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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning 1/1 , 2016, and ending 12/31 , 20 16

Name of foundation
The Lesley Waldheim Charitable Foundation

A Employer identification number
43-6886268

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
600 Washington Avenue | 2500

B Telephone number (see instructions)
314-444-7600

City or town, state or province, country, and ZIP or foreign postal code
St Louis, MO 63101

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 26,503,343 85

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

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

SCANNED MAY 24 2017

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	465,906 74			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	8,811.46	8,811 46		
	4	Dividends and interest from securities	460,041 80	460,041.80		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		859,811.80		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	0 00			
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	934,760.00	1,328,665 06	0.00	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	23,606 00	23,606.00		
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	242,190.92	242,190.92		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	7,063 26	7,063.26		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	272,860 18	272,860 18	0.00	0.00
	25	Contributions, gifts, grants paid	1,246,000.00			1,246,000 00
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,518,860.18	272,860.18	0.00	1,246,000 00
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	(584,100 18)			
	b	**Net investment income** (if negative, enter -0-)		1,055,804.88		
	c	**Adjusted net income** (if negative, enter -0-)			0.00	

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Form **990-PF** (2016)

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16

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	3,560,412 20	1,783,927.59	1,783,927.59
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	18,842.46	26,000.00	26,000.00
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	14,901,242.67	14,345,568.26	17,860,202.51
	c	Investments—corporate bonds (attach schedule)	2,202,130.13	2,736,487.86	2,751,987.37
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ non-US equity)	1,000,000.00	3,000,000.00	4,081,226.38
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	21,682,627.46	21,891,983 71	26,503,343.85
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	0.00		
	23	**Total liabilities** (add lines 17 through 22)	0.00	0.00	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	21,682,627.46	21,891,983.71	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	21,682,627.46	21,891,983.71	
	31	**Total liabilities and net assets/fund balances** (see instructions)	21,682,627.46	21,891,983.71	

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	21,682,627.46
2	Enter amount from Part I, line 27a	2	(584,100.18)
3	Other increases not included in line 2 (itemize) ▶ increase in cost basis	3	793,456.43
4	Add lines 1, 2, and 3	4	21,891,983.71
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	21,891,983.71

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	Publically traded securities - Goldman Sachs			
b	capital gain distribution			
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	10,744,075 04		9,884,599 18	859,475.86
b	335 94			335 94
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	859,811.80
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.00

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,494,478 18	25,435,527.45	0 0588
2014	1,499,837 88	25,379,676 51	0 0591
2013	1,183,000.00	23,295,019.04	0.0508
2012	1,097,000 00	20,492,381.84	0.0535
2011	1,093,445 80	19,627,076.07	0.0557

2	**Total** of line 1, column (d)	2	0.2779
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	.0556
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	24,653,488.78
5	Multiply line 4 by line 3	5	1,370,733 98
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,558 05
7	Add lines 5 and 6	7	1,381,292 03
8	Enter qualifying distributions from Part XII, line 4	8	1,246,000 00

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	21,116	09
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	21,116	09
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	21,116	09
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 26,000 00			
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	26,000	00
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	0	00
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,883	91
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 4,883 91 **Refunded** ▶	11	0	00

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ _____ (2) On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Missouri			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Marian V Mehan Telephone no ▶ 314-444-7600

Located at ▶ 600 Washington Avenue, Ste 2500, St. Louis, MO ZIP+4 ▶ 63101

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

			Yes	No
16	At any time during calendar year 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 ▶	16		X

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*	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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lesley A Waldheim One McKnight Place #476, St Louis, MO 63124	Co-Trustee	0.00	0.00	0.00
Marian V Mehan 600 Washington Ave, Ste 2500, St Louis, MO 63101	Co-Trustee	0.00	0.00	0.00

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 **Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Distribution to Washington University Distribution for medical support	300,000.00
2 Distribution to Places for People Homeless Shelter	200,000 00
3 Distribution to Meals on Wheels Provide food for those in need	100,000.00
4 Distribution to Access Academies School for socially and/or economically disadvantaged students	100,000 00

