

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 NOV 1, 2015, and ending OCT 31, 2016

Name of foundation
GATEWAY FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
800 MARKET STREET, SUITE 1640

City or town, state or province, country, and ZIP or foreign postal code
ST LOUIS, MO 63101

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 87,642,445.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

A Employer identification number
20-6294706

B Telephone number
(314) 241-3337

C If exemption application is pending, check here ☐

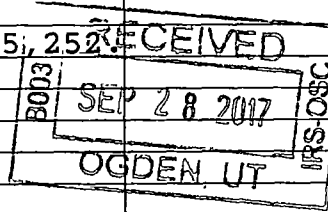
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		84.	84.		STATEMENT 1
4 Dividends and interest from securities		1,157,862.	1,134,155.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,387,004.			STATEMENT 3
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			2,235,252.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances		944.			STATEMENT 4
b Less Cost of goods sold		926.			
c Gross profit or (loss)		18.			
11 Other income		-230,386.	-278,709.		STATEMENT 5
12 Total. Add lines 1 through 11		3,314,582.	3,090,782.		
13 Compensation of officers, directors, trustees, etc		80,000.	0.		80,000.
14 Other employee salaries and wages		43,615.	0.		43,615.
15 Pension plans, employee benefits		44,196.	0.		44,196.
16a Legal fees STMT 6		22,717.	0.		22,717.
b Accounting fees STMT 7		6,775.	0.		6,775.
c Other professional fees STMT 8		146,072.	123,300.		14,215.
17 Interest		4,844.	2,164.		0.
18 Taxes STMT 9		31,434.	6,157.		0.
19 Depreciation and depletion		3,117.	0.		
20 Occupancy		29,487.	0.		29,487.
21 Travel, conferences, and meetings		243.	0.		243.
22 Printing and publications		1,606.	0.		1,606.
23 Other expenses STMT 10		616,009.	310,225.		216,889.
24 Total operating and administrative expenses. Add lines 13 through 23		1,030,115.	441,846.		459,743.
25 Contributions, gifts, grants paid		1,194,515.			1,194,515.
26 Total expenses and disbursements. Add lines 24 and 25		2,224,630.	441,846.		1,654,258.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,089,952.			
b Net investment income (if negative, enter -0-)			2,648,936.		
c Adjusted net income (if negative, enter -0-)				N/A	

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2

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	22,580.	20,077.	20,077.
	2	Savings and temporary cash investments	1,704,468.	1,961,343.	1,964,388.
	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	3,968.	3,616.	3,616.
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
Liabilities		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	60,746,196.	58,924,436.	64,616,863.
	14	Land, buildings, and equipment: basis ▶ 37,509.			
		Less: accumulated depreciation STMT 13 ▶ 29,153.	9,979.	8,356.	8,356.
	15	Other assets (describe ▶ STATEMENT 14)	19,670,647.	21,029,145.	21,029,145.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	82,157,838.	81,946,973.	87,642,445.
	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	3,600,000.	3,600,000.	
	22	Other liabilities (describe ▶ STATEMENT 15)	257.	1,334.	
	23	Total liabilities (add lines 17 through 22)	3,600,257.	3,601,334.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	78,557,581.	78,345,639.	
	31	Total liabilities and net assets/fund balances	82,157,838.	81,946,973.	

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	78,557,581.
2	Enter amount from Part I, line 27a	2	1,089,952.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	79,647,533.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	1,301,894.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	78,345,639.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 389,944.		398,096.	2,235,252.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			2,235,252.	
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	2,235,252.
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 10-31-15	2,481,271.	62,691,503.	.039579
2013 10-31-14	1,275,296.	43,011,194.	.029650
2012 12-31-13	1,424,093.	40,315,527.	.035324
2011 12-31-12	1,325,501.	39,708,214.	.033381
2010 12-31-11	1,772,970.	37,865,659.	.046823
2 Total of line 1, column (d)		2	.184757
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	.036951
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5		4	67,179,922.
5 Multiply line 4 by line 3		5	2,482,365.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	26,489.
7 Add lines 5 and 6		7	2,508,854.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8	3,024,251.

