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Department of the TMasury internal Revenue Service

EXTENDED TO AUGUST 17, 2015 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

For	calea	rdar year 2014 or tax year beginning		, and ending		
Na	me of	f foundation			A Employer identification	n number
V	7IL	LIAM S. AND BLAIR Y.	THOMPSON FAMIL	ıΥ		
_F	UO'	NDATION			27-4278915	<u> </u>
Nui	nber a	and street (or P O box number if mail is not delivered to	street address)	Room/suite	B Telephone number	
_4	S	HERWYN LANE			314-569-04	182
Cit	y or t	own, state or province, country, and ZIP or fore	gn postal code		C If exemption application is p	
	-	VE COEUR, MO 63141				
G	Check	all that apply: Initial return	Initial return of a f	ormer public charity	D 1. Foreign organization	s, check here
		Final return	Amended return			
		Address change	Name change		Foreign organizations me check here and attach or	eeting the 85% test, omputation
H (Check	type of organization: X Section 501(c)(3) exempt private foundation		E If private foundation sta	
	☐ Se	ection 4947(a)(1) nonexempt charitable trust	Other taxable private found	ation	under section 507(b)(1	
I F	air ma	arket value of all assets at end of year J Acce	ounting method: X Cash	Accrual	F If the foundation is in a	
(f.	rom i	Part II, col (c), line 16)	Other (specify)		under section 507(b)(1	
	-\$	1,142,643. (Part I,	column (d) must be on cash	basis)		
Pa	art l	Analysis of Revenue and Expenses	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements
		(The total of amounts in columns (b), (c), and (d) may recessarily equal the amounts in column (a))	expenses per books	income	income	for charitable purposes (cash basis only)
	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check X If the foundation is not required to attach Sch	В			
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	18,878.	18,878		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
a)	6a	Net gain or (loss) from sale of assets not on line 10	28,121.			<u> </u>
Revenue	Ь	Gross sales price for all assets on line 6a 63, 497	<u>.</u>			
eve	7	Capital gain net income (from Part IV, line 2)		28,121		
Œ	8	Net short-term capital gain				
	9	Income modifications				
2015	10a	Gross sales less returns and allowances				
2	b	Less Cost of goods sold				
C5	C	Gross profit or (loss)				
€7	11	Other income				
	12	Total Add lines 1 through 11	46,999.	46,999		
	13	Compensation of officers, directors, trustees, etc	0.	0	•	0.
	14	Other employee salaries and wages				
型 Se	1	Pension plans, employee benefits				
氢 esu	16a	Legal fees				
SCAN! Expense	. b	Accounting fees			DECEIVE	- UN
M	_ c	Other professional fees			7 90	42 / <u>ó</u> /
SCAN Operating and Administrative Expens	17	Interest			1 25 20 mm 2 5 20	
stra	18	Taxes			IS JUNG	
ij	19	Depreciation and depletion			OGDEN	
Ę	20	Occupancy			1 00	<u></u>
Ψ	21	Travel, conferences, and meetings				<u> </u>
Ē	22	Printing and publications Other expenses STMT 2	7 260	7 260		-
tr	23	•	7,369.	7,369	•	0.
era	24	Total operating and administrative	7 260	7 260		0
ō	95	expenses Add lines 13 through 23	7,369.	7,369	-	0. 61,784.
	1	Contributions, gifts, grants paid	01,/04.	 	 	01,/04.
	20	Total expenses and disbursements.	69,153.	7,369		61,784.
	27	Add lines 24 and 25 Subtract line 26 from line 12:	05,133.	1,309	-	01,704.
	1		<22,154.			
	1	Excess of revenue over expenses and disbursements Net investment income (if negative, enter -0-)	<u> </u>	39,630	 	
	1			39,030	N/A	
4006		Adjusted net income (if negative, enter -0-)		l .	N/A	

