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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation

The Lesley Waldheim Charitable Foundation

A Employer identification number

43-6886268

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

600 Washington Avenue

Room/suite

2500

B Telephone number (see instructions)

314-444-7600

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

Saint Louis, MO 63101

C If exemption application is pending, check here . . . . . ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here . . ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation . . . . . ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here . ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 24,932,782.98

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . ▶ ☐

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)	1,212,889.56			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,116.31	2,116.31		
	4 Dividends and interest from securities	504,045.32	504,045.32		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		2,423,863.17		
	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	1,719,051.19	2,930,024.80		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	26,891.98	26,891.98		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	325,849.18	325,849.18		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	25,101.39	25,101.39		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	377,842.55	377,842.55		
	25 Contributions, gifts, grants paid	1,520,000.00			1,520,000.00
	26 **Total expenses and disbursements** Add lines 24 and 25	1,897,842.55	377,842.55		1,520,000.00
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-178,791.36			
	b **Net investment income** (if negative, enter -0-)		2,552,182.25		
	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			
	2 Savings and temporary cash investments	1,412,469.38	3,560,412.20	3,560,412.20
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	39,004.58	18,842.46	18,842.46
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	15,384,422.31	14,901,242.67	17,465,605.77
	c Investments - corporate bonds (attach schedule)	2,236,561.43	2,202,130.13	2,058,645.68
	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 ▶ Non-US Equity)	1,000,000.00	1,000,000.00	1,829,276.87
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	20,072,457.70	21,682,627.46	24,932,782.98
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
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			
	30 **Total net assets or fund balances** (see instructions)	20,072,457.70	21,682,627.46	
	31 **Total liabilities and net assets/fund balances** (see instructions)			

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	20,072,457.70
2	Enter amount from Part I, line 27a	2	-178,791.36
3	Other increases not included in line 2 (itemize) ▶ increase in cost basis	3	1,788,961.12
4	Add lines 1, 2, and 3	4	21,682,627.46
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,682,627.46

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	Publically traded securities - Goldman Sachs & TD Ameritrade			
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	13,158,228.61		10,734,365.44	2,423,863.17
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				2,423,863.17
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	2,423,863.17
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	0.00

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	1,499,837.88	25,379,676.51	0.0591
2013	1,183,000.00	23,295,019.04	0.0508
2012	1,097,000.00	20,492,381.84	0.0535
2011	1,093,445.80	19,627,076.07	0.0557
2010	945,000.00	18,567,951.44	0.0509

2	**Total** of line 1, column (d)	2	0.2700
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	0.0540
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	25,435,527.45
5	Multiply line 4 by line 3	5	1,373,518.48
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	25,521.82
7	Add lines 5 and 6	7	1,399,040.30
8	Enter qualifying distributions from Part XII, line 4	8	1,520,000.00

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b	1	25,521.82
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	25,521.82
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	25,521.82
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 18,842.46		
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	18,842.46
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	18.07
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	6,697.43
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Missouri			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Marian V. Mehan Telephone no ▶ 314-444-7600
Located at ▶ 600 Washington Avenue, Suite 2500, Saint Louis, MO ZIP+4 ▶ 63101

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ 15

			Yes	No
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?	16		xX
	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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here . . . ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ 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)	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? ☐ 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)*	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

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)?			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?	☐ Yes	☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
	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?			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 (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
Lesley A. Waldheim One McKnight Place #476 Saint Louis, MO 63124	Co-Trustee	0.00	0.00	0.00
Marian V. Mehan 600 Washington Avenue, Suite 2500 Saint Louis, MO 63101	Co-Trustee	0.00	0.00	0.00

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				

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

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		

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Distribution to Washington University Medical School Prevention of sexual abuse in children	200,000.00
2 Distribution to Places for People Housing and care for the mentally handicapped	200,000.00
3 Distribution to the Greater St. Louis Area Foodbank Collect and distribute food to those in need	200,000.00
4 Distribution to Access Acadamies School for socially-and/or economically-disadvantaged students	100,000.00

