF
JUDITH POTTHOFF

Account 916-030885

POTTHOFF FAMILY FOUNDATION
ATTN GERALD A POTTHOFF & JUDITH POTTHOFF
CORPORATION

Reporting Period: December 1 - 31, 2013

MONTHLY STATEMENT**HOLDINGS DETAIL****CASH AND CASH ALTERNATIVES**

Investment Description	Quantity	Price	Market Value
FDIC INSURED DEPOSIT ACCOUNT IDA12 NOT COVERED BY SIPC	-	\$ -	\$183,141.92
TOTAL CASH & CASH ALTERNATIVES			\$183,141.92

STOCKS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)
ABBVIE INC COM	ABBV	1/20/12	450	\$52.81	\$23,764.50	\$15,579.57	\$8,184.93
AFLAC INC CM	AFL	1/20/12	530	66.80	35,404.00	25,315.86	10,088.14
ALTRIA GROUP INC COM	MO	1/20/12	875	38.39	33,591.25	25,042.66	8,548.59
AMEREN CORP CM	AEE	1/20/12	793	36.16	28,674.88	25,122.20	3,552.68
AT&T INC COM	T	1/20/12	411	35.16	14,450.76	12,531.28	1,919.48
CENTURYLINK INC COM	CTL	1/20/12	667	31.85	21,243.95	25,288.23	(4,044.28)
CHEVRON CORP COM	CVX	1/20/12	235	124.91	29,353.85	25,015.07	4,338.78
CINCINNATI FINANCIAL CORP COM	CINF	1/20/12	779	52.37	40,796.23	25,403.62	15,392.61
CONOCOPHILLIPS CORP COM	COP	1/20/12	350	70.65	24,727.50	19,140.04	5,587.46
CONSOLIDATED EDISON CO NY INC COM	ED	1/20/12	425	55.28	23,494.00	24,943.24	(1,449.24)

Questions? Consult your Independent Advisor:
HM CAPITAL MANAGEMENT LLC (314) 746-1777

Account 916-030885

POTTHOFF FAMILY FOUNDATION
ATTN GERALD A POTTHOFF & JUDITH POTTHOFF
CORPORATION

Reporting Period: December 1 - 31, 2013

MONTHLY STATEMENT

HOLDINGS DETAIL (continued)

STOCKS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)
ELI LILLY & CO COM	LLY	1/20/12	620	51.00	31,620.00	24,647.18	6,972.82
GENERAL ELECTRIC CO COM	GE	1/20/12	650	28.03	18,219.50	12,451.22	5,768.28
INTEL CORP COM	INTC	1/20/12	490	25.955	12,717.95	12,954.71	(236.76)
JOHNSON & JOHNSON COM	JNJ	1/20/12	385	91.59	35,262.15	25,145.61	10,116.54
JP MORGAN CHASE & CO COM	JPM	1/20/12	680	58.48	39,766.40	25,331.38	14,435.02
KELLOGG CO COM	K	1/20/12	490	61.07	29,924.30	24,959.21	4,965.09
MERCK & CO INC. COM	MRK	1/20/12	635	50.05	31,781.75	24,893.89	6,887.86
PFIZER INC COM	PFE	1/20/12	1,140	30.63	34,918.20	24,963.49	9,954.71
PHILLIPS 66 COM	PSX	1/20/12	175	77.13	13,497.75	5,687.43	7,810.32
PROCTER GAMBLE CO COM	PG	1/20/12	375	81.41	30,528.75	24,811.13	5,717.62
PRUDENTIAL FINANCIAL INC COM	PRU	1/20/12	440	92.22	40,576.80	25,211.14	15,365.66
VERIZON COMMUNICATIONS COM	VZ	1/20/12	641	49.14	31,498.74	24,904.35	6,594.39

Questions? Consult your Independent Advisor:
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Account 916-030885

POTTHOFF FAMILY FOUNDATION
ATTN GERALD A POTTHOFF & JUDITH POTTHOFF
CORPORATION

MONTHLY STATEMENT

Reporting Period: December 1 - 31, 2013

HOLDINGS DETAIL (continued)**STOCKS**

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)
WASTE MANAGEMENT INC COM	WM	1/20/12	740	44.87	33,203.80	25,087.53	8,116.27
TOTAL STOCKS					\$659,017.01	\$504,430.04	\$154,586.97
TOTAL STOCKS- LONG POSITION							
					659,017.01		
TOTAL HOLDINGS					\$842,158.93	\$504,430.04	\$154,586.97
TOTAL ACCOUNT VALUE					\$842,158.93		

TRANSACTIONS DETAIL

Transaction Date	Settlement Date	Activity Type	Description	Symbol/ CUSIP	Quantity	Price	Transaction Amount
12/02	12/02	Dividends and Interest	INTEL CORP COM PAYABLE: 12/01/2013 QUALIFIED DIVIDENDS 110.25	INTC	-	\$ -	\$110.25
12/02	12/02	Dividends and Interest	PHILLIPS 66 COM PAYABLE: 12/02/2013 QUALIFIED DIVIDENDS 68.25	PSX	-	-	68.25
12/02	12/02	Dividends and Interest	AFLAC INC CM PAYABLE: 12/02/2013 QUALIFIED DIVIDENDS 196.10	AFL	-	-	196.10

Questions? Consult your Independent Advisor:
HM CAPITAL MANAGEMENT LLC (314) 746-1777



Ameritrade
Institutional