		30-PF (2014) FOUNDA'L' LON	Reginning of year		1278915 Page 2
Р	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	(b) Book Value	(c) Fair Market Value
_	1	Cash - non-interest-bearing	7,546.	2,457.	2,457.
	2		7,310.	2/25/1	2/=3/•
	1	Accounts receivable			
	ľ	Less: allowance for doubtful accounts			
	4	Pledges receivable			
	"	Less; allowance for doubtful accounts			
	5	Grants receivable			
	1 -	Receivables due from officers, directors, trustees, and other			
	ľ	disqualified persons			
	7	Other notes and loans receivable			
	′ ′	Less; allowance for doubtful accounts			
ro.	8	Inventories for sale or use			
Assets		Prepaid expenses and deferred charges			
Ass	9	Investments - U.S. and state government obligations			
	i i	· · · · · · · · · · · · · · · · · · ·			
	i	Investments - corporate stock			
	ŀ	Investments - corporate bonds Investments - land, buildings, and equipment basis			
	[''				
	40	Less accumulated depreciation			
		Investments - mortgage loans Investments - other STMT 3	956,495.	939,120.	1 120 000
	13		930,493.	939,120.	1,139,898.
	14	Land, buildings, and equipment, basis			
	4-	Less accumulated depreciation	0.	200	200
		Other assets (describe PREPAID TAX)	<u>U.</u>	288.	288.
	16	Total assets (to be completed by all filers - see the	064 041	041 065	1 140 (42
_	-	instructions. Also, see page 1, item I)	964,041.	941,865.	1,142,643.
	17	F			
	18	Grants payable			
Liabilities	19	Deferred revenue			
Ħ	20	Loans from officers, directors, trustees, and other disqualified persons			
Lia	21	Mortgages and other notes payable			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
	23	Foundations that follow SFAS 117, check here	0.	- 0.	
		and complete lines 24 through 26 and lines 30 and 31.			
S	.,				
ĕ	24	Unrestricted			
Fund Balances	25	Temporarily restricted			
<u>d</u>	26	Permanently restricted Foundations that do not follow SFAS 117, check here			
필		·			
٥	0.7	and complete lines 27 through 31	0.	0	
ets	27	Capital stock, trust principal, or current funds	0.	0.	
Assets	28	Paid-in or capital surplus, or land, bldg., and equipment fund	964,041.	941,865.	
Net /	29	Retained earnings, accumulated income, endowment, or other funds			
Ž	30	Total net assets or fund balances	964,041.	941,865.	
	21	Total lightilities and not accoss fund halances	964,041.	941,865.	
_		Total liabilities and net assets/fund balances			
P	<u>art</u>	Analysis of Changes in Net Assets or Fund Ba	alances		
1	Tota	I net assets or fund balances at beginning of year - Part II, column (a), line 3	30		
		st agree with end-of-year figure reported on prior year's return)		1	964,041.
	-	r amount from Part I, line 27a		2	<22,154.:
		r increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3		4	941,887.
		eases not included in line 2 (itemize) PENALTIES		5	22.
		I net assets or fund balances at end of year (line 4 minus line 5) - Part II, col	umn (b), line 30	6	941,865.
_					Form 990-PF (2014)