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	
2	
All other program-related investments See instructions 3	
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	24,628,924.69
b	Average of monthly cash balances	1b	1,193,945.82
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	25,822,870.51
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	
3	Subtract line 2 from line 1d	3	25,822,870.51
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	387,343.06
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,435,527.45
6	**Minimum investment return.** Enter 5% of line 5	6	1,271,776.37

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	1,271,776.37
2a	Tax on investment income for 2015 from Part VI, line 5	2a	25,521.82		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	25,521.82
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,246,254.55
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,246,254.55
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,246,254.55

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,520,000.00
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	
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	1,520,000.00
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	25,521.82
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,494,478.18

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				1,246,254.55
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only				
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010 24,723.69				
b From 2011 125,200.40				
c From 2012 251,899.81				
d From 2013 49,244.47				
e From 2014 271,178.29				
f Total of lines 3a through e	722,246.66			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 1,520,000.00				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount				1,246,254.55
e Remaining amount distributed out of corpus	273,745.45			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	995,992.11			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
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				
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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	24,723.69			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	971,268.42			
10 Analysis of line 9				
a Excess from 2011 125,200.40				
b Excess from 2012 251,899.81				
c Excess from 2013 49,244.47				
d Excess from 2014 271,178.29				
e Excess from 2015 267,377.16				

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

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))

Lesley A. Waldheim

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:

Marian V. Mehan, Co-Trustee, 600 Washington Avenue, Saint Louis, MO 63101

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

No set form

c Any submission deadlines:

No set deadlines

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

None

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*				
New Line Theater		Public	Theatrical Events	20,000.00
Washington University Medical School		Public	Prev. of child abuse	200,000.00
Access Acadamies		Public	Education	100,000.00
Places for People		Public	Homeless Shelter	200,000.00
St. Louis Symphony		Public	Music Events	100,000.00
St. Louis Area Foodbank		Public	Food for the poor	200,000.00
Meals on Wheels		Public	Food for shut-ins	100,000.00
Matthews Dickey		Public	Community Center	100,000.00
Opera Theater of St. Louis		Public	Theatrical Events	50,000.00
Boys and Girls Club of St. Louis		Public	Community Center	100,000.00
University City Childrens Center		Public	Education	100,000.00
NAMI St. Louis		Public	Mental Illness Support	100,000.00
Wings of Hope		Public	Support for Poor	100,000.00
Cardinal Glennon Foundation		Public	Childrens Healthcare	50,000.00
Total . . . . . ▶ **3a**				1,520,000.00
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	2,116.31	
4 Dividends and interest from securities			14	504,045.32	
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					
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)				506,161.63	
13 **Total.** Add line 12, columns (b), (d), and (e)					13 506,161.63

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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

▶ Marian U. Mehan, Trustee 5/16/16 ▶ Trustee

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Joel L. Weeks		5/12/16		P00989245

Firm's name ▶ Lewis Rice LLC Firm's EIN ▶ 48-1072151

Firm's address ▶ 600 Washington Avenue, Suite 2500 St. Louis, MO 63101 Phone no 314-444-7600

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

Schedule of Contributors

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

OMB No 1545-0047

2015

Name of the organization	**Employer identification number**
The Lesley Waldheim Charitable Foundation	43-6886268

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . . ▶ $ _____

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

Name of organization | Employer identification number

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Lesley A. Waldheim One McKnight Place #476 Saint Louis, MO 63124	$ 235,134.27	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	Lesley A. Waldheim Trust One McKnight Place #476 Saint Louis, MO 63124	$ 977,755.29	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization | Employer identification number

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization | Employer identification number

