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Form **990-PF**

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

	Эера	artment of the Treasury		▶ Do not enter	Social Security numbers of	n this form as it may be m	ade public.	2010
Īī	nterr	nal Revenue Service			m 990-PF and its separate	, and ending	s goviionnissopi	Open to Public Inspection
_		calendar year 2013	UI LAX YEA	រ ភនពិយោពកិ		, and ending	A Employer identification	n number
		me of foundation	MDT III	M FOUNDATION	1		A Employer identificatio	n nuniver
		C/O MICHAE					43-169763	7
-				If mail is not delivered to street	address)	Room/suite	B Telephone number	<u>/</u>
		,			add1633)	600	314-480-15	500
-		90 CAROND			actal acda	000		
	_	city or town, state or province, country, and ZIP or foreign postal code CLAYTON , MO 63105					C If exemption application is	pending, check here
-		Check all that apply:	<u>.o_ </u>	Initial return	Initial return of a fo	ormer public charity	D 1. Foreign organization	s check here
•		oncok all that apply.	<u> </u>	Final return	Amended return	ormor public onarty	1. For origin or gamzation	is, check here
				Address change	Name change		2 Foreign organizations m check here and attach of	eeting the 85% test,
H	1 (Check type of organiz	ation:	X Section 501(c)(3) ex			E If private foundation st	-
•		- · ·			Other taxable private founds	ation	under section 507(b)(1	
Ī	Fa	air market value of all				Accrual	F If the foundation is in a	
		rom Part II, col (c),		·	her (specify)		under section 507(b)(1	
	•			1,721. (Part I, colu	mn (d) must be on cash i	basis)		
[Pε	art I Analysis of R	evenue an	nd Expenses	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements for charitable purposes
_		necessarily equa	al the amoun	mns (b), (c), and (d) may not nts in column (a))	expenses per books	income	income	(cash basis only)
		1 Contributions,	gıfts, gran	ts, etc., received			N/A	
				in is not required to attach Sch. B				
		3 Interest on saving cash investments	gs and tempo s	orary			ļ	
		4 Dividends and	interest fro	om securities	124,710.	124,710.	·	STATEMENT 1
		5a Gross rents					ļ	
		b Net rental income	or (loss)		66 740		 	
\$	ě	6a Net gain or (loss) Gross sales price			66,740.		 	
2014	Revenue	b assets on line 6a		1,331,689.		66 740		
8 3	Вè	7 Capital gain net in				66,740.		
8		8 Net short-term 9 Income modifie		III			 	
었		Gross sales less i]			 	
APR		10a and allowances b Less Cost of goo	de sold				 	
\bigcirc		c Gross profit or	•	L		 	†	
\mathbb{Z}		11 Other income	(,		14.	14.		STATEMENT 2
Z		12 Total. Add line	s 1 throug	ıh 11	191,464.	191,464.		
SCANNED		13 Compensation of	officers, dire	ectors, trustees, etc	48,600.	12,150.		36,450.
Ø		14 Other employe	e salaries a	and wages				
		15 Pension plans,	employee				I RECE	VED 11860
	Ses	16a Legal fees		STMT 3	4,869.	0.		4,,009.
	per	b Accounting fee		STMT 4	3,925.	0.	APR 21	湯 ,925.
	Ä	c Other profession	onal fees				711111111111111111111111111111111111111	2014 6
	tive	17 Interest			2 1 10	2 1 1 0	DODER	
	Operating and Administrative Expenses	18 Taxes		STMT 5	3,142.	3,142.	T AGREE	UT - 0.
	ini	19 Depreciation ar	nd depletio	ın				
	μþ	20 Occupancy				<u> </u>	 	
	d b	21 Travel, confere				 	 	
	ar	22 Printing and pu 23 Other expenses		STMT 6	30,917.	30,917.		0.
	ţi	24 Total operating			30,717.		 	
	era	expenses Add	-		91,453.	46,209.		45,244.
	Ö	25 Contributions,		· ·	182,900.			182,900.
		26 Total expenses						
		Add lines 24 ar			274,353.	46,209.		228,144.
_		27 Subtract line 26		12:				
	ļ	a Excess of revenue	over expen	ses and disbursements	<82,889.			
		b Net investment	t income (f negative, enter -0-)		145,255.		
-	205	c Adjusted net in					N/A	<u> </u>
31	2350 0-10	01 0-13 LHA For Pa	perwork R	eduction Act Notice, see i	nstructions		\.	Form 990-PF (2013)