423511 11-24-14 Part IV | Capital Gains and Losses for Tax on Investment Income

		_	_	_	_	_	_	
-77	- 4	7	7	Ω	a	1	_	
	- 4	_	•	()	7			

Page 3

	be the kınd(s) of property sold (ehouse; or common stock, 200			1 (a) How P - Pt D - D	racquired Irchase Onation	(c) Date a (mo., da	cquired ly, yr.)	(d) Date sold (mo., day, yr)
1a THRU BROWN BROTHERS HARRIMAN					onditon	VARIO	OUS	VARIOUS
b CAPITAL GAINS I	DIVIDENDS							
<u>C</u>		·						
d e								
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale				in or (loss (f) minus	
a 58,115.			35,37	6.		<u> </u>		22,739. 5,382.
b 5,382.								5,382.
c d					. 			
e								
Complete only for assets showing	g gain in column (h) and owned	by the foundation	on 12/31/69			(I) Gains (Co		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (ı) col. (ı), ıf any		C	ol. (k), but n Losses (ot less tha from col.	ın -0-) o r (h))
<u>a</u>								22,739. 5,382.
<u>b</u>								5,382.
C d								
e								
2 Capital gain net income or (net cap	oital loss) If gain, also e	nter in Part I, line r -0- in Part I, line	7 7	} 2				28,121.
3 Net short-term capital gain or (loss	`							
If gain, also enter in Part I, line 8, of If (loss), enter -0- in Part I, line 8		, , ,		} ,			N/A	
	nder Section 4940(e) 1	for Reduced	Tax on Net	Inves	tment In	come	IN/ P	\
If section 4940(d)(2) applies, leave the Was the foundation liable for the section of the Sectio	on 4942 tax on the distributable by under section 4940(e). Do no	t complete this pa	ırt.					Yes X No
(a) Base period years Calendar year (or tax year beginnin	(b) Adjusted qualifying	distributions	Net value of no	(c) ncharitab	le-use asset	s (Dıstrıl col. (b) dı	(d) bution ratio vided by col. (c))
2013	9 7	52,530.			05,25	7.		.047527
2012		49,830.		1,0	26,50			.048544
2011		50,755. 0.			41,04	2.		1.236660
2010 2009		U.						
2 Total of line 1, column (d)	,	<u>-</u>				2		1.332731
3 Average distribution ratio for the 5	-year base period - divide the to	tal on line 2 by 5,	or by the number	of years			,	
the foundation has been in existen	ce if less than 5 years					3		.333183
4 Enter the net value of noncharitable	e-use assets for 2014 from Part	X, line 5				4		1,152,819.
5 Multiply line 4 by line 3						5		384,100.
6 Enter 1% of net investment income	e (1% of Part I, line 27b)					6		396.
7 Add lines 5 and 6						7		384,496.
8 Enter qualifying distributions from						8		61,784.
If line 8 is equal to or greater than See the Part VI instructions.	line 7, check the box in Part VI,	line 1b, and comp	lete that part using	g a 1% ta	x rate.			
423521 11-24-14								Form 990-PF (2014

	n 990-PF (2014)	42789	915		Page 4
Pa	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948	- see ir	ıstrı	ıctio	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here 🕨 🔲 and enter "N/A" on line 1				
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 🔲 and enter 1%			7	<u>93.</u>
	of Part I, line 27b	1			
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-)				0.
3	Add lines 1 and 2	<u> </u>		7	93.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				<u>0.</u>
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			7	93.
6	Credits/Payments:				
а	2014 estimated tax payments and 2013 overpayment credited to 2014 6a 1,080.				
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 6d 6d				
7	Total credits and payments. Add lines 6a through 6d			<u>1,0</u>	<u>80.</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				
10	, , , , , , , , , , , , , , , , , , , ,			2	<u>87.</u>
11		<u></u>			0.
	art VII-A Statements Regarding Activities	— т			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in	Į.		Yes	-
	any political campaign?	[1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?		1b		X
	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				
	: Did the foundation file Form 1120-POL for this year?		1c	<u> </u>	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. ► \$				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				
	managers. ► \$0 .			İ	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	-	_2	ļ	<u> X</u>
_	If "Yes," attach a detailed description of the activities	ŀ			
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	ŀ	3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	.,, }	4a		X
		I/A	4b		7
Ð	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	-	5		X
c	If "Yes," attach the statement required by General Instruction T				
0	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?		c		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		<u>6</u> 7	Х	
′	the foundation have at least \$5,000 in assets at any time during the year in thes, Complete Part in, Cor (C), and Part XV	1			
Ωa	Enter the states to which the foundation reports or with which it is registered (see instructions)				
Va	MO				
h	of the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)				
U	of each state as required by General Instruction G? If "No," attach explanation		8b	х	
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	}	OD		
J	year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	}	10		<u>X</u>
-10	and any persons become substantial contributors during the tax year. If Tes, attach a schedule listing their names and addresses		10		

