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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

NOV 1, 2014

, and ending

OCT 31, 2015

Name of foundation

GATEWAY FOUNDATION

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

Room/suite

800 MARKET STREET, SUITE 1640

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

ST LOUIS, MO 63101

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

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

\$ 88,755,169. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

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	4,952,893.		N/A	
2	Check <input 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	954,910.	952,324.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	27,519,110.			STATEMENT 2
b	Gross sales price for all assets on line 6a	40,220,433.			
7	Capital gain net income (from Part IV, line 2)		27,367,783.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances	162.			STATEMENT 3
b	Less: Cost of goods sold	936.			
c	Gross profit or (loss)	-774.			
11	Other income	-21,448.	-87,489.		STATEMENT 4
12	Total. Add lines 1 through 11	33,404,691.	28,232,618.		
13	Compensation of officers, directors, trustees, etc	79,538.	0.		79,538.
14	Other employee salaries and wages	52,000.	0.		52,000.
15	Pension plans, employee benefits	51,292.	0.		51,292.
16a	Legal fees	6,344.	0.		6,344.
b	Accounting fees	36,537.	0.		29,354.
c	Other professional fees	114,365.	110,225.		3,238.
17	Interest	7,553.	7,553.		0.
18	Taxes	286,559.	3,966.		0.
19	Depreciation and depletion	3,682.	0.		
20	Occupancy	19,357.	0.		19,357.
21	Travel, conferences, and meetings				
22	Printing and publications	1,070.	0.		1,070.
23	Other expenses	492,212.	150,074.		248,579.
24	Total operating and administrative expenses. Add lines 13 through 23	1,150,509.	271,818.		490,772.
25	Contributions, gifts, grants paid	1,479,062.			1,479,062.
26	Total expenses and disbursements. Add lines 24 and 25	2,629,571.	271,818.		1,969,834.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	30,775,120.			
b	Net investment income (if negative, enter -0-)		27,960,800.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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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	29,254.	22,580.	22,580.
	2 Savings and temporary cash investments	1,361,181.	1,704,468.	1,683,364.
	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	4,140.	3,968.	3,968.
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	51,262,519.	60,801,996.	67,364,631.
	14 Land, buildings, and equipment basis ▶ 36,015.			
	Less accumulated depreciation STMT 13 ▶ 26,036.	14,094.	9,979.	9,979.
	15 Other assets (describe ▶ STATEMENT 14)	18,879,602.	19,670,647.	19,670,647.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	71,550,790.	82,213,638.	88,755,169.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	3,600,000.	3,600,000.	
	22 Other liabilities (describe ▶ STATEMENT 15)	1,024.	257.	
	23 Total liabilities (add lines 17 through 22)	3,601,024.	3,600,257.	
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	67,949,766.	78,613,381.	
	31 Total liabilities and net assets/fund balances	71,550,790.	82,213,638.	

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	67,949,766.
2	Enter amount from Part I, line 27a	2	30,775,120.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	524,704.
4	Add lines 1, 2, and 3	4	99,249,590.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	20,636,209.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	78,613,381.

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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 40,220,433.		19,850,039.	27,367,783.

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			27,367,783.

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	27,367,783.
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))
10-31-14 2014	1,275,296.	43,011,194.	.029650
12-31-13 2013	1,424,093.	40,315,527.	.035324
12-31-12 2012	1,325,501.	39,708,214.	.033381
12-31-11 2011	1,772,970.	37,865,659.	.046823
12-31-10 2010	1,435,448.	35,914,113.	.039969

2 Total of line 1, column (d)	2	.185147
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	.037029
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	62,691,503.
5 Multiply line 4 by line 3	5	2,321,404.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	279,608.
7 Add lines 5 and 6	7	2,601,012.
8 Enter qualifying distributions from Part XII, line 4	8	2,760,879.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	279,608.
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	279,608.
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	279,608.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	306,214.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	313,214.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	33,606.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 33,606. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses *	X	

* SEE SCHEDULE B, PARTS I & II

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.GATEWAY-FOUNDATION.ORG	13	X	
14	The books are in care of ► MATTHEW A FISCHER Telephone no. ► (314) 241-3337 Located at ► 800 MARKET STREET, SUITE 1640, ST LOUIS, MO ZIP+4 ► 63101			
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 2014, 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 FinCEN Form 114, (formerly 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b 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.)	3b	X
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 2014?	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 4945(d)(4)(A)? (see instructions)

☐ 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)?

