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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

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

OMB No. 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation TSF		A Employer identification number 43-6855044
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 866-752-2127
City or town, state or province, country, and ZIP or foreign postal code SPRINGFIELD, OH 45504-1503		
G Check all that apply. ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here. ☐ D 1 Foreign organizations, check here. ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation. ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐
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) ▶ \$ 45,137,708. J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

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) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	21.	21.		STMT 1
	4 Dividends and interest from securities	989,795.	968,726.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,417,690.			
	b Gross sales price for all assets on line 6a	34,151,614.			
	7 Capital gain net income (from Part IV, line 2)		4,417,690.		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	5,407,506.	5,386,437.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,675.	NONE	NONE	7,675.
	c Other professional fees (attach schedule)	215,917.	211,284.		4,633.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	121,617.	251.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)	1,465.			1,465.
	24 Total operating and administrative expenses. Add lines 13 through 23.	346,674.	211,535.	NONE	13,773.
	25 Contributions, gifts, grants paid	2,315,964.			2,315,964.
26 Total expenses and disbursements. Add lines 24 and 25	2,662,638.	211,535.	NONE	2,329,737.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,744,868.				
b Net investment income (if negative, enter -0-)		5,174,902.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		179,379.	206,971.	206,971.
	2	Savings and temporary cash investments		503,164.	188,973.	188,973.
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less, allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 7		32,999,792.	36,024,137.	44,741,764.
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis Less, accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis Less, accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		33,682,335.	36,420,081.	45,137,708.
17		Accounts payable and accrued expenses				
18		Grants payable				
19		Deferred revenue				
20		Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)				NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ 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		33,682,335.	36,420,081.	
	30	Total net assets or fund balances (see instructions)		33,682,335.	36,420,081.	
	31	Total liabilities and net assets/fund balances (see instructions)		33,682,335.	36,420,081.	

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	33,682,335.
2	Enter amount from Part I, line 27a	2	2,744,868.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	36,427,203.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	7,122.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,420,081.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
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 34,151,614.		29,733,924.	4,417,690.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			4,417,690.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	4,417,690.	
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) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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.

(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	1,958,603.	47,449,242.	0.041278
2013	1,707,391.	41,301,868.	0.041339
2012	1,553,635.	35,299,143.	0.044013
2011	1,407,580.	33,642,329.	0.041840
2010	1,190,982.	28,923,362.	0.041177
2 Total of line 1, column (d)			2 0.209647
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 0.041929
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 47,563,347.
5 Multiply line 4 by line 3			5 1,994,284.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 51,749.
7 Add lines 5 and 6			7 2,046,033.
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 2,329,737.

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 ☐ and enter "N/A" on line 1.		1	51,749.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	51,749.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	51,749.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	134,804.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	134,804.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	79.	
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	82,976.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☐ 82,976. Refunded ☐ ☐	11		

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. ☐ \$ _____ (2) On foundation managers. ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ _____		
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) ☐ 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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NONE</u>	X	
14 The books are in care of ► <u>BANK OF AMERICA</u> Telephone no. ► <u>(866) 752-2127</u> Located at ► <u>135 S. LASALLE, CHICAGO, IL</u> ZIP+4 ► <u>60603</u>		
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 <u>15</u>		
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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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 ☐		
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?		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? ☐ Yes ☒ 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.)		X
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? ☐ Yes ☒ 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? ☐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? ☒ 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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 (see instructions).

(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
E SMITH 2071 N. BECHTLE AVE. #208, SPRINGFIELD, OH 45504-1503	TRUSTEE 1	-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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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** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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	47,861,066.
b	Average of monthly cash balances	1b	426,596.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	48,287,662.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	48,287,662.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	724,315.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	47,563,347.
6	Minimum investment return. Enter 5% of line 5	6	2,378,167.

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	2,378,167.
2a	Tax on investment income for 2015 from Part VI, line 5 2a		51,749.
b	Income tax for 2015. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	51,749.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,326,418.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	2,326,418.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,326,418.

