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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation THE BELLWETHER FOUNDATION		A Employer identification number 22-2635309
Number and street (or P.O. box number if mail is not delivered to street address) 231 S BEMISTON AVE., SUITE 925	Room/suite	B Telephone number 314-726-0430
City or town, state or province, country, and ZIP or foreign postal code ST. LOUIS, MO 63105		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 66,390,395. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		8,550.	8,550.		STATEMENT 1
4 Dividends and interest from securities		1,292,138.	1,292,138.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		553,973.			
b Gross sales price for all assets on line 6a 20,922,277.					
7 Capital gain net income (from Part IV, line 2)			553,973.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<26,814.>	758.		STATEMENT 3
12 Total. Add lines 1 through 11		1,827,847.	1,855,419.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		67,265.	0.		67,265.
15 Pension plans, employee benefits		37,731.	0.		37,731.
16a Legal fees STMT 4		5,440.	2,720.		2,720.
b Accounting fees STMT 5		5,840.	876.		4,964.
c Other professional fees STMT 6		417,311.	417,311.		0.
17 Interest					
18 Taxes STMT 7		51,375.	46,242.		5,133.
19 Depreciation and depletion					
20 Occupancy		25,751.	0.		25,751.
21 Travel, conferences, and meetings		3,038.	0.		3,038.
22 Printing and publications					
23 Other expenses STMT 8		18,546.	0.		18,046.
24 Total operating and administrative expenses. Add lines 13 through 23		632,297.	467,149.		164,648.
25 Contributions, gifts, grants paid		3,648,650.			3,648,650.
26 Total expenses and disbursements. Add lines 24 and 25		4,280,947.	467,149.		3,813,298.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<2,453,100.>			
b Net investment income (if negative, enter -0-)			1,388,270.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	77,635.	60,327.	60,327.
	3 Accounts receivable 21.			
	Less: allowance for doubtful accounts	70.	21.	21.
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	57,480,949.	54,765,281.	63,550,415.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment, basis		
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 11		2,099,064.	2,383,624.	2,776,965.
14 Land, buildings, and equipment, basis				
Less accumulated depreciation				
15 Other assets (describe LEASE DEPOSIT)		2,667.	2,667.	2,667.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		59,660,385.	57,211,920.	66,390,395.
17 Accounts payable and accrued expenses		8,312.	8,326.	
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			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	8,312.	8,326.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	15,634,567.	15,634,567.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	44,017,506.	41,569,027.	
30 Total net assets or fund balances	59,652,073.	57,203,594.		
31 Total liabilities and net assets/fund balances	59,660,385.	57,211,920.		

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	59,652,073.
2 Enter amount from Part I, line 27a	2	<2,453,100.>
3 Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	4,621.
4 Add lines 1, 2, and 3	4	57,203,594.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	57,203,594.

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 SHORT TERM SALES	P	VARIOUS	VARIOUS
b LONG TERM SALES	P	VARIOUS	VARIOUS
c SECURITIES LITIGATION PROCEEDS	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
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 16,184,608.		16,128,150.	56,458.
b 4,729,128.		4,240,154.	488,974.
c 8,486.			8,486.
d 55.			55.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			56,458.
b			488,974.
c			8,486.
d			55.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	553,973.
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))
2014	3,938,159.	75,688,817.	.052031
2013	3,782,745.	72,447,420.	.052214
2012	3,616,551.	68,095,435.	.053110
2011	2,562,711.	47,425,809.	.054036
2010	731,599.	14,391,224.	.050836

2 Total of line 1, column (d)	2	.262227
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	.052445
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	70,608,767.
5 Multiply line 4 by line 3	5	3,703,077.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,883.
7 Add lines 5 and 6	7	3,716,960.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	3,813,298.

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	13,883.
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	13,883.
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	13,883.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	47,839.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	47,839.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	33,956.
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 33,956. 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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?		
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) <input checked="" type="checkbox"/> 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 2015 or the taxable year beginning in 2015 (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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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.BELLWETHERSTL.ORG	13	X
14 The books are in care of ► CHRISTINA DUDAK Telephone no. ► (314) 862-1150 Located at ► 231 S BEMISTON AVE., STE 925, ST. LOUIS, MO ZIP+4 ► 63105		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ►	16	X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2015 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 2015)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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 12		0.	0.	0.