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 ☒ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

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

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2016 estimated tax

14,117. Refunded

Part VII-A Statements Regarding Activities

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?

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.

c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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.

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

MO

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.GATEWAY-FOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>MATTHEW A FISCHER</u> Telephone no. ► <u>(314) 241-3337</u> Located at ► <u>800 MARKET STREET, SUITE 1640, ST LOUIS, MO</u> ZIP+4 ► <u>63101</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		80,000.	25,960.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
TAMPSCO ENTERPRISES, INC - 1034 S BRENTWOOD BLVD, STE 1492, ST LOUIS, MO 63117	MANAGEMENT SERVICES	130,487.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 INSURANCE AND MAINTENANCE OF SCULPTURES ON PUBLIC DISPLAY	
	51,713.
2 INSTALLATION COSTS RELATING TO SCULPTURES PLACED ON PUBLIC DISPLAY	
	59,401.
3	
SEE STATEMENT 17	46,315.
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1	
SEE STATEMENT 18	10,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	10,000.

Form 990-PF (2015)

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	28,876,345.
b	Average of monthly cash balances	1b	21,526.
c	Fair market value of all other assets	1c	39,305,095.
d	Total (add lines 1a, b, and c)	1d	68,202,966.
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	68,202,966.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,023,044.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	67,179,922.
6	Minimum investment return. Enter 5% of line 5	6	3,358,996.

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

1	Minimum investment return from Part X, line 6	1	3,358,996.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	26,489.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	26,489.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,332,507.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,332,507.
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	3,332,507.

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	1,654,258.
b	Program-related investments - total from Part IX-B	1b	10,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	1,359,993.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,024,251.
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	26,489.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,997,762.

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				3,332,507.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			94,088.	
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: ▶ \$ 3,024,251.				
a Applied to 2014, but not more than line 2a			94,088.	
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				2,930,163.
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:				
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				402,344.
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

☐ 4942(1)(3) or ☐ 4942(1)(5)

(4) Gross investment income

[illegible]

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient 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				
CHARITABLE CONTRIBUTION PASSTHROUGH FROM FOUNDATION PARTNERS FUND, LLC		PUBLIC		598.
SEE SCHEDULE ATTACHED		PUBLIC		1,193,917.
Total			3a	1,194,515.
b Approved for future payment				
SEE SCHEDULE ATTACHED		PUBLIC		1,350,471.
Total			3b	1,350,471.

Part XVII

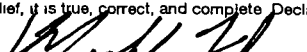
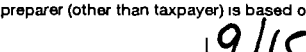
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr. 7)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		9/15/17 Date		Title	
Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER D. SHAMEL		Preparer's Signature 		Date 9-15-17	Check <input type="checkbox"/> if self-employed PTIN P00053162
	Firm's name ▶ SHAMEL & COMPANY, LLC					Firm's EIN ▶ 41-2026041
Firm's address ▶ 5151 MATTIS ROAD, SUITE C ST. LOUIS, MO 63128					Phone no. (314) 849-5855	