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0 00

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	22,894,520.03
b	Average of monthly cash balances		1b	2,108,402.59
c	Fair market value of all other assets (see instructions)		1c	26,000.00
d	**Total** (add lines 1a, b, and c)		1d	25,028,922 62
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	25,028,922.62
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	375,433.84
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	24,653,488 78
6	**Minimum investment return.** Enter 5% of line 5		6	1,232,674 44

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

1	Minimum investment return from Part X, line 6			1	1,232,674.44
2a	Tax on investment income for 2016 from Part VI, line 5	2a	21,116.09		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	365.83		
c	Add lines 2a and 2b			2c	21,481.92
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,211,192.52
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,211,192.52
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,211,192 52

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	1,246,000 00
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,246,000 00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	10,558 05
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,235,441.95

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 2015	(c) 2015	(d) 2016
1	Distributable amount for 2016 from Part XI, line 7				1,211,192 52
2	Undistributed income, if any, as of the end of 2016				
a	Enter amount for 2015 only				
b	Total for prior years 20 ___,20 ___,20 ___				
3	Excess distributions carryover, if any, to 2016				
a	From 2011 125,200 40				
b	From 2012 251,899.81				
c	From 2013 49,244 47				
d	From 2014 271,178 29				
e	From 2015 267,377 16				
f	**Total** of lines 3a through e	964,900.13			
4	Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 1,246,000 00				
a	Applied to 2015, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2016 distributable amount				1,211,192.52
e	Remaining amount distributed out of corpus	34,807 48			
5	Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	999,707 61			
b	Prior years' undistributed income Subtract line 4b from line 2b		0.00		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions		0 00		
e	Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0 00	
f	Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0.00
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	125,200 40			
9	**Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	874,507 21			
10	Analysis of line 9				
a	Excess from 2012 251,899.81				
b	Excess from 2013 49,244.47				
c	Excess from 2014 271,178 29				
d	Excess from 2015 267,377.16				
e	Excess from 2016 34,807.48				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0.00
b 85% of line 2a	0 00	0.00	0 00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed					0 00
d Amounts included in line 2c not used directly for active conduct of exempt activities					0 00
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0 00	0 00	0 00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.00
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0 00
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)					0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.00
(3) Largest amount of support from an exempt organization					0 00
(4) Gross investment income					0.00

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

1 **Information Regarding Foundation Managers:**

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

Lesley A Waldheim

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

N/A

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

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

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

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

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

no set form

c Any submission deadlines

no set deadlines

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

None

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Access Academies		Public	Education	100,000 00
Matthews Dickey		Public	Education & Athletics	100,000.00
Meals on Wheels		Public	Food for shut-ins	100,000.00
New Line Theatre		Public	Theatrical Events	20,000.00
Opera Theatre of St Louis		Public	Theatrical Events	50,000 00
Places for People		Public	Homeless Shelter	200,000 00
St. Louis Area Foodbank		Public	Food distribution for poor	100,000 00
St. Louis Symphony See Attached list		Public	Music Events	100,000 00
				476,000.00
Total			▶ **3a**	1,246,000 00
b *Approved for future payment*				
Total			▶ **3b**	0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8,811.46	
4 Dividends and interest from securities			14	460,041 80	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0 00		468,853.26	0 00
13 **Total.** Add line 12, columns (b), (d), and (e)				13	468,853 26

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: Maureen V Mehan Date: 5/15/17 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Joel L Weeks		5/15/17		P00989245

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

Firm's address ► 600 Washington Avenue, Ste 2500, St Louis, MO 63101 Phone no 314-444-7600

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

Schedule of Contributors

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

OMB No 1545-0047

2016

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

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Lesley A. Waldheim One McKnight Place #476 St. Louis, MO 63124	$ 465,906.74	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

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

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

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

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

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

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

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

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

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

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2016 Form 990-PF
Interest and Dividends