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2015 Form 990-PF

	Pt 1, Ln 3 (Int)	Pt 1, Ln 4 (Div)
Goldman Sachs, Acct#020-53028-3	$1,032.29	$28,366.56
Goldman Sachs, Acct#020-66956-0	$144.90	$191,949.26
Goldman Sachs, Acct#020-67176-4	$140.03	$86,672.82
Goldman Sachs, Acct#020-67178-0	$349.80	$128,507.62
Goldman Sachs, Acct#020-67180-6	$449.28	$68,549.06
Goldman Sachs, Acct#051-48222-2	$0.01	$0.00
TOTALS	**$2,116.31**	**$504,045.32**

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2015 Form 990-PF

Attorney Fees (Part 1, Line 16a)

January	Lewis Rice LLC	$ -
February	Lewis Rice LLC	$ 729.04
March	Lewis Rice LLC	$ 6,302 50
April	Lewis Rice LLC	$ 667.50
May	Lewis Rice LLC	$ 6,460.50
June	Lewis Rice LLC	$ 2,367 50
July	Lewis Rice LLC	$ 3,481.00
August	Lewis Rice LLC	$ 668 94
September	Lewis Rice LLC	$ 4,370 00
October	Lewis Rice LLC	$ 345 00
November	Lewis Rice LLC	$ 1,500 00
December	Lewis Rice LLC	$ -
		$ 26,891.98

Investment Management Fees (Part 1, Line 16c)

Goldman Sachs, Acct#020-53028-3	$ 21,705 26
Goldman Sachs, Acct#020-66956-0	$ 57,423 81
Goldman Sachs, Acct#020-67176-4	$ 55,460 53
Goldman Sachs, Acct#020-67178-0	$ 97,498.75
Goldman Sachs, Acct#020-67180-6	$ 92,051 42
Goldman Sachs, Acct#051-48222-2	$ -
	$ 324,139 77

ADR Fees (Part 1, Line 16c)

Goldman Sachs, Acct#020-53028-3	$ -
Goldman Sachs, Acct#020-66956-0	$ 196 91
Goldman Sachs, Acct#020-67176-4	$ -
Goldman Sachs, Acct#020-67178-0	$ 1,472 00
Goldman Sachs, Acct#020-67180-6	$ 40 50
Goldman Sachs, Acct#051-48222-2	$ -
	$ 1,709 41

Taxes (Part 1, Line 18)

Goldman Sachs, Acct#020-53028-3	$ -
Goldman Sachs, Acct#020-66956-0	$ 1,543.97
Goldman Sachs, Acct#020-67176-4	$ 142 82
Goldman Sachs, Acct#020-67178-0	$ -
Goldman Sachs, Acct#020-67180-6	$ 691.41
Goldman Sachs, Acct#051-48222-2	$ -
Refundable Foreign Taxes (Goldman Sachs)	$ 2,561.07
Taxes Paid with 2013 Form 990-PF	$ 20,162 12
	$ 25,101 39

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2015 Form 990-PF

END OF YEAR BOOK VALUE

	Savings	Stock	Bonds	Other Assets	Account Total
Goldman Sachs, Acct#020-53028-3	$ 2,854,140.76	$ -	$ 1,702,130.13	$ -	$ 4,556,270.89
Goldman Sachs, Acct#020-66956-0	$ 71,523.47	$ 4,542,419.35	$ -	$ -	$ 4,613,942.82
Goldman Sachs, Acct#020-67176-4	$ 82,974.20	$ 3,805,090.17	$ -	$ -	$ 3,888,064.37
Goldman Sachs, Acct#020-67178-0	$ -	$ 21.33	$ -	$ -	$ 21.33
Goldman Sachs, Acct#020-67180-6	$ 550,673.79	$ 4,054,959 79	$ -	$ -	$ 4,605,633.58
Goldman Sachs, Acct#051-48222-2	$ 1,099.98	$ 2,498,752.03	$ -	$ -	$ 2,499,852.01
Goldman Sachs, Acct#090-9	$ -	$ -	$ 500,000.00	$ 1,000,000.00	$ 1,500,000.00
TD Ameritrade #938003571	$ -	$ -	$ -	$ -	$ -
	$ 3,560,412.20	**$ 14,901,242.67**	**$ 2,202,130.13**	**$ 1,000,000.00**	**$ 21,663,785.00**