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 expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

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?

N/A

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
SEE STATEMENT 16		79,538.	25,296.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
TAMPSCO ENTERPRISES, INC - 1034 S BRENTWOOD BLVD, STE 1492, ST LOUIS, MO 63117	MANAGEMENT SERVICES	107,226.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 INSURANCE AND MAINTENANCE OF SCULPTURES ON PUBLIC DISPLAY	
	67,642.
2 INSTALLATION COSTS RELATING TO SCULPTURES PLACED ON PUBLIC DISPLAY	
	97,396.
3	
SEE STATEMENT 17	43,392.
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1	
SEE STATEMENT 18	20,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	20,000.

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	42,727,054.
b	Average of monthly cash balances	1b	23,347.
c	Fair market value of all other assets	1c	20,895,795.
d	Total (add lines 1a, b, and c)	1d	63,646,196.
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	63,646,196.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	954,693.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	62,691,503.
6	Minimum investment return. Enter 5% of line 5	6	3,134,575.

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	3,134,575.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	279,608.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	279,608.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,854,967.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,854,967.
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	2,854,967.

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	1,969,834.
b	Program-related investments - total from Part IX-B	1b	20,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	771,045.
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	2,760,879.
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	279,608.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,481,271.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,854,967.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 2,760,879.				
a Applied to 2013, 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 2014 distributable amount				2,760,879.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	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 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				94,088.
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 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

N/A

- 1

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

Form **990-PF** (2014)

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				
SEE SCHEDULE ATTACHED		PUBLIC		1,478,579.
CHARITABLE CONTRIBUTION PASSTHROUGH FROM FOUNDATION PARTNERS FUND, G.P.		PUBLIC		483.
Total			3a	1,479,062.
b Approved for future payment				
SEE SCHEDULE ATTACHED		PUBLIC		1,462,061.
Total			3b	1,462,061.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Name of the organization

Employer identification number

GATEWAY FOUNDATION**20-6294706**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the **General Rule** and a **Special Rule**. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year .. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

GATEWAY FOUNDATION**20-6294706****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE MPF FOUNDATION 1034 SOUTH BRENTWOOD BLVD, SUITE 1492 ST LOUIS, MO 63117	\$ 22,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	MPF 2014 CRUT 1034 SOUTH BRENTWOOD BLVD, SUITE 1492 ST LOUIS, MO 63117	\$ 56,766.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	MPF 2014 CRUT 1034 SOUTH BRENTWOOD BLVD, SUITE 1492 ST LOUIS, MO 63117	\$ 4,873,387.*	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

20-6294706

Part II

[illegible]

Name of organization

Employer identification number

GATEWAY FOUNDATION

20-6294706

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

GATEWAY FOUNDATION

FORM 990-PF

FOR THE YEAR ENDED

OCTOBER 31, 2015

20-6294706

PART XV, LINE 3(a)

GRANTS PAID DURING THE YEAR

Grant #	Recipient	Foundation Status	Purpose	Amount	Complete
06-09-08	City of St. Louis	Public	Maintenance of Citygarden, committed through 2022.	\$814,056.58	Annual
01-03-02	National Park Service	Public	Fund the cost of electrical service and maintenance in connection with the lighting of the Arch.	\$64,638.02	Annual
14-05-03	Cinema St. Louis	Public	Artist Award program Cinema at Citygarden Round 4	\$5,000.00	Yes
14-05-05	National Park Service	Public	Fund the cost of installation improvements in connection with the lighting of the Arch.	\$493,265.36	No
14-09-01	Shakespeare Festival St. Louis	Public	Funding for a matching grant for improvements to the Shakespeare Glen Stage in Forest Park	\$25,000.00	Yes
15-01-01	Contemporary Art Museum-Great Rivers Biennial Artist Awards	Public	Funding of 3 artist awards, exhibition and administrative expenses for the 2015-2016 - Round 7.	\$69,119.00	No
15-01-02	Pride St. Louis	Public	Funding for the Civil Courts Lighting Display 2015	\$7,500.00	Yes
Note: All of the grant recipients are located in the St. Louis Metropolitan Area.				<u>\$1,478,578.96</u>	

