

## 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](http://www.irs.gov/form990pf).

For calendar year 2016 or tax year beginning

, and ending

Name of foundation <b>THE BELLWETHER FOUNDATION</b>		A Employer identification number <b>22-2635309</b>
Number and street (or P O box number if mail is not delivered to street address) <b>231 S BEMISTON AVE., SUITE 925</b>		B Telephone number <b>314-726-0430</b>
City or town, state or province, country, and ZIP or foreign postal code <b>ST. LOUIS, MO 63105</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 74,969,430.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		32,265.	32,265.		STATEMENT 1
4 Dividends and interest from securities		1,060,750.	1,060,750.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,824,470.			
b Gross sales price for all assets on line 6a		41,646,324.			
7 Capital gain net income (from Part IV, line 2)			2,824,470.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		35.	35.		STATEMENT 3
12 Total. Add lines 1 through 11		3,917,520.	3,917,520.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		69,283.	0.		69,283.
15 Pension plans, employee benefits		33,302.	0.		33,302.
16a Legal fees STMT 4		5,088.	2,544.		2,544.
b Accounting fees STMT 5		5,100.	765.		4,335.
c Other professional fees STMT 6		408,249.	408,249.		0.
17 Interest					
18 Taxes STMT 7		61,947.	49,160.		5,287.
19 Depreciation and depletion					
20 Occupancy		27,235.	0.		27,235.
21 Travel, conferences, and meetings		609.	0.		609.
22 Printing and publications					
23 Other expenses STMT 8		22,024.	0.		22,024.
24 Total operating and administrative expenses. Add lines 13 through 23		632,837.	460,718.		164,619.
25 Contributions, gifts, grants paid		3,854,100.			3,854,100.
26 Total expenses and disbursements. Add lines 24 and 25		4,486,937.	460,718.		4,018,719.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<569,417.>			
b Net investment income (if negative, enter -0-)			3,456,802.		
c Adjusted net income (if negative, enter -0-)				N/A	

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			60,327.	62,181.	62,181.
	3 Accounts receivable ▶ 2.					
	Less: allowance for doubtful accounts ▶			21.	2.	2.
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 10			54,765,281.	54,235,802.	72,036,900.
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 11				2,383,624.	2,350,277.	2,867,680.
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶ LEASE DEPOSIT )				2,667.	2,667.	2,667.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)				57,211,920.	56,650,929.	74,969,430.
17 Accounts payable and accrued expenses				8,326.	9,598.	
18 Grants payable						
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ )					
	23 Total liabilities (add lines 17 through 22)			8,326.	9,598.	
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			15,634,567.	15,634,567.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			41,569,027.	41,006,764.	
30 Total net assets or fund balances			57,203,594.	56,641,331.		
31 Total liabilities and net assets/fund balances			57,211,920.	56,650,929.		

## 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	57,203,594.
2 Enter amount from Part I, line 27a	2	<569,417.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	7,154.
4 Add lines 1, 2, and 3	4	56,641,331.
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	56,641,331.

**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.)
<b>1a SHORT TERM SALES</b>	P	VARIOUS	VARIOUS
<b>b LONG TERM SALES</b>	P	VARIOUS	VARIOUS
<b>c KINROSS GOLD CORP - CLASS ACTION PROCEEDS</b>	P	VARIOUS	VARIOUS
<b>d CAPITAL GAINS DIVIDENDS</b>			
<b>e</b>			

(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)
<b>a</b> 26,271,647.		26,001,880.	269,767.
<b>b</b> 15,348,229.		12,819,974.	2,528,255.
<b>c</b> 19,676.			19,676.
<b>d</b> 6,772.			6,772.
<b>e</b>			

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))
<b>a</b>			269,767.
<b>b</b>			2,528,255.
<b>c</b>			19,676.
<b>d</b>			6,772.
<b>e</b>			

<b>2</b> 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	2,824,470.
<b>3</b> 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))
2015	3,799,415.	70,608,767.	.053809
2014	3,938,159.	75,688,817.	.052031
2013	3,782,745.	72,447,420.	.052214
2012	3,616,551.	68,095,435.	.053110
2011	2,562,711.	47,425,809.	.054036