END OF YEAR FMV

	Savings	Stock	Bonds	Other Assets	Account Total
Goldman Sachs, Acct#020-53028-3	$ 2,854,140.76	$ -	$ 1,588,395.68	$ -	$ 4,442,536.44
Goldman Sachs, Acct#020-66956-0	$ 71,523.47	$ 5,620,395.98	$ -	$ -	$ 5,691,919 45
Goldman Sachs, Acct#020-67176-4	$ 82,974.20	$ 3,715,342.35	$ -	$ -	$ 3,798,316 55
Goldman Sachs, Acct#020-67178-0	$ -	$ 21.33	$ -	$ -	$ 21.33
Goldman Sachs, Acct#020-67180-6	$ 550,673.79	$ 5,622,682.61	$ -	$ -	$ 6,173,356.40
Goldman Sachs, Acct#051-48222-2	$ 1,099.98	$ 2,507,163.50	$ -	$ -	$ 2,508,263.48
Goldman Sachs, Acct#090-9	$ -	$ -	$ 470,250.00	$ 1,829,276.87	$ 2,299,526.87
TD Ameritrade #938003571	$ -	$ -	$ -	$ -	$ -
	$ 3,560,412.20	**$ 17,465,605.77**	**$ 2,058,645.68**	**$ 1,829,276.87**	**$ 24,913,940.52**

LESLEY A. WALDHEIM FOUNDATION

2015 END OF THE YEAR BOOK VALUE - GOLDMAN SACHS

EIN: 43-6886268

2015 Form 990-PF

Description	Quantity		Value
Acct #028-3			
GOLDMAN SACHS BANK DEPOSIT		$	2,854,140 76
GOLDMAN SACHS HIGH YIELD FLOATING RATE FUND, INSTITUTIONAL SHARES	69,773 448	$	702,130 13
JPMORGAN CHASE LINKED TO S&P 500 UPSIDE LEVERED, NOTE DUE 8/15/17	500,000	$	500,000 00
THE GOLDMAN SACHS GROUP INC LINKED TO EURO STOXX 50 PR, NOTE DUE 3/24/26	500	$	500,000 00
			$4,556,270.89
Acct#090-9			
ARTISAN DYNAMIC EQUITY(NON-US EQUITY) OFF	7,953 93	$	1,000,000 00
CREDIT SUISSE AG LINED TO BASKET OF INDICES, NOTE DUE 8/14/17	500,000 00	$	500,000 00
			$1,500,000.00
Acct #956-0			
CASH		$	1,074 82
GOLDMAN SACHS BANK DEPOSIT		$	70,448 65
ABBOTT LABRATORIES	3,741	$	161,557 89
APPLE, INC	1,890	$	147,060 44
AT&T INC	4,162	$	155,919 01
BOEING COMPANY	1,175	$	106,908 32
CISCO SYSTEMS, INC	5,364	$	135,586 33
COCA-COLA COMPANY	5,481	$	218,870 45
CONOCO PHILLIPS	1,836	$	117,193 69
DUKE ENERGY CORP	2,068	$	144,859 23
E I DU PONT DE NEMOURS AND CO	2,195	$	20 83
EXXON MOBIL CORPORATION	1,526	$	19,113 93
FIRSTENERGY CORP	5,326	$	201,870 06
GAP INC	3,053	$	121,865 79
GENERAL ELECTRIC CO	8,378	$	115,890 46
GENERAL MOTORS CO	3,751	$	127,647 50
HONEYWELL INTL INC	1,269	$	75,267 92
JPMORGAN CHASE & CO	4,619	$	176,710 44
L BRANDS INC	1,171	$	66,562 95
MERCK & CO	4,273	$	186,430 55
METLIFE, INC	2,294	$	113,971 31
MICROSOFT CORP	3,271	$	108,728 96
NEW YORK COMMUNITY BANCORP INC	5,099	$	83,222 05
PFIZER INC	6,880	$	97,698 62
PG&E CORPORATION	2,083	$	177,885 41
PHILIP MORRIS INTL	2,625	$	141,442 57
PROCTER & GAMBLE COMPANY	2,700	$	32,712 95
PRUDENTIAL FINANCIAL INC	1,964	$	129,974 78
QUALCOMM INC	3,241	$	192,075 92
THE TRAVELERS COMPANIES, INC	1,762	$	115,295 68
TOTAL SA, SPONSORED ADR	3,690	$	184,392 29
UNITED PARCEL SERVICE INC	2,376	$	233,625 62
VERIZON COMMUNICATONS INC	3,766	$	179,438 51
VODAFONE GROUP PLC	2,630	$	97,740 95
WALMART STORES INC	3,493	$	260,724 24
WELLS FARGO & CO	2,057	$	114,153 70
		$	**4,613,942.82**