GATEWAY FOUNDATION

 CONTINUATION FOR 990-PF, PART IV
 20-6294706 PAGE 1 OF 1

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	23809.524 SHS PIMCO LOW DURATION FUND INST			
b	4541.326 SHS METROPOLITAN WEST TOTAL RETURN BOND			
c	9057.971 SHS METROPOLITAN WEST TOTAL RETURN BOND			
d	PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC			
e	PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC			
f	PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC			
g	PASSTHROUGH - CRUT INVESTORS, LLC			
h	PASSTHROUGH - CRUT INVESTORS, LLC			
i	PASSTHROUGH - CRUT INVESTORS, LLC			
j	PASSTHROUGH - CRUT INVESTORS, LLC			
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	234,762.	250,000.	-15,238.
b	50,000.	49,455.	545.
c	100,000.	98,641.	1,359.
d			-467,690.
e			2,595,772.
f			132,739.
g			-30,505.
h			12,986.
i			41.
j			61.
k			5,182.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-15,238.
b			545.
c			1,359.
d			-467,690.
e			2,595,772.
f			132,739.
g			-30,505.
h			12,986.
i			41.
j			61.
k			5,182.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	2,235,252.
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CALIFORNIA DEPARTMENT OF REVENUE	50.	50.	
CALIFORNIA DEPARTMENT OF REVENUE	8.	8.	
GEORGIA DEPARTMENT OF REVENUE	23.	23.	
NORTH CAROLINA DEPARTMNET OF REVENUE	3.	3.	
TOTAL TO PART I, LINE 3	84.	84.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CRUT INVESTORS, LLC (DIVIDENDS)	18,038.	0.	18,038.	18,038.	
CRUT INVESTORS, LLC (INTEREST)	2,104.	0.	2,104.	2,104.	
CRUT INVESTORS, LLC (INTEREST)	280.	0.	280.	280.	
CRUT INVESTORS, LLC (INTEREST-UBTI)	54.	0.	54.	0.	
CRUT INVESTORS, LLC (MUNI INTEREST INCOME)	20,608.	0.	20,608.	0.	
FOUNDATION PARTNERS FUND, LLC (DIVIDENDS)	945,350.	0.	945,350.	945,350.	
FOUNDATION PARTNERS FUND, LLC (INTEREST)	134,062.	0.	134,062.	134,062.	
FOUNDATION PARTNERS FUND, LLC (INTEREST-UBTI)	3,006.	0.	3,006.	0.	
FOUNDATION PARTNERS FUND, LLC (MUNI INTEREST	39.	0.	39.	0.	
THE COMMERCE TRUST COMPANY	39,503.	5,182.	34,321.	34,321.	
TO PART I, LINE 4	1,163,044.	5,182.	1,157,862.	1,134,155.	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
23809.524 SHS PIMCO LOW DURATION FUND INST	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
234,762.	250,000.	0.	0.
			-15,238.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4541.326 SHS METROPOLITAN WEST TOTAL RETURN BOND FUND-I	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
50,000.	49,455.	0.	0.
			545.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
9057.971 SHS METROPOLITAN WEST TOTAL RETURN BOND FUND-I	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
100,000.	98,641.	0.	0.
			1,359.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			ST	-467,690.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			LT	2,595,772.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			SEC 1231	132,739.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PASSTHROUGH - CRUT INVESTORS, LLC	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			ST	-30,505.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PASSTHROUGH - CRUT INVESTORS, LLC	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			LT	12,986.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PASSTHROUGH - CRUT INVESTORS, LLC	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			SEC 1256 ST	41.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PASSTHROUGH - CRUT INVESTORS, LLC	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			SEC 1256 LT	61.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			ST UBTI	-24,423.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			LT UBTI	-4,412.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC						
				(E) DEPREC.	(F) GAIN OR LOSS	
					SEC 1231 UBTI	177,814.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - CRUT INVESTORS, LLC						
				(E) DEPREC.	(F) GAIN OR LOSS	
					ST UBTI	-151.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - CRUT INVESTORS, LLC						
				(E) DEPREC.	(F) GAIN OR LOSS	
					LT UBTI	13.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PASSTHROUGH - CRUT INVESTORS, LLC	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
				SEC 1256 ST UBTI	12.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PASSTHROUGH - CRUT INVESTORS, LLC	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
				SEC 1256 LT UBTI	19.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
				SEC 1256 ST UBTI	1,152.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED DATE SOLD	
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC		PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
				SEC 1256 LT UBTI 1,728.	
NET GAIN OR LOSS FROM SALE OF ASSETS				2,381,822.	
CAPITAL GAINS DIVIDENDS FROM PART IV				5,182.	
TOTAL TO FORM 990-PF, PART I, LINE 6A				2,387,004.	