<b>2</b> Total of line 1, column (d)	2	.265200
<b>3</b> 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	.053040
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	68,808,909.
<b>5</b> Multiply line 4 by line 3	5	3,649,625.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	34,568.
<b>7</b> Add lines 5 and 6	7	3,684,193.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	4,018,719.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	34,568.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	34,568.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	34,568.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	41,456.	
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	41,456.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,888.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. $\$$ 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?		N/A
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses		X

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**Part VII-A Statements Regarding Activities** (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>WWW.BELLWETHERSTL.ORG</b>	X	
14 The books are in care of <b>CHRISTINA DUDAK</b> Telephone no. <b>(314) 862-1150</b> Located at <b>231 S BEMISTON AVE., STE 925, ST. LOUIS, MO</b> ZIP+4 <b>63105</b>		
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 <b>15</b>	N/A	
16 At any time during calendar year 2016, 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 <b>16</b>		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>2b</b>		
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.) <b>N/A</b>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016.) <b>N/A</b>	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 2016?	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

N/A

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
SEE STATEMENT 12		0.	0.	0.

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

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

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

0

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**Part 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	69,770,256.
b	Average of monthly cash balances	1b	86,504.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	69,856,760.
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	69,856,760.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,047,851.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	68,808,909.
6	Minimum investment return. Enter 5% of line 5	6	3,440,445.

**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	3,440,445.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	34,568.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	34,568.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,405,877.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,405,877.
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	3,405,877.

**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	4,018,719.
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	4,018,719.
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	34,568.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,984,151.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				3,405,877.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	240,143.			
b From 2012	260,727.			
c From 2013	215,038.			
d From 2014	184,706.			
e From 2015	296,743.			
f Total of lines 3a through e	1,197,357.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	4,018,719.			
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				3,405,877.
e Remaining amount distributed out of corpus	612,842.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,810,199.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	240,143.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,570,056.			
10 Analysis of line 9:				
a Excess from 2012	260,727.			
b Excess from 2013	215,038.			
c Excess from 2014	184,706.			
d Excess from 2015	296,743.			
e Excess from 2016	612,842.			

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . . 
- b Check box to indicate whether the foundation is a private operating foundation described in section . . . . . ☐ 4942(j)(3) or ☐ 4942(j)(5)

		Prior 3 years				(e) Total
		Tax year (a) 2016	(b) 2015	(c) 2014	(d) 2013	
2	a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
	b 85% of line 2a					
	c Qualifying distributions from Part XII, line 4 for each year listed					
	d Amounts included in line 2c not used directly for active conduct of exempt activities					
	e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon:					
	a "Assets" alternative test - enter:					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
	b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
	c "Support" alternative test - enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

### 1 Information Regarding Foundation Managers:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AIM HIGH ST. LOUIS 755 SOUTH PRICE ROAD ST LOUIS, MO 63124			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	25,000.
CITY ACADEMY 4175 NORTH KINGSHIGHWAY BLVD. ST LOUIS, MO 63115			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	7,500.
CITY ARCH RIVER FOUNDATION ONE S MEMORIAL DRIVE, SUITE 700 ST LOUIS, MO 63102			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	300,000.
COVENANT HOUSE MISSOURI 2727 N KINGSHIGHWAY BLVD ST LOUIS, MO 63113			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	10,000.
DANFORTH PLANT SCIENCE CENTER 975 NORTH WARSON ROAD ST LOUIS, MO 63132			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	700,000.
Total			SEE CONTINUATION SHEET(S)	3a 3,854,100.
b Approved for future payment				
CITY ARCH RIVER 2015 FOUNDATION ONE S MEMORIAL DRIVE, SUITE 700 ST LOUIS 63102			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	200,000.
DANFORTH PLANT SCIENCE CENTER 975 NORTH WARSON ROAD ST LOUIS 63113			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	700,000.
SHELDON ARTS FOUNDATION 3648 WASHINGTON BLVD. ST LOUIS 63108			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	120,000.
Total			SEE CONTINUATION SHEET(S)	3b 2,019,500.

Form 990-PF (2016)



<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
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<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash			X
(2) Other assets			X
<b>b</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
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees		<b>1c</b>	X
<b>d</b> 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		

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.

