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Form 990-PF

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

Gipson Family Foundation

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

17761 Drummer Lane

Room/suite

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

Chesterfield, MO 63005

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 foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 559,150.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

37-6497320

B Telephone number

(636) 530-9598

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)
Revenue	1 Contributions, gifts, grants, etc., received	5,390.			
	2 Check <input checked="" 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	11,349.	5,723.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,065.			
	b Gross sales price for all assets on line 6a	545,240.			
	7 Capital gain net income (from Part IV, line 2)		12,065.		
	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	28,804.	17,788.	0.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	5,000.	0.	0.	5,000.
	b Accounting fees				
	c Other professional fees	4,163.	0.	0.	4,163.
	17 Interest				
	18 Taxes	558.	168.	0.	390.
	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	9,721.	168.	0.	9,553.
	25 Contributions, gifts, grants paid	27,875.			27,875.
26 Total expenses and disbursements. Add lines 24 and 25	37,596.	168.	0.	37,428.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<8,792.>				
b Net investment income (if negative, enter -0-)		17,620.			
c Adjusted net income (if negative, enter -0-)			0.		

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LHA For Paperwork Reduction Act Notice, see Instructions.

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SCANNED JUN 05 2014

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	18,908.	6,555.	6,555.
	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			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 7	493,491.	494,837.	552,595.	
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)	512,399.	501,392.	559,150.	
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	500,000.	500,000.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	12,399.	1,392.		
30 Total net assets or fund balances	512,399.	501,392.		
31 Total liabilities and net assets/fund balances	512,399.	501,392.		

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	512,399.
2 Enter amount from Part I, line 27a	2	<8,792.>
3 Other increases not included in line 2 (itemize) ▶ See Statement 5	3	47.
4 Add lines 1, 2, and 3	4	503,654.
5 Decreases not included in line 2 (itemize) ▶ See Statement 6	5	2,262.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	501,392.

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 Northwestern Mutual #A40-498650 Exhibit	P	Various	Various
b Northwestern Mutual #A40-498650 Exhibit	P	Various	Various
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 417,043.		433,136.	<16,093.>
b 120,401.		100,039.	20,362.
c 7,796.			7,796.
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			<16,093.>
b			20,362.
c			7,796.
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 <div style="border-bottom: 1px solid black; width: 100px; text-align: right;">12,065.</div> </div> </div>
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 <div style="border-bottom: 1px solid black; width: 100px; text-align: right;">N/A</div> </div> </div>

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	34,308.	518,759.	.066135
2011	0.	492,500.	.000000
2010			
2009			
2008			

2 Total of line 1, column (d)	2	.066135
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	.033068
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	537,729.
5 Multiply line 4 by line 3	5	17,782.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	176.
7 Add lines 5 and 6	7	17,958.
8 Enter qualifying distributions from Part XII, line 4	8	37,428.

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)			
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		1	176.
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	176.
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	176.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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		0.
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		176.
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	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
b 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
c 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?		N/A
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) \blacktriangleright 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

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 ► Dennis G. Gipson Telephone no. ► (636) 530-9598			
Located at ► 17761 Drummer Lane, Chesterfield, MO ZIP+4 ► 63005				
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? 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	Yes	No 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? <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)?	N/A	
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?	1b	
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)):	1c	X
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"/> 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.)	2a	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b	
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	3a	
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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob 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 ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob 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 ☒ Nob 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
Dennis G. Gipson	Trustee			
17761 Drummer Lane				
Chesterfield, MO 63005	0.00	0.	0.	0.
Mary Ellen Gipson	Trustee			
17761 Drummer Lane				
Chesterfield, MO 63005	0.00	0.	0.	0.
Derek Gipson	Trustee			
17761 Drummer Lane				
Chesterfield, MO 63005	0.00	0.	0.	0.
Renee Gipson	Trustee			
17761 Drummer Lane				
Chesterfield, MO 63005	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

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	532,750.
b	Average of monthly cash balances	1b	13,168.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	545,918.
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	545,918.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,189.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	537,729.
6	Minimum investment return. Enter 5% of line 5	6	26,886.

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	26,886.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	176.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	176.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	26,710.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	26,710.
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	26,710.

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	37,428.
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	37,428.
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	176.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	37,252.

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				26,710.
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				
e From 2012	8,543.			
f Total of lines 3a through e	8,543.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	37,428.			
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				26,710.
e Remaining amount distributed out of corpus	10,718.			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	19,261.			
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	19,261.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	8,543.			
e Excess from 2013	10,718.			