	WIDELIN D. IND DENIK I. INOM DON IMMED			
_	n 990-PF (2014) FOUNDATION 27 – 4278 art VII-A Statements Regarding Activities (continued)	<u> </u>		Page 5
		т	1	
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			v
10	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		<u>X</u>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			37
40	If "Yes," attach statement (see instructions)	12	37	<u> X</u>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A		400	
14	The books are in care of ► BLAIR Y THOMPSON Telephone no. ► 314-56			
4-	Located at ► 4 SHEWYN LANE, CREVE COEUR, MO ZIP+4 ►63	141		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		. / 3	Ш
4.0	and enter the amount of tax-exempt interest received or accrued during the year	N	/A	NI.
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank,	1	Yes	No
	securities, or other financial account in a foreign country?	16	L	<u>X</u>
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the			
D	foreign country	<u> </u>		
	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required	T		
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
18	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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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)			
t	o 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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here			
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 2014?	1c		<u>X</u>
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)):			
ä	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2014? Yes X No			
	If "Yes," list the years \blacktriangleright ,,,,,,			
t	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.			
	>			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?			
t	o If "Yes," did it have excess business holdings in 2014 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 2014) N/A	3b		
42	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
	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 2014?	4b		x

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WILLIAM S. AND BLAIR Y. THOMPSON FAMILY Form 990-PF (2014) FOUNDATION 27-4278915 Page 6 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 X 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 X No Yes X No (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section Yes X No 4945(d)(4)(A)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for Yes X No the prevention of cruelty to children or animals? 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)? N/A 5b Organizations 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 Yes No expenditure responsibility for the grant? N/A 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 Yes X No a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X If "Yes" to 6b, file Form 8870 Yes X No 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors 1 List all officers, directors, trustees, foundation managers and their compensation. (d) Contributions to employee benefit plans and deferred compensation (c) Compensation (b) Title, and average (e) Expense (a) Name and address hours per week devoted (If not paid, enter -0-) account, other to position allowances WILLIAM S THOMPSON PRESIDENT 4 SHERWYN LANE CREVE COEUR, MO 63141 2.00 0 0 0. BLAIR Y. THOMPSON TREASURER 4 SHERWYN LANE CREVE COEUR, MO 63141 2.00 0 0 0. 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (d) Contributions to employee benefit plans and deferred compensation (e) Expense account, other (b) Title, and average hours per week devoted to position (a) Name and address of each employee paid more than \$50,000 (c) Compensation allowances NONE

Form **990-PF** (2014)

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

Form 990-PF (2014) FOUNDATION	27-4	1278915	Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Managers Paid Employees, and Contractors (continued)	s, Highly		
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) T	ype of service	(c) Con	npensation
NONE			
Tetal number of others recovering over \$50,000 for professional convess		b	0
Total number of others receiving over \$50,000 for professional services 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 number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 N/A	as the	Expense	es
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. 1 N/A		Amount	
2			
All other program-related investments. See instructions.			
Total, Add lines 1 through 3	>		0.

Form **990-PF** (2014

P	Minimum Investment Return (All domestic foundations must complete this part. Foreign four	dations	, 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	1,155,921.
b	Average of monthly cash balances	1b	1,155,921. 14,454.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,170,375.
е	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	1,170,375.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 4	4	17,556.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,152,819.
6	Minimum investment return Enter 5% of line 5	6	57,641.
Р	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an foreign organizations check here and do not complete this part)	d certain	
1	Minimum investment return from Part X, line 6	1	57,641.
	Tax on investment income for 2014 from Part VI, line 5		37,041.
Za b	Income tax for 2014. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	793.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	56,848.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	56,848.
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	56,848.
P	art VII		30,040.
	Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	61,784.
þ	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:		
а	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	61,784.
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	61,784.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	ualifies fo	or the section
	40.407 \ 1		