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Fo	rm 9	90-PF (2013) C/O MICHAEL SILVER		43-	<u>1697637 Page 2</u>
F	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End of	
	art	Commin should be for end of year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	<1.>		
	2		40,877.	33,644.	33,644.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts	ļ		
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable	1		
		Less: allowance for doubtful accounts			<u> </u>
ş	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges	11,984.	10,526.	10,526.
⋖	10a	. Investments - Ų S. and state government obligations			
	b	Investments - corporate stock STMT 7	3,691,479.	3,413,206.	
	C	Investments - corporate bonds STMT 8	1,442,783.	1,646,857.	1,646,175.
	11	Investments - land, buildings, and equipment basis			*
	1	Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
	}	Less accumulated depreciation			
	15	Other assets (describe >			
	1	Total assets (to be completed by all filers - see the			
		instructions. Also, see page 1, item 1)	5,187,122.	5,104,233.	6,334,721.
_	17	Accounts payable and accrued expenses	<u> </u>		
	18	Grants payable	 		
w	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons	475.	475.	
Ē	21	Mortgages and other notes payable	= 13.	175.	
۳	ì	Other liabilities (describe)			
		Citici ilabilities (describe		-	
	23	Total liabilities (add lines 17 through 22)	475.	475.	
_		Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31			
ės	24	Unrestricted			
anc	25	Temporarily restricted			
Bal	26	Permanently restricted	<u> </u>		
ᅙ	20	Foundations that do not follow SFAS 117, check here			
or Fund Balances		and complete lines 27 through 31			
ō	27	Capital stock, trust principal, or current funds	0.	0.	
Net Assets	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Ass	29	Retained earnings, accumulated income, endowment, or other funds	5,186,647.	5,103,758.	
ef	1	Total net assets or fund balances	5,186,647.	5,103,758.	
Z	30	lotal list assets of fully paralles	3,100,0478	3,103,730.	
	31	Total liabilities and net assets/fund balances	5,187,122.	5,104,233.	
P	art	Analysis of Changes in Net Assets or Fund B			
\equiv			20		
,		net assets or fund balances at beginning of year - Part II, column (a), line	3U	1	5,186,647.
•	•	t agree with end-of-year figure reported on prior year's return) amount from Part I, line 27a		2	<82,889·>
		rincreases not included in line 2 (itemize)		3	0.
		ines 1, 2, and 3		4	5,103,758.
		eases not included in line 2 (itemize)			0.
		net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	nlumn (h) line 30	5 6	5,103,758.
<u> </u>	i otal	The Lausers of Turia Dalances at 6110 of year (fine 4 fillings fine 3) - Part II, Cl	Signati (D.F. linte OO		Form 990-PF (2013)
323 10-	511 10-13				\2010/