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				
Ascension Catholic Church 230 Santa Maria Drive Chesterfield, MO 63005		Public Charity	Charitable uses of the organization	5,500.
Boy Scouts of America P.O. Box 152079 Irving, TX 75015		Public Charity	Charitable uses of the organization	4,500.
Leonardo's Discovery Warehouse 200 E. Maple Avenue Enid, OK 73701		Public Charity	Charitable uses of the organization	5,000.
Catholic Charities Archdiocese of St. Louis 4532 Lindell Blvd. St. Louis, MO 63108		Public Charity	Charitable uses of the organization	500.
SSM Cardinal Glennon Children's Medical Center 1465 S. Grand Blvd. St. Louis, MO 63104		Public Charity	Charitable uses of the organization	1,875.
Total	See continuation sheet(s)			27,875.
b Approved for future payment				
United Way of Greater St. Louis 910 N. 11th Street St. Louis, MO 63101		Public Charity	Charitable uses of the organization	3,500.
Total				3,500.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

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).
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Income from investments was used to provide distributions to charitable organizations

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		

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.

Sign Here  5/13/14 Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Michael Silver		5/5/14		P01489579
	Firm's name ▶ Husch Blackwell LLP				Firm's EIN ▶ 26-1688286
	Firm's address ▶ 190 Carondelet Plaza, Suite 600 St. Louis, MO 63105				Phone no. (314) 480-1500

37-6497320

3 Grants and Contributions Paid During the Year (Continuation)

323631
05-01-13

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Northwestern Mutual	13,519.	7,796.	5,723.	5,723.	5,723.
Northwestern Mutual	5,626.	0.	5,626.	0.	5,626.
To Part I, line 4	19,145.	7,796.	11,349.	5,723.	11,349.

Form 990-PF Legal Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Husch Blackwell LLP Attorneys' fees	5,000.	0.	0.	5,000.
To Fm 990-PF, Pg 1, ln 16a	5,000.	0.	0.	5,000.

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
Northwestern Mutual Advisory Fees	4,163.	0.	0.	4,163.
To Form 990-PF, Pg 1, ln 16c	4,163.	0.	0.	4,163.

Form 990-PF	Taxes			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign tax paid	168.	168.	0.	0.	
2012 Excise tax	390.	0.	0.	390.	
To Form 990-PF, Pg 1, ln 18	558.	168.	0.	390.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	5
Description		Amount	
Adjustment to reconcile book value with statement value		47.	
Total to Form 990-PF, Part III, line 3		47.	

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	6
Description		Amount	
2012 Grants that cleared in 2013		2,000.	
Dividends reported in 2013 but paid in 2014		69.	
Tax-Exempt Dividends reported in 2013 but paid in 2014		193.	
Total to Form 990-PF, Part III, line 5		2,262.	

Form 990-PF	Other Investments	Statement	7
Description	Valuation Method	Book Value	Fair Market Value
Northwestern Mutual	COST	494,837.	552,595.
Total to Form 990-PF, Part II, line 13		494,837.	552,595.

Gipson Family Foundation

37-6497320

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 8

Name of Manager

Dennis G. Gipson
Mary Ellen Gipson

2013 TAX and YEAR-END STATEMENT As of 02/21/2014

Account Number: A40-498650

Recipient's Identification
Number: 37-6497320

Recipient's Name and Address:

THE GIPSON FAMILY FOUNDATION
UAD 12/23/11

IMPORTANT MESSAGE: We send tax statements when information is finalized by securities issuers. If information is pending from issuers, you and members of your household may receive tax statement(s) at different times. Tax statement mailings will occur by January 31, February 18, February 28 and March 17, depending on when final information for your account is received from issuers. If you have any questions, please visit mytaxhandbook.com.

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium	Realized Gain or Loss
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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b)

Description (Box 8): ALLIANCE GROWTH FUND CLASS A

SELL	AVERAGE COST	19.596	08/29/2013	10/01/2013	1,000.00	948.06		51.94
SELL	AVERAGE COST	48.676	08/29/2013	10/16/2013	2,500.00	2,354.95		145.05
SECURITY TOTAL					3,500.00	3,303.01		196.99

Description (Box 8): ALLIANCE GROWTH FUND ADVISOR CLASS

SELL	AVERAGE COST	34.941	08/29/2013	12/16/2013	2,000.00	1,786.42		213.58
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Description (Box 8): AMCAP FUND CLASS F-1

SELL	AVERAGE COST	187.970	08/29/2013	10/01/2013	5,000.00	4,765.04		234.96
SELL	AVERAGE COST	93.110	08/29/2013	10/16/2013	2,500.00	2,360.34		139.66
SECURITY TOTAL					7,500.00	7,125.38		374.62

Description (Box 8): AMCAP FUND CLASS F-2

SELL	AVERAGE COST	71.073	08/29/2013	12/16/2013	2,000.00	1,814.75		185.25
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**2013 TAX and
YEAR-END STATEMENT**
As of 02/21/2014

