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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

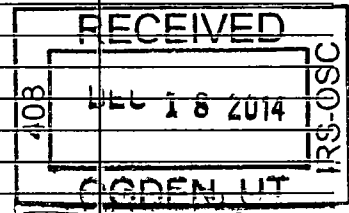
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Open to Public Inspection

For calendar year 2013 or tax year beginning **AUG 1, 2013**, and ending **JUL 31, 2014**

Name of foundation SUZANNE FELD ZALK CHARITABLE TRUST		A Employer identification number 43-1148369
Number and street (or P O box number if mail is not delivered to street address) 8077 MARYLAND AVENUE	Room/suite	B Telephone number 314-725-5900
City or town, state or province, country, and ZIP or foreign postal code SAINT LOUIS, MO 63105		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,279,582. (Part I, column (d) must be on cash basis)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <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		23,205.	23,205.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		112,022.			
b Gross sales price for all assets on line 6a 482,299.					
7 Capital gain net income (from Part IV, line 2)			112,022.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		135,227.	135,227.		
13 Compensation of officers, directors, trustees, etc		12,470.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		4,510.	1,128.		3,382.
c Other professional fees STMT 3		9,023.	9,023.		0.
17 Interest					
18 Taxes STMT 4		1,897.	137.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		664.	0.		249.
24 Total operating and administrative expenses. Add lines 13 through 23		28,564.	10,288.		3,631.
25 Contributions, gifts, grants paid		65,000.			65,000.
26 Total expenses and disbursements. Add lines 24 and 25		93,564.	10,288.		68,631.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		41,663.			
b Net investment income (if negative, enter -0-)			124,939.		
c Adjusted net income (if negative, enter -0-)				N/A	



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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		23,348.	4,798.	4,798.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less. allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 7	658,558.	665,752.	939,861.
	c	Investments - corporate bonds	STMT 8	273,200.	325,927.	334,923.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis					
	Less accumulated depreciation					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		955,106.	996,477.	1,279,582.	
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		955,106.	996,477.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		955,106.	996,477.		
31	Total liabilities and net assets/fund balances		955,106.	996,477.		

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	955,106.
2	Enter amount from Part I, line 27a	2	41,663.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	996,769.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 6	5	292.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	996,477.

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 PUBLICLY TRADED SECURITIES		VARIOUS	07/31/14
b CAPITAL GAIN DIVIDEND DISTRIBUTION		VARIOUS	12/31/13
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 479,797.		370,277.	109,520.
b 2,502.			2,502.
c			
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			109,520.
b			2,502.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	112,022.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	63,083.	1,160,642.	.054352
2011	83,550.	1,081,633.	.077244
2010	39,975.	1,116,334.	.035809
2009	58,354.	1,030,705.	.056616
2008	68,814.	971,286.	.070848

2 Total of line 1, column (d)	2	.294869
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	.058974
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,275,291.
5 Multiply line 4 by line 3	5	75,209.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,249.
7 Add lines 5 and 6	7	76,458.
8 Enter qualifying distributions from Part XII, line 4 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	8	68,631.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	2,499.
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	2,499.
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	2,499.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	920.
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	920.
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	1,579.
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 type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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? Website address ► N/A	13	X	
14	The books are in care of ► ENTERPRISE BANK & TRUST Telephone no. ► 314-725-5900 Located at ► 8077 MARYLAND AVENUE, CLAYTON, MO ZIP+4 ► 63105			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 No

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

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

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

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

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

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

	5b	
6b		X
7b		

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
ENTERPRISE BANK & TRUST COMPANY 8077 MARYLAND AVENUE CLAYTON, MO 63105	TRUSTEE 1.00	8,336.	0.	0.
ANDREW S. WOLFSON 8077 MARYLAND AVENUE CLAYTON, MO 63105	TRUSTEE 1.00	2,151.	0.	0.
ROBERT J. MARGOLIN 8077 MARYLAND AVENUE CLAYTON, MO 63105	TRUSTEE 1.00	1,983.	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 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	1,238,492.
b	Average of monthly cash balances	1b	56,220.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,294,712.
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	1,294,712.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,421.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,275,291.
6	Minimum investment return. Enter 5% of line 5	6	63,765.