2-story brick wa	ribe the kind(s) of proper trehouse; or common s	erty sold (e.g., real estate, tock, 200 shs. MLC Co.)		(b) How P - Pu D - Do	acquired rchase nation	(c) Date acqu (mo., day, y	red r.)	(d) Date sold (mo., day, yr.)
1a SCHWAB 7853						VARIOU		VARIOUS
b SCHWAB 3961					P	VARIOU	S	VARIOUS
c CAPITAL GAINS	DIVIDENDS		-					
d								
e								
(e) Gross sales price	(f) Depreciation a (or allowable		st or other basis expense of sale			(h) Gain o (e) plus (f) r		(g)
a 810,403.			804,13					6,267
ь 467,172.			460,81	.3.				6,359
c 54,114.								54,114
d								
e					<u></u>			
Complete only for assets showing	ig gain in column (h) ar	d owned by the foundation	n on 12/31/69			Gains (Col. (f		
(i) F.M.V. as of 12/31/69	(j) Adjusted ba as of 12/31/6		xcess of col. (1) col. (1), if any		col.	(k), but not le Losses (fron		
a								6,267
b								6,359
								54,114
d	 	-						=
<u>. </u>						<u>.</u>		
Capital gain net income or (net ca		in, also enter in Part I, line oss), enter -0- in Part I, line		} 2				66,740
. , ,	Ç .	•	• •) -		•		
Net short-term capital gain or (los	,	s 1222(5) and (6):)				
If gain, also enter in Part I, line 8, If (loss), enter -0- in Part I, line 8	coluitiii (c).			a			A\n	
11 (1055), eliter -0- ili harri, ilile 0								
or optional use by domestic private	foundations subject to	the section 4940(a) tax or	-		ment Inc			
For optional use by domestic private section 4940(d)(2) applies, leave th Vas the foundation liable for the sect	foundations subject to his part blank. tion 4942 tax on the dis	the section 4940(a) tax or tributable amount of any y	n net investment in	come.)	ment Inc			
or optional use by domestic private section 4940(d)(2) applies, leave th as the foundation liable for the sect "Yes," the foundation does not qual	foundations subject to his part blank. tion 4942 tax on the dis ify under section 4940(the section 4940(a) tax or tributable amount of any ye.	n net investment in ear in the base per art.	riod?	ment Inc			
or optional use by domestic private section 4940(d)(2) applies, leave th as the foundation liable for the sect "Yes," the foundation does not qual	r foundations subject to his part blank. tion 4942 tax on the dis his under section 4940(each column for each yeach	tributable amount of any ye). Do not complete this page; see the instructions be (b) qualifying distributions	n net investment in ear in the base per art.	ntries. (c) ncharitabl	e-use assets	ome (col.	Distrib	Yes X No (d) ution ratio ided by col. (c))
or optional use by domestic private section 4940(d)(2) applies, leave the as the foundation liable for the sect "Yes," the foundation does not qual Enter the appropriate amount in a Base period years	r foundations subject to his part blank. tion 4942 tax on the dis his under section 4940(each column for each yeach	tributable amount of any yee). Do not complete this party see the instructions be	n net investment in ear in the base per art. fore making any e	ntries. (c) ncharitabl		ome (col.	Distrib	Yes X No (d) ution ratio ided by col. (c))
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_	m 990-PF (2013) C/O MICHAEL SILVER	<u>43-</u>	<u> 16976</u>	<u>37</u>	Page 4
Pa	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or	4948	- see ins	truct	ions)
1a	a Exempt operating foundations described in section 4940(d)(2), check here ▶ 🔛 and enter "N/A" on line 1.				
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 📖 and enter 1%	1		2,	<u>905.</u>
	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		2,	905.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	<u> </u>		0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	<u> </u>	2,	905.
6	Credits/Payments:				
а	a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a 10,526	<u>-</u>			
b	Exempt foreign organizations - tax withheld at source	_			
C	Tax paid with application for extension of time to file (Form 8868)	_			
d	Backup withholding erroneously withheld	_			
7	Total credits and payments. Add lines 6a through 6d	7	<u> </u>	10,	<u>526.</u>
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			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		<u>7,</u>	621.
	Enter the amount of line 10 to be: Credited to 2014 estimated tax > 7,621. Refunded >	11			<u> </u>
	art VII-A Statements Regarding Activities			150	
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interven	e in	\vdash	Υe	
	any political campaign?		L'	la	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition		<u> </u>	lb	<u> </u>
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publish	ned or			
	distributed by the foundation in connection with the activities				
C	Did the foundation file Form 1120-POL for this year?			lc	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. ▶ \$	<u>•</u>			
е	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?		<u> </u>	2	<u> </u>
	If "Yes," attach a detailed description of the activities				
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		<u> </u>	3	<u> </u>
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			a	X
b	olf "Yes," has it filed a tax return on Form 990-T for this year?	N	· —	b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5	<u> </u>
	If "Yes," attach the statement required by General Instruction T				
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	ie law			
	remain in the governing instrument?			6 X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part X	V	<u> </u>	7 X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)				
	MO				
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)			.	.
	of each state as required by General Instruction G? If "No," attach explanation		<u> </u>	b 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 call	endar			
	year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV			9	+ <u>X</u>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			0 D	<u>X</u>
			⊦orm ⊊	ツリード	F (2013)

Form 990-PF (2013)	C/O MICHAEL SILVER	<u>43-169</u> '	7637	F	age 5
Part VII-A State	ements Regarding Activities (continued)				
11 At any time during	the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of				
	P If "Yes," attach schedule (see instructions)		11		Х
	make a distribution to a donor advised fund over which the foundation or a disqualified person had advisor	v privileges?			
	ment (see instructions)	, privileges	12		X
	comply with the public inspection requirements for its annual returns and exemption application?		13	Х	
Website address			10	21	
		o. ▶ 314-99	91 <u>-</u> 0.8	177	
	CONWAY CLOSE, , ST. LOUIS, MO	ZIP+4 ▶6		, , ,	
	nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	. 211+4	7144	_	
	not of tax-exempt interest received or accrued during the year	- l 45 l	NT /	/ >	ш
		15	N/	res	No
	calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank,		1 1	162	
	financial account in a foreign country?		16		X
	for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign				
Country Part VII-B State	ements Regarding Activities for Which Form 4720 May Be Required				
				,	
	any item is checked in the "Yes" column, unless an exception applies.			/es	No
	the foundation (either directly or indirectly):				
		Yes X No			
(2) Borrow money	from, lend money to, or otherwise extend credit to (or accept it from)				
a disqualified p	erson?	Yes X No			
(3) Furnish goods,	services, or facilities to (or accept them from) a disqualified person?	Yes X No			
(4) Pay compensat	ion to, or pay or reimburse the expenses of, a disqualified person?	Yes 🗓 No			
(5) Transfer any inc	come or assets to a disqualified person (or make any of either available				
for the benefit of	or use of a disqualified person)?	Yes X No		-	
(6) Agree to pay m	oney or property to a government official? (Exception Check "No"				
	n agreed to make a grant to or to employ the official for a period after				
		Yes X No			
	" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations				
	3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	g on a current notice regarding disaster assistance check here	▶ 🗀			
-	ngage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected				,
	of the tax year beginning in 2013?		1c		х
	istribute income (section 4942) (does not apply for years the foundation was a private operating foundation	n	"	-	
	942(j)(3) or 4942(j)(5)):	•			
	r 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginn	una.			
before 2013?		Yes X No			
If "Yes," list the years		res 🔼 NO			
	·	_4			
	isted in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorre				
	to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attac			İ	
statement - see instr	,	N/A	2b		
c if the provisions of s	ection 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.				
	,,,				
	old more than a 2% direct or indirect interest in any business enterprise at any time	F===			
during the year?		Yes X No			
	xcess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons a				
	e lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to				
of holdings acquired	by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule				
	ermine if the foundation had excess business holdings in 2013)	N/A	3b		
	vest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X_
	ake any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpo	se that	1		
had not been remove	d from jeopardy before the first day of the tax year beginning in 2013?		4b		<u>X</u>
			QQA_	DE (040