GATEWAY FOUNDATION

FORM 990-PF

FOR THE YEAR ENDED

OCTOBER 31, 2015

20-6294706

PART XV, LINE 3(b)

GRANTS APPROVED/ESTIMATED FOR FUTURE PAYMENTS

Grant #	Recipient	Foundation Status	Purpose	Amount	Complete
01-03-02	National Park Service	Public	Fund the cost of electrical service and maintenance in connection with the lighting of the Arch.	\$49,980.00	Annual
06-09-08	City of St. Louis	Public	Maintenance of Citygarden, committed through 2022.	\$810,000.00	Annual
14-05-01	Gateway Foundation	Public	Funding for the production of a book to document the sculpture collection owned by the Foundation.	\$41,500.00	No
14-05-05	National Park Service	Public	Fund the cost of installation improvements in connection with the lighting of the Arch.	\$472,000.00	No
15-01-01	Contemporary Art Museum-Great Rivers Biennial Artist Awards	Public	Funding of 3 artist awards, exhibition and administrative expenses for the 2015-2016 Round 7.	\$88,581.00	No
Note: All of the grant recipients are located in the St. Louis Metropolitan Area.				\$1,462,061.00	

GATEWAY FOUNDATION
FORM 990-PF, PART VII-A, LINE 11
20-6294706
FOR THE YEAR ENDED
OCTOBER 31, 2015

NAME AND ADDRESS OF EACH CONTROLLED ENTITY	EMPLOYER IDENTIFICATION NO.	DESCRIPTION OF TRANSFER	AMOUNT OF TRANSFER
TERRACE VIEW, INC. 1034 S. BRENTWOOD BLVD. SUITE 1492 ST. LOUIS, MO 63117 (100% OWNED BY GATEWAY FOUNDATION)	27-0407781	CASH	20,000*

*SEE FORM 990-PF, PART IX-B

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	PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.			
b	PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.			
c	PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.			
d	148000 SHS SIGMA ALDRICH CORP - SEE ATTACHED SCH	D		
e	1795104.261 SHS METROPOLITAN WEST TOTAL RETURN BOND	P		
f	22872.827 SHS METROPOLITAN WEST TOTAL RETURN BOND	FD P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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			(ST) 602.
b			(LT) 6,982,482.
c			(1231) 14,305.
d	20,171,805.	7,863.	(LT) 20,163,942.
e	19,800,000.	19,592,176.	(LT) 207,824.
f	248,628.	250,000.	(LT) -1,372.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			602.
b			6,982,482.
c			14,305.
d			20,163,942.
e			207,824.
f			-1,372.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	27,367,783.
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

Gateway Foundation Trust Cust
October 1, 2014 - December 31, 2014

Account Number:

Sales					
<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Transaction Costs</i>	<i>Cash</i>	<i>Realized Gain/Loss</i>
Assets Sold/Matured					
Sigma Aldrich Corp					
11/17/14	Sold 9664 Shs 11/12/14 To Morgan Stanley Dw Inc. @ 135.6277 Commission: 193.28 Sec Fee/Other Cost: 28.97	135.628	222.25	1,310,483.84	1,310,483.78
11/18/14	Sold 9664 Shs 11/13/14 To Morgan Stanley Dw Inc. @ 135.5927 Commission: 193.28 Sec Fee/Other Cost: 28.96	135.593	222.24	1,310,145.61	1,310,145.55