Acct #176-1

CASH		$	2,215 13
GOLDMAN SACHS BANK DEPOSIT		$	80,759 07
ALEXANDER & BALDWIN	2,730	$	84,852 10
AMERICAN EAGLE OUTFITTERS INC	3,345	$	74,106 53
ATWOOD OCEANICS INC	4,552	$	198,493 97
CABELA'S INC	2,970	$	148,309 22
DANA HOLDING CORP	5,474	$	133,334 29
DECKERS OUTDOORS CORP	1,770	$	115,788 52
DST SYSTEM INC	1,340	$	169,230 55
EATON VANCE CORP	2,260	$	63,759 80
ENERGIZER HOLDINGS, INC	3,341	$	137,208 52
GATX CORP	2,568	$	133,711 22
KAMAN CORP	1,576	$	54,941 99
LANDSTAR SYSTEM, INC	1,875	$	123,465 16
MATSON INC	3,028	$	76,477 40
MBIA INC	8,786	$	90,117 11
MRC GLOBAL INC	3,534	$	112,867 23
NEWMARKET CORP	596	$	151,169 14
OLIN CORP	6,676	$	182.170 15
ORBITAL ATK INC	3,008	$	195,118 99
PRICESMART INC	1,814	$	134,744 86
SERVICE CORP INTERNATL	6,843	$	91,655 40
STURM, RUGER & COMPANY INC	1,700	$	89,378 38
SUPERIOR ENERGY SERVICES INC	6,567	$	141,090 06
TEJON RANCH CO	2,070	$	59,379 76
TEMPUR SEALY	2,687	$	118,004 79
TENET HEALTHCARE CORP	3,767	$	80,127 19
TREDEGAR CORPORATION	3,210	$	50,298 49
USG CORP	5,536	$	153,020 05
VISTA OUTDOOR	3,484	$	76,422 34
WADDELL & REED	3,444	$	166,448 18
WHITE MTNS INS GROUP LTD	166	$	86,173 31
WORLD FUEL SERVICES CORP	1,339	$	50,197 27
CORRECTIONS CORP OF AMERICA	4,685	$	156,582 35
FIRST INDUSTRIAL REALTY TRUST	7,545	$	106,445 85
WTS/TEJON RANCH CO	370	$	-
			$3,888,064.37