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

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3 Five		Employees, and Contractors (continued)		
		independent contractors for professional services. If none,		
		Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
	NONE			
				
			-	
Total กเ	mber of others	eceiving over \$50,000 for professional services	<u> </u>	> (
Part I	X-A Sum	mary of Direct Charitable Activities		
List the	foundation's for	r largest direct charitable activities during the tax year. Include relevant s	statistical information such as the	
number	of organizations	and other beneficiaries served, conferences convened, research papers	produced, etc	Expenses
1	N/A			
2				
3				
		 		
1				
-		- · · ·		
Part I	X-B Sumn	nary of Program-Related Investments		
		program-related investments made by the foundation during the tax year	ar on lines 1 and 2.	Amount
1	N/A	, <u> </u>		
	•			
2				
	program-related	Investments. See instructions.		
All other				
All other				
B	dd lines 1 thro		>	0.

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	art X Minimum Investment Return (All domestic foundations must complete this part Foreign four	ndations	s, 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	5,887,830.
b	Average of monthly cash balances	1b	101,897.
C	Fair market value of all other assets	1c	10,051.
d	Total (add lines 1a, b, and c)	1d	5,999,778.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	0,
3	Subtract line 2 from line 1d	3	5,999,778.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	89,997.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,909,781.
6	Minimum investment return Enter 5% of line 5	6	295,489.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	d certain	
1	Minimum investment return from Part X, line 6	1	295,489.
2a	Tax on investment income for 2013 from Part VI, line 5		
ь	Income tax for 2013. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	2,905.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,905. 292,584.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	292,584.
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	292,584.
<u> </u>	Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		000 144
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	228,144.
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:	F	
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	228,144.
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	228,144.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of 4940(e) reduction of tax in those years.	jualifies fi	or the section

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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				292,584.
2 Undistributed income, if any, as of the end of 2013				23273021
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 945.				
f Total of lines 3a through e	945.			
4 Qualifying distributions for 2013 from	7131		"	
Part XII, line 4: ▶ \$ 228, 144.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior			0.	
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus		0.		
(Election required - see instructions)	0.			
				228,144.
d Applied to 2013 distributable amount	0.			
e Remaining amount distributed out of corpus	945.			945.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	945.			945.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract				
line 4b from line 2b		0.	_	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable				·-· · -
amount - see instructions		0.		
e Undistributed income for 2012. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2014				63,495.
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.			
0 Analysis of line 9:				
a Excess from 2009			.	
b Excess from 2010			·	
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				
				Form 990-PF (2013)

