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EXTENDED TO NOVEMBER 15, 2016

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

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 or tax year beginning

JUL 21, 2015

, and ending

DEC 31, 2015

Name of foundation

THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.

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

9900 CLAYTON ROAD

Room/suite

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

ST. LOUIS, MO 63124

G Check all that apply:

☒

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

\$ 68,256,561.

(Part I, column (d) must be on cash basis.)

J Accounting method:

☒

Cash

☐

Accrual

☐

Other (specify)

A Employer identification number

46-4746588

B Telephone number

314-214-2159

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 ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	61,733,030.		N/A	
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	690,007.	690,007.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	887,236.			
b	Gross sales price for all assets on line 6a	13,772,373.			
7	Capital gain net income (from Part IV, line 2)		887,236.		
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)	10,140.	10,140.		STATEMENT 2
11	Other income				
12	Total. Add lines 1 through 11	63,320,413.	1,587,383.		
13	Compensation of officers, directors, trustees, etc	5,000.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	9,626.	0.		0.
b	Accounting fees STMT 4	1,769.	0.		0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	5,879.	5,879.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	271,856.	271,856.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	294,130.	277,735.		0.
25	Contributions, gifts, grants paid	4,478,926.			4,478,926.
26	Total expenses and disbursements. Add lines 24 and 25	4,773,056.	277,735.		4,478,926.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	58,547,357.			
b	Net investment income (if negative, enter -0-)		1,309,648.		
c	Adjusted net income (if negative, enter -0-)			N/A	

523501 11-24-15 LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		6,001,864.	6,001,864.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	0.	2,947,539.	2,975,889.
	b Investments - corporate stock STMT 9	0.	37,120,239.	47,090,504.
	c Investments - corporate bonds STMT 10	0.	12,477,715.	12,188,304.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	0.	58,547,357.	68,256,561.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	58,547,357.	
	30 Total net assets or fund balances	0.	58,547,357.	
31 Total liabilities and net assets/fund balances		0.	58,547,357.	

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	0.
2 Enter amount from Part I, line 27a	2	58,547,357.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	58,547,357.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	58,547,357.

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 MORGAN STANLEY - SEE ATTACHED	P	VARIOUS	VARIOUS
b RAYMOND JAMES - SEE ATTACHED	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 4,159,725.		3,758,081.	401,644.
b 9,595,738.		9,127,056.	468,682.
c 16,910.			16,910.
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			401,644.
b			468,682.
c			16,910.
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	887,236.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	58,884.	45,087,429.	.001306
2013	3,439,648.	65,515,044.	.052502
2012	3,275,372.	61,905,728.	.052909
2011	2,745,454.	53,082,761.	.051720
2010	2,221,517.	39,955,748.	.055599

2 Total of line 1, column (d)	2	.214036
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	.042807
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	66,912,195.
5 Multiply line 4 by line 3	5	2,864,310.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,096.
7 Add lines 5 and 6	7	2,877,406.
8 Enter qualifying distributions from Part XII, line 4	8	4,478,926.

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)	1	13,096.
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	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	13,096.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	13,096.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	195.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	13,291.
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?		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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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) <u>MO</u>		
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

N/A

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 ► N/A	X	
14 The books are in care of ► MARK WEAVER Telephone no. ► 314-214-2159 Located at ► 9900 CLAYTON ROAD, SAINT LOUIS, MO ZIP+4 ► 63124		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NETTIE O. DODGE 1256 SYBILLE CREEK ROAD WHEATLAND, WY 82201	DIRECTOR AND 2.00	PRESIDENT 0.	0.	0.
NINA O. DURHAM 1911 N. QUINCY STREET ARLINGTON, VA 22207	DIRECTOR AND 2.00	TREASURER 0.	0.	0.
STEPHEN C. JONES 7700 FORSYTH BLVD, SUITE 1800 ST. LOUIS, MO 63105	DIRECTOR AND 2.00	SECRETARY 5,000.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

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

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

	Expenses
1	
SEE STATEMENT 11	0.
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	61,751,059.
b	Average of monthly cash balances	1b	6,180,103.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	67,931,162.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	67,931,162.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,018,967.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	66,912,195.
6	Minimum investment return. Enter 5% of line 5	6	3,345,610.

Part XI**Distributable Amount** (see instructions) (Section 4942(i)(3) and (i)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	3,345,610.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	13,096.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,096.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,332,514.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,332,514.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,332,514.

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	4,478,926.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,478,926.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	13,096.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,465,830.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				3,332,514.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			1,218,533.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 4,478,926.				
a Applied to 2014, but not more than line 2a			1,218,533.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				3,260,393.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				72,121.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

N/A

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 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(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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).)