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

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

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

▶ 0

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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
SEMPER AUGUSTUS INVESTMENTS GROUP LLC - 231 S. BEMISTON AVE., SUITE 925, ST LOUIS, MO	INVESTMENT MANAGEMENT	351,205.

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 SEE ATTACHED STATEMENT	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	71,598,283.
b	Average of monthly cash balances	1b	85,744.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	71,684,027.
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	71,684,027.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,075,260.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	70,608,767.
6	Minimum investment return. Enter 5% of line 5	6	3,530,438.

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	3,530,438.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	13,883.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,883.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,516,555.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,516,555.
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	3,516,555.

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	3,813,298.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,813,298.
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	13,883.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,799,415.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				3,516,555.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	24,906.			
b From 2011	240,143.			
c From 2012	260,727.			
d From 2013	215,038.			
e From 2014	184,706.			
f Total of lines 3a through e	925,520.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 3,813,298.				
a Applied to 2014, 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 2015 distributable amount				3,516,555.
e Remaining amount distributed out of corpus	296,743.			
5 Excess distributions carryover applied to 2015 (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	1,222,263.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	24,906.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,197,357.			
10 Analysis of line 9:				
a Excess from 2011	240,143.			
b Excess from 2012	260,727.			
c Excess from 2013	215,038.			
d Excess from 2014	184,706.			
e Excess from 2015	296,743.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities.

[illegible]

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BEYOND HOUSING 4156 MANCHESTER AVE ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	2,000.
CITY ACADEMY 4175 NORTH KINGSHIGHWAY BLVD. ST LOUIS, MO 63115			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	75,000.
CITY ARCH RIVER 2015 FOUNDATION ONE S MEMORIAL DRIVE, SUITE 700 ST LOUIS, MO 63102			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	250,000.
COLLEGE BOUND 110 NORTH JEFFERSON ST LOUIS, MO 63103			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	60,000.
DANFORTH PLANT SCIENCE CENTER 975 NORTH WARSON ROAD ST LOUIS, MO 63132			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	700,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				3,648,650.
b Approved for future payment				
CITY ARCH RIVER 2015 FOUNDATION ONE S MEMORIAL DRIVE, SUITE 700 ST LOUIS, MO 63102			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	250,000.
MISSOURI BOTANICAL GARDEN 4344 SHAW ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	1,000,000.
SHELDON ARTS FOUNDATION 3648 WASHINGTON BLVD. ST LOUIS, MO 63108			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	60,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				3,060,000.

Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations
------------------	--

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

5/14/16
Date

President

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	WILLIAM J. PURK	WILLIAM J. PURK	05/12/16		P01291040
	Firm's name ▶ PURK & ASSOCIATES, P.C.				Firm's EIN ▶ 26-4532849
	Firm's address ▶ 1034 SOUTH BRENTWOOD BLVD. STE 2000 SAINT LOUIS, MO 63117				Phone no. (314) 884-4000

Form 990-PF (2015)