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Part XIV Private Operating I			II-A, question 9)	N/A	
1 a If the foundation has received a ruling	or determination letter tha	t it is a private operating			
foundation, and the ruling is effective f	or 2013, enter the date of	the ruling	>		
b Check box to indicate whether the four	id <u>ation is a private operati</u>	ng foundation described	in section	4942(J)(3) or	4942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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			1		
for active conduct of exempt activities.					
Subtract line 2d from line 2c 3 Complete 3a, b, or c for the					
alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets			 		
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter					
2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross					
investment income (interest, dividends, rents, payments on					
securities loans (section					
512(a)(5)), or royalties)			<u> </u>		
(2) Support from general public and 5 or more exempt					
organizations as provided in					
section 4942(j)(3)(B)(III)					ļ
(3) Largest amount of support from					
an exempt organization					
Part XV Supplementary Info	rmation (Comple	te this part only	if the foundation	n had \$5,000 or r	nore in assets
at any time during			ii die louridado	11 11dd 40,000 ol 1	nore in assets
1 Information Regarding Foundation	on Managers:				
a List any managers of the foundation wi			tributions received by th	e foundation before the c	lose of any tax
year (but only if they have contributed i	nore than \$5,000). (See s	ection 507(d)(2).)		1	
MICHAEL J SILVER					
b List any managers of the foundation when the other entity) of which the foundation has			(or an equally large por	tion of the ownership of a	partnership or
NONE					
2 Information Regarding Contribut	ion, Grant, Gift, Loan,	Scholarship, etc., P	rograms:		
Check here ► ☐ If the foundation the foundation makes gifts, grants, etc.					
a The name, address, and telephone num	iber or e-mail address of t	he person to whom app	ications should be addr	essed:	
SEE STATEMENT 10					
b The form in which applications should	oe submitted and informat	tion and materials they s	hould include:		
c Any submission deadlines:					
d Any restrictions or limitations on award	s, such as by geographica	al areas, charitable fields	, kınds of ınstitutions, oi	other factors:	
	, , , , , , , , , , , , , , , , , , ,		, .		
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Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Purpose of grant or show any relationship to Foundation Amount any foundation manager or substantial contributor status of contribution Name and address (home or business) recipient a Paid during the year YOUTH IN ACTION ARTS & EDUCATION 1,000. HOMEWORKS ARATS & EDUCATION 2,500. ANNIES HOPE ARTS & EDUCATION 3,000, AUTISM SPEAKS ARTS & EDUCATION 2,500. BJC HOSPICE ARTS & EDUCATION 8 500. SEE CONTINUATION SHEET(S) **▶** 3a 182 900 b Approved for future payment NONE Total Form **990-PF** (2013)

Part XVI-A	Analysis of	Income-Producing	1 Activities
Lai LVAI-V	Allalysis Ul	IIICOIIIE-FIOGGCIIIÇ	J ACTIVITIES

I I		usiness income		d by section 512, 513, or 514	(e)
Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
a	-				
b				.	
c					<u> </u>
					