	Pt 1, Ln 3 (Int)	Pt 1, Ln 4 (Div)
Goldman Sachs, Acct#020-53028-3	$7,246.54	$34,357.73
Goldman Sachs, Acct#020-66956-0	$646.84	$196,987.62
Goldman Sachs, Acct#020-67176-4	$186.97	$26,723.66
Goldman Sachs, Acct#020-67180-6	$494.59	$45,063.99
Goldman Sachs, Acct#051-48222-2	$236.52	$156,908.80
TOTALS	**$8,811.46**	**$460,041.80**

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2016 Form 990-PF

Attorney Fees (Part 1, Line 16a)

January	Lewis Rice LLC	$ 2,925.00
February	Lewis Rice LLC	$ 1,685.00
March	Lewis Rice LLC	$ 1,780.50
April	Lewis Rice LLC	$ -
May	Lewis Rice LLC	$ 5,892.50
June	Lewis Rice LLC	$ 6,057.00
July	Lewis Rice LLC	$ 476.00
August	Lewis Rice LLC	$ 929.50
September	Lewis Rice LLC	$ 2,756.50
October	Lewis Rice LLC	$ 1,104.00
November	Lewis Rice LLC	$ -
December	Lewis Rice LLC	$ -
		$ 23,606.00

Investment Management Fees (Part 1, Line 16c)

Goldman Sachs, Acct#020-53028-3	$ 30,724.57
Goldman Sachs, Acct#020-66956-0	$ 58,157.95
Goldman Sachs, Acct#020-67176-4	$ 33,064.02
Goldman Sachs, Acct#020-67178-0	$ 73,749.22
Goldman Sachs, Acct#020-67180-6	$ 46,306.09
Goldman Sachs, Acct#051-48222-2	$ -
	$ 242,001.85

ADR Fees (Part 1, Line 16c)

Goldman Sachs, Acct#020-53028-3	$ -
Goldman Sachs, Acct#020-66956-0	$ 173.77
Goldman Sachs, Acct#020-67176-4	$ -
Goldman Sachs, Acct#020-67178-0	$ -
Goldman Sachs, Acct#020-67180-6	$ 15.30
Goldman Sachs, Acct#051-48222-2	$ -
	$ 189.07

Taxes (Part 1, Line 18)		
Goldman Sachs, Acct#020-53028-3	$	-
Goldman Sachs, Acct#020-66956-0	$	365.83
Goldman Sachs, Acct#020-67176-4		
Goldman Sachs, Acct#020-67178-0	$	-
Goldman Sachs, Acct#020-67180-6		
Goldman Sachs, Acct#051-48222-2	$	-
2015 Taxes on investment income	$	6,697 43
	$	7,063.26

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2016 Form 990-PF

END OF YEAR BOOK VALUE

	Savings	Stock	Bonds	Other Assets	Account Total
Goldman Sachs, Acct#020-53028-3	$ 1,461,465.30	$ -	$ 2,236,487.86	$ -	$ 3,697,953.16
Goldman Sachs, Acct#020-66956-0	$ 96,700.62	$ 4,648,230.71	$ -	$ -	$ 4,744,931.33
Goldman Sachs, Acct#020-67176-4	$ -	$ -	$ -	$ -	$ -
Goldman Sachs, Acct#020-67178-0	$ -	$ -	$ -	$ -	$ -
Goldman Sachs, Acct#020-67180-6	$ 79,704.99	$ 2,267,658.66	$ -	$ -	$ 2,347,363.65
Goldman Sachs, Acct#051-48222-2	$ 146,056 68	$ 7,429,678.89	$ -	$ -	$ 7,575,735.57
Goldman Sachs, Acct#090-9	$ -	$ -	$ 500,000.00	$ 3,000,000.00	$ 3,500,000.00
	$ 1,783,927.59	**$ 14,345,568.26**	**$ 2,736,487.86**	**$ 3,000,000.00**	**$ 21,865,983.71**