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DE LA SALLE MIDDLE SCHOOL 4145 KENNERLY AVENUE ST LOUIS, MO 63113			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	20,000.
FOREST PARK FOREVER INC. 5595 GRAND DRIVE ST LOUIS, MO 63112			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	100,000.
GATEWAY GREENING INC. 2211 WASHINGTON AVE ST LOUIS, MO 63103			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	2,000.
HOPE HAPPENS 101 S HANLEY ROAD #1320 ST LOUIS, MO 63105			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	2,000.
JOHN BURROUGHS SCHOOL 755 SOUTH PRICE ROAD ST LOUIS, MO 63124			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	10,000.
MARIAN MIDDLE SCHOOL 4130 WYOMING ST ST LOUIS, MO 63116			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	75,650.
MEMORIAL HEALTH FOUNDATION 4700 WATERS AVENUE SAVANNAH, GA 31404			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	5,000.
MEMORY CARE HOME SOLUTIONS 4389 W PINE BLVD. ST LOUIS, MO 63108			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	1,000.
MISSOURI HISTORY MUSEUM 5700 LINDELL BLVD ST LOUIS, MO 63112			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	2,000.
PALM BEACH ZOO 1301 SUMMIT BOULEVARD WEST PALM BEACH, FL 33405			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	15,000.
Total from continuation sheets				2,561,650.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PLANNED PARENTHOOD 4251 FOREST PARK AVENUE ST LOUIS, MO 63108			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	1,000.
RANKEN JORDAN 11365 DORSETT ROAD MARYLAND HEIGHTS, MO 63043			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	100,000.
SALVATION ARMY 1130 HAMPTON AVENUE ST LOUIS, MO 63139			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	2,000.
SHELDON ARTS FOUNDATION 3648 WASHINGTON BLVD. ST LOUIS, MO 63108			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	410,000.
SOUTHSIDE EARLY CHILDHOOD CENTER 2930 IOWA AVENUE ST LOUIS, MO 63118			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	100,000.
ST. LOUIS ART MUSEUM FOUNDATION ONE FINE ARTS DRIVE ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	3,000.
ST. LOUIS CHILDREN'S HOSPITAL FOUNDATION ONE CHILDREN'S PLACE ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	26,000.
ST. LOUIS HEALTH EQUIPMENT LENDING PROGRAM INC 1640 ANDREW DRIVE ST LOUIS, MO 63122			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	10,000.
ST. LOUIS SYMPHONY 718 N GRAND BLVD. ST LOUIS, MO 63103			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	25,000.
ST. LOUIS ZOO 1 GOVERNMENT DR. ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	905,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SUFFIELD ACADEMY 185 NORTH MAIN STREET SUFFIELD, CT 06078			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	2,500.
THE NATURE CONSERVANCY 2819 BRAZEAU AVE ST LOUIS, MO 63144			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	50,000.
TOWER GROVE PARK 4256 MAGNOLIA AVE ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	3,000.
UNIVERSITY OF DENVER 2199 S. UNIVERSITY BLVD. DENVER, CO 80208			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	2,500.
UNIVERSITY OF MISSOURI- ST. LOUIS 1 UNIVERSITY BLVD. ST LOUIS, MO 63121			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	100,000.
WASHINGTON UNIVERSITY ONE BROOKINGS DRIVE ST LOUIS, MO 63130-4899			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	350,000.
AIM HIGH ST. LOUIS 755 SOUTH PRICE ROAD ST LOUIS, MO 63124			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	25,000.
COVENANT HOUSE MISSOURI 2727 N KINGSHIGHWAY BLVD ST LOUIS, MO 63113			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	10,000.
ENDANGERED WOLF CENTER 6750 TYSON VALLEY ROAD EUREKA, MO 63025			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	1,000.
FRIENDS OF THE GREENWAYS 6174 DELMAR BLVD ST LOUIS, MO 63112			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	150,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GRACE HILL SETTLEMENT HOUSE 2600 HADLEY STREET ST LOUIS, MO 63106			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	10,000.
LITTLE BIT FOUNDATION 2300 CLARK AVENUE ST LOUIS, MO 63103			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	15,000.
NORTH SIDE COMMUNITY SCHOOL 3033 N EUCLID AVENUE ST LOUIS, MO 63115			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	5,000.
READY READERS 1974 INNERBELT BUSINESS CENTER DRIVE ST LOUIS, MO 63114			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	6,000.
ST. LOUIS SCIENCE CENTER 5050 OAKLAND AVENUE ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	2,000.
ST. LOUIS INTERNSHIP PROGRAM 4232 FOREST PARK AVE. #1027 ST LOUIS, MO 63108			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. LOUIS CHILDREN'S HOSPITAL FOUNDATION ONE CHILDREN'S PLACE ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	25,000.
ST. LOUIS SYMPHONY 718 N GRAND BLVD. ST LOUIS, MO 63103			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	25,000.
ST. LOUIS ZOO 1 GOVERNMENT DR. ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	750,000.
DANFORTH PLANT SCIENCE CENTER 975 NORTH WARSON ROAD ST LOUIS, MO 63113			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	700,000.
NATURE CONSERVANCY 2800 S BRENTWOOD BLVD ST LOUIS, MO 63144			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	50,000.
RANKEN JORDAN 11365 DORSETT ROAD MARYLAND HEIGHTS, MO 63043			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	100,000.
UNIVERSITY OF MISSOURI- ST. LOUIS 1 UNIVERSITY BLVD. ST LOUIS, MO 63121			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	100,000.
Total from continuation sheets				1,750,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	5,496.	5,496.	
US BANK	3,054.	3,054.	
TOTAL TO PART I, LINE 3	8,550.	8,550.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	166,757.	0.	166,757.	166,757.	
CHARLES SCHWAB CAP GAIN DISTRIBUTIONS	55.	55.	0.	0.	
US BANK	1,125,381.	0.	1,125,381.	1,125,381.	
TO PART I, LINE 4	1,292,193.	55.	1,292,138.	1,292,138.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INVESTMENT INCOME	758.	758.	
SALE OF ARTWORK	<27,572.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<26,814.>	758.	