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	2,329,737.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,329,737.
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 (see instructions)	5	51,749.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,277,988.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,326,418.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			2,280,997.	
b Total for prior years 20 <u>13</u> , 20 <u>20</u> , 20 <u>20</u>		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010	NONE			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4. ► \$ <u>2,329,737.</u>				
a Applied to 2014, but not more than line 2a			2,280,997.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount.				48,740.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2015. (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016.				2,277,678.
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)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2011	NONE			
b Excess from 2012	NONE			
c Excess from 2013	NONE			
d Excess from 2014	NONE			
e Excess from 2015	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a 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(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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.

N/A

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	N/A	SEE ATTACH	SEE ATTACHED	2,315,964.
Total			3a	2,315,964.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	21.		
4 Dividends and interest from securities			14	989,795.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property . .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	4,417,690.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				5,407,506.		
13 Total. Add line 12, columns (b), (d), and (e)				5,407,506.		

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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Recipient	City and State	Relationship	Purpose	Status	Amount
100 Neediest Cases	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
14 Fund - St. Louis Blues	St. Louis, MO	N/A	Unrestricted General Support	PC	5,000
Action for Autism	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Almost Home	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Alzheimers Disease and Related Disorders Association	St. Louis, MO	N/A	Unrestricted General Support	PC	20,000
American Cancer Society	St. Louis, MO	N/A	Unrestricted General Support	PC	20,000
American Diabetes Association	Sunset Hills, MO	N/A	Unrestricted General Support	PC	20,000
American Foundation for Suicide Prevention	St. Louis, MO	N/A	Unrestricted General Support	PC	500
American Foundation for Suicide Prevention	St. Louis, MO	N/A	Unrestricted General Support	PC	500
American Heart Association	St. Louis, MO	N/A	Unrestricted General Support	PC	20,000
American Lung Association of Eastern MO	St. Louis, MO	N/A	Unrestricted General Support	PC	20,000
American Red Cross	St. Louis, MO	N/A	Unrestricted General Support	PC	2,500
American Red Cross	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Angels Arms	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Arthritis Foundation	St. Louis, MO	N/A	Unrestricted General Support	PC	20,000
Autism Speaks	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Avery's Angels Foundation	St. Louis, MO	N/A	Unrestricted General Support	PC	1,000
Avery's Angels Foundation	St. Louis, MO	N/A	Unrestricted General Support	PC	3,000
Back Stoppers	St. Louis, MO	N/A	Unrestricted General Support	PC	25,000
Big Brothers Big Sisters of Eastern Missouri	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Blues 14 Fund	St. Louis, MO	N/A	Memorial - Christopher Hall	PC	200
Boone center Inc.	Columbia, MO	N/A	Unrestricted General Support	PC	5,000
Boy Scouts of America - Narragansett Council	Providence, RI	N/A	Outstanding Citizren award	PC	2,500
Boys & Girls Clubs of Greater St. Louis	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Boys Hope Girls Hope	St. Louis, MO	N/A	Capital Campaign	PC	50,000
Boys Hope Girls Hope	St. Louis, MO	N/A	Gift Cards	PC	1,418
Boys Hope Girls Hope	St. Louis, MO	N/A	Unrestricted General Support	PC	15,000
Brown County Museum of History	Brownwood, TX	N/A	A Tribute to Those Who Served	PC	250,000
Call for Help Inc.	East St. Louis, IL	N/A	Unrestricted General Support	PC	10,000
Camp Wyman Foundation	Eureka, MO	N/A	Unrestricted General Support	PC	15,000
Cardinal Glennon Children's Foundation	St. Louis, MO	N/A	Unrestricted General Support	PC	15,000
Casa de Salud	St. Louis, MO	N/A	Unrestricted General Support	PC	15,000
Center for Hearing and Speech	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Center for Women in Transition	St. Louis, MO	N/A	Unrestricted General Support	PC	15,000
Central Missouri Food Bank	Columbia, MO	N/A	Unrestricted General Support	PC	10,000
Children's Home Society	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000