f					
g Fees and contracts from government agencies		<u> </u>			
Membership dues and assessments			-		 -
Interest on savings and temporary cash					
investments					
Dividends and interest from securities					124,71
Net rental income or (loss) from real estate:					
a Debt-financed property			1		
b Not debt-financed property			-		
Net rental income or (loss) from personal					
property Other unicotment income			+-+		1
Other investment income Gain or (loss) from sales of assets other			+ +		1
than inventory					66,74
Net income or (loss) from special events			 		00,74
Gross profit or (loss) from sales of inventory					· ·
Other revenue:					,
a					
b					
c					
d					
e					<u> </u>
Subtotal. Add columns (b), (d), and (e)		0.		0.	191,464
Total. Add line 12, columns (b), (d), and (e) se worksheet in line 13 instructions to verify calculations.)				13	191,464
Relationship of Activities ne No Explain below how each activity for which income.	ome is reported in co	lumn (e) of Part XVI-A		<u> </u>	lishment of
▼ the foundation's exempt purposes (other than					
	16 TIATET 3 M	TON INVEST			
THE INCOME DERIVED FRO					
THE INCOME DERIVED FRO FINANCIAL SUPPORT FOR			AND I	EDUCATIONAL I	NSTITUTIONS
			AND I	EDUCATIONAL I	NSTITUTIONS
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1 Dist the organization directly or indirectly engage in any of the following with any other organization discribed in section 50 Y(c) of the Code (other that section 50 Y(c)) organizations or in section 52 Y(c) estimate the profuse of poundation to a rencharitable exempt organization of. (1) Cash (2) Other assets 1 16(1) Sales of assets to an incidentable exempt organization of. (3) Site of assets to an anoncharitable exempt organization (3) Purchases of assets from a noncharitable exempt organization (3) Purchases of assets from a noncharitable exempt organization (3) Rentable statement arrangements (4) Rentable statement arrangements (5) Lones or form purcharies (6) Performance of senses or membership or fundationing soleidations (6) The assets or any of the above is Ying, complete the following soleidations (6) If the answers to any of the above is Ying, complete the following soleidations (6) If the answers to any of the above is Ying, complete the following soleidations (6) Amount involved (6) Name of organization (6) Namount involved (6) Name of organization (6) Namount involved (6) Name of organization (6) Namount involved (6) Name of organization (7) The above solution of the code (either than assetting of the above in the product of	Part XVII	Information Re Exempt Organ		ransfers To	and Transactions	and Relations	hips With Nonch	aritable	9	
Transfers from the super-ling foundation to a noncharitable exempt organization of. (1) Cash (2) Other assets b Other brassets to a noncharitable exempt organization of. (2) Perchase of sasets from a noncharitable exempt organization (3) Setta of facilities, outpument, or other assets (4) Reimburstened surragements (5) Loans or larg quarterless (6) Performance of services or membership or fundrassing solicitations (7) Sales of disasted from a moncharitable exempt organization (8) Performance of services or membership or fundrassing solicitations (8) Performance of services or membership or fundrassing solicitations (9) Performance of services or membership or fundrassing solicitations (9) Performance of services or membership or fundrassing solicitations (9) Performance of services or membership or fundrassing solicitations (9) Performance of services or membership or fundrassing solicitations (9) Performance of services or membership or fundrassing solicitations (10) Loans or large quarterless (11) Loans or large quarterless (12) Loans or large quarterless (13) Loans or large quarterless (14) Loans or large quarterless (15) Loans or large quarterless (16) Loans or large quarterless (17) Loans or large quarterless (18) Loans or large quarterless (18) Loans or large quarterless (19) Loans	1 Did the or			any of the following	ng with any other organizat	tion described in sect	ion 501(c) of		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of. (1) Casin (2) Other assets 1							(-/			
(1) Cash (2) Other transactions: (1) Sales of assets to a nonchartable exempt organization (2) Purchase of assets from a nonchartable exempt organization (3) Rental of facilities, equipment, or other assets (4) Rental organizations (5) Loans or load guarantees (5) Loans or load guarantees (5) Loans or load guarantees (6) Performance of services or membership or fundrasing solicitations (5) Loans or load guarantees (6) Performance of services or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (6) It the amover to any of the above is "viss", complete the following schedule. Column (6) should always show the fair market value of the goods, other assets, or services received. (6) Amount movined (6) Name of inorchartable exempt organization (7) Amount movined (8) Amount movined (9) Amount movined (1) Amount movined (1) Amount movined (1) Amount movined (1) Amount movined (2) Warne of inorchartable exempt organization (3) Loans or Column (6) the book (other than section 501(c)(3) or a section 527? If Yes If Yes If Yes (a) Name of organization (b) Type of organization (c) Description of relationship organizationship or		' · · · · · · · · · · · · · · · · · · ·		•						
(2) Other assets by the treatment of the protections (1) Sates of assets to a noncharidable exempt organization (2) Purchases of assets from a noncharidable exempt organization (3) Retail of facilities, equipment, or other assets (16) Loans or class parameters (16) Loans				·	-			1a(1)		Х
(1) Sales of assets to an onchartable exempt organization (2) Purchases of assets from a nonchartable exempt organization (3) Retail of decines, equipment, or other assets (4) Rembursement arrangements (5) Lones or lone quiurantees (6) Performance of services or membership or fundrasing solicitations (7) Lones or lone quiurantees (8) Performance of services or membership or fundrasing solicitations (8) Lones or lone quiurantees (9) Lones or lone quiurantees (10) Lone or lone quiurantees (10) Lone or lone quiurantees (11) Lone or lone quiurantees (12) Lone or lone quiurantees (13) Lone or lone quiurantees (14) Lone or lone quiurantees (15) Lones or lone quiurantees (16) Lone or lone quiurantees (17) Lone or lone and the answer to any of the above is "res." complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services green by the reporting foundation, if the foundation received less than fair market value in any transaction or sharing arrangements, show in oblight of the answer to any of the above is "res." complete the following schedules (14) N/A (15) Lone or lone of the device of the goods, other assets, or services received. (16) Lone or lone of the device of the goods, other assets, or services received. (18) Lone or lone of the device of the goods, other assets, or services received. (19) Lone or lone of the device of the goods, other assets, or services received. (19) Lone or lone of the device of the goods, other assets, or services received in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? (19) Lone or lone of the device of the goods, other assets, or services received in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? (19) Lone or market value of the good of the device of the section 527? (19) Lone or market value of the good of the device of the section 527? (19) Lone or market value of the good of the section 527? (19) Lone or market value of the good of the section 527?	(2) Other	assets						1a(2)		X
(2) Purchases of assets from a nonchartable exempt organization (3) Retail of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or load guarantees (5) Loans or load guarantees (6) Performance of services or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (7) International contents on the property of the poods, other assets, or pad employees (8) Standard or a part of the above 5 vers. Complete the following schedule. Column (6) Should always show the fair market value of the poods, other assets, or services green by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (6) the value of the goods, other assets, or services received. (8) Amount involved (9) Amount involved (10) Amount i	b Other tran	sactions:								
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Paid Preparer Use Only Firm's address ► 7777 BONHOMME, SUITE 1203 ST. LOUIS, MO 63105 Self- employed P00294590 Firm's EIN ► 43-1612413 Phone no. (314)721-7070				Drangrar's s			Check I if DTIN			
Paid Preparer Use Only SCOTT T. ALTON, CPA SCOTT T. ALTON & CO., L.L.C. P00294590 Firm's name ► MELMAN, ALTON & CO., L.L.C. Firm's EIN ► 43-1612413 Firm's address ► 7777 BONHOMME, SUITE 1203 Phone no. (314)721-7070		Filliv Type preparer s na	11116	Fiehalei 88	ignatul c	Date				
Preparer Use Only Firm's name ▶ MELMAN, ALTON & CO., L.L.C. Firm's EIN ▶ 43-1612413 Firm's address ▶ 7777 BONHOMME, SUITE 1203 Phone no. (314)721-7070	Paid	CCOMM M 3	ד מורוא מי		TT NOIL CA	1 2/20/14	, ,	10201	500	
Use Only Firm's address ► 7777 BONHOMME, SUITE 1203 Phone no. (314)721-7070	_					1 2 1/1/				
Firm's address ► 7777 BONHOMME, SUITE 1203 ST. LOUIS, MO 63105 Phone no. (314)721-7070	-	rum s name MEL	MAIN, AL	TOIN & CO	., ш.ш.с.		LIMISTIN P 43-T	4	₁)	
ST. LOUIS, MO 63105 Phone no. (314)721-7070	Jos Jing	Firm's address > 77	77 PANU	OMME CT	ተጥፑ 1202		 			
							Phone no (31/1)	721_	707	0
Form 990-PF (201	_	ST	• HOOTS	, MO 031	<u> </u>				_	