FORM 990-PF

LEGAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,440.	2,720.		2,720.
TO FM 990-PF, PG 1, LN 16A	5,440.	2,720.		2,720.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION AND ACCOUNTING SERVICES	5,840.	876.		4,964.
TO FORM 990-PF, PG 1, LN 16B	5,840.	876.		4,964.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT CUSTODIAL FEES	21,183.	21,183.		0.
INVESTMENT ADVISORY FEES	396,128.	396,128.		0.
TO FORM 990-PF, PG 1, LN 16C	417,311.	417,311.		0.

FORM 990-PF

TAXES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN DIVIDEND TAXES- US BANK	45,722.	45,722.		0.
FOREIGN DIVIDEND TAXES- CHARLES SCHWAB	520.	520.		0.
PAYROLL TAXES	5,133.	0.		5,133.
TO FORM 990-PF, PG 1, LN 18	51,375.	46,242.		5,133.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMPUTER EXPENSE	3,845.	0.		3,845.	
INSURANCE	1,812.	0.		1,812.	
OFFICE SUPPLIES	392.	0.		392.	
POSTAGE & SHIPPING	1,002.	0.		1,002.	
TELEPHONE EXPENSE	1,315.	0.		1,315.	
LICENSES	804.	0.		804.	
INSURANCE EXPENSE- ART	6,157.	0.		6,157.	
WEBSITE EXPENSE	2,868.	0.		2,368.	
MISCELLANEOUS EXPENSE	301.	0.		301.	
PROGRAMS & SEMINARS	50.	0.		50.	
TO FORM 990-PF, PG 1, LN 23	18,546.	0.		18,046.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	9
DESCRIPTION	AMOUNT				
OTHER BOOK/TAX DIFFERENCES	128.				
NONDIVIDEND DISTRIBUTIONS	4,493.				
TOTAL TO FORM 990-PF, PART III, LINE 3	4,621.				

FORM 990-PF	CORPORATE STOCK		STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
STOCKS-LIST AVAILABLE UPON REQUEST	54,765,281.	63,550,415.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	54,765,281.	63,550,415.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PAINTINGS	COST	1,703,690.	1,703,690.
MUTUAL FUNDS-LIST AVAILABLE UPON REQUEST	COST	679,934.	1,073,275.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,383,624.	2,776,965.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
-------------	---	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SALLY DUFFIELD 231 S. BEMISTON AVE., SUITE 925 ST LOUIS, MO 63124	TRUSTEE 5.00	0.	0.	0.
ROBERT B. SMITH II 231 S. BEMISTON AVE., SUITE 925 ST LOUIS, MO 63124	TRUSTEE 0.00	0.	0.	0.
ROBERT B. SMITH III 231 S. BEMISTON AVE., SUITE 925 ST LOUIS, MO 63124	CHAIRMAN OF THE BOARD 5.00	0.	0.	0.
JOHN J. WOLFE 231 S. BEMISTON AVE., SUITE 925 ST LOUIS, MO 63124	TRUSTEE 0.00	0.	0.	0.
VIRGINA V. SMITH 231 S. BEMISTON AVE., SUITE 925 ST LOUIS, MO 63124	PRESIDENT 10.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE BELLWETHER FOUNDATION
FIN #22-2635309
For the Year Ended December 31, 2015

Part IX-A

Summary of direct charitable activities:

Art appreciation and awareness:

The Foundation received a testamentary bequest consisting of an extensive collection of artwork. The Foundation has and will continue to use the collection directly in carrying out its tax-exempt purpose of promoting and furthering public awareness and appreciation of art. Activities include artwork tours to various museums and similar institutions throughout the U.S. for public exhibition.