FORM 990-PF

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

STATEMENT 4

INCOME

1. GROSS RECEIPTS	944	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		944
4. COST OF GOODS SOLD (LINE 15)	926	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		18
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		18

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	3,968	
9. MERCHANDISE PURCHASED.	574	
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS.		
13. ADD LINES 8 THROUGH 12		4,542
14. INVENTORY AT END OF YEAR	3,616	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		926

FORM 990-PF

OTHER INCOME

STATEMENT

5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	-244,674.	-244,674.	
PARTNERSHIP INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	49,076.	0.	
RENTAL REAL ESTATE INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	-10,350.	-10,350.	
RENTAL REAL ESTATE INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	-42,320.	0.	
ROYALTY INCOME (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	255.	0.	
PORTFOLIO INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	1,244.	1,244.	
CANCELLATION OF DEBT PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	911.	911.	
OTHER INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	-25,885.	-25,885.	
OTHER INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	5,090.	0.	
CANCELLATION OF DEBT (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	34,274.	0.	
ROYALTY INCOME PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	56.	56.	
PORTFOLIO INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	-259.	0.	
PORTFOLIO INCOME (LOSS) PASSTHROUGH - CRUT INVESTORS, LLC	-11.	-11.	
OTHER TAX EXEMPT INCOME PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	3.	0.	
OTHER TAX EXEMPT INCOME PASSTHROUGH - CRUT INVESTORS, LLC	72.	0.	
2013 INCOME TAX REFUND (CA)	1,748.	0.	
2013 INCOME TAX REFUND (NC)	57.	0.	
2013 INCOME TAX REFUND (GA)	195.	0.	
2012 INCOME TAX REFUND (CA)	132.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-230,386.	-278,709.	

FORM 990-PF

LEGAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	22,717.	0.		22,717.
TO FM 990-PF, PG 1, LN 16A	22,717.	0.		22,717.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,775.	0.		6,775.
TO FORM 990-PF, PG 1, LN 16B	6,775.	0.		6,775.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT SERVICES	130,487.	121,930.		0.
CUSTODY FEES	1,370.	1,370.		0.
PUBLIC RELATIONS	13,815.	0.		13,815.
PROFESSIONAL SCULPTURE PHOTOS	400.	0.		400.
TO FORM 990-PF, PG 1, LN 16C	146,072.	123,300.		14,215.

FORM 990-PF	TAXES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE INCOME TAX	11,250.	0.		0.	
FOREIGN INCOME TAX - FOUNDATION PARTNERS FUND LLC	5,656.	5,629.		0.	
FORM 990-PF EXCISE TAX	14,000.	0.		0.	
FOREIGN INCOME TAX - CRUT INVESTORS LLC	528.	528.		0.	
TO FORM 990-PF, PG 1, LN 18	31,434.	6,157.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COPIER & DUPLICATION EXPENSE	4,920.	0.		4,920.	
OFFICE SUPPLIES & EXPENSE	1,805.	0.		1,805.	
POSTAGE & DELIVERY EXPENSE	848.	0.		848.	
TELEPHONE EXPENSE	5,794.	0.		5,794.	
DIRECT CHARITABLE ACTIVITIES - SEE PART IX-A	157,429.	0.		157,429.	
INSURANCE EXPENSE	31,652.	0.		31,652.	
BANK CHARGES	150.	0.		150.	
MEETINGS EXPENSE	286.	0.		286.	
REPAIR AND MAINTENANCE	250.	0.		250.	
WEBSITE EXPENSE	3,300.	0.		3,300.	
MISCELLANEOUS EXPENSE	395.	0.		395.	
STORAGE COSTS	6,817.	0.		6,817.	
PORTFOLIO DEDUCTIONS PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	300,927.	300,484.		0.	
NONDEDUCTIBLE EXPENSE PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	2,937.	0.		0.	
OTHER DEDUCTIONS PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	13,292.	3,182.		0.	
SEC 59(E)(2) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	70,518.	0.		0.	
SECTION 179 EXPENSE PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	4,557.	0.		0.	