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.

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				
MISSOURI BOTANICAL GARDEN PO BOX 299 ST. LOUIS, MO 63166	NONE	PUBLIC	GENERAL OPERATING	265,076.
MICDS 101 N. WARSON ROAD ST. LOUIS, MO 63124	NONE	PUBLIC	GENERAL OPERATING	265,076.
ST. LUKE'S HEALTH CORPORATION 232 S. WOODS MILL ROAD CHESTERFIELD, MO 63017	NONE	PUBLIC	GENERAL OPERATING	265,076.
ST. LOUIS SCIENCE CENTER 5050 OAKLAND AVENUE ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	159,046.
YALE UNIVERSITY PO BOX 208214 NEW HAVEN, CT 06520	NONE	PUBLIC	GENERAL OPERATING	106,031.
Total	SEE CONTINUATION SHEET(S)			3a 4,478,926.
b Approved for future payment				
NONE				
Total				3b 0.

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

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

**Sign
Here**

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

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

☒ Yes ☐ No

 Tina O. Durham
Signature of officer or trustee

Date 8/11/16

PRESIDENT
Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

CRAIG R. CAMPBELL

Preparer's signature	Date
Craig Campbell CPA	11-10-16

P00151042

Firm's name ▶ **ANDERS MINKLER HUBER & HELM LLP**

Firm's EIN ► 43-0831507

Firm's address ► 800 MARKET STREET, SUITE 500
ST. LOUIS, MO 63101-2501

Phone no. (314) 655-5500

Form **990-PF** (2015)

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

THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.

Employer identification number

46-4746588

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.

Employer identification number

46-4746588

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	WILLIAM & LAURA ORTHWEIN FOUNDATION 1 NEW YORK PLAZA, 7TH FLOOR NEW YORK, NY 10004	\$ 58,770,345.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	THE LRO 10 YEAR CLAT 9900 CLAYTON ROAD ST. LOUIS, MO 63124	\$ 1,824,472.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	THE LRO 15 YEAR CLAT 9900 CLAYTON ROAD ST. LOUIS, MO 63124	\$ 993,708.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4	THE LAURA R. ORTHWEIN 15 YEAR CLAT 9900 CLAYTON ROAD ST. LOUIS, MO 63124	\$ 144,505.	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.)

Employer identification number

46-4746588

[illegible]

Name of organization

THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.