3 Grants and Contributions Paid During the Recipient				
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (nome of business)	or substantial contributor	recipient		
AMP RAINBOW			ARTS & EDUCATION	5,00
CONNECTIONS TO SUCCESS			ARTS & EDUCATION	5,00
PAMILY RESOURCE CENTER			ARTS & EDUCATION	3,00
FAMILY SUPPORT NETWORK			ARTS & EDUCATION	2,50
GATEWAY TO HOPE			ARTS & EDUCATION	8,00
JEWISH BOOK FESTIVAL			ARTS & EDUCATION	
EWISH BOOK FESTIVAL			INTO & EDUCATION	1,20
TEWISH FED. OF ST LOUIS			ARTS & EDUCATION	
				1,00
EWISH FILM FESTIVAL			ARTS & EDUCATION	
				1,20
EWISH FOUNDATION & CS			ARTS & EDUCATION	40,00
асли			ARTS & EDUCATION	8,00
Total from continuation sheets				165_40

3 Grants and Contributions Paid During the				 -
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Contribution	
EW JEWISH THEATER			ARTS & EDUCATION	1 1
				1,2
JRSES FOR NEWBORNS			ARTS & EDUCATION	10,0
ACES FOR PEOPLE	_		ARTS & EDUCATION	20,0
NINBOW VILLAGE			ARTS & EDUCATION	5,(
ADY READER			ARTS & EDUCATION	1,0
ERWOOD FOREST CAMP			ARTS & EDUCATION	5,(
LOUIS CRISIS NURSERY			ARTS & EDUCATION	20,0
LOUIS H.E.L.P.			ARTS & EDUCATION	5,0
LOUIS INTERNSHIP PROGRAM			ARTS & EDUCATION	4 ,0
LOUIS JEWISH LIGHT			ARTS & EDUCATION	7,8

C/O MICHAEL SILVER
Part XV Supplementary Information 43-1697637

Grants and Contributions Paid During th	ion ne Year (Continuation)					
Recipient If recipient is an individual, show any relationship to Foundation Purpose of grant or						
Name and address (home or business)	or substantial contributor	recipient	Contribution	Amount		
ST LOUIS ZOO			ARTS & EDUCATION	0.5		
		· = - ·		2,50		
TRAY RESCUE			ARTS & EDUCATION			
				2,00		
OICES FOR CHILDREN			ARTS & EDUCATION			
OTCES FOR CHILDREN			ARIS & EDUCATION	7,00		
						