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PART XV, CONTRIBUTIONS GIFTS, GRANTS PAID

Recipient	City and State	Relationship	Purpose	Status	Amount
Childrens Hope International Foundation	St. Louis, MO	N/A	Unrestricted General Support	PC	250
City Academy	St. Louis, MO	N/A	Unrestricted General Support	PC	15,000
Covenant House	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Cystic Fibrosis	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Daughters of St. Paul	St. Louis, MO	N/A	Unrestricted General Support	PC	5,000
Dollar-Help	St. Louis, MO	N/A	Unrestricted General Support	PC	20,000
Easter Seals	Ballwin, MO	N/A	Unrestricted General Support	PC	20,000
Engineers in Action	Tulsa, OK	N/A	Network for Good	PC	206
Epworth	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Every Child's Hope	Overland, MO	N/A	Unrestricted General Support	PC	10,000
Family Resource Center	St. Louis, MO	N/A	Unrestricted General Support	PC	50,000
Forest Park Forever	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Foster and Adoptive Care Coalition	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Friends of Kids With Cancer	St. Louis, MO	N/A	Unrestricted General Support	PC	20,000
Gateway 180 (Homeless services)	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Give Kids a Smile	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Good Shepherd Children and Family Services	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Grace Hill	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Great Circle (Edgewood)	St. Louis, MO	N/A	Unrestricted General Support	PC	15,000
Habitat for Humanity	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Harvesters: The Community Food Network	Kansas City, MO	N/A	Unrestricted General Support	PC	10,000
Homes for Our Troops	Taunton, MA	N/A	Unrestricted General Support	PC	10,000
Humane Society	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Immigrant and Refugee Women's Program	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Independence Center	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Innovative Concepts Academy	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Junior Achievement	Chesterfield, MO	N/A	Unrestricted General Support	PC	10,000
Junior Achievement	Chesterfield, MO	N/A	T-shirts for bowlathon	PC	3,000
Junior Achievement	Chesterfield, MO	N/A	Whole School Sponsor	PC	8,000
Junior Achievement	Chesterfield, MO	N/A	Unrestricted General Support	PC	15,000
Juvenile Diabetes Research Foundation	St. Louis, MO	N/A	Unrestricted General Support	PC	15,000
Kid Smart Tools for Learning	Bridgeton, MO	N/A	Unrestricted General Support	PC	15,000
Kids in the Middle	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Kids Rock Cancer	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Kidsmart	St. Louis, MO	N/A	Pencils	PC	9,996
Kingdom House	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000

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PART XV, CONTRIBUTIONS GIFTS, GRANTS PAID