Acct #178-0

HARRIS ASSOCIATES DYNAMIC EQUITY	1	$	21 33
			$21.33

Acct #180-6

GOLDMAN SACHS BANK DEPOSIT		$	550,673 79
ALPHABET INC - GOOGLE CLASS A	200	$	67,193 84
ALPHABET INC GOOGLE CLASS B	400	$	173,061 72
AMAZON COM INC	400	$	119,895 22
ANADARKO PETROLEUM CORP	700	$	54,940 20
BANK OF AMERICA CORP	7,325	$	127,386 14
BERKSHIRE HATHAWAY INC	2,775	$	251,709 70
CITIGROUP INC	5,875	$	283,221 14
CONSTELLATION BRANDS INC	435	$	18,990 14
DISCOVERY COMMUNICATIONS SERIES A	1,775	$	61,014 38
DISH NETWORK CORP	2,950	$	139,921 93
ECOLAB INC	2,200	$	141,755 53
JPMORGAN CHASE & CO	2,150	$	124,033 77
MICROSOFT CORPORATION	7,300	$	219,267 14
MONDELEZ INTERNATIONAL INC	4,836	$	72,710 68
MORGAN STANLEY	5,375	$	129,854 84
NOBLE ENERGY INC	3,175	$	146,232 53
ORACLE CORPORATION	11,600	$	387,674 98
PEPSICO INC	2,026	$	97,957 10
PRAXAIR, INC	1,375	$	147,580 83
THERMO FISHER SCIENTIFIC INC	1,425	$	82,853 17
TWENTY-FIRST CENTURY FOX, INC	9,675	$	303,856 20
UNITEDHEALTH GROUP INC	1,825	$	98,664 30
VALEANT PHARMACUETICALS INTL	1,625	$	204,671 94
W R BERKLEY CORPORATION	1,975	$	73,921 50
ALIBABA	2,415	$	187,328 18
AON PLC	3,400	$	175,717 28
LIBERTY GLOBAL PLC SERIES C	310	$	7,866 54
LIBERTY GLOBAL PLC CLASS C	6,200	$	155,678 87
TOTAL			**$4,605,633.58**

Acct #222-2

CASH		$	0 01
GOLDMAN SACHS BANK DEPOSIT		$	1,099 97
SPDR S&P 500 ETF TRUST (SPY)	12,300	$	2,499,852 00
CALL/SPY @ 214 EXP 1/29/2016	(25)	$	(1,099 97)
TOTAL		**$**	**2,499,852 01**

TOTAL 2015 END OF THE YEAR BOOK VALUE	**$**	**21,663,785.00**

LESLEY A. WALDHEIM FOUNDATION
2015 END OF THE YEAR FMV-GOLDMAN SACHS
EIN: 43-6886268
2015 Form 990-PF

Description	Quantity		Value
Acct #028-3			
GOLDMAN SACHS BANK DEPOSIT		$	2,854,140 76
GOLDMAN SACHS HIGH YIELD FLOATING RATE FUND, INSTITUTIONAL SHARES	69,773 448	$	655,172 68
JPMORGAN CHASE LINKED TO S&P 500 UPSIDE LEVERED, NOTE DUE 8/15/17	500,000	$	479,150 00
THE GOLDMAN SACHS GROUP INC LINKED TO EURO STOXX 50 PR	500	$	454,073 00
		$	**4,442,536.44**
Acct#090-9			
ARTISAN DYNAMIC EQUITY(NON-US EQUITY) OFF	7,953 93	$	1,829,276 87
CREDIT SUISSE AG LINED TO BASKET OF INDICES, NOTE DUE 8/14/17	500,000 00	$	470,250 00
			$2,299,526.87
Acct #956-0			
CASH		$	1,074 82
GOLDMAN SACHS BANK DEPOSIT		$	70,448 65
ABBOTT LABRATORIES	3,741	$	168,008 31
APPLE, INC	1,890	$	198,941 40
AT&T INC	4,162	$	143,214 42
BOEING COMPANY	1,175	$	169,893 25
CISCO SYSTEMS, INC	5,364	$	145,659 42
COCA-COLA COMPANY	5,481	$	235,463 76
CONOCO PHILLIPS	1,836	$	85,722 84
DUKE ENERGY CORP	2,068	$	147,634 52
E I DU PONT DE NEMOURS AND CO	2,195	$	146,187 00
EXXON MOBIL CORPORATION	1,526	$	118,951 70
FIRSTENERGY CORP	5,326	$	168,993 98
GAP INC	3,053	$	75,409 10
GENERAL ELECTRIC CO	8,378	$	260,974 70
GENERAL MOTORS CO	3,751	$	127,571 51
HONEYWELL INTL INC	1,269	$	131,430 33
JPMORGAN CHASE & CO	4,619	$	304,992 57
L BRANDS INC	1,171	$	112,205 22
MERCK & CO	4,273	$	225,699 86
METLIFE, INC	2,294	$	110,593 74
MICROSOFT CORP	3,271	$	181,475 08
NEW YORK COMMUNITY BANCORP INC	5,099	$	83,215 68
PFIZER INC	6,880	$	222,086 40
PG&E CORPORATION	2,083	$	110,794 77
PHILIP MORRIS INTL	2,625	$	230,763 75
PROCTER & GAMBLE COMPANY	2,700	$	214,407 00
PRUDENTIAL FINANCIAL INC	1,964	$	159,889 24
QUALCOMM INC	3,241	$	162,001 39
THE TRAVELERS COMPANIES, INC	1,762	$	198,859 32
TOTAL SA, SPONSORED ADR	3,690	$	165,865 50
UNITED PARCEL SERVICE INC	2,376	$	228,642 48
VERIZON COMMUNICATONS INC	3,766	$	174,064 52
VODAFONE GROUP PLC	2,630	$	84,843 80
WALMART STORES INC	3,493	$	214,120 90
WELLS FARGO & CO	2,057	$	111,818 52
		$	**5,691,919.45**