GATEWAY FOUNDATION

20-6294706

MOVING EXPENSE	3,243.	0.	3,243.
ROYALTY DEDUCTION			
PASSTHROUGH- FOUNDATION			
PARTNERS FUND, LLC	27.	9.	0.
PORTFOLIO DEDUCTIONS			
PASSTHROUGH - CRUT			
INVESTORS, LLC	6,555.	6,550.	0.
NONDEDUCTIBLE EXPENSE			
PASSTHROUGH - CRUT			
INVESTORS, LLC	307.	0.	0.
TO FORM 990-PF, PG 1, LN 23	616,009.	310,225.	216,889.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
BOOK VS TAX ACCOUNTING DIFF - PASSTHROUGH - FOUNDATION	
PARTNERS FUND, LLC	1,301,845.
BOOK VS TAX ACCOUNTING DIFF - PASSTHROUGH - CRUT INVESTORS, LLC	49.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,301,894.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOUNDATION PARTNERS FUND, LLC	FMV	54,382,722.	60,182,917.
CRUT INVESTORS, LLC	FMV	4,541,714.	4,433,946.
TOTAL TO FORM 990-PF, PART II, LINE 13		58,924,436.	64,616,863.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
17 FILE CABINETS	2,516.	2,516.	0.
2 DESKS	1,178.	1,178.	0.
1 DESK	449.	449.	0.
1 CREDENZA	382.	382.	0.
1 TABLE	298.	298.	0.
3 BOOKCASES	507.	507.	0.

GATEWAY FOUNDATION

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DESK & INSTALLATION	845.	845.	0.
TELEPHONE SYSTEM	4,276.	4,276.	0.
2 DESK CHAIRS	290.	290.	0.
19" DELL 1907FP ULTRASHARP FLAT PANEL MONITOR	281.	281.	0.
DELL OPTIPLEX 745 AND MONITOR (BOOKKEEPER)	1,475.	1,475.	0.
9 CHADWICK CHAIRS	2,286.	1,755.	531.
PLAYER PIANO (CG)	8,675.	5,425.	3,250.
DELL INSPIRON 15 LAPTOP COMPUTER AND INSTALLATION (CG)	623.	623.	0.
FIBER CONVERTORS AND INSTALLATION (CG)	2,107.	1,630.	477.
SECURITY CAMERA AND INSTALLATION (CG)	1,245.	949.	296.
DELL OPTIPLEX 790 DESKTOP & DELL LATITUDE E5420 LAPTOP & INSTALL	3,392.	3,051.	341.
DVD PLAYER (CG)	529.	238.	291.
SECURITY CAMERAS (CG)	3,920.	2,520.	1,400.
SONY CYBER-SHOT CAMERA	218.	99.	119.
BROTHER MFC-7360N ALL IN ONE PRINTER	147.	102.	45.
SECURITY CAMERA (CG)	376.	189.	187.
5 CHADWICH CHAIRS	1,494.	75.	1,419.
TOTAL TO FM 990-PF, PART II, LN 14	37,509.	29,153.	8,356.

FORM 990-PF	OTHER ASSETS	STATEMENT 14
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACQUISITION OF SCULPTURES FOR PUBLIC DISPLAY	19,268,105.	20,616,603.	20,616,603.
TERRACE VIEW, INC	402,542.	412,542.	412,542.
TO FORM 990-PF, PART II, LINE 15	19,670,647.	21,029,145.	21,029,145.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	207.	672.
RETIREMENT EXPENSE PAYABLE	50.	662.
TOTAL TO FORM 990-PF, PART II, LINE 22	257.	1,334.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 16
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN RAVA 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	SEC/TREAS/TTE 3 MEETINGS PER YEAR	0.	0.	0.
GYO OBATA 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
MATTHEW FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	PRESIDENT/TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
MICHAEL FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	VICE-PRESIDENT/TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
SUSAN PHILPOTT 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
MARTHA FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
JENNIFER SWEET 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	ADMINISTRATOR 40.00	80,000.	25,960.	0.
PHILIP DURHAM 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
LISA MELANDRI 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
HOWARD JONES 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		80,000.	25,960.	0.