Recipient	City and State	Relationship	Purpose	Status	Amount
KIPP: St. Louis	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Kiwanis Club of Chesterfield	Chesterfield, MO	N/A	Camp Wyman	PC	280
Legal Services of Eastern Missouri	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Leukemia & Lymphoma Society	St. Louis, MO	N/A	Unrestricted General Support	PC	20,000
Lifebridge Partnership	St. Louis, MO	N/A	Unrestricted General Support	PC	15,000
Little Kids Rock	Verona, NJ	N/A	Unrestricted General Support	PC	200
Loyola Academy	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Lutheran Family & Children's Services of Missouri	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Lydia's House	St. Louis, MO	N/A	Unrestricted General Support	PC	15,000
Magic House	St. Louis, MO	N/A	Corporate Circle	PC	2,500
Make a Wish Foundation of Missouri	St. Louis, MO	N/A	Unrestricted General Support	PC	20,000
March of Dimes Missouri Chapter	Brentwood, MO	N/A	Unrestricted General Support	PC	20,000
Marian Middle School	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Marketing Edge	New York, NY	N/A	Unrestricted General Support	PC	15,000
Mathews-Dickey Boys & Girls Club	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Mid-Atlantic Foundation for Safety and Education	Wilmington, DE	N/A	Unrestricted General Support	PC	7,500
Missouri Baptist Children's Home	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Missouri Botanical Garden	Jefferson City, MO	N/A	Unrestricted General Support	PC	5,000
Missouri Police Chiefs Charitable Foundation	Jefferson City, MO	N/A	Unrestricted General Support	PC	10,000
Multiple Myeloma Research Foundation	Norwalk, CT	N/A	Unrestricted General Support	PC	2,500
Muscular Dystrophy Association	St. Louis, MO	N/A	Unrestricted General Support	PC	20,000
National Children's Cancer Society	St. Louis, MO	N/A	Unrestricted General Support	PC	5,000
National Children's Cancer Society	St. Louis, MO	N/A	Unrestricted General Support	PC	5,000
National Council on Alcoholism and Drug Abuse	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
National MS Society - Gateway Area Chapter	St. Louis, MO	N/A	Unrestricted General Support	PC	15,000
National Multiple Sclerosis Society	St. Louis, MO	N/A	Women on the Move	PC	5,000
Nine Network of Public Media	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Nurses for Newborns	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
One Sight Foundation	Mason, OH	N/A	Unrestricted General Support	PC	10,000
Operation Food Search	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Our Little Haven	Springfield, MO	N/A	Unrestricted General Support	PC	10,000
Ozarks Food Harvest	Springfield, MO	N/A	Unrestricted General Support	PC	10,000
Places for People	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Planned Parenthood	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Progress 64 West	St. Louis, MO	N/A	Scholarship	NC	2,500
Project HEAL	St. Louis, MO	N/A	Unrestricted General Support	PC	500

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PART XV, CONTRIBUTIONS GIFTS, GRANTS PAID

Recipient	City and State	Relationship	Purpose	Status	Amount
Queen of Peace Center	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Rainbow Village	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Ranken Jordan	Maryland Heights, MO	N/A	Unrestricted General Support	PC	10,000
Ready Readers	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Red Cross	St. Louis, MO	N/A	Unrestricted General Support	PC	500
Ronald McDonald House Charities of Metro St. Louis	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Room at the Inn	Bridgeton, MO	N/A	Unrestricted General Support	PC	10,000
Rose Brooks Center	Kansas City, MO	N/A	Unrestricted General Support	PC	10,000
Shriners Hospital for Children	St. Louis, MO	N/A	Unrestricted General Support	PC	20,000
SIU Edwardsville, East St. Louis Center	Edwardsville, IL	N/A	Unrestricted General Support	PC	10,000
Special Olympics	St. Louis, MO	N/A	Unrestricted General Support	PC	1,200
Special Olympics of Missouri	Jefferson City, MO	N/A	Unrestricted General Support	PC	8,000
Special Olympics of Missouri	Jefferson City, MO	N/A	Unrestricted General Support	PC	7,000
SSM DePaul Health Center Foundation	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
St Charles Outreach Coalition Against Human Trafficking	O Fallon, MO	N/A	Unrestricted General Support	PC	5,000
St. Louis ARC	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
St. Louis Area Food Bank	St. Louis, MO	N/A	Unrestricted General Support	PC	15,000
St. Louis Children's Hospital Foundation	St. Louis, MO	N/A	Unrestricted General Support	PC	25,000
St. Louis Community College Foundation	St. Louis, MO	N/A	Unrestricted General Support	PC	3,500
St. Louis Community College Foundation	St. Louis, MO	N/A	Unrestricted General Support	PC	11,500
St. Louis County Library Foundation	St. Louis, MO	N/A	Unrestricted General Support	PC	5,000
St. Louis Crisis Nursery	St. Louis, MO	N/A	Unrestricted General Support	PC	20,000
St. Louis Fire Department Lifesaving Foundation	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
St. Louis Police Foundation	St. Louis, MO	N/A	Community Outreach	PC	10,000
St. Louis Police Foundation	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
St. Louis Society for the Blind	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
St. Louis Symphony	St. Louis, MO	N/A	Unrestricted General Support	PC	5,000
St. Louis Zoo	St. Louis, MO	N/A	Unrestricted General Support	PC	5,000
St. Patrick Center	St. Louis, MO	N/A	Unrestricted General Support	PC	15,000
St. Vincent Home for Children	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Sunshine Ministries	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Support Dogs Inc	St. Louis, MO	N/A	Unrestricted General Support	PC	5,000
Teach for America	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Team Best Buddies	Chicago, IL	N/A	Unrestricted General Support	PC	1,000
Teen Challenge	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
The ALS Association St. Louis Chapter	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000