Sign Here  5/14/17   
 Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 7)?  
☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name <b>WILLIAM J. PURK, CPA</b>	Preparer's signature <b>WILLIAM J. PURK,</b> <i>[Signature]</i>	Date <b>05/10/17</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01291040</b>
	Firm's name ▶ <b>PURK &amp; ASSOCIATES, P.C.</b>			Firm's EIN ▶ <b>26-4532849</b>	
	Firm's address ▶ <b>1034 SOUTH BRENTWOOD BLVD. STE 2000 SAINT LOUIS, MO 63117</b>			Phone no. <b>(314) 884-4000</b>	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DE LA SALLE MIDDLE SCHOOL 4145 KENNERLY AVENUE ST LOUIS, MO 63113			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	50,000.
ENDANGERED WOLF CENTER 6750 TYSON VALLEY ROAD EUREKA, MO 63025			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	25,000.
GATEWAY GREENING INC. 2211 WASHINGTON AVE ST LOUIS, MO 63103			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	1,000.
HOPE HAPPENS 101 S HANLEY ROAD #1320 ST LOUIS, MO 63105			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	1,000.
JOHN BURROUGHS SCHOOL 755 SOUTH PRICE ROAD ST LOUIS, MO 63124			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	10,000.
MEMORY CARE HOME SOLUTIONS 4389 W PINE BLVD. ST LOUIS, MO 63108			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	45,000.
MISSOURI BOTANICAL GARDEN 4344 SHAW ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	1,000,000.
MISSOURI HISTORY MUSEUM 5700 LINDELL BLVD ST LOUIS, MO 63112			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	7,000.
PALM BEACH ZOO 1301 SUMMIT BOULEVARD WEST PALM BEACH, FL 33405			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	10,000.
PLANNED PARENTHOOD 4251 FOREST PARK AVENUE ST LOUIS, MO 63108			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	1,000.
<b>Total from continuation sheets</b>				<b>2,811,600.</b>

**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
RANKEN JORDAN 11365 DORSETT ROAD MARYLAND HEIGHTS, MO 63043			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	100,000.
READY READERS 1974 INNERBELT BUSINESS CENTER DRIVE ST LOUIS, MO 63114			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	7,800.
SALVATION ARMY 1130 HAMPTON AVENUE ST LOUIS, MO 63139			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	2,000.
SHELDON ARTS FOUNDATION 3648 WASHINGTON BLVD. ST LOUIS, MO 63108			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	60,000.
SOUTHSIDE EARLY CHILDHOOD CENTER 2930 IOWA AVENUE ST LOUIS, MO 63118			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	20,000.
ST. LOUIS ART MUSEUM FOUNDATION ONE FINE ARTS DRIVE ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	3,000.
ST. LOUIS CHILDREN'S HOSPITAL FOUNDATION ONE CHILDREN'S PLACE ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	50,000.
ST. LOUIS HEALTH EQUIPMENT LENDING PROGRAM INC 1640 ANDREW DRIVE ST LOUIS, MO 63122			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	10,000.
ST. LOUIS INTERNSHIP PROGRAM 4232 FOREST PARK AVE. #1027 ST LOUIS, MO 63108			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	15,000.
ST. LOUIS SCIENCE CENTER 5050 OAKLAND AVENUE ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	2,000.
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
ST. LOUIS SYMPHONY 718 N GRAND BLVD. ST LOUIS, MO 63103			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	25,000.
ST. LOUIS ZOO 1 GOVERNMENT DR. ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	1,105,500.
SUFFIELD ACADEMY 185 NORTH MAIN STREET SUFFIELD, CT 06078			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	1,500.
THE NATURE CONSERVANCY 2819 BRAZEAU AVE ST LOUIS, MO 63144			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	50,000.
TOWER GROVE PARK 4256 MAGNOLIA AVE ST LOUIS, MO 63110			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	14,800.
UNIVERSITY OF DENVER 2199 S. UNIVERSITY BLVD. DENVER, CO 80208			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	1,500.
UNIVERSITY OF MISSOURI- ST. LOUIS 1 UNIVERSITY BLVD. ST LOUIS, MO 63121			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	100,000.
WASHINGTON UNIVERSITY ONE BROOKINGS DRIVE ST LOUIS, MO 63130-4899			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	2,000.
ASSISTANCE LEAGUE OF ST. LOUIS 30 HENRY AVE ELLISVILLE 63011			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	5,000.
BOY SCOUTS OF AMERICA 4568 W. PINE BLVD ST. LOUIS 63108			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	24,000.
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
COCA - CENTER OF CREATIVE ARTS 524 TRINITY AVE ST. LOUIS, MO 63130			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	25,000.
CONTEMPORARY ART MUSEUM OF ST. LOUIS 3750 WASHINGTON BLVD ST. LOUIS, MO 63108			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	1,000.
GLOBALHACK INC. 911 WASHINGTON AVE, SUITE 657 ST. LOUIS, MO 63101			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	25,000.
HAWTHORNE LEADERSHIP SCHOOL FOUNDATION 1901 N KINGSHIGHWAY BLVD. ST LOUIS, MO 63113			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	1,500.
NORTH CAMPUS PARTNERSHIP 4449 RED BUD AVE. ST. LOUIS, MO 63115			CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL	10,000.
Total from continuation sheets				