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2015

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
<u>Short-Term Capital Gains and Losses</u>						
0.3	ACTAVIS PLC(1)/CS_SLD#1	Mar 17 15	Mar 18 15	93.02	91.50	1.52
57,600	LEUCADIA CALLS EXP 3-20-2015(1)/US	Mar 20 15	May 4 12	25,343.51	0.00	25,343.51
48,700	LEUCADIA CALLS EXP 3-20-2015(2)/US	Mar 20 15	Feb 18 15	21,427.59	0.00	21,427.59
500	MEDTRONIC PLC(3)/CS	Jun 18 14	Jan 27 15	38,475.00	31,422.45	7,052.55
0.4	RMR GROUP INC(1)/CS_SLD#1	Dec 15 15	Dec 18 15	5.40	4.76	0.64
1,500,000	US TREASURY BILL DUE 10-22-2015/US	May 13 15	Oct 22 15	1,499,691.42	1,499,691.42	0.00
1,500,000	US TREASURY BILL DUE 10-29-2015/US	Jun 18 15	Oct 29 15	1,499,994.50	1,499,994.50	0.00
3,000,000	US TREASURY BILL DUE 4-9-2015/US	Mar 13 15	Apr 9 15	2,999,965.00	2,999,965.00	0.00
2,000,000	US TREASURY BILL DUE 6-18-2015/US	Apr 7 15	Jun 18 15	1,999,960.56	1,999,960.56	0.00
1,500,000	US TREASURY BILL DUE 6-4-2015/US	Apr 9 15	Jun 4 15	1,499,986.25	1,499,986.25	0.00
5,000,000	US TREASURY BILL DUE 9-10-2015/US	Mar 13 15	Sep 10 15	4,997,478.33	4,997,478.33	0.00
1,500,000	US TREASURY BILL DUE 9-24-2015/US	May 26 15	Sep 24 15	1,499,870.00	1,499,870.00	0.00
300	VANGUARD INTL EQTY INDEX ETF(1)/CS	Feb 25 15	Apr 22 15	15,296.85	14,904.74	392.11
600	VANGUARD INTL EQTY INDEX ETF(2)/CS	Feb 25 15	Apr 22 15	30,593.70	29,810.09	783.61
1,100	VANGUARD INTL EQTY INDEX ETF(3)/CS	Feb 25 15	Apr 22 15	56,088.45	54,646.32	1,442.13
6,637	VANGUARD INTL EQTY INDEX ETF(4)/CS	Apr 1 15	Apr 22 15	338.42	324.00	14.42
Total Short-term				16,184,608.00	16,128,149.92	56,458.08
<u>Long-Term Capital Gains and Losses</u>						
500	ALLERGAN INC(1)/CS	May 2 13	Mar 17 15	120,775.75	51,055.95	69,719.80
250	ALLERGAN INC(2)/CS	Jul 10 13	Mar 17 15	60,387.88	22,039.38	38,348.50
250	ALLERGAN INC(3)/CS	Jul 17 13	Mar 17 15	60,387.87	22,879.95	37,507.92
5,400	BERKSHIRE HATHAWAY B9/US_SLD#4	Jul 27 11	Nov 30 15	725,820.62	404,614.44	321,206.18
600	CHEVRON CORP(1)/CS	Jun 11 09	Sep 15 15	46,403.78	42,842.35	3,561.43
150	CHEVRON CORP(2)/CS	Jul 21 09	Sep 15 15	11,600.95	9,971.80	1,629.15
1,000	CONSOLIDATED EDISON INC(1)/CS	Jun 8 09	Apr 22 15	61,650.92	35,557.95	26,092.97
1,200	EXELIS INC(1)/CS	Sep 20 11	Feb 13 15	28,942.54	11,651.56	17,290.98
800	EXELIS INC(2)/CS	Oct 21 11	Feb 13 15	19,295.02	7,722.16	11,572.86
3,000	EXELIS INC(3)/CS	Nov 8 11	Feb 13 15	72,356.30	30,835.25	41,521.05