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PART XV, CONTRIBUTIONS GIFTS, GRANTS PAID

Recipient	City and State	Relationship	Purpose	Status	Amount
The Center for Autism Education	O Fallon, MO	N/A	Unrestricted General Support	PC	10,000
The Covering House	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
The Mission Continues	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
The Salvation Army	St. Louis, MO	N/A	Tree of Lights	PC	25,000
The Walker Scottish Rite-Clinic for Childhood Language Disorders	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
The Women's Safe House	St. Louis, MO	N/A	Unrestricted General Support	PC	15,000
UMSL	St. Louis, MO	N/A	Arthur Mayer Jr Scholarship	PC	25,000
UMSL	St. Louis, MO	N/A	Belvia and David Smith Scholarship	PC	50,000
UMSL	St. Louis, MO	N/A	Sigma Pi Scholarship	PC	25,000
UMSL	St. Louis, MO	N/A	Smith Family Study Abroad Scholarship	PC	40,000
United Negro College Fund	Fairfax, VA	N/A	Unrestricted General Support	PC	15,000
University of Missouri	Columbia, MO	N/A	Peace Studies Department (PSD)	PC	16,050
University of Missouri	Columbia, MO	N/A	Tiger Scholarship Fund	PC	20,000
Urban League of Metropolitan St. Louis	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
USO of Missouri	St. Louis, MO	N/A	Unrestricted General Support	PC	15,000
Variety The Children's Charity	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
Veterans Business Resource Center	St. Louis, MO	N/A	Unrestricted General Support	PC	10,000
West County YMCA	Chesterfield, MO	N/A	Strong Community	PC	20,000
Westminster Christian Academy	Chesterfield, MO	N/A	Tennis complex pavillion	PC	150,000
Westminster Christian Academy	Chesterfield, MO	N/A	Tennis complex pavillion	PC	31,164
Wild Bird Rehabilitation	St. Louis, MO	N/A	Unrestricted General Support	PC	2,000
Wings of Hope	Chesterfield, MO	N/A	Unrestricted General Support	PC	15,000
Youth In Need	St. Charles, MO	N/A	Unrestricted General Support	PC	10,000
Total					2,315,964

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BANK INTEREST	21.	21.
	-----	-----
TOTAL	21.	21.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	9.	9.
FOREIGN DIVIDENDS	44,827.	44,827.
NONDIVIDEND DISTRIBUTIONS	21,069.	
DOMESTIC DIVIDENDS	869,495.	869,495.
OTHER INTEREST	1.	1.
NONQUALIFIED DOMESTIC DIVIDENDS	54,394.	54,394.
	-----	-----
TOTAL	989,795.	968,726.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
BANK OF AMERICA	2,675.			2,675.
DELOITTE TOUCHE	5,000.			5,000.
TOTALS	7,675.	NONE	NONE	7,675.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
CRESTPOINT CAPITAL MANAGEMENT	204,335.	204,335.	
INVESTMENT FEES			
BANK OF AMERICA	11,582.	6,949.	4,633.
CUSTODIAN FEES			
TOTALS	215,917.	211,284.	4,633.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	251.	251.
EXCISE TAX ESTIMATES	121,366.	
	-----	-----
TOTALS	121,617.	251.
	=====	=====