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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	2,993.	2,993.	
US BANK	29,272.	29,272.	
TOTAL TO PART I, LINE 3	32,265.	32,265.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	160,049.	0.	160,049.	160,049.	
CHARLES SCHWAB CAP GAIN DISTRIBUTIONS	6,772.	6,772.	0.	0.	
US BANK	900,701.	0.	900,701.	900,701.	
TO PART I, LINE 4	1,067,522.	6,772.	1,060,750.	1,060,750.	

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INVESTMENT INCOME	35.	35.	
TOTAL TO FORM 990-PF, PART I, LINE 11	35.	35.	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	5,088.	2,544.		2,544.	
TO FM 990-PF, PG 1, LN 16A	5,088.	2,544.		2,544.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX RETURN PREPARATION AND ACCOUNTING SERVICES	5,100.	765.		4,335.	
TO FORM 990-PF, PG 1, LN 16B	5,100.	765.		4,335.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT CUSTODIAL FEES	26,633.	26,633.		0.	
INVESTMENT ADVISORY FEES	381,616.	381,616.		0.	
TO FORM 990-PF, PG 1, LN 16C	408,249.	408,249.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN DIVIDEND TAXES- US BANK	48,630.	48,630.		0.	
FOREIGN DIVIDEND TAXES- CHARLES SCHWAB	530.	530.		0.	
FEDERAL TAXES-PY BALANCE DUE	0.	0.		0.	

## FEDERAL TAXES-CY ESTIMATED

PAYMENTS	7,500.	0.	0.
PAYROLL TAXES	5,287.	0.	5,287.
TO FORM 990-PF, PG 1, LN 18	61,947.	49,160.	5,287.

## FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER EXPENSE	4,170.	0.		4,170.
INSURANCE	1,841.	0.		1,841.
OFFICE SUPPLIES	998.	0.		998.
POSTAGE & SHIPPING	1,091.	0.		1,091.
TELEPHONE EXPENSE	1,282.	0.		1,282.
LICENSES	799.	0.		799.
INSURANCE EXPENSE- ART	6,157.	0.		6,157.
WEBSITE EXPENSE	2,234.	0.		2,234.
MISCELLANEOUS EXPENSE	52.	0.		52.
RESTORATION EXPENSE - ART	3,400.	0.		3,400.
TO FORM 990-PF, PG 1, LN 23	22,024.	0.		22,024.

## FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
OTHER BOOK/TAX DIFFERENCES	3,994.
NONDIVIDEND DISTRIBUTIONS	3,160.
TOTAL TO FORM 990-PF, PART III, LINE 3	7,154.

## FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS-LIST AVAILABLE UPON REQUEST	54,235,802.	72,036,900.
TOTAL TO FORM 990-PF, PART II, LINE 10B	54,235,802.	72,036,900.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PAINTINGS	COST	1,703,690.	1,703,690.
MUTUAL FUNDS-LIST AVAILABLE UPON REQUEST	COST	646,587.	1,163,990.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,350,277.	2,867,680.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SALLY DUFFIELD 231 S. BEMISTON AVE., SUITE 925 ST LOUIS, MO 63124	TRUSTEE 5.00	0.	0.	0.
ROBERT B. SMITH II 231 S. BEMISTON AVE., SUITE 925 ST LOUIS, MO 63124	TRUSTEE 0.00	0.	0.	0.
ROBERT B. SMITH III 231 S. BEMISTON AVE., SUITE 925 ST LOUIS, MO 63124	CHAIRMAN OF THE BOARD 5.00	0.	0.	0.
JOHN J. WOLFE 231 S. BEMISTON AVE., SUITE 925 ST LOUIS, MO 63124	TRUSTEE 0.00	0.	0.	0.
VIRGINA V. SMITH 231 S. BEMISTON AVE., SUITE 925 ST LOUIS, MO 63124	PRESIDENT 10.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