Acct #176-4

CASH		$	2,215 13
GOLDMAN SACHS BANK DEPOSIT		$	80,759 07
ALEXANDER & BALDWIN	2,730	$	96,396 30
AMERICAN EAGLE OUTFITTERS INC	3,345	$	51,847 50
ATWOOD OCEANICS INC	4,552	$	46,566 96
CABELA'S INC	2,970	$	138,788 10
DANA HOLDING CORP	5,474	$	75,541 20
DECKERS OUTDOORS CORP	1,770	$	83,544 00
DST SYSTEM INC	1,340	$	152,840 40
EATON VANCE CORP	2,260	$	73,291 80
ENERGIZER HOLDINGS, INC	3,341	$	113,794 46
GATX CORP	2,568	$	109,268 40
KAMAN CORP	1,576	$	64,316 56
LANDSTAR SYSTEM, INC	1,875	$	109,968 75
MATSON INC	3,028	$	129,083 64
MBIA INC	8,786	$	56,933 28
MRC GLOBAL INC	3,534	$	45,588 60
NEWMARKET CORP	596	$	226,915 08
OLIN CORP	6,676	$	115,227 76
ORBITAL ATK INC	3,008	$	268,734 72
PRICESMART INC	1,814	$	150,543 86
SERVICE CORP INTERNATL	6,843	$	178,054 86
STURM, RUGER & COMPANY INC	1,700	$	101,337 00
SUPERIOR ENERGY SERVICES INC	6,567	$	88,457 49
TEJON RANCH CO	2,070	$	39,640 50
TEMPUR SEALY	2,687	$	189,326 02
TENET HEALTHCARE CORP	3,767	$	114,140 10
TREDEGAR CORPORATION	3,210	$	43,720 20
USG CORP	5,536	$	134,469 44
VISTA OUTDOOR	3,484	$	155,072 84
WADDELL & REED	3,444	$	98,705 04
WHITE MTNS INS GROUP LTD	166	$	120,650 46
WORLD FUEL SERVICES CORP	1,339	$	51,497 94
CORRECTIONS CORP OF AMERICA	4,685	$	124,105 65
FIRST INDUSTRIAL REALTY TRUST	7,545	$	166,970 85
WTS/TEJON RANCH CO	370	$	2 59
			$3,798,316.55