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

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

EXPENSES

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

46,315.

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

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

AMOUNT

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

10,000.

FORM 990-PF	OTHER REVENUE	STATEMENT 19
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DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
2013 INCOME TAX REFUND (CA)	531120	1,748.			
2013 INCOME TAX REFUND (NC)	531120	57.			
2013 INCOME TAX REFUND (GA)	531120	195.			
2012 INCOME TAX REFUND (CA)	531120	132.			
TOTAL TO FORM 990-PF, PG 12, LN 11		2,132.			

**GATEWAY FOUNDATION
FORM 990-PF
FOR THE YEAR ENDED
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PART XV, LINE 3(a)**

GRANTS PAID DURING THE YEAR

Grant #	Recipient	Foundation Status	Purpose	Amount	Complete
01-03-02	National Park Service	Public	Fund the cost of electrical service and maintenance in connection with the lighting of the Arch.	\$47,817.03	Annual
06-09-08	City of St. Louis	Public	Maintenance of Citygarden, committed through 2022.	\$771,802.11	Annual
14-05-05	National Park Service	Public	Fund the cost of installation improvements in connection with the lighting of the Arch.	\$230,314.00	No
15-01-01	Contemporary Art Museum-Great Rivers Biennial Artist Awards	Public	Funding of 3 artist awards, exhibition and administrative expenses for the 2015-2016 - Round 7.	\$88,581.00	Yes
16-01-02	Opera Theatre of St. Louis	Public	Phase One of the creation of the David W. Mesker Festival Gardens at OTSL	\$42,903.17	No
16-01-03	Pride St. Louis	Public	Funding for the Civil Courts Lighting Display 2016	\$7,500.00	Yes
16-05-02	Cinema St. Louis	Public	Artist Award program Cinema at Citygarden Round 5	\$5,000.00	No
Note: All of the grant recipients are located in the St. Louis Metropolitan Area.				<u>\$1,193,917.31</u>	

**GATEWAY FOUNDATION
FORM 990-PF
FOR THE YEAR ENDED
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PART XV, LINE 3(b)**

GRANTS APPROVED/ESTIMATED FOR FUTURE PAYMENTS

Grant #	Recipient	Foundation Status	Purpose	Amount	Complete
01-03-02	National Park Service	Public	Fund the cost of electrical service and maintenance in connection with the lighting of the Arch.	\$81,000.00	Annual
06-09-08	City of St. Louis	Public	Maintenance of Citygarden, committed through 2022.	\$800,000.00	Annual
14-05-05	National Park Service	Public	Fund the cost of installation improvements in connection with the lighting of the Arch.	\$241,686.00	No
16-01-01	Grand Center, Inc.	Public	Support for the construction of the Grand Center Arts Academy Plaza for soil and lights	\$21,150.00	No
16-01-02	Opera Theatre of St. Louis	Public	Phase One of the creation of the David W. Mesker Festival Gardens at OTSL	\$49,096.83	No
16-01-04	Grand Center, Inc.	Public	Funding for the installation of "Nijinski Hare" sculpture in the Grand Center Arts Academy Plaza	\$70,000.00	No
16-05-01	The Sheldon Concert Hall and Art Galleries	Public	Funding for the construction of the West Walkway portion of the Sheldon Plaza	\$87,538.00	No
Note: All of the grant recipients are located in the St. Louis Metropolitan Area.				\$1,350,470.83	

GATEWAY FOUNDATION
FORM 990-PF, PART VII-A, LINE 11
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NAME AND ADDRESS OF EACH CONTROLLED ENTITY	EMPLOYER IDENTIFICATION NO.	DESCRIPTION OF TRANSFER	AMOUNT OF TRANSFER
TERRACE VIEW, INC. 1034 S. BRENTWOOD BLVD. SUITE 1492 ST. LOUIS, MO 63117 (100% OWNED BY GATEWAY FOUNDATION)	27-0407781	CASH	10,000*

*SEE FORM 990-PF, PART IX-B