Employer identification number

46-4746588

Part III

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

Use duplicate copies of Part III if additional space is needed

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STL AREA COUNCIL BOY SCOUTS OF AMERICA 4568 W. PINE BLVD. ST. LOUIS, MO 63108	NONE	PUBLIC	GENERAL OPERATING	106,031.
WASHINGTON UNIVERSITY ONE BROOKINGS DRIVE ST. LOUIS, MO 63130	NONE	PUBLIC	GENERAL OPERATING	53,015.
ST. LOUIS SYMPHONY SOCIETY 718 N. GRAND BLVD. ST. LOUIS, MO 63103	NONE	PUBLIC	GENERAL OPERATING	159,046.
ST. LOUIS ART MUSEUM 1 FINE ARTS DRIVE ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	127,237.
MISSOURI HISTORICAL SOCIETY PO BOX 11940 ST. LOUIS, MO 63112	NONE	PUBLIC	GENERAL OPERATING	21,206.
SECOND PRESBYTERIAN CHURCH 4501 WESTMINISTER PLACE ST. LOUIS, MO 63108	NONE	PUBLIC	GENERAL OPERATING	21,206.
STL CHILDREN'S HOSPITAL FOUNDATION 1001 HIGHLANDS PLAZA DR. W. STE 160 ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	91,893.
ROSSMAN SCHOOL 12660 CONWAY ROAD ST. LOUIS, MO 63141	NONE	PUBLIC	GENERAL OPERATING	10,603.
PLANNED PARENTHOOD ASSOC. OF ST. LOUIS 4251 FOREST PARK AVENUE ST. LOUIS, MO 63108	NONE	PUBLIC	GENERAL OPERATING	17,672.
BARNES-JEWISH HOSPITAL FOUNDATION 1001 HIGHLANDS PLAZA DR. W, STE 140 ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	70,687.
Total from continuation sheets				3,418,621.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VANDERBILT UNIVERSITY 2301 VANDERBUILT PLACE NASHVILLE, TN 37240	NONE	PUBLIC	GENERAL OPERATING	28,275.
ST. LOUIS ZOO - ANIMAL NUTRITIONIST ONE GOVERNMENT DRIVE ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	150,000.
CHILDREN'S HOSPITAL - BJC 1001 HIGHLANDS PLAZA DR. W. STE 160 ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	100,000.
ST. LUKE'S HOSPITAL 232 S. WOODS MILL ROAD CHESTERFIELD, MO 63017	NONE	PUBLIC	GENERAL OPERATING	100,000.
WINGS OF HOPE 18370 WINGS OF HOPE BLVD ST. LOUIS, MO 63005	NONE	PUBLIC	GENERAL OPERATING	100,000.
MOBOT - JAPANESE GARDEN PO BOX 299 ST. LOUIS, MO 63166	NONE	PUBLIC	GENERAL OPERATING	100,000.
ST. LOUIS PUBLIC LIBRARY 1415 OLIVE STREET ST. LOUIS, MO 63103	NONE	PUBLIC	GENERAL OPERATING	60,000.
URBAN LEAGUE 3701 GRANDEL SQUARE ST. LOUIS, MO 63108	NONE	PUBLIC	GENERAL OPERATING	100,000.
FOREST PARK FOREVER 5595 GRAND DRIVE ST. LOUIS, MO 63112	NONE	PUBLIC	GENERAL OPERATING	100,000.
THE MUNY #1 THEATRE DR. ST. LOUIS, MO 63112	NONE	PUBLIC	GENERAL OPERATING	100,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOY SCOUTS / STL AREA COUNCIL 4568 WEST PINE BLVD. ST, LOUIS, MO 63108	NONE	PUBLIC	GENERAL OPERATING	150,000.
CENTRAL INSTITUTE FOR THE DEAF 825 S. TAYLOR AVE. ST, LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	50,000.
RANKEN JORDAN PEDIATRIC BRIDGE HOSPITAL 11365 DORSETT RD. MARYLAND HEIGHTS, MO 63043	NONE	PUBLIC	GENERAL OPERATING	50,000.
GREAT CIRCLE 330 N. GORE AVE. ST, LOUIS, MO 63119	NONE	PUBLIC	GENERAL OPERATING	100,000.
WASHINGTON UNIVERSITY ONE BROOKINGS DRIVE ST, LOUIS, MO 63130	NONE	PUBLIC	GENERAL OPERATING	20,000.
BEYOND HOUSING 4156 MANCHESTER RD. ST, LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	15,000.
CAMP RAINBOW FOUNDATION 13990 OLIVE BLVD, SUITE 203-3 CHESTERFIELD, MO 63017	NONE	PUBLIC	GENERAL OPERATING	10,000.
CHILDREN'S HOME SOCIETY 1167 CORPORATE LAKE DR. ST, LOUIS, MO 63132	NONE	PUBLIC	GENERAL OPERATING	12,000.
CITY ACADEMY 4175 KINGSHIGHWAY ST, LOUIS, MO 63115	NONE	PUBLIC	GENERAL OPERATING	20,000.
FRIENDS OF KIDS WITH CANCER 530 MARYVILLE CENTRE DR, SUITE LL5 ST, LOUIS, MO 63141	NONE	PUBLIC	GENERAL OPERATING	40,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GIVE KIDS A SMILE 340 MID RIVERS MALL DR, SUITE A ST. PETERS, MO 63376	NONE	PUBLIC	GENERAL OPERATING	25,000.
MAGDELENE ST. LOUIS PO BOX 1143 ST. LOUIS, MO 63188	NONE	PUBLIC	GENERAL OPERATING	20,000.
MISSOURI HISTORICAL SOCIETY 5700 LINDELL BLVD ST. LOUIS, MO 63112	NONE	PUBLIC	GENERAL OPERATING	10,000.
RAINBOW VILLAGE 1240 DAUTEL LANE ST. LOUIS, MO 63146	NONE	PUBLIC	GENERAL OPERATING	25,000.
ROSSMAN SCHOOL 12660 CONWAY RD. ST. LOUIS, MO 63141	NONE	PUBLIC	GENERAL OPERATING	30,000.
ST. LOUIS ARC / BELLE CHILDREN'S 1177 N. WARSON RD. ST. LOUIS, MO 63132	NONE	PUBLIC	GENERAL OPERATING	10,000.
STARKLOFF DISABILITY INSTITUTE 135 SOUTH 11TH ST, SUITE 500 ST. LOUIS, MO 63102	NONE	PUBLIC	GENERAL OPERATING	50,000.
THE LITTLE BIT FOUNDATION 2300 CLARK AVE. ST. LOUIS, MO 63103	NONE	PUBLIC	GENERAL OPERATING	25,000.
THRIVE 4331 LINDELL BLVD. ST. LOUIS, MO 63108	NONE	PUBLIC	GENERAL OPERATING	47,000.
TOWER GROVE PARK 4256 MAGNOLIA AVE. ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	50,000.
Total from continuation sheets				

THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.