Account Number: A40-498650

Recipient's Identification
Number: 37-6497320

Recipient's Name and Address:

THE GIPSON FAMILY FOUNDATION
UAD 12/23/11

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium	Realized Gain or Loss
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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) (continued)

Description (Box 8): AMERICAN CENTURY REAL ESTATE FUND CUSIP: 025076886								
SELL	AVERAGE COST	712.233	06/10/2013	09/05/2013	16,075.10	17,684.74		(1,609.64)
Description (Box 8): CAPITAL WORLD GROWTH & INCOME FUND CLASS F-1 CUSIP: 140543406								
SELL	AVERAGE COST	146.466	09/20/2012	09/12/2013	6,154.50	5,344.63		809.87
Description (Box 8): DREYFUS APPRECIATION FUND CUSIP: 261970107								
SELL	AVERAGE COST	1,484.252	09/20/2012	08/29/2013	70,160.59	68,424.00		1,736.59
Description (Box 8): FORWARD INT'L SMALL COMPANIES FUND INVESTOR SHARES CUSIP: 349913830								
SELL	AVERAGE COST	713.441	11/13/2012	09/12/2013	11,657.63	9,354.73		2,302.90
Description (Box 8): FRANKLIN HIGH-YIELD TAX-FREE INCOME FUND CLASS A CUSIP: 354723702								
SELL	AVERAGE COST	754.355	02/20/2013	08/28/2013	7,309.70	8,260.18		(950.48)
SELL	AVERAGE COST	1,549.253	02/21/2013	08/28/2013	15,012.26	16,964.32		(1,952.06)
SELL	AVERAGE COST	752.503	02/22/2013	08/28/2013	7,292.34	8,240.57		(948.23)
SALE DATE TOTAL		3,056.171	VARIOUS	08/28/2013	29,614.30	33,465.07		(3,850.77)
Description (Box 8): GOLDMAN SACHS SHORT DURATION GOVT FUND CLASS A CUSIP: 38142B476								
SELL	AVERAGE COST	3,223.495	12/05/2012	02/20/2013	33,040.82	33,202.00		(161.18)
Description (Box 8): KEELEY SMALL CAP VAL UE FUND CLASS A CUSIP: 487300501								
SELL	AVERAGE COST	70.815	10/26/2012	09/12/2013	2,467.21	1,907.05		560.16

**2013 TAX and
YEAR-END STATEMENT
As of 02/21/2014**

Account Number: A40-498650

Recipient's Identification
Number: 37-6497320

Recipient's Name and Address:
THE GIPSON FAMILY FOUNDATION
UAD 12/23/11

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium (Loss)	Realized Gain or (Loss)
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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) (continued)

Description (Box 8): MFS MUNICIPAL LIMITE D-MATURITY FUND CLASS A

CUSIP: 55272P505

SELL	AVERAGE COST	3,995.427	12/05/2012	02/22/2013	32,962.27	33,202.00		(239.73)
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Description (Box 8): MFS MUNICIPAL INCOME FUND CLASS A

CUSIP: 55273N574

SELL	AVERAGE COST	917.801	02/20/2013	08/28/2013	7,489.26	8,260.20		(770.94)
SELL	AVERAGE COST	1,884.922	02/21/2013	08/28/2013	15,380.96	16,964.29		(1,583.33)
SELL	AVERAGE COST	915.619	02/22/2013	08/28/2013	7,471.45	8,240.57		(769.12)
SALE DATE TOTAL		3,718.342	VARIOUS	08/28/2013	30,341.67	33,465.06		(3,123.39)

Description (Box 8): NUVEEN HIGH YIELD MUNICIPAL BOND FUND CLASS I

CUSIP: 67065Q772

SELL	AVERAGE COST	477.469	02/20/2013	08/28/2013	7,181.13	8,259.03		(1,077.90)
SELL	AVERAGE COST	980.597	02/21/2013	08/28/2013	14,748.18	16,961.91		(2,213.73)
SELL	AVERAGE COST	476.608	02/22/2013	08/28/2013	7,168.19	8,244.14		(1,075.95)
SALE DATE TOTAL		1,934.674	VARIOUS	08/28/2013	29,097.50	33,465.08		(4,367.58)

Description (Box 8): NUVEEN LIMITED-TERM MUNICIPAL BOND FUND CLASS I

CUSIP: 67065Q822

SELL	AVERAGE COST	6,074.956	12/05/2012	02/21/2013	67,857.26	68,404.00		(546.74)
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**2013 TAX and
YEAR-END STATEMENT
As of 02/21/2014**