Part XIII Undistributed Income (see	instructions)			
•	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				56,848
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years				_
		0.		<u>.</u>
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011 46,821.				
d From 2012				
e From 2013	46 001			
f Total of lines 3a through e	46,821.			
4 Qualifying distributions for 2014 from Part XII, line 4. ► \$ 61,784.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior				
years (Election required - see instructions)		0.	ļ	
c Treated as distributions out of corpus				
(Election required - see instructions)	0.		:	
d Applied to 2014 distributable amount				56,848
e Remaining amount distributed out of corpus	4,936.			5,07,020
5 Excess distributions carryover applied to 2014	0.			0
(If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	51,757.			
b Prior years' undistributed income Subtract	31,737.			
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 2013. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract				
lines 4d and 5 from line 1. This amount must				_
be distributed in 2015				0
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3) (Election				
may be required - see instructions)	0.			
8 Excess distributions carryover from 2009	0.			
not applied on line 5 or line 7 9 Excess distributions carryover to 2015				
Subtract lines 7 and 8 from line 6a	51,757.			
10 Analysis of line 9.	<u> </u>			·····························
a Excess from 2010				
b Excess from 2011 46,821.				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014 4,936.				
423581 11-24-14				Form 990-PF (2014)

Part XIV Private Operating Foundations (see instructions and Part VII.4 question 9) N/A	Part XIV Private Operating E		etrustions and Dort V	I A munatuam O\		78915 Page 16
foundation, and the ruling a effective for 2014, eight much also of the muning A flicesh both sinders whether the foundation is a granter goeding for understand of the session of the adjusted net income from Part x of the minimum investment return from Part X for each year lested 8 5% of the 2012 (d) 2011 (e) 2011				I-A, question 9)	N/A	
b. Check box to indicate whether the foundation is a grivate operating fruindation described in section. 2 a firster the less of the adjusted in a section of the control	· ·					
2 a Entire Necesary of the adjusted net momer from Part of the manipular momer from Part of the manipular momer from Part of the manipular of the manipular of the part of		·	•	▶ └	1.0.00.00	
mocime from Part to the manner investment return from Part X for each year healed 8 85% of line 2a County gest healed 9 county gest healed 9 county gest healed 9 county gest healed 9 county gest gest gest gest gest gest gest gest	F		ng foundation described] 4942(j)(3) or 49	342(j)(5)
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Check here X 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:	SEE STATEMENT 6					
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 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: 	Check here X if the foundation on the foundation makes rifts grants, etc. (9)	ily makes contributions	to preselected charitable	organizations and does	not accept unsolicited requ	ests for funds. If
b The form in which applications should be submitted and information and materials they should include: c Any submission deadlines:						
c Any submission deadlines:	a The hame, address, and telephone humb	ei oi e-illali audiess oi t	ine person to whom appi	ications should be addre	55tu.	
c Any submission deadlines:				·		····
	b The form in which applications should be	submitted and informati	tion and materials they s	hould include:		
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:	c Any submission deadlines:					
	d Any restrictions or limitations on awards,	, such as by geographica	al areas, charitable fields	kınds of institutions, or	other factors:	

orm 990-PF (2014) FOUNDATION

27-4278915 Page 11

3 Grants and Contributions Paid During the		- Downant		
Recipient	If recipient is an individual.	Payment	T	
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
a Paid during the year	or substantial contributor	recipient		-
a raid daming the year				
SEE STMT ATTACHED - EXHIBIT 2	NONE	PUBLIC CHARITY	TO FURTHER THE GOALS	
VARIOUS		EXEMPT ORG	OF THE CHARITABLE	
			ENDEAVORS OF OTHER	
			501(C)(3)	
			ORGANIZATIONS LOCATED	61,784.
		1		
Total	Γ.		▶ 3a	61.784.
b Approved for future payment				
NONE				
Total			▶ 3b	
10101			<u> </u>	0.