46-4746588

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WESTMINSTER 800 MARYVILLE CENTRE DR CHESTERFIELD, MO 63017	NONE	PUBLIC	GENERAL OPERATING	20,000.
SAVANNAH COUNTRY DAY SCHOOL 824 STILLWOOD DR. SAVANNAH, GA 31419	NONE	PUBLIC	GENERAL OPERATING	20,000.
ADAMS 12 EDUCATION FOUNDATION 1500 EAST 126TH AVE. THORNTON, CO 80241	NONE	PUBLIC	GENERAL OPERATING	20,000.
HOME SCHOOL FOUNDATION PO BOX 1152 PURCELLVILLE, VA 20134	NONE	PUBLIC	GENERAL OPERATING	20,000.
FALCON ACADEMIC BOOSTERS/HIGHLANDS RANCH 9375 S. CRESTHILL LANE HIGHLANDS RANCH, CO 80130	NONE	PUBLIC	GENERAL OPERATING	20,000.
MAGDELENE ST. LOUIS PO BOX 1143 ST. LOUIS, MO 63188	NONE	PUBLIC	GENERAL OPERATING	17,750.
MICDS 101 N. WARSON ROAD ST. LOUIS, MO 63124	NONE	PUBLIC	GENERAL OPERATING	400,000.
CITY ARCH RIVER 2015 FOUNDATION ONE S. MEMORIAL DR., SUITE 700 ST. LOUIS, MO 63102	NONE	PUBLIC	GENERAL OPERATING	500,000.
GREATER ST. LOUIS COMMUNITY FOUNDATION 319 N. FOURTH STREET, SUITE 300 ST. LOUIS, MO 63102	NONE	PUBLIC	GENERAL OPERATING	25,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	383,291.	10,721.	372,570.	372,570.	
RAYMOND JAMES	323,626.	6,189.	317,437.	317,437.	
TO PART I, LINE 4	706,917.	16,910.	690,007.	690,007.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	10,140.	10,140.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10,140.	10,140.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	9,626.	0.		0.
TO FM 990-PF, PG 1, LN 16A	9,626.	0.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,769.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,769.	0.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD	5,879.	5,879.			0.
TO FORM 990-PF, PG 1, LN 18	5,879.	5,879.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSES	271,856.	271,856.			0.
TO FORM 990-PF, PG 1, LN 23	271,856.	271,856.			0.

FOOTNOTES				STATEMENT	7
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THE ORGANIZATION FILED FORM 1023 FOR EXEMPT STATUS AND WAS APPROVED AS A PUBLIC CHARITY. HOWEVER, THE ORGANIZATION IS REQUIRED TO AND IS FILING AS A PRIVATE FOUNDATION. THIS IS A FIRST YEAR RETURN PURSUANT TO THE LIQUIDATION OF THE WILLIAM & LAURA ORTHWEIN FOUNDATION, A PRIVATE FOUNDATION, WHICH TRANSFERRED ALL OF ITS ASSETS TO THIS ORGANIZATION.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
RAYMOND JAMES INVESTMENTS	X		2,947,539.	2,975,889.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,947,539.	2,975,889.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,947,539.	2,975,889.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RAYMOND JAMES INVESTMENTS	37,120,239.	47,090,504.
TOTAL TO FORM 990-PF, PART II, LINE 10B	37,120,239.	47,090,504.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RAYMOND JAMES INVESTMENTS	12,477,715.	12,188,304.
TOTAL TO FORM 990-PF, PART II, LINE 10C	12,477,715.	12,188,304.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	11
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ACTIVITY ONE

THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE MAKING OF GRANTS AND CONTRIBUTIONS TO QUALIFIED CHARITABLE ORGANIZATIONS. NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D	STATEMENT 12
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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARK WEAVER
9900 CLAYTON ROAD
ST. LOUIS, MO 63124

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
314-214-2159	THE WILLIAM R. ORTHWEIN, JR. AND LAURA RAND ORTHWEIN FOUNDATION

EMAIL ADDRESS

FOUNDATION@WROLRO.NET

FORM AND CONTENT OF APPLICATIONS

APPLICANTS FOR FUNDING MUST SUBMIT A COMPLETE PROPOSAL INCLUDING AN APPLICATION FORM WITH A TWO-PAGE COVER LETTER.

ANY SUBMISSION DEADLINES

THE APPLICATION DEADLINE IS JUNE 1. FINAL DECISIONS ABOUT GRANT AWARDS WILL BE MADE BY NOVEMBER 30.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE NOT MADE TO CHARITIES OUTSIDE THE UNITED STATES