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FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
POSTAGE	686.	686.
COMMUNICATION EXPENSE	729.	729.
MISC. GRANT EXPENSE	50.	50.
TOTALS	----- 1,465. =====	----- 1,465. =====

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
554382101 MACERICH CO COM	394,108.	895,800.	968,280.
166764100 CHEVRON CORP COM	314,974.	760,342.	863,616.
20825C104 CONOCOPHILLIPS COM	326,987.	741,650.	714,357.
30231G102 EXXON MOBIL CORP COM	375,753.	819,620.	965,021.
806857108 SCHLUMBERGER LTD COM	162,268.	162,268.	272,025.
260543103 DOW CHEM CO COM	410,023.	410,023.	803,088.
053611109 AVERY DENNISON CORP	49,072.		
073302101 BE AEROSPACE INC COM	126,509.		
172908105 CINTAS CORP COM	224,722.	224,722.	883,185.
257651109 DONALDSON INC COM	146,399.		
913017109 UNITED TECHNOLOGIES	322,634.	322,634.	595,634.
00751Y106 ADVANCED AUTO PTS IN	218,216.	161,144.	722,448.
412822108 HARLEY DAVIDSON INC	164,950.	298,292.	540,141.
471109108 JARDEN CORP COM	194,468.		
53071M104 LIBERTY INTERACTIVE	107,772.		
693656100 PVH CORP COM	103,274.	103,274.	375,615.
70959W103 PENSKE AUTOMOTIVE GR	577,831.	445,839.	643,568.
741503403 PRICELINE GROUP INC	194,848.	194,848.	509,980.
824348106 SHERWIN WILLIAMS CO	733,590.	241,926.	441,320.
887317303 TIME WARNER INC NEW	236,333.	236,333.	711,370.
918204108 V F CORP COM	178,151.		
039483102 ARCHER DANIELS MIDLA	29,491.	29,491.	40,348.
115637209 BROWN FORMAN CORP CL	36,016.	36,016.	119,136.
191216100 COCA COLA CO COM	407,574.	630,923.	988,080.
457187102 INGREDION INC COM	857,459.		
742718109 PROCTER & GAMBLE CO	37,730.		
931142103 WAL-MART STORES INC	387,595.	387,595.	465,880.
931422109 WALGREEN CO COM	53,220.		
002824100 ABBOTT LABS COM	257,644.	257,644.	386,226.