FOUNDATION	<u>27-4278915</u>
Part XV Supplementary Information	
3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution	
NAME OF RECIPIENT - SEE STMT ATTACHED - EXHIBIT 2	
TO FURTHER THE GOALS OF THE CHARITABLE ENDEAVORS OF O	THER 501(C)(3)
ORGANIZATIONS LOCATED OR BASED OUT OF THE THE ST LOUIS	S MISSOURI
COMMUNITY	
	- .

Unrelated business income

Enter gross amounts unless otherwise indicated.

Excluded by section 512, 513, or 514

Page 12

(e)

Part XVI-A. Analysis of Income-Producing Activities

1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
a	_				
b	_				
c		_			
d	_		1		
e	_				
f	_				
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments					
4 Dividends and interest from securities			14	18,878.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			\sqcup		
b Not debt-financed property			\sqcup		
6 Net rental income or (loss) from personal					
property			1		
7 Other investment income			\sqcup		
8 Gain or (loss) from sales of assets other					
than inventory			18	28,121.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b	_				
C					
d	_				
e					
12 Subtotal Add columns (b), (d), and (e)		0.		46,999.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	46,999.
(See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities	to the Accom	plishment of Ex	cempt	t Purposes	
····					
Explain below how each activity for which industrial the foundation's exempt purposes (other that			contrib	uted importantly to the accom	iplishment of
the foundation's exempt purposes (office that	in by providing failus	s for such purposes).			
	<u> </u>				
				 	
		<u>-</u>			
					
	-				
	· · · · · · · · · · · · · · · · · · ·			*	
					
				· 1-5	
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)23821 11-24-14	12				Form 990-PF (2014)

Form 990-PF (2	2014) FOUND	ATION				27-42789	<u> 15 </u>	Page 13
Part XVII	Information Re	egarding Transfe	ers To and Tra	nsactions a	nd Relations	hips With Noncharita		
	` Exempt Organ	izations				·		
1 Did•the or	ganization directly or indi	rectly engage in any of th	ne following with any	other organizatio	n described in sect	ion 501(c) of	Ye	s No
	(other than section 501(c			-				_
	from the reporting found					į		
(1) Cash		ation to a noncharitable t	cacinpt organization	01.		,	~(4)	\ v
							a(1)	<u>X</u> X
(2) Other						<u> </u>	a(2)	 ^ -
b Other tran								
	s of assets to a noncharita					<u>[1</u>	b(1)	<u> </u>
(2) Purcl	hases of assets from a no	ncharitable exempt orga	nızatıon			<u> 1</u>	b(2)	X
(3) Renta	al of facilities, equipment,	or other assets				<u>1</u>	b(3)	X
(4) Reim	bursement arrangements	i				1	b(4)	X X X
(5) Loan	s or loan guarantees					1	b(5)	X
(6) Perfo	ormance of services or me	embership or fundraising	solicitations			1	b(6)	X
	of facilities, equipment, ma						1c	Х
		- · · · · · · · · · · · · · · · · · · ·		mn (h) should alv	vavs show the fair r	ـــ narket value of the goods, othe		
						or sharing arrangement, show		
	d) the value of the goods,			in ian market valu	o in any transaction	or sharing arrangement, show		
(a) Line no	(b) Amount involved		ncharitable exempt o	rganization	(d) Description	n of transfers, transactions, and shar		
(w) Eine no	(b) / intourie intvolved	(b) Name of nor		gamzanon	(u) Description	TO transiers, transactions, and sna	ng arangei	
			N/A		 			
								
			.					
						· · · · · · · · · · · · · · · · · · ·		
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		+						
		 						