Gateway Foundation Trust Cust
October 1, 2014 - December 31, 2014

Page 10 of 13

Account Number

Sales

<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Transaction Costs</i>	<i>Cash</i>	<i>Total Cost</i>	<i>Realized Gain/Loss</i>
11/19/14	Sold 9664 Shs 11/14/14 To Morgan Stanley Dw Inc. @ 135.5261 Commission: 193.28 Sec Fee/Other Cost 28.95	135.526	222.23	1,309,502.00	-0.07	1,309,501.93
11/20/14	Sold 9664 Shs 11/17/14 To Morgan Stanley Dw Inc. @ 135.573 Commission: 193.28 Sec Fee/Other Cost 28.96	135.573	222.24	1,309,955.23	-0.06	1,309,955.17
11/21/14	Sold 9664 Shs 11/18/14 To Morgan Stanley Dw Inc. @ 135.6059 Commission: 193.28 Sec Fee/Other Cost 28.97	135.606	222.25	1,310,273.17	-0.07	1,310,273.10
11/24/14	Sold 9664 Shs 11/19/14 To Morgan Stanley Dw Inc. @ 135.7512 Commission: 193.28 Sec Fee/Other Cost 29.00	135.751	222.28	1,311,677.32	-0.06	1,311,677.26
11/25/14	Sold 9664 Shs 11/20/14 To Morgan Stanley Dw Inc. @ 135.7999 Commission: 193.28 Sec Fee/Other Cost 29.01	135.800	222.29	1,312,147.94	-0.07	1,312,147.87
11/26/14	Sold 9664 Shs 11/21/14 To Morgan Stanley Dw Inc. @ 135.871 Commission: 193.28 Sec Fee/Other Cost 29.02	135.871	222.30	1,312,835.04	-0.06	1,312,834.98





The Commerce Trust Company

A division of Commerce Bank

Gateway Foundation Trust Cust
October 1, 2014 - December 31, 2014

Page 11 of 13

Account Number:

Sales

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
11/28/14	Sold 9664 Shs 11/24/14 To Morgan Stanley Dw Inc. @ 136.2555 Commission 193.28 Sec Fee/Other Cost 29 11	136.255	222.39	1,316,550.76	-0.07	1,316,550.69
12/01/14	Sold 9664 Shs 11/25/14 To Morgan Stanley Dw Inc. @ 136.6068 Commission 193.28 Sec Fee/Other Cost: 29 18	136.607	222.46	1,319,945.66	-0.06	1,319,945.60
12/02/14	Sold 4832 Shs 11/26/14 To Morgan Stanley Dw Inc @ 136.5086 Commission: 96.64 Sec Fee/Other Cost: 14.58	136.509	111.22	659,498.34	-0.03	659,498.31
12/03/14	Sold 4832 Shs 11/28/14 To Morgan Stanley Dw Inc. @ 136.4473 Commission: 96.64 Sec Fee/Other Cost. 14.58	136.447	111.22	659,202.13	-0.03	659,202.10
12/04/14	Sold 9664 Shs 12/01/14 To Morgan Stanley Dw Inc @ 136.3973 Commission: 193.28 Sec Fee/Other Cost 29 14	136.397	222.42	1,317,921.09	-0.07	1,317,921.02
12/05/14	Sold 9664 Shs 12/02/14 To Morgan Stanley Dw Inc @ 136.06 Commission 193.28 Sec Fee/Other Cost 29.06	136.060	222.34	1,314,661.50	-0.07	1,314,661.43

Gateway Foundation Trust Cust
October 1, 2014 - December 31, 2014

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Account Number:

Sales						
<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Transaction Costs</i>	<i>Cash</i>	<i>Total Cost</i>	<i>Realized Gain/Loss</i>
12/08/14	Sold 9664 Shs 12/03/14 To Morgan Stanley Dw Inc. @ 136.0549 Commission: 193.28 Sec Fee/Other Cost: 29.06	136.055	222.34	1,314,612.21	-0.06	1,314,612.15
12/09/14	Sold 9664 Shs 12/04/14 To Morgan Stanley Dw Inc @ 136.1647 Commission: 193.28 Sec Fee/Other Cost: 29.09	136.165	222.37	1,315,673.29	-0.07	1,315,673.22
12/10/14	Sold 3040 Shs 12/05/14 To Morgan Stanley Dw Inc. @ 136.5581 Commission: 60.80 Sec Fee/Other Cost: 9.18	136.558	69.98	415,066.64	-0.02	415,066.62
Total Assets Sold/Matured				\$ 20,171,805.52	\$ -0.99	\$ 20,171,804.53
TO ADJUST COST TO CORRECT AMOUNT				(7862.00)	(7862.00)	(7,862.00)
				(7,862.99)	(7,862.99)	20,163,942.53





The Commerce Trust Company

A Division of Commerce Bank

Gateway Foundation Trust Cust
January 1, 2015 - January 31, 2015

Page 7 of 7

Account Number:

Sales						
Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
Assets Sold/Matured						
Metropolitan West Total Return Bond Fund-I						
01/27/15	Sold 1795104.261 Shs 01/26/15 @ 11 03	11.030	0.00	19,800,000.00	-19,592,176.17	207,823.83
Total Assets Sold/Matured				\$ 19,800,000.00	\$ -19,592,176.17	\$ 207,823.83

Gateway Foundation Trust Cust
October 1, 2015 - December 31, 2015

Page 9 of 9

Account Number:

Sales					
<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Transaction Costs</i>	<i>Cash</i>	<i>Realized Gain/Loss</i>
Assets Sold/Matured					
Metropolitan West Total Return Bond Fund M					
10/19/15	Sold 22872.827 Shs 10/16/15 @ 10.87	10.870	0.00	248,627.63	-1,372.37
				-250,000.00	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOUNDATION PARTNERS FUND, G.P. (DIVIDENDS)	738,995.	0.	738,995.	738,995.	
FOUNDATION PARTNERS FUND, G.P. (INTEREST)	120,135.	0.	120,135.	120,135.	
FOUNDATION PARTNERS FUND, G.P. (INTEREST - UBTI)	2,586.	0.	2,586.	0.	
THE COMMERCE TRUST COMPANY	93,194.	0.	93,194.	93,194.	
TO PART I, LINE 4	954,910.	0.	954,910.	952,324.	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 2

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
			(F) GAIN OR LOSS
			(ST) 602.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
			(F) GAIN OR LOSS
			(LT) 6,982,482.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
			(F) GAIN OR LOSS
			(SEC 1231) 14,305.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
148000 SHS SIGMA ALDRICH CORP - SEE ATTACHED SCHEDULE		DONATED				
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
20,171,805.	7,863.	0.	0.	20,163,942.(LT)		

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
1795104.261 SHS METROPOLITAN WEST TOTAL RETURN BOND FUND-I		PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
19,800,000.	19,592,176.	0.	0.	207,824.(LT)		

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
22872.827 SHS METROPOLITAN WEST TOTAL RETURN BOND FUND M		PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
248,628.	250,000.	0.	0.	-1,372.(LT)		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.						
				(E) DEPREC.	(F) GAIN OR LOSS	
					(ST - UBTI)	18,869.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.						
				(E) DEPREC.	(F) GAIN OR LOSS	
					(LT - UBTI)	-10,995.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.						
				(E) DEPREC.	(F) GAIN OR LOSS	
					(SEC 1231 -	143,453.

NET GAIN OR LOSS FROM SALE OF ASSETS	UBTI)	27,519,110.
CAPITAL GAINS DIVIDENDS FROM PART IV		0.
TOTAL TO FORM 990-PF, PART I, LINE 6A		27,519,110.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 3

INCOME

1. GROSS RECEIPTS	162	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		162
4. COST OF GOODS SOLD (LINE 15)	936	
5. GROSS PROFIT (LINE 3 LESS LINE 4).		-774
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		-774

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	4,140	
9. MERCHANDISE PURCHASED.	764	
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS.		
13. ADD LINES 8 THROUGH 12		4,904
14. INVENTORY AT END OF YEAR	3,968	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14).		936

FORM 990-PF

OTHER INCOME

STATEMENT

4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-119,102.	-119,102.	
PARTNERSHIP INCOME (LOSS)(UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	64,515.	0.	
RENTAL REAL ESTATE INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	12,055.	12,055.	
RENTAL REAL ESTATE INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	-14,209.	0.	
ROYALTY INCOME (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	184.	0.	
PORTFOLIO INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	433.	433.	
SEC 1256 GAIN (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	374.	374.	
CANCELLATION OF DEBT PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	1,461.	1,461.	
OTHER INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	17,290.	17,290.	
OTHER INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, G.P.	10,865.	0.	
2013 INCOME TAX REFUND (MD)	1,684.	0.	
2013 990-T REFUND	1,922.	0.	
2013 INCOME TAX REFUND (MO)	499.	0.	
2013 INCOME TAX REFUND (NY)	68.	0.	
2013 INCOME TAX REFUND (ND)	320.	0.	
2013 INCOME TAX REFUND (VA)	103.	0.	
OTHER TAX EXEMPT INCOME PASSTHROUGH FROM FOUNDATION PARTNERS FUND, G.P.	90.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-21,448.	-87,489.	