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
03073E105 AMERISOURCEBERGEN CO	171,319.		
216648402 COOPER COS INC COM N	18,495.	18,495.	40,260.
30219G108 EXPRESS SCRIPTS HLDG	32,058.		
421924309 HEALTHSOUTH CORP NEW	32,968.		
45168D104 IDEXX LABS INC COM	54,137.		
478160104 JOHNSON & JOHNSON CO	551,666.	551,666.	934,752.
585055106 MEDTRONIC INC COM	3,877.		
681904108 OMNICARE INC COM	125,135.		
74834L100 QUEST DIAGNOSTICS IN	176,207.	176,207.	206,306.
025816109 AMERICAN EXPRESS CO	274,988.	274,988.	493,805.
025932104 AMERICAN FINL GROUP	138,242.	138,242.	252,280.
404280406 HSBC HLDGS PLC SPON	706,842.		
410867105 HANOVER INS GROUP IN	451,048.	443,714.	984,214.
46625H100 J P MORGAN CHASE & C	368,800.	368,800.	594,270.
50212V100 LPL FINL HLDGS INC C	331,374.		
74267C106 PROASSURANCE CORP CO	162,507.		
92826C839 VISA INC CL A COM	58,322.	621,959.	829,785.
949746101 WELLS FARGO & CO NEW	467,496.	438,927.	918,684.
127387108 CADENCE DESIGN SYSTE	260,555.	260,555.	424,524.
17275R102 CISCO SYS INC COM	160,230.	889,298.	936,848.
38259P508 GOOGLE INC CL A COM	175,201.		
458140100 INTEL CORP COM	706,666.	640,454.	923,260.
459200101 INTERNATIONAL BUSINE	421,162.		
57636Q104 MASTERCARD INC CL A	228,113.	80,696.	389,440.
594918104 MICROSOFT CORP COM	562,924.	459,367.	959,804.
683715106 OPEN TEXT CORP COM	238,072.		
00206R102 AT&T INC COM	375,643.		
26441C204 DUKE ENERGY CORP NEW	282,926.		
45822P105 INTEGRYS ENERGY GROU	228,936.		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
78440X101 SL GREEN RLTY CORP C	281,184.	199,550.	248,556.
828806109 SIMON PPTY GROUP INC	675,927.		
G6359F103 NABORS INDS INC COM	94,828.		
140781105 CARBO CERAMICS INC C	447,343.		
247916208 DENBURY RES INC COM	3,350.		
26875P101 EOG RES INC COM	198,086.		
674599105 OCCIDENTAL PETE CORP	497,113.		
87612G101 TARGA RES CORP COM	271,327.	833,044.	267,894.
45167R104 IDEX CORP COM	516,499.		
502424104 L-3 COMMUNICATIONS H	320,225.	320,225.	370,481.
655844108 NORFOLK SOUTHERN COR	352,321.	352,321.	338,360.
580645109 MCGRAW HILL FINL INC	358,689.		
655664100 NORDSTROM INC COM	311,037.		
532457108 LILLY ELI & CO COM	135,054.	135,054.	227,502.
714046109 PERKINELMER INC COM	216,903.		
G1151C101 ACCENTURE PLC CL A C	451,506.		
037833100 APPLE INC COM	600,327.	690,299.	768,398.
57772K101 MAXIM INTEGRATED PRO	105,187.		
92343V104 VERIZON COMMUNICATIO	505,251.	920,794.	859,692.
281020107 EDISON INTL COM	582,131.	152,463.	195,393.
69331C108 PG&E CORP COM	399,271.	239,954.	239,355.
754907103 RAYONIER INC REIT	43,816.		
462846106 IRON MTN INC PA COM	17,950.		
13057Q107 CALIFORNIA RESOURCES	150,889.		
25179M103 DEVON ENERGY CORP NE	69,700.		
565849106 MARATHON OIL CORP CO	821,384.	641,461.	732,916.
081437105 BEMIS INC COM	184,321.		
278865100 ECOLAB INC COM	140,685.		
00101J106 ADT CORP COM			

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
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247361702 DELTA AIR LINES INC	441,864.	441,864.	598,142.
482539103 KLX INC COM	47,847.		
693718108 PACCAR INC COM	209,070.		
254067101 DILLARDS INC CL A	463,135.		
53071M880 LIBERTY INTERACTIVE	18,818.		
55826P100 MADISON SQUARE GARDE	670,283.		
608190104 MOHAWK INDS INC COM	930,278.	624,433.	928,011.
833034101 SNAP ON INC COM	636,734.	600,693.	857,150.
19122T109 COCA-COLA ENTERPRISE	99,847.		
518439104 LAUDER ESTEE COS INC	704,523.		
101137107 BOSTON SCIENTIFIC CO	69,459.	69,459.	101,420.
28176E108 EDWARDS LIFESCIENCES	18,488.	18,488.	31,592.
50540R409 LABORATORY CORP AMER	402,326.	887,522.	952,028.
891906109 TOTAL SYS SVCS INC C	662,058.	534,124.	831,660.
872375100 TECO ENERGY INC COM	108,866.	108,866.	167,895.
294752100 EQUITY ONE INC COM		104,648.	105,885.
30225T102 EXTRA SPACE STORAGE		732,084.	979,131.
40414L109 HCP INC REIT		186,428.	183,552.
25271C102 DIAMOND OFFSHORE DRI		432,502.	424,110.
26884L109 EQT CORP COM		828,841.	573,430.
981475106 WORLD FUEL SVCS CORP		124,321.	119,226.
08579W103 BERRY PLASTICS GROUP		105,803.	130,248.
277432100 EASTMAN CHEM CO COM		540,774.	472,570.
00912X302 AIR LEASE CORP CL A		197,787.	190,836.
12541W209 C H ROBINSON WORLDWI		176,136.	155,050.
231021106 CUMMINS INC COM		708,334.	484,055.
257867101 DONNELLEY R R & SONS		150,199.	126,592.
369550108 GENERAL DYNAMICS COR		162,731.	151,096.
235825205 DANA HLDG CORP		121,633.	91,080.