April 27, 2017

**BELLWETHER FOUNDATION, INC.**  
**Schedule D - Capital Gains and Losses**  
**As of: December 31, 2016**

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
<u>Short-Term Capital Gains and Losses</u>						
9,000	AXP PUTS EXPIRE 1-22-2016/US	Jan 22 16	Jan 5 16	10,529.80	10,529.80	0.00
21	BERKSHIRE HATHAWAY B CALLS EXP 12-16-2016/US	Dec 21 16	Nov 8 16	3,401.92	0.00	3,401.92
4,000	COSTCO CALLS EXP 1-15-16/US	Jan 15 16	Nov 27 15	8,079.84	0.00	8,079.84
2,000	EMERSON ELECTRIC CO(1)/CS	Oct 19 15	Oct 19 16	100,652.06	90,762.85	9,889.21
26,000	EXXON MOBIL CALLS EXP 5-20-2016/US	May 10 16	Apr 28 16	40,039.11	40,039.11	0.00
33,400	INTEL CALLS EXP 1-15-2016/US	Jan 15 16	Dec 1 15	38,743.24	0.00	38,743.24
33,500	MICROSOFT CALLS EXP 1-15-16/US	Jan 15 16	Nov 23 15	41,252.23	0.00	41,252.23
33,500	MICROSOFT CALLS EXP 2-19-16/US	Feb 19 16	Jan 22 16	24,789.53	0.00	24,789.53
33,500	MICROSOFT CALLS EXP 4-15-16/US	Apr 15 16	Mar 15 16	20,769.53	20,769.53	0.00
3,141	PRECISION CATPARTS CORP1/US	Jun 24 15	Jan 29 16	738,135.00	646,136.03	91,998.97
9,479	PRECISION CATPARTS CORP2/US	Sep 10 15	Jan 29 16	2,227,565.00	2,175,952.79	51,612.21
1,000,000	US TREASURY BILL DUE 10-27-2016/US	May 5 16	Oct 27 16	998,293.75	998,293.75	0.00
2,250,000	US TREASURY BILL DUE 11-10-2016/US	May 16 16	Nov 10 16	2,246,183.44	2,246,183.44	0.00
1,300,000	US TREASURY BILL DUE 11-17-2016/US	Jul 28 16	Nov 17 16	1,298,993.91	1,298,993.91	0.00
850,000	US TREASURY BILL DUE 11-3-2016/US	Apr 29 16	Nov 3 16	848,313.34	848,313.34	0.00
150,000	US TREASURY BILL DUE 11-3-2016/US_SLD#1	Apr 29 16	Jul 5 16	149,702.35	149,702.35	0.00
2,200,000	US TREASURY BILL DUE 2-23-2017/US	Nov 21 16	Dec 14 16	2,197,362.93	2,197,362.93	0.00
3,000,000	US TREASURY BILL DUE 3-17-2016/US	Oct 22 15	Mar 17 16	2,999,695.83	2,999,695.83	0.00
1,000,000	US TREASURY BILL DUE 4-28-2016/US	Jan 14 16	Apr 28 16	999,390.44	999,390.44	0.00
500,000	US TREASURY BILL DUE 7-28-2016(2)/US	Mar 16 16	May 12 16	499,277.74	499,277.74	0.00
1,225,000	US TREASURY BILL DUE 7-28-2016/US	Feb 2 16	Jul 28 16	1,222,508.63	1,222,508.63	0.00
225,000	US TREASURY BILL DUE 7-28-2016/US_SLD#1	Feb 2 16	May 12 16	224,542.40	224,542.40	0.00
650,000	US TREASURY BILL DUE 7-28-2016/US_SLD#2	Feb 2 16	May 25 16	648,678.04	648,678.04	0.00
500,000	US TREASURY BILL DUE 7-28-2016/US_SLD#3	Feb 2 16	Jun 15 16	498,983.11	498,983.11	0.00
600,000	US TREASURY BILL DUE 7-28-2016/US_SLD#4	Feb 2 16	Jun 29 16	598,779.73	598,779.73	0.00
1,900,000	US TREASURY BILL DUE 8-11-2016/US	Apr 21 16	Aug 11 16	1,898,681.88	1,898,681.88	0.00
3,100,000	US TREASURY BILL DUE 9-1-2016/US	Mar 17 16	Sep 1 16	3,093,945.79	3,093,945.79	0.00
600,000	US TREASURY BILL DUE 9-15-2016/US	Mar 21 16	Sep 15 16	598,750.67	598,750.67	0.00
300,000	US TREASURY BILL DUE 9-15-2016/US_SLD#1	Mar 21 16	Aug 29 16	299,375.34	299,375.34	0.00