Acct #178-0

HARRIS ASSOCIATES DYNAMIC EQUITY	1	$	21 33
			$21.33

Acct #180-6

GOLDMAN SACHS BANK DEPOSIT		$	550,673 79
ALPHABET INC - GOOGLE CLASS A	200	$	155,602 00
ALPHABET INC GOOGLE CLASS B	400	$	303,552 00
AMAZON COM INC	400	$	270,356 00
ANADARKO PETROLEUM CORP	700	$	34,006 00
BANK OF AMERICA CORP	7,325	$	123,279 75
BERKSHIRE HATHAWAY INC	2,775	$	366,411 00
CITIGROUP INC	5,875	$	304,031 25
CONSTELLATION BRANDS INC	435	$	61,961 40
DISCOVERY COMMUNICATIONS SERIES A	1,775	$	47,357 00
DISH NETWORK CORP	2,950	$	168,681 00
ECOLAB INC	2,200	$	251,636 00
JPMORGAN CHASE & CO	2,150	$	141,964 50
MICROSOFT CORPORATION	7,300	$	405,004 00
MONDELEZ INTERNATIONAL INC	4,836	$	216,846 24
MORGAN STANLEY	5,375	$	170,978 75
NOBLE ENERGY INC	3,175	$	104,552 75
ORACLE CORPORATION	11,600	$	423,748 00
PEPSICO INC	2,026	$	202,437 92
PRAXAIR, INC	1,375	$	140,800 00
THERMO FISHER SCIENTIFIC INC	1,425	$	202,136 25
TWENTY-FIRST CENTURY FOX, INC	9,675	$	263,450 25
UNITEDHEALTH GROUP INC	1,825	$	214,693 00
VALEANT PHARMACUETICALS INTL	1,625	$	165,181 25
W R BERKLEY CORPORATION	1,975	$	108,131 25
ALIBABA	2,415	$	196,267 05
AON PLC	3,400	$	313,514 00
LIBERTY GLOBAL PLC SERIES C	310	$	13,330 00
LIBERTY GLOBAL PLC CLASS C	6,200	$	252,774 00
TOTAL			**$6,173,356.40**

Acct #222-2

CASH		$	0 01
GOLDMAN SACHS BANK DEPOSIT		$	1,099 97
SPDR S&P 500 ETF TRUST (SPY)	12,300	$	2,507,601 00
CALL/SPY @ 214 EXP 1/29/2016	(25)	$	(437 50)
TOTAL			**$2,508,263.48**

TOTAL 2015 END OF THE YEAR FMV **$24,913,940.52**

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2015 Form 990-PF

	Gross Sale	Cost Basis	Gain/Loss
Long Term Capital Gain/Loss			
Goldman Sachs, Acct#020-53028-3	$1,092,704 19	$1,056,052 87	$36,651.32
Goldman Sachs, Acct#020-66956-0	$794,740.61	$617,680 15	$177,060 46
Goldman Sachs, Acct#020-67176-4	$862,437.89	$507,020 11	$355,417.78
Goldman Sachs, Acct#020-67178-0	$5,012,239.23	$3,882,163 59	$1,130,075.64
Goldman Sachs, Acct#020-67180-6	$1,165,611 60	$833,205.42	$332,406 18
Goldman Sachs, Acct#051-48222-2	$0 00	$0.00	$0 00
TD Ameritrade #938003571	$977,755 29	$336,925 88	$640,829 41
	$9,905,488.81	$7,233,048.02	$2,672,440.79
Capital Gain Distributions			$936.77
			$ 2,673,377 56
Short Term Capital Gain/Loss			
Goldman Sachs, Acct#020-53028-3	$6,806.50	$6,993 45	($186 95)
Goldman Sachs, Acct#020-66956-0	$732,013 06	$694,657.51	$37,355 55
Goldman Sachs, Acct#020-67176-4	$256,021.28	$205,146 56	$50,874 72
Goldman Sachs, Acct#020-67178-0	$2,199,190 66	$2,535,983 10	($336,792 44)
Goldman Sachs, Acct#020-67180-6	$57,771 53	$58,536 80	($765 27)
Goldman Sachs, Acct#051-48222-2	$0 00	$0.00	$0 00
	$3,251,803.03	$3,501,317.42	($249,514 39)