				 		
Total from continuation sheets	1					

	I									
FORM 990-PF	DIVIDEN	DS AND	INTER	EST 1	FROM	SEC	URITIE	S	STATEMENT	1
SOURCE			GROSS	OMA	JNT	CAPITAL GAINS DIVIDENDS		COLUMN (A) AMOUNT		
SCHWAB # 3961 SCHWAB # 7853		_		131,2 47,6	219. 605.	54,114.		77,105 4 7,605		
TOTAL TO FM 99	90-PF, PART I, 1	LN 4 =		178,8	324.		54	,114.	124,7	10.
FORM 990-PF		OT	HER I	NCOM					STATEMENT	2
DESCRIPTION				(<i>I</i> REVI PER I			NET I	B) NVEST- INCOME	(C) ADJUSTEI NET INCOI	
LIQUIDATION PA	YMENT					14.		14.	- 	
TOTAL TO FORM	990-PF, PART I	, LINE	11			14.		14.		
FORM 990-PF			LEGAL	FEES	5				STATEMENT	3
DESCRIPTION		(A EXPEN PER B	SES		(B) INVE			(C) JUSTED INCOME	(D) CHARITAI PURPOSI	
ATTORNEY FEES	_	4	,869.			0.			4,86	59.
TO FM 990-PF,	PG 1, LN 16A =	4	,869.	0.			4,869.			
FORM 990-PF		ACC	OUNTI	NG FE	ES			<u> </u>	STATEMENT	4
DESCRIPTION		(A EXPEN PER B	SES		(B)		AD	(C) JUSTED INCOME	(D) CHARITAE PURPOSE	
ACCOUNTING FEE	_ S	3	,925.			0.			3,92	25.
TO FORM 990-PF	, PG 1, LN 16B	3	,925.			0.		_	3,92	25.
	=								=	_

FORM 990-PF			STATEMENT 5		
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST MENT INCOM		
FOREIGN TAX WI FEDERAL INCOME		1,684. 1,458.			0.
TO FORM 990-PF	, PG 1, LN 18 =	3,142.	3,14:	2.	0.
FORM 990-PF		OTHER E	XPENSES		STATEMENT 6
DESCRIPTION	•	(A) EXPENSES PER BOOKS	(B) NET INVEST MENT INCOM		
INVESTMENT FEE	S	30,917.	30,91	7.	0.
TO FORM 990-PF	, PG 1, LN 23	30,917.	30,91	7.	0.
FORM 990-PF		CORPORAT	E STOCK		STATEMENT 7
DESCRIPTION			I	BOOK VALUE	FAIR MARKET VALUE
SCHWAB ONE-SEC	URITIES			3,413,206.	4,644,376.
TOTAL TO FORM	990-PF, PART II	, LINE 10B		3,413,206.	4,644,376.
FORM 990-PF		CORPORATI	E BONDS		STATEMENT 8
DESCRIPTION			F	BOOK VALUE	FAIR MARKET VALUE
SCHWAB ONE-SEC	URITIES			1,646,857.	1,646,175.
TOTAL TO FORM	990-PF, PART II	, LINE 10C		1,646,857.	1,646,175.
					

	PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT TRUSTEES AND FOUNDATION MANAGERS						
NAME AND ADDRESS	TITLE AND AVRG HRS/WK			EMPLOYEE BEN PLAN CONTRIB	EXPENSE		
MICHAEL J SILVER 190 CARONDELET PLAZA - SUITE 600 ST LOUIS, MO 63105	DIRECTOR 5.00		CHAIRMAN 9,100.	0.	0.		
KATHY KORNBLUM 4801 WENTWORTH AVENUE S MINNEAPOLIS, MN 55419	DIRECTOR 5.00	AND	PRESIDENT 9,100.	0.	0.		
GAY KLEARMAN KORNBLUM 55 CONWAY CLOSE ROAD LADUE, MO 63124	DIRECTOR 5.00	AND	VICE-PRESIDEN 9,100.	0.	0.		
CLARE TROPP 4801 WENTWORTH AVENUE S MINNEAPOLIS, MN 55419	DIRECTOR 5.00	AND	VICE-PRESIDEN 9,100.	0.	0.		
ANN MANDELSTAM 4525 LINDELL, #304 ST. LOUIS, MO 63108	DIRECTOR 5.00		3,100.	0.	0.		
LAURA KLEARMAN SILVER 190 CARONDELET PLAZA - SUITE 600 ST LOUIS, MO 63105		AND	SECRETARY/TRE 9,100.	EASURER 0.	0.		
TOTALS INCLUDED ON 990-PF, PAGE 6,	PART VIII		48,600.	0.	0.		

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D

STATEMENT

10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MICHAEL SILVER 190 CARONDELET PLAZA SUITE 600 ST. LOUIS, MO 63105

TELEPHONE NUMBER

314-480-1500

FORM AND CONTENT OF APPLICATIONS

NONE SPECIFIED

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

PREFERENCE IS GIVEN TO ST. LOUIS AREA ORGANIZATIONS, MOST GRANTS ARE MADE FOR THE ARTS AND EDUCATION PURPOSES, BUT TO THE EXTENT FUNDS ARE AVAILABLE, GRANTS MAY BE MADE FOR OTHER PURPOSES AND TO ORGANIZATIONS IN OTHER GEOGRAPHICAL AREAS.