April 27, 2017

BELLWETHER FOUNDATION, INC.  
Schedule D - Capital Gains and Losses  
As of: December 31, 2016

Quantity	Asset	Date Acquired	Date Sold	Proceeds	Tax Basis	Gain/Loss
1,700,000	US TREASURY BILL DUE 9-22-2016/US	Mar 28 16	Sep 22 16	1,696,230.39	1,696,230.39	0.00
	Total Short-term			26,271,646.97	26,001,878.82	269,767.15
<u>Long-Term Capital Gains and Losses</u>						
1,750	BERKSHIRE HATHAWAY B6/US	Jun 6 11	Nov 8 16	258,591.86	133,060.02	125,531.84
350	BERKSHIRE HATHAWAY B9/US_SLD#5	Jul 27 11	Nov 8 16	51,718.37	26,225.01	25,493.36
2,100	BERKSHIRE HATHAWAY B9/US_SLD#6	Jul 27 11	Dec 16 16	314,994.20	157,350.06	157,644.14
1,453.7981	ENBRIDGE ENERGY MGMT(1)/CS	Jun 22 11	May 18 16	30,251.55	30,790.05	-538.50
726.8306	ENBRIDGE ENERGY MGMT(2)/CS	Jul 20 11	May 18 16	15,124.35	15,412.55	-288.20
1,428.5431	ENBRIDGE ENERGY MGMT(3)/CS	Aug 19 11	May 18 16	29,726.03	27,186.45	2,539.58
428.5629	ENBRIDGE ENERGY MGMT(4)/CS	Oct 4 11	May 18 16	8,917.80	7,773.94	1,143.86
21,145	EXXON MOBIL CORP10/US_SLD#1	Jan 1 66	Mar 17 16	1,779,524.38	1,544,747.98	234,776.40
3,433	EXXON MOBIL CORP10/US_SLD#2	Jan 1 66	Apr 28 16	303,192.86	250,797.82	52,395.04
12,722	EXXON MOBIL CORP10/US_SLD#3	Jan 1 66	May 13 16	1,139,106.84	929,405.71	209,701.13
9,989	EXXON MOBIL CORP11/US_SLD#1	Dec 4 58	Apr 28 16	882,200.24	729,746.40	152,453.84
7,727.15	EXXON MOBIL CORP11/US_SLD#2	Dec 4 58	May 13 16	691,876.23	564,506.94	127,369.29
300	EXXON MOBIL CORP11/US_SLD#3	Dec 4 58	May 13 16	26,861.50	21,916.50	4,945.00
14,000	EXXON MOBIL CORP9/US_SLD#3	Jul 17 96	Apr 29 16	1,246,027.43	1,022,769.99	223,257.44
5,250.85	EXXON MOBIL CORP9/US_SLD#4	Jul 17 96	May 13 16	470,152.43	383,600.85	86,551.58
1,300	FOOT LOCKER INC(1)/CS	Apr 22 15	Dec 19 16	98,288.91	77,904.95	20,383.96
500	J M SMUCKER CO(1)/CS	Feb 7 12	Feb 18 16	63,532.81	39,656.95	23,875.86
2,240	KINDER MORGAN INC(1)/CS	Dec 1 14	Apr 25 16	39,134.20	36,158.22	2,975.98
66	MERCURY GENERAL24/US_SLD#1	Mar 15 11	Dec 23 16	3,971.97	2,490.84	1,481.13
1,522	MERCURY GENERAL24/US_SLD#2	Mar 15 11	Dec 27 16	91,589.99	57,440.28	34,149.71
2,015	MERCURY GENERAL25/US	Dec 27 10	Dec 22 16	121,262.27	86,896.87	34,365.40
8,321	MERCURY GENERAL25/US_SLD#10	Dec 27 10	Mar 9 16	450,686.31	358,843.12	91,843.19
9,314	MERCURY GENERAL26/US	Dec 27 10	Dec 23 16	560,529.46	401,666.22	158,863.24
11,481	MERCURY GENERAL26/US_SLD#2	Dec 27 10	Nov 22 16	673,737.45	495,118.13	178,619.32
1,544	MERCURY GENERAL26/US_SLD#3	Dec 27 10	Nov 23 16	90,623.87	66,585.00	24,038.87
5,537	MERCURY GENERAL26/US_SLD#4	Dec 27 10	Dec 21 16	333,109.16	238,783.12	94,326.04