BELLWETHER FOUNDATION, INC.
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<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
40,750	GOLDCORP INC1/US	Jun 26 13	Dec 23 15	478,000.92	923,272.75	-445,271.83
35,000	GOLDCORP INC2/US_SLD#1	Oct 30 14	Dec 23 15	410,552.93	679,066.50	-268,513.57
500	HARTFORD FINANCIAL SVCS GRP(1)/CS	Feb 14 11	Aug 21 15	23,710.09	14,656.74	9,053.35
500	HARTFORD FINANCIAL SVCS GRP(2)/CS	Apr 13 11	Aug 21 15	23,710.09	13,312.95	10,397.14
1,500	HARTFORD FINANCIAL SVCS GRP(3)/CS	Mar 19 12	Aug 21 15	71,130.26	32,555.95	38,574.31
1,000	HARTFORD FINANCIAL SVCS GRP(4)/CS	Aug 31 12	Aug 21 15	47,420.16	17,935.95	29,484.21
2,200	INTEL CORP(1)/CS	Nov 18 11	Jul 10 15	64,345.65	53,594.35	10,751.30
1,000	INTEL CORP(2)/CS	Jan 29 13	Jul 10 15	29,248.33	21,187.75	8,060.58
1,000	INTEL CORP(3)/CS	Jun 25 13	Jul 10 15	29,248.33	23,756.95	5,491.38
11,373	INTEL CORP12/US_SLD#2	Apr 12 11	Nov 20 15	393,726.00	225,752.91	167,973.09
600	ITT CORP(1)/CS	Sep 20 11	Sep 28 15	19,781.35	10,287.14	9,494.21
400	ITT CORP(2)/CS	Oct 21 11	Sep 28 15	13,187.57	6,817.88	6,369.69
1,000	ITT CORP(3)/CS	Nov 8 11	Sep 28 15	32,968.92	19,716.95	13,251.97
400	KNOWLES CORP(1)/CS	Dec 19 12	Feb 13 15	7,451.19	8,556.24	-1,105.05
1,000	MEDTRONIC PLC(1)/CS	Jun 4 09	Jan 27 15	76,950.00	34,228.95	42,721.05
500	MEDTRONIC PLC(2)/CS	Jul 14 10	Jan 27 15	38,475.00	19,013.45	19,461.55
1,000	NOBLE CORP(1)/CS	Sep 8 10	Jul 10 15	14,312.74	30,319.50	-16,006.76
500	NOBLE CORP(2)/CS	May 10 11	Jul 10 15	7,156.37	18,048.16	-10,891.79
500	NOBLE CORP(3)/CS	Jul 20 11	Jul 10 15	7,156.37	16,566.72	-9,410.35
400	NOBLE CORP(4)/CS	Oct 19 11	Jul 10 15	5,725.09	11,136.48	-5,411.39
400	NOBLE CORP(5)/CS	Nov 21 12	Jul 10 15	5,725.10	11,939.32	-6,214.22
175	NOW INC(1)/CS	Nov 27 12	Feb 13 15	4,447.88	4,991.28	-543.40
100	NOW INC(2)/CS	Dec 19 12	Feb 13 15	2,541.65	2,778.11	-236.46
75	NOW INC(3)/CS	Jan 29 13	Feb 13 15	1,906.24	2,229.10	-322.86
75	NOW INC(4)/CS	Jun 25 13	Feb 13 15	1,906.23	2,060.18	-153.95
1,500	ORACLE CORP(1)/CS	Jun 4 09	Oct 19 15	55,059.17	30,980.95	24,078.22
500	ORACLE CORP(2)/CS	Jun 16 09	Oct 19 15	18,353.05	9,863.45	8,489.60
700	ORACLE CORP(3)/CS	Mar 26 12	Oct 19 15	25,694.28	20,328.97	5,365.31
333.3333	PARAGON OFFSHORE(1)/CS	Sep 8 10	Feb 13 15	984.12	4,258.25	-3,274.13
166	PARAGON OFFSHORE(2)/CS	May 10 11	Feb 13 15	491.08	2,529.72	-2,038.64