END OF YEAR FMV

	Savings	Stock	Bonds	Other Assets	Account Total
Goldman Sachs, Acct#020-53028-3	$ 1,461,465.30	$ -	$ 2,251,887.37	$ -	$ 3,713,352.67
Goldman Sachs, Acct#020-66956-0	$ 96,700.62	$ 6,220,188.54	$ -	$ -	$ 6,316,889.16
Goldman Sachs, Acct#020-67176-4	$ -	$ -	$ -	$ -	$ -
Goldman Sachs, Acct#020-67178-0	$ -	$ -	$ -	$ -	$ -
Goldman Sachs, Acct#020-67180-6	$ 79,704.99	$ 3,323,653.18	$ -	$ -	$ 3,403,358.17
Goldman Sachs, Acct#051-48222-2	$ 146,056.68	$ 8,316,360 79	$ -	$ -	$ 8,462,417.47
Goldman Sachs, Acct#090-9	$ -	$ -	$ 500,100.00	$ 4,081,226.38	$ 4,581,326 38
	$ 1,783,927.59	**$ 17,860,202.51**	**$ 2,751,987.37**	**$ 4,081,226.38**	**$ 26,477,343.85**

LESLEY A. WALDHEIM FOUNDATION

2016 END OF THE YEAR BOOK VALUE - GOLDMAN SACHS

EIN: 43-6886268

2016 Form 990-PF

Description	Quantity		Value
Acct #028-3			
GOLDMAN SACHS BANK DEPOSIT		$	1,461,465 30
GOLDMAN SACHS HIGH YIELD FLOATING RATE FUND, INSTITUTIONAL SHARES	124,680 428	$	1,236,487 86
JPMORGAN CHASE LINKED TO S&P 500 UPSIDE LEVERED, NOTE DUE 8/15/17	500,000	$	500,000 00
JPMORGAN CHASE LINKED TO S&P 500 CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 10/19/2017	500,000	$	500,000 00
			$3,697,953.16
Acct#090-9			
ARTISAN DYNAMIC EQUITY(NON-US EQUITY) OFF	16,752 56	$	3,000,000 00
CREDIT SUISSE AG LINED TO BASKET OF INDICES, NOTE DUE 8/14/17	500,000 00	$	500,000 00
			$3,500,000.00
Acct #956-0			
GOLDMAN SACHS BANK DEPOSIT		$	96,700 62
AMERICAN EXRESS CO	1,859	$	114,971 16
APPLE, INC	2,441	$	198,966 84
AT&T INC	4,865	$	181,856 83
BANK OF AMERICA CORP	4,011	$	60,236 80
CISCO SYSTEMS, INC	5,364	$	135,586 33
COCA-COLA COMPANY	5,481	$	218,870 45
CONOCO PHILLIPS	3,816	$	197,233 61
E I DU PONT DE NEMOURS AND CO	2,195	$	20 83
EXXON MOBIL CORPORATION	1,526	$	19,113 93
GENERAL ELECTRIC CO	8,378	$	115,890 46
GENERAL MOTORS CO	4,537	$	151,744 50
HONEYWELL INTL INC	1,820	$	134,436 11
INTEL CORP	4,959	$	174,361 26
JPMORGAN CHASE & CO	3,691	$	142,147 95
MERCK & CO	1,553	$	66,074 15
METLIFE, INC	3,765	$	152,179 04
MICROSOFT CORP	3,271	$	108,728 96
PG&E CORPORATION	2,083	$	97,698 62
PFIZER INC	6,880	$	177,885 41
PHILIP MORRIS INTL	2,625	$	141,442 57
PROCTER & GAMBLE COMPANY	2,700	$	32,712 95
QUALCOMM INC	1,111	$	60,838 72
REYNOLDS AMERICAN INC	2,432	$	121,683 66
UNION PACIFIC CORP	2,173	$	174,929 81
VERIZON COMMUNICATONS INC	3,766	$	179,438 51
WELLS FARGO & CO	5,487	$	276,542 05
SPDR S&P 500 TRUST	4,575	$	1,040,485 85
BP PLC	5,447	$	172,153 35
		$	**4,744,931.33**