April 27, 2017

BELLWETHER FOUNDATION, INC.  
Schedule D - Capital Gains and Losses  
As of: December 31, 2016

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
6,016	MERCURY GENERAL26/US_SLD#5	Dec 27 10	Dec 22 16	362,041.60	259,440.00	102,601.60
603	MERCURY GENERAL26/US_SLD#6	Dec 27 10	Dec 22 16	36,288.41	26,004.38	10,284.03
1,500	MERRILL LYNCH PFD TR 7.28%/CS	Jun 30 10	Jan 29 16	37,500.00	33,346.60	4,153.40
5,200	MICROSOFT CORP1/US	Apr 28 06	Apr 15 16	289,218.66	126,412.00	162,806.66
300	MICROSOFT CORP10/US	Oct 22 08	Apr 15 16	16,685.69	6,510.00	10,175.69
6,275	MICROSOFT CORP12/US	Mar 16 11	Apr 15 16	349,009.06	156,140.20	192,868.86
4,000	MICROSOFT CORP14/US	May 18 11	Apr 15 16	222,475.90	98,519.60	123,956.30
4,500	MICROSOFT CORP2/US	May 12 06	Apr 15 16	250,285.38	104,895.00	145,390.38
7,500	MICROSOFT CORP4/US	Oct 1 08	Apr 15 16	417,142.30	170,850.06	246,292.24
25	MICROSOFT CORP5/US	Oct 22 08	Apr 19 16	1,410.50	542.50	868.00
575	MICROSOFT CORP5/US_SLD#1	Oct 22 08	Apr 15 16	31,980.91	12,477.50	19,503.41
3,600	MICROSOFT CORP6/US	Aug 27 10	Apr 15 16	200,228.31	85,427.64	114,800.67
900	MICROSOFT CORP7/US	Apr 28 06	Apr 15 16	50,057.08	21,879.00	28,178.08
350	MICROSOFT CORP8/US	May 12 06	Apr 15 16	19,466.64	8,158.50	11,308.14
300	MICROSOFT CORP9/US	Sep 18 08	Apr 15 16	16,685.69	7,272.00	9,413.69
8,350	PEPSICO INC3/US	Aug 19 11	Mar 15 16	844,880.50	519,787.55	325,092.95
12,021	PETROLEUM GEO SVCS ADR1/US	Feb 14 14	Nov 10 16	31,013.50	124,777.98	-93,764.48
40,787	PETROLEUM GEO SVCS ADR1/US_SLD#1	Feb 14 14	Nov 2 16	103,902.60	423,369.06	-319,466.46
6,792	PETROLEUM GEO SVCS ADR1/US_SLD#2	Feb 14 14	Nov 9 16	17,522.96	70,500.96	-52,978.00
53,550	PETROLEUM GEO SVCS ADR2/US	Jul 24 14	Nov 10 16	138,155.97	480,113.22	-341,957.25
19,510	PETROLEUM GEO SVCS ADR3/US	Jul 25 14	Nov 10 16	50,334.69	175,720.72	-125,386.03
9,003	PETROLEUM GEO SVCS ADR4/US	Jul 28 14	Nov 10 16	23,227.23	79,676.55	-56,449.32
13,321	PETROLEUM GEO SVCS ADR5/US	Oct 7 14	Nov 10 16	34,367.43	74,930.60	-40,563.17
536	PETROLEUM GEO SVCS ADR6/US	Oct 9 14	Nov 10 16	1,382.85	3,028.40	-1,645.55
68,099	PETROLEUM GEO SVCS ADR7/US	Oct 10 14	Nov 10 16	175,691.56	382,852.57	-207,161.01
5,066	PETROLEUM GEO SVCS ADR8/US	Oct 30 14	Nov 10 16	13,069.99	26,241.88	-13,171.89
13,163	PETROLEUM GEO SVCS ADR9/US	Oct 31 14	Nov 10 16	33,959.79	66,670.59	-32,710.80
800	UNITED RENTALS INC(1)/CS	Apr 22 15	Dec 19 16	85,216.15	76,749.19	8,466.96
400	VICAL INC10/US	Dec 27 10	Nov 4 16	953.90	8,220.00	-7,266.10
8,200	VICAL INC11/US	Dec 27 10	Nov 4 16	19,554.94	168,510.00	-148,955.06