FORM 990-PF	LEGAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,344.	0.		6,344.
TO FM 990-PF, PG 1, LN 16A	6,344.	0.		6,344.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	36,537.	0.		29,354.
TO FORM 990-PF, PG 1, LN 16B	36,537.	0.		29,354.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT SERVICES	107,226.	106,324.		0.
CUSTODY FEES	3,901.	3,901.		0.
PUBLIC RELATIONS	3,238.	0.		3,238.
TO FORM 990-PF, PG 1, LN 16C	114,365.	110,225.		3,238.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE INCOME TAX	2,593.	0.		0.
FOREIGN INCOME TAX	3,966.	3,966.		0.
FORM 990-PF EXCISE TAX	280,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	286,559.	3,966.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COPIER & DUPLICATION EXPENSE	3,706.	0.		3,706.
OFFICE SUPPLIES & EXPENSE	1,084.	0.		1,084.
POSTAGE & DELIVERY EXPENSE	637.	0.		637.
TELEPHONE EXPENSE	3,143.	0.		3,143.
DIRECT CHARITABLE ACTIVITIES				
- SEE PART IX-A	208,430.	0.		208,430.
INSURANCE EXPENSE	28,094.	0.		28,094.
BANK CHARGES	49.	0.		49.
MEETINGS EXPENSE	477.	0.		477.
REPAIR AND MAINTENANCE	50.	0.		50.
WEBSITE EXPENSE	1,100.	0.		1,100.
MISCELLANEOUS EXPENSE	309.	0.		309.
STORAGE COSTS	1,500.	0.		1,500.
PORTFOLIO DEDUCTIONS				
PASSTHROUGH - FOUNDATION				
PARTNERS FUND, G.P.	146,769.	146,769.		0.
NONDEDUCTIBLE EXPENSE				
PASSTHROUGH - FOUNDATION				
PARTNERS FUND, G.P.	1,875.	0.		0.
OTHER DEDUCTIONS PASSTHROUGH				
- FOUNDATION PARTNERS FUND,				
G.P.	9,474.	3,305.		0.
SEC 59(E)(2) PASSTHROUGH -				
FOUNDATION PARTNERS FUND,				
G.P.	83,659.	0.		0.
SECTION 179 EXPENSE				
PASSTHROUGH - FOUNDATION				
PARTNERS FUND, G.P.	1,423.	0.		0.
ABANDONMENT LOSS - CG SHED	433.	0.		0.
TO FORM 990-PF, PG 1, LN 23	492,212.	150,074.		248,579.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION	AMOUNT		
BOOK VS TAX ACCOUNTING DIFF - PASSTHROUGH - FOUNDATION			
PARTNERS FUND, G.P.			524,704.
TOTAL TO FORM 990-PF, PART III, LINE 3			524,704.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	11
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DESCRIPTION	AMOUNT
BOOK VS TAX BASIS DIFF - SALE OF SIGMA ALDRICH CORP COMMON STOCK	20,636,209.
TOTAL TO FORM 990-PF, PART III, LINE 5	20,636,209.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOUNDATION PARTNERS FUND, G.P. *	FMV	55,928,609.	62,820,635.
148000 SHS SIGMA ALDRICH CORP COMMON STOCK	FMV	0.	0.
CRUT INVESTORS, LLC	FMV	4,873,387.	4,543,996.
TOTAL TO FORM 990-PF, PART II, LINE 13		60,801,996.	67,364,631.