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	63,765.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,499.
2b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,499.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	61,266.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	61,266.
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	61,266.

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	68,631.
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	68,631.
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	68,631.

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				61,266.
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	20,822.			
b From 2009	8,515.			
c From 2010				
d From 2011	30,090.			
e From 2012	5,949.			
f Total of lines 3a through e	65,376.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	68,631.			
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				61,266.
e Remaining amount distributed out of corpus	7,365.			
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:	72,741.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	20,822.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	51,919.			
10 Analysis of line 9:				
a Excess from 2009	8,515.			
b Excess from 2010				
c Excess from 2011	30,090.			
d Excess from 2012	5,949.			
e Excess from 2013	7,365.			

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

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

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. 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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BETTY FORD CENTER FOUNDATION 41990 COOK ST., STE C-301 PALM DESERT, CA 92211		PC	MEDICAL, EXT OF PROGRAM FOR CHILDREN INTO COLORADO	5,000.
BRANDEIS UNIVERSITY MAIL STOP 122 WALTHAM, MA 02453		PC	EDUCATIONAL, AFRICAN AMERICAN SCHOLARSHIP	5,000.
CHILDREN'S HOSPITAL FOUNDATION ONE CHILDREN'S PLACE ST. LOUIS, MO 63110		PC	SUPPORT FOR HOSPITAL & CHILDREN'S PATIENT CARE, EDUCATION & RESEARCH	5,000.
CRAFT ALLIANCE OF ST. LOUIS 6640 DELMAR BLVD ST. LOUIS, MO 63130		PC	CHARITABLE SUPPORT FOR CRAFT PROGRAMS & EDUCATION	10,000.
GOOD SHEPHERD CHILDREN & FAMILY SERVICES 1340 PARTRIDGE AVENUE ST. LOUIS, MO 63130		PC	GENERAL PURPOSE	5,000.
Total SEE CONTINUATION SHEET(S)				3a 65,000.
b Approved for future payment				
NONE				
Total				3b 0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MEMORIAL SLOAN-KETTERING CANCER CTR 1275 YORK AVE NEW YORK, NY 10065		PC	RESEARCH, GENERAL PURPOSE	10,000.
SHAKESPEARE FESTIVAL - ST LOUIS 462 N. TAYLOR AVENUE ST. LOUIS, MO 63108		PC	GENERAL PURPOSE	5,000.
THE BELLA FOUNDATION P. O. BOX 20035 OKLAHOMA CITY, OK 73156		PC	ASSIST LOW-INCOME, ELDERLY OR TERMINALLY ILL PET OWNERS WITH THE COST OF VETERINARY CARE FOR THEIR PETS	5,000.
WASHINGTON UNIVERSITY MEDICAL SCHOOL 4444 FOREST PARK AVE. ST. LOUIS, MO 63110		PC	EDUCATIONAL, AFRICAN AMERICAN SCHOLARSHIP	5,000.
ST. LOUIS SYMPHONY 718 N. GRAND BLVD ST. LOUIS, MO 63103		PC	GENERAL SUPPORT	5,000.
TORAH SCHOOL 8609 OLIVE BLVD ST. LOUIS, MO 63132		PC	EDUCATE, MOTIVATE, CHALLENGE, AND INSPIRE CHILDREN	5,000.
Total from continuation sheets				35,000.

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
DIVIDENDS	12,393.	0.	12,393.	12,393.		
INTEREST	10,812.	0.	10,812.	10,812.		
TO PART I, LINE 4	23,205.	0.	23,205.	23,205.		

FORM 990-PF		ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING & TAX RETURN PREP	4,510.	1,128.			3,382.	
TO FORM 990-PF, PG 1, LN 16B	4,510.	1,128.			3,382.	