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<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
166.6667	PARAGON OFFSHORE(3)/CS	Jul 20 11	Feb 13 15	492.06	2,326.73	-1,834.67
133.3333	PARAGON OFFSHORE(4)/CS	Oct 19 11	Feb 13 15	393.64	1,564.07	-1,170.43
133.3333	PARAGON OFFSHORE(5)/CS	Nov 21 12	Feb 13 15	393.65	1,676.83	-1,283.18
2,000	PPL CORP(1)/CS	Aug 19 11	Jun 19 15	61,501.92	51,221.37	10,280.55
696	RITCHIE BROS AUCTIONEERS1/US	Aug 30 13	May 8 15	19,255.88	12,900.82	6,355.06
9,104	RITCHIE BROS AUCTIONEERS2/US	Sep 3 13	May 8 15	251,875.73	168,697.12	83,178.61
2,433	RITCHIE BROS AUCTIONEERS3/US	Sep 4 13	May 11 15	67,340.30	45,049.67	22,290.63
21,967	RITCHIE BROS AUCTIONEERS3/US_SLD#1	Sep 4 13	May 8 15	607,749.79	406,743.17	201,006.62
1,500	SKYWORKS SOLUTIONS INC(1)/CS	Mar 3 14	Aug 4 15	132,413.11	53,002.15	79,410.96
249	TALEN ENERGY CORP(1)/CS		Jul 16 15	4,312.66	3,760.32	552.34
0.812	TALEN ENERGY CORP(1)/CS_SLD#1		Jun 1 15	15.67	12.26	3.41
1,200	TYCO INTL PLC NEW(1)/CS	Sep 20 11	Sep 28 15	40,399.11	26,977.73	13,421.38
66.6667	VECTRUS INC(1)/CS	Sep 2 11	Sep 16 15	1,559.94	832.70	727.24
44.4444	VECTRUS INC(2)/CS	Oct 21 11	Sep 16 15	1,039.88	551.88	488.00
165.8889	VECTRUS INC(3)/CS	Nov 8 11	Sep 16 15	3,883.01	2,193.42	1,689.59
873	VENTAS INC(1)/CS	Feb 18 10	Jun 19 15	56,862.46	35,674.11	21,188.35
24,000	VICAL INC1/US	Jun 3 02	Nov 30 15	11,927.77	146,294.40	-134,366.63
3,400	VICAL INC6/US_SLD#1	Mar 24 04	Nov 30 15	1,689.77	18,700.00	-17,010.23
1,600	VICAL INC7/US	Jun 13 02	Nov 30 15	795.18	9,752.96	-8,957.78
1,090.3636	VODAFONE GROUP(1)/CS	Oct 28 11	Sep 15 15	36,772.14	56,296.79	-19,524.65
272.7273	VODAFONE GROUP(2)/CS	Nov 18 11	Sep 15 15	9,197.63	13,473.45	-4,275.82
272.7273	VODAFONE GROUP(3)/CS	Jan 18 12	Sep 15 15	9,197.63	13,543.60	-4,345.97
218.1818	VODAFONE GROUP(4)/CS	Nov 21 12	Sep 15 15	7,358.11	10,144.15	-2,786.04
500	WISDOMTREE EMERGING MARKETS(1)/CS	Mar 17 10	Apr 22 15	23,433.50	22,131.95	1,301.55
500	WISDOMTREE EMERGING MARKETS(2)/CS	Mar 22 10	Apr 22 15	23,433.50	21,966.45	1,467.05
500	WISDOMTREE EMERGING MARKETS(3)/CS	Jun 28 10	Apr 22 15	23,433.50	20,918.25	2,515.25
500	WISDOMTREE EMERGING MARKETS(4)/CS	Jul 14 10	Apr 22 15	23,433.50	21,627.25	1,806.25
500	WISDOMTREE EMERGING MARKETS(5)/CS	Oct 4 11	Apr 22 15	23,433.50	19,057.95	4,375.55
500	WISDOMTREE EMERGING MARKETS(6)/CS	Oct 19 11	Apr 22 15	23,433.50	20,976.45	2,457.05
1,000	WISDOMTREE EMERGING MARKETS(7)/CS	Oct 28 11	Apr 22 15	46,867.00	44,685.25	2,181.75

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<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
1,200	XYLEM INC(1)/CS	Sep 20 11	Sep 28 15	38,497.77	30,947.39	7,550.38
800	XYLEM INC(2)/CS	Oct 21 11	Sep 28 15	25,665.34	20,510.63	5,154.71
1,000	XYLEM INC(3)/CS	Nov 8 11	Sep 28 15	32,081.68	25,027.95	7,053.73
	Total Long-term			4,729,127.62	4,240,153.61	488,974.01
	TOTAL CAPITAL GAINS			20,913,735.62	20,368,303.53	545,432.09