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
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25470M109 DISH NETWORK CORP CO		991,532.	869,136.
404303109 HSN INC DEL COM		417,729.	314,154.
440452100 HORMEL FOODS CORP CO		503,925.	687,996.
61174X109 MONSTER BEVERAGE COR		379,052.	402,192.
72147K108 PILGRIMS PRIDE CORP		51,743.	53,016.
911163103 UNITED NAT FOODS INC		90,721.	43,296.
931427108 WALGREENS BOOTS ALLI		672,231.	749,364.
031162100 AMGEN INC COM		902,908.	892,815.
110122108 BRISTOL MYERS SQUIBB		499,803.	557,199.
375558103 GILEAD SCIENCES INC		428,607.	364,284.
46120E602 INTUITIVE SURGICAL I		209,180.	218,464.
05561Q201 BOK FINL CORP COM NE		886,241.	801,186.
084670702 BERKSHIRE HATHAWAY I		87,455.	79,224.
31847R102 FIRST AMERN FINL COR		174,932.	179,500.
320517105 FIRST HORIZON NATL C		100,375.	101,640.
38141G104 GOLDMAN SACHS GROUP		76,573.	72,092.
59156R108 METLIFE INC COM		561,434.	525,489.
12673P105 CA INC COM		142,562.	125,664.
25659T107 DOLBY LABORATORIES I		892,353.	864,805.
285512109 ELECTRONIC ARTS INC		548,529.	632,224.
29272B105 ENDURANCE INTL GROUP		214,883.	118,044.
298736109 EURONET WORLDWIDE IN		626,668.	796,730.
413875105 HARRIS CORP DEL COM		202,688.	225,940.
457153104 INGRAM MICRO INC CL		223,290.	255,192.
595017104 MICROCHIP TECHNOLOGY		634,868.	572,442.
90347A100 UBIQUITI NETWORKS IN		422,024.	421,477.
92939U106 WEC ENERGY GROUP INC		15,244.	17,343.
115236101 BROWN & BROWN INC	779,752.		
125581801 CIT GROUP INC	348,069.		

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43-6855044

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
278265103 EATON VANCE CORP	14,134.		
665859104 NORTHERN TR CORP	79,827.		
268648102 EMC CORP	529,874.		
620076307 MOTOROLA SOLUTIONS I	922,261.		
891906109 TOTAL SYS SVCS INC	125,116.		
15189T107 CENTERPOINT ENERGY I	502,490.		
084423102 BERKLEY W R CORP	66,849.		
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TOTALS	32,999,792.	36,024,137.	44,741,764.
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FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

COST BASIS ADJ. - ROC	3,968.
DEFERRED INCOME TIMING ADJUSTMENT	2,460.
COST BASIS ADJUSTMENT	694.

TOTAL

7,122.
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FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:

PROGRESS 64 WEST

ADDRESS:

P.O. BOX 630

CHESTERFIELD, MO 63006

GRANT DATE: 08/12/2015

GRANT AMOUNT 2,500.

GRANT PURPOSE:

SCHOLARSHIPS

ANY DIVERSION BY GRANTEE:

NONE

DATES OF REPORTS BY GRANTEE:

5/4/2016

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