* NAME CHANGED TO FOUNDATION PARTNERS FUND, LLC, EFFECTIVE 7-1-15

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	13
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
17 FILE CABINETS	2,516.	2,516.	0.
2 DESKS	1,178.	1,178.	0.
1 DESK	449.	449.	0.
1 CREDENZA	382.	382.	0.
1 TABLE	298.	298.	0.
3 BOOKCASES	507.	507.	0.
DESK & INSTALLATION	845.	845.	0.
TELEPHONE SYSTEM	4,276.	4,208.	68.
2 DESK CHAIRS	290.	288.	2.
19" DELL 1907FP ULTRASHARP FLAT PANEL MONITOR	281.	281.	0.
DELL OPTIPLEX 745 AND MONITOR (BOOKKEEPER)	1,475.	1,475.	0.
9 CHADWICK CHAIRS	2,286.	1,526.	760.
PLAYER PIANO (CG)	8,675.	4,557.	4,118.
DELL INSPIRON 15 LAPTOP COMPUTER AND INSTALLATION (CG)	623.	623.	0.
FIBER CONVERTORS AND INSTALLATION (CG)	2,107.	1,329.	778.
SECURITY CAMERA AND INSTALLATION (CG)	1,245.	771.	474.

GATEWAY FOUNDATION

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DELL OPTIPLEX 790 DESKTOP & DELL LATITUDE E5420 LAPTOP & INSTALL	3,392.	2,373.	1,019.
DVD PLAYER (CG)	529.	185.	344.
SECURITY CAMERAS (CG)	3,920.	1,960.	1,960.
SONY CYBER-SHOT CAMERA	218.	77.	141.
BROTHER MFC-7360N ALL IN ONE PRINTER	147.	73.	74.
SECURITY CAMERA (CG)	376.	135.	241.
TOTAL TO FM 990-PF, PART II, LN 14	36,015.	26,036.	9,979.

FORM 990-PF	OTHER ASSETS	STATEMENT 14
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACQUISITION OF SCULPTURES FOR PUBLIC DISPLAY	18,497,060.	19,268,105.	19,268,105.
TERRACE VIEW, INC	382,542.	402,542.	402,542.
TO FORM 990-PF, PART II, LINE 15	18,879,602.	19,670,647.	19,670,647.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	1,024.	207.
RETIREMENT EXPENSE PAYABLE	0.	50.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,024.	257.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN RAVA 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	SEC/TREAS/TTE 3 MEETINGS PER YEAR	0.	0.	0.
GYO OBATA 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
M PETER FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
MATTHEW FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	PRESIDENT/TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
MICHAEL FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	VICE-PRESIDENT/TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
SUSAN PHILPOTT 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
MARTHA FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
JENNIFER SWEET 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	ADMINISTRATOR 40.00	79,538.	25,296.	0.
DAVID MESKER 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
PHILIP DURHAM 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
LISA MELANDRI 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		79,538.	25,296.	0.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 17
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ACTIVITY THREE

THE DESIGN AND PRODUCTION OF A BOOK DESCRIBING AND ILLUSTRATING SCULPTURE LOCATED AT CITYGARDEN IN DOWNTOWN ST LOUIS, AS WELL AS OTHER PUBLIC LOCATIONS THROUGHOUT THE ST LOUIS METROPOLITAN AREA.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

43,392.

FORM 990-PF	SUMMARY OF PROGRAM-RELATED INVESTMENTS	STATEMENT 18
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DESCRIPTION

THE INVESTMENT OF CASH (ON BEHALF OF A WHOLLY OWNED TAXABLE ENTITY, TERRACE VIEW, INC) FOR USE AT CITYGARDEN, A PUBLIC SCULPTURE PARK LOCATED IN DOWNTOWN ST LOUIS, MO. CITYGARDEN INCLUDES A RESTAURANT (OPERATED BY AN UNRELATED TAXABLE ENTITY), WHICH IS OPEN TO THE PUBLIC, TO FACILITATE THE ENJOYMENT OF THE SCULPTURE PARK BY THE GENERAL PUBLIC.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

20,000.

FORM 990-PF	OTHER REVENUE	STATEMENT 19
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DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
2013 INCOME TAX REFUND (MD)	531120	1,684.			
2013 990-T REFUND					1,922.
2013 INCOME TAX REFUND (MO)	531120	499.			
2013 INCOME TAX REFUND (NY)	531120	68.			
2013 INCOME TAX REFUND (ND)	531120	320.			
2013 INCOME TAX REFUND (VA)	531120	103.			

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OTHER TAX EXEMPT INCOME
PASSTHROUGH FROM
FOUNDATION PARTNERS FUND,

90.

TOTAL TO FORM 990-PF, PG 12, LN 11

2,674.

2,012.