Account Number: A40-498650

Recipient's Identification
Number: 37-6497320

Recipient's Name and Address:
THE GIPSON FAMILY FOUNDATION
UAD 12/23/11

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium (Loss)	Realized Gain or (Loss)
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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) (continued)

Description (Box 8): NUVEEN ALL AMERICAN MUNICIPAL BOND FUND CLASS I CUSIP: 67065Q855								
SELL	AVERAGE COST	702.997	02/20/2013	08/28/2013	7,437.71	8,260.21		(822.50)
SELL	AVERAGE COST	1,443.772	02/21/2013	08/28/2013	15,275.11	16,964.31		(1,689.20)
SELL	AVERAGE COST	701.325	02/22/2013	08/28/2013	7,420.01	8,240.57		(820.56)
SALE DATE TOTAL		2,848.094	VARIOUS	08/28/2013	30,132.83	33,465.09		(3,332.26)

Description (Box 8): OPPENHEIMER DEVELOPING MARKETS CLASS A CUSIP: 683974109								
SELL	AVERAGE COST	90.063	11/14/2012	09/12/2013	3,270.18	2,988.29		281.89

Description (Box 8): PIMCO REAL ESTATE REAL RETURN FUND INSTITUTIONAL SHARES CUSIP: 72200Q257								
SELL	AVERAGE COST	3,616.511	07/13/2012	06/10/2013	17,329.25	20,427.12		(3,097.87)

Description (Box 8): PIMCO COMMODITY REAL RETURN STRATEGY FUND A CUSIP: 722005584								
SELL	AVERAGE COST	3,482.676	07/05/2012	06/11/2013	20,478.14	22,748.22		(2,270.08)
SELL	AVERAGE COST	238.771	07/13/2012	06/11/2013	1,403.97	1,559.61		(155.64)
SALE DATE TOTAL		3,721.447	VARIOUS	06/11/2013	21,882.11	24,307.83		(2,425.72)

Short-Term Covered Total					417,043.22	433,136.25		(16,093.03)
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**2013 TAX and
YEAR-END STATEMENT**
As of 02/21/2014

Account Number: A40-498650

Recipient's Identification
Number: 37-6497320

Recipient's Name and Address:

THE GIPSON FAMILY FOUNDATION
UAD 12/23/11

2013 Form 1099-B - Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W-Wash Sale Loss (Box 5) O-Option Premium (Loss)	Realized Gain or (Loss)
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Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.

Covered (Box 6b)

Description (Box 8): AMERICAN CENTURY MID CAP VALUE FUND INVE STOR CLASS CUSIP: 025076654								
SELL	AVERAGE COST	2,242.709	06/14/2012	09/05/2013	34,246.17	27,129.94		7,116.23
SELL	AVERAGE COST	59.941	07/13/2012	09/05/2013	915.30	725.11		190.19
SALE DATE TOTAL		2,302.650	VARIOUS	09/05/2013	35,161.47	27,855.05		7,306.42

Description (Box 8): CAPITAL WORLD GROWTH & INCOME FUND CLASS F-2 CUSIP: 140543828

SELL	AVERAGE COST	45.683	09/20/2012	12/16/2013	2,000.00	1,669.26		330.74
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Description (Box 8): COLUMBIA DIVIDEND IN COME FUND CLASS Z CUSIP: 19765N245

SELL	AVERAGE COST	4,432.701	07/13/2012	08/29/2013	74,469.38	64,362.82		10,106.56
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Description (Box 8): FORWARD INT'L SMALL COMPANIES FUND INVE TOR SHARES CUSIP: 349913830

SELL	AVERAGE COST	177.520	11/13/2012	12/16/2013	3,000.00	2,328.98		671.02
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Description (Box 8): T ROWE PRICE HEALTH SCIENCES CUSIP: 741480107

SELL	AVERAGE COST	102.226	02/16/2012	09/12/2013	5,770.30	3,822.45		1,947.85
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Long-Term Covered Total					120,401.15	100,038.56		20,362.59
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Covered Total					537,444.37	533,174.81		4,269.56
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Total					537,444.37	533,174.81		4,269.56
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IRS Form 1099-B - Proceeds from Broker and Barter Exchange Transactions

The amounts in this section of your Tax Information Statement reflect proceeds from securities transactions such as sales, redemptions, tender offers, return of principal distributions, the option premium portion of reverse convertibles and bond maturities. Short-term and long-term transactions are segregated in your 1099-B form in a format comparable to IRS Form 8949, for dispositions of covered and noncovered securities. Since your financial organization subscribes to our premium Tax and Year-End Statement, the date of acquisition, cost or other basis, type of gain or loss (long-term or short-term) and whether any loss is disallowed due to a wash sale for both covered and noncovered securities transactions will be displayed when available. Please note that such detail for noncovered transactions is not reported to the IRS.

Reg. # (A40 13044)