Acct #176-4

CASH		$	-
			$0.00

Acct #178-0

CASH	1	$	-
			$0.00

Acct #180-6

CASH		$	708 00
GOLDMAN SACHS BANK DEPOSIT		$	78,996 99
ALPHABET INC GOOGLE CLASS C	300	$	141,032 55
AMAZON COM INC	200	$	60,024 72
ANADARKO PETROLEUM CORP	700	$	54,940 20
BANK OF AMERICA CORP	5,950	$	101,477 03
BERKSHIRE HATHAWAY INC	1,650	$	171,311 51
CITIGROUP INC	3,475	$	165,303 96
DISH NETWORK CORP	2,750	$	137,024 11
ECOLAB INC	1,100	$	71,099 93
FIDELITY NATL INFO	600	$	35,306 89
ILG INC	387	$	4,627 01
JPMORGAN CHASE & CO	2,150	$	124,033 77
MARRIOTT INTERNATIONAL	1,840	$	115,320 24
MICROSOFT CORPORATION	3,700	$	109,808 82
MONDELEZ INTERNATIONAL INC	2,236	$	46,034 73
MORGAN STANLEY	1,675	$	64,611 89
NOBLE ENERGY INC	1,675	$	77,967 57
ORACLE CORPORATION	5,800	$	203,916 58
PEPSICO INC	10,256	$	49,607 10
THERMO FISHER SCIENTIFIC INC	525	$	31,008 23
TWENTY-FIRST CENTURY FOX, INC	5,575	$	173,416 34
UNITEDHEALTH GROUP INC	825	$	45,043 27
W R BERKLEY CORPORATION	875	$	32,846 28
AON PLC	1,700	$	88,350 53
LIBERTY GLOBAL PLC SERIES C	1,083	$	27,949 10
LIBERTY GLOBAL PLC CLASS C	6,200	$	135,596 30
TOTAL			**$2,347,363.65**

Acct #222-2

CASH		$	54 59
GOLDMAN SACHS BANK DEPOSIT		$	146,002 09
SPDR S&P 500 ETF TRUST (SPY)	37,295	$	7,473,358 24
CALL/SPY @ 222 EXP 1/20/2017	(75)	$	(5,810 87)
CALL/SPY @ 222 EXP 1/20/2017	(75)	$	(7,721 08)
CALL/SPY @ 222 EXP 1/20/2017	(72)	$	(7,497 91)
CALL/SPY @ 222 EXP 1/20/2017	(75)	$	(5,549 87)
CALL/SPY @ 222 EXP 1/20/2017	(75)	$	(17,099 62)
TOTAL		**$**	**7,575,735.57**

TOTAL 2016 END OF THE YEAR BOOK VALUE		**$**	**21,865,983.71**

LESLEY A. WALDHEIM FOUNDATION
2016 END OF THE YEAR FMV-GOLDMAN SACHS
EIN: 43-6886268
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Description	Quantity		Value
Acct #028-3			
GOLDMAN SACHS BANK DEPOSIT		$	1,461,465 30
GOLDMAN SACHS HIGH YIELD FLOATING RATE FUND, INSTITUTIONAL SHARES	124,680 428	$	1,214,387 37
JPMORGAN CHASE LINKED TO S&P 500 UPSIDE LEVERED, NOTE DUE 8/15/17	500,000	$	532,700.00
JPMORGAN CHASE LINKED TO S&P 500 INDEX CNTNGNT CPN NOTE DUE 10/19/2017	500,000	$	504,800 00
		$	**3,713,352.67**
Acct#090-9			
ARTISAN DYNAMIC EQUITY(NON-US EQUITY) OFF	16,752 56	$	4,081,226 38
CREDIT SUISSE AG LINED TO BASKET OF INDICES, NOTE DUE 8/14/17	500,000 00	$	500,100 00
			$4,581,326.38
Acct #956-0			
GOLDMAN SACHS BANK DEPOSIT		$	96,700 62
AMERICAN EXRESS CO	1,859	$	137,714 72
APPLE, INC	2,441	$	282,716 62
AT&T INC	4,865	$	206,908 45
BANK OF AMERICA CORP	4,011	$	88,643 10
CISCO SYSTEMS, INC	5,364	$	162,100 08
COCA-COLA COMPANY	5,481	$	227,242 26
CONOCO PHILLIPS	3,816	$	191,334 24
E I DU PONT DE NEMOURS AND CO	2,195	$	161,113 00
EXXON MOBIL CORPORATION	1,526	$	137,736 76
GENERAL ELECTRIC CO	8,378	$	266,755.52
GENERAL MOTORS CO	4,537	$	158,069 08
HONEYWELL INTL INC	1,802	$	208,761 70
INTEL CORP	4,959	$	179,862.93
JPMORGAN CHASE & CO	3,691	$	318,496.39
MERCK & CO	1,553	$	92,155.02
METLIFE, INC	3,765	$	202,895 85
MICROSOFT CORP	3,271	$	203,259 94
PG&E CORPORATION	2,083	$	127,604.58
PFIZER INC	6,880	$	223,462.40
PHILIP MORRIS INTL	2,625	$	242,891 25
PROCTER & GAMBLE COMPANY	2,700	$	227,016 00
QUALCOMM INC	1,111	$	72,437.20
REYNOLDS AMERICAN INC	2,432	$	137,408.00
UNION PACIFIC CORP	1,273	$	225,296 64
VERIZON COMMUNICATONS INC	3,766	$	201,029 08
VIACOM INC	-	$	804 20
WALMART STORES INC.	-	$	1,746 50
WELLS FARGO & CO	5,487	$	302,388 57
SPDR S&P 500 TRUST	4,575	$	1,028,729.60
BP PLC	5,447	$	203,608 86
		$	**6,316,889.16**