**BELLWETHER FOUNDATION, INC.**  
**Schedule D - Capital Gains and Losses**  
**As of: December 31, 2016**

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
810	VICAL INC2/US	Jul 3 02	Nov 4 16	1,931.65	38,157.48	-36,225.83
1,350	VICAL INC3/US	Jul 5 02	Nov 4 16	3,219.41	64,847.25	-61,627.84
560	VICAL INC4/US	Sep 4 02	Nov 4 16	1,335.46	27,585.60	-26,250.14
440	VICAL INC5/US	Sep 19 02	Nov 4 16	1,049.29	20,343.84	-19,294.55
2,960	VICAL INC6/US	Mar 24 04	Nov 4 16	7,058.85	162,800.00	-155,741.15
200	VICAL INC6/US_SLD#2	Mar 24 04	Nov 2 16	471.98	11,000.00	-10,528.02
140	VICAL INC8/US	Jul 3 02	Nov 4 16	333.86	6,595.12	-6,261.26
5,000	VICAL INC9/US	Dec 27 10	Nov 4 16	11,923.72	102,750.00	-90,826.28
8,729	WASHINGTON FEDERAL10/US	Dec 27 10	Dec 13 16	305,774.63	145,512.43	160,262.20
4,189	WASHINGTON FEDERAL10/US_SLD#1	Dec 27 10	Nov 22 16	134,665.45	69,830.63	64,834.82
14,742	WASHINGTON FEDERAL11/US_SLD#1	Dec 27 10	Dec 13 16	516,408.49	245,749.14	270,659.35
3,600	WASHINGTON FEDERAL2/US	Nov 28 06	Nov 22 16	115,730.63	83,041.92	32,688.71
1,906	WASHINGTON FEDERAL3/US	Nov 30 06	Nov 22 16	61,272.94	44,171.17	17,101.77
4,000	WASHINGTON FEDERAL5/US	Jun 27 08	Nov 22 16	128,589.59	73,031.20	55,558.39
765	WASHINGTON FEDERAL6/US	Sep 19 08	Nov 22 16	24,592.76	14,573.25	10,019.51
650	WASHINGTON FEDERAL7/US	Nov 28 06	Nov 22 16	20,895.81	14,993.68	5,902.13
40	WASHINGTON FEDERAL8/US	Sep 19 08	Nov 22 16	1,285.89	762.00	523.89
11,300	WASHINGTON FEDERAL9/US	Dec 27 10	Nov 22 16	363,265.59	188,371.00	174,894.59
Total Long-term				15,348,228.66	12,819,973.93	2,528,254.73
TOTAL CAPITAL GAINS				41,619,875.63	38,821,853.75	2,798,021.88
				Cap Gain Distributions \$6,772		
				Class Action Proceeds \$19,676		
				Net Gain/ (Loss) \$2,824,470		

THE BELLWETHER FOUNDATION  
FIN #22-2635309  
For the Year Ended December 31, 2016

**Part IX-A**

Summary of direct charitable activities:

Art appreciation and awareness:

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