FORM 990-PF		OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ARGENT CAPITAL MANAGEMENT LLC INVESTMENT MANAGEMENT FEE	9,023.	9,023.			0.	
TO FORM 990-PF, PG 1, LN 16C	9,023.	9,023.			0.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX DUE	600.	0.			0.
FEDERAL EXCISE TAX DUE	240.	0.			0.
FEDERAL ESTIMATED PAYMENT	920.	0.			0.
FOREIGN TAX PAID	137.	137.			0.
TO FORM 990-PF, PG 1, LN 18	1,897.	137.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER MISCELLANEOUS EXPENSE	249.	0.			249.
OTHER MISCELLANEOUS EXPENSE - IRS	415.	0.			0.
TO FORM 990-PF, PG 1, LN 23	664.	0.			249.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION			AMOUNT
MUTUAL FUND INCOME RECLASSIFICATION ADJUSTMENT			292.
TOTAL TO FORM 990-PF, PART III, LINE 5			292.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
ACTAVIS PLC	8,155.	17,569.		
ALLSTATE CORP	8,590.	14,613.		
AMERICAN EAGLE OUTFITTERS INC	7,778.	6,396.		
AMGEN INC	0.	0.		
AQR MANAGED FUTURES STRATEGY	40,000.	41,110.		

BLACKROCK SMALL CAP GROWTH	0.	0.
BRANDES EMERGINGH MARKETS I	11,250.	11,612.
BUNGE LIMITED	12,255.	11,826.
CBS CORP CL B	14,503.	31,257.
CHESAPEAKE ENERGY CORP	19,536.	19,778.
CHEVRON CORP	0.	0.
CITRIX SYSTEMS INC	0.	0.
DANAHER CORPORATION	13,666.	25,858.
DODGE & COX INTERNATIONAL STOCK FD	15,000.	29,299.
DOW CHEMICAL COMPANY	23,149.	25,535.
EATON CORP PLC	0.	0.
ELECTRONIC ARTS INC	17,839.	25,200.
EMC CORP MASS	15,955.	24,905.
ENDO HEALTH SOLUTIONS INC	0.	0.
ENDO INTERNATIONAL PLC	9,227.	16,770.
EXPEDIA INC	18,956.	19,855.
EXPRESS SCRIPTS HOLDING CO	0.	0.
F5 INC	22,028.	22,518.
FOREST LABS INC	0.	0.
GANNETT INC	19,940.	24,540.
GILEAD SCIENCES	0.	0.
GOOGLE INC - CL A	8,221.	23,182.
GOOGLE INC - CL C	8,243.	22,864.
HAIN CELESTIAL GROUP INC	18,668.	17,100.
INTEL CORP	0.	0.
ISHARES MSCI EAFE ETF	13,974.	25,038.
ISHARES MSCI EAFE SMALL CAP ETF	13,543.	18,933.
ISHARES S&P SMALL CAP 600	9,714.	31,778.
JABIL CIRCUIT INC	22,500.	23,283.
JACOBS ENGR GROUP	0.	0.
JPMORGAN CHASE & CO	19,610.	23,068.
LINCOLN NATL CORP	21,025.	26,195.
LOWES COS INC	9,582.	16,748.
MALLINCKRODT PLC	5,238.	6,962.
MASTERCARD INC	4,008.	18,538.
OAKMARK INTL SMALL CAP	7,500.	9,474.
ORACLE CORP	10,730.	24,234.
POST HOLDINGS INC	10,905.	19,091.
PROCTOR & GAMBLE CO	17,295.	19,330.
QUALCOM INC	12,197.	22,116.
QUANTA SERVICES INCORPORATED	20,030.	23,443.
SCHLUMBERGER LTD	19,901.	27,098.
SEVENTY SEVEN ENERGY INC	1,135.	1,189.
SKYWORKS SOLUTIONS INC	15,804.	22,842.
SUNTRUST BANKS INC	17,164.	26,635.
TEVA PHARMACEUTICALS INDS SPONS ADR	15,532.	16,050.
TOUCHSTONE EMERGING MARKETS	0.	0.
TWEEDY BROWNE GLOB	19,177.	33,499.
UNITED PARCEL SERVICE CL B	15,329.	14,564.
URBAN OUTFITTERS INC	0.	0.
WEATHERFORD INTERNATIONAL PLC	18,322.	17,896.
WILLIAM BLAIR INTL GROWTH	20,000.	27,174.
WILLIAMS SONOMA INC	0.	0.
XL GROUP PUBLIC LIMITED COMPANY	12,578.	12,896.
TOTAL TO FORM 990-PF, PART II, LINE 10B	665,752.	939,861.