								
20 le the fou	ndation directly or indirec	the affiliated with or relat	ad to one or more to	avamat argani	intropo decembed			
	ndation directly or indirec			ax-exempt organiz	ations described		Van F	X No
	: 501(c) of the Code (othe) omplete the following sch		or in section 5277			لسسا	Yes L	סאו ריש
0 11 165, 61	(a) Name of org		(h) Tyne	of organization		(c) Description of relationship		
	N/A	junzunon	(6) 1) po	or organization		(v) besomption of relationship		
	N/A							
	•							
		$-\mathcal{M}$)					
Under	penalties of perjury, I declare	that I have examined this ref	urn including accompar	ving schedules and	statements and to the	hest of my knowledge		
Sign and b	elief, it is true correct and cor	polete Declaration of prepare	er (other than taxpayer) i	s gased on all inform	ation of which preparer	May the	IRS discus	s this arer
Here	[[XM/	49t		plant		shown t	pelow (see ii	nstr)?
	nature of officer or trustee)'\\		W NOW	Tallo	<u> </u>	Yes L	No
	1	omo I Dr	operario esperatura	e (Title	Check If PTIN		
	Print/Type preparer's na	anic Pri	eparer's signature '		Date	check if PTIN self- employed		
Paid			THUK!		5/3/15			_
		HMITTGENS (2			~/J/13		9236	
Preparer	Firm's name > CLI	FTONLARSONA	Trien rrb	2		Firm's EIN ► 41-074	6749	
Use Only	Emple - 11	0	<u> </u>		1000	ļ		
		0 WASHINGTO		, SUITE	1800			_
	ST	LOUIS, MC) 63101			Phone no. 314-925	-430	U

FORM 990-PF	DIVIDENDS	AND INTE	REST	FROM	SECUR	ITIES	ST	'ATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS		(A) REVENUE PER BOOKS		(B) NET INVEST- MENT INCOME			
BROWN BROTHERS HARRIMAN	24,260.	5,3	82.	18	.8,878.	18,878.			
TO PART I, LINE 4	24,260.	5,382.		18,878.		18,878.			
FORM 990-PF		OTHER	EXPE	NSES	·		ST	'ATEMENT	2
DESCRIPTION		(A) EXPENSES PER BOOKS		(B) T INVE NT INC		(C) ADJUSTEI NET INCOM		(D) CHARITA PURPOS	
PROFESSIONAL FEES INVESTMENT EXPENSES FOREIGN TAXES OTHER EXCISE TAX BANK CHARGES	_	1,030 4,692 474 1,078 95	•	4,	030. 692. 474. 078.				0. 0. 0.
TO FORM 990-PF, PG	1, LN 23 =	7,369	· - —	7,	369.				0.
FORM 990-PF		OTHER IN	VEST	MENTS			ST	'АТЕМЕИТ	3
DESCRIPTION			ALUA METH	TION OD	воо	K VALUE	FA	IR MARKE	Т
BROWN BROTHERS HARR	IMAN	_	cos	COST		939,120.		1,139,898.	
TOTAL TO FORM 990-PF, PART II, LINE 13				-		939,120. 1,139,89			98.

FORM 990-PF CASH DEEMED CHARITABLE EXPLANATION STATEMENT STATEMENT 4 PART X, LINE 4

100 PERCENT OF THE ORGANIZATIONS FUNDS HAVE BEEN SET ASIDE TO FUND FUTURE CHARITABLE BEQUESTS.

FORM 990-PF STATEMENT 5 PART XV - LINE 1A LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

WILLIAM S THOMPSON BLAIR Y. THOMPSON

FORM 990-PF PART XV - LINE 1B STATEMENT 6 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

WILLIAM S THOMPSON BLAIR Y. THOMPSON

Form **8868**

(Rev January 2014)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868

OMB No 1545-1709

• If you	are filing for an Automatic 3-Month Extension, complete	te only Pa	ert I and check this box	-		► X		
	are filing for an Additional (Not Automatic) 3-Month Ex			this form)				
Do not e	complete Part II unless you have already been granted a	an automa	itic 3-month extension on a previous	sly filed Fo	rm 8868			
Electro	nic filing (e-file). You can electronically file Form 8868 if y	ou need a	a 3-month automatic extension of tir	ne to file (6	months fo	r a corporation		
required	d to file Form 990-T), or an additional (not automatic) 3-moi	nth extens	sion of time. You can electronically f	ile Form 8	368 to requ	est an extension		
of time	to file any of the forms listed in Part I or Part II with the exc	ception of	Form 8870, Information Return for	Transfers .	Associated 1	With Certain		
Persona	al Benefit Contracts, which must be sent to the IRS in pap	er format	(see instructions) For more details	on the elec	tronic filing	of this form,		
	w irs gov/efile and click on e-file for Charities & Nonprofits		ulbrait aviainal (na ganiag na	الممامما/				
Part								
A corpo	oration required to file Form 990-T and requesting an auton nlv	natic 6-mc	onth extension - check this box and	complete		▶ □		
	r corporations (including 1120-C filers), partnerships, REM	IICs, and t	rusts must use Form 7004 to reques	st an exter	sion of time	,		
to file in	come tax returns	•		Enter file	er's identify	ing number		
Type or	Name of exempt organization or other filer, see instru	ctions		Employe	on number (EIN) or			
print	WILLIAM S. AND BLAIR Y. THO	OMPSOI	N FAMILY					
	FOUNDATION			27-4278915				
File by the due date f		ee instruct	tions	Social se	per (SSN)			
filing your return See				<u> </u>		· · · · · · · · · · · · · · · · · · ·		
instruction	only, town or poor omoo; state, and zir code i or a re	oreign add	ress, see instructions.					
	CREVE COEUR, MO 63141							
Enter th	e Return code for the return that this application is for (file	e a separa	te application for each return)			0 4		
Applica		Return	Application			Return		
Applica Is For	AUOT		Is For			i		
	90 or Form 990-EZ	Code 01	Form 990-T (corporation)	Code 07				
Form 99		02	Form 1041-A	08				
	720 (individual)	03	Form 4720 (other than individual)	09				
Form 99		04	Form 5227	10				
	90-T (sec 401(a) or 408(a) trust)	05	Form 6069	11				
	90-T (trust other than above)	06	Form 8870	12				
-,,	BLAIR Y THOMPSO	ON						
• The	books are in the care of A SHEWYN LANE -	- CREV	VE COEUR, MO 63141					
Tele	phone No ► 314-569-0482		Fax No ▶					
If the	e organization does not have an office or place of business	s in the Un	nited States, check this box					
If the	s is for a Group Return, enter the organization's four digit (Group Exe	emption Number (GEN)	If this is fo	r the whole	group, check this		
box 🕨	If it is for part of the group, check this box	and atta	ch a list with the names and EINs o	f all memb	ers the exte	ension is for		
1 li	request an automatic 3-month (6 months for a corporation	required t	to file Form 990-T) extension of time	until				
		t organizat	tion return for the organization name	ed above	The extensi	on		
	for the organization's return for							
	X calendar year 2014 or							
•	tax year beginning	, an	d ending					
o 14	Abo According to the Ac	.	[]	E I 4				
2 If	the tax year entered in line 1 is for less than 12 months, cl	neck reaso	on Initial return	Fınal retur	n			
L	Change in accounting period	~ COCO .	antou the tentature tour less only		<u> </u>			
	this application is for Forms 990-BL, 990-PF, 990-T, 4720, onrefundable credits. See instructions	UI 0009, 6	enter the tentative tax, less any	م ا	•	793.		
_	this application is for Forms 990-PF, 990-T, 4720, or 6069	enter an	v refundable credits and	3a	\$	133.		
	this application is for Forms 990-PF, 990-1, 4720, or 6069 stimated tax payments made. Include any prior year overp	•		ما	¢	1,080.		
	alance due. Subtract line 3b from line 3a Include your pa			3b	\$	1,000.		
	y using EFTPS (Electronic Federal Tax Payment System) :	-	•	3c	\$	0.		
	n. If you are going to make an electronic funds withdrawal		<u>'</u>					
instruct		,2	2., 4 7 0 0000, 000 1 0	00 LO ai		5 20 ioi paymont		
I HA	For Privacy Act and Panerwork Reduction Act Notice	see instri	ıctions		Form	8868 (Rev. 1-2014)		