Acct #176-4

CASH		$	-
			$0.00

Acct #178-0

HARRIS ASSOCIATES DYNAMIC EQUITY	1	$	-
			$0.00

Acct #180-6

CASH		$	708.00
GOLDMAN SACHS BANK DEPOSIT		$	78,996 99
ALPHABET INC - GOOGLE CLASS C	300	$	231,546 00
AMAZON COM INC	200	$	149,974 00
ANADARKO PETROLEUM CORP.	700	$	48,811.00
BANK OF AMERICA CORP	5,950	$	131,495 00
BERKSHIRE HATHAWAY INC	1,650	$	268,917 00
CITIGROUP INC	3,475	$	206,519 25
DISH NETWORK CORP	2,750	$	159,307 50
ECOLAB INC	1,100	$	129,349 00
FIDELITY NATL INFO	600	$	45,384 00
ILG INC	387	$	7,031 79
JPMORGAN CHASE & CO	2,150	$	185,523.50
MARRIOTT INTERNATIONAL	1,840	$	152,131 20
MICROSOFT CORPORATION	3,700	$	229,918.00
MONDELEZ INTERNATIONAL INC	2,236	$	99,121 88
MORGAN STANLEY	1,675	$	70,768 75
NOBLE ENERGY INC	1,675	$	63,750 50
ORACLE CORPORATION	5,800	$	223,010.00
PEPSICO INC	1,026	$	108,122 45
THERMO FISHER SCIENTIFIC INC	525	$	74,156 25
TWENTY-FIRST CENTURY FOX, INC	5,575	$	151,918 75
UNITEDHEALTH GROUP INC	825	$	132,033 00
W R BERKLEY CORPORATION	875	$	58,196 25
AON PLC	1,700	$	189,601 00
LIBERTY GLOBAL PLC SERIES C	1,083	$	22,927 11
LIBERTY GLOBAL PLC CLASS C	6,200	$	184,140 00
TOTAL			**$3,403,358.17**

Acct #222-2

CASH		$	54 59
GOLDMAN SACHS BANK DEPOSIT		$	146,002 09
SPDR S&P 500 ETF TRUST (SPY)	12,300	$	8,386,113.79
CALL/SPY @ 222 EXP 1/20/17	(75)	$	(25,387.50)
CALL/SPY @ 222 EXP 1/20/17	(75)	$	(12,075 00)
CALL/SPY @ 222 EXP 1/20/17	(72)	$	(16,128 00)
CALL/SPY @ 222 EXP 1/20/17	(75)	$	(8,550 00)
CALL/SPY @ 222 EXP 1/20/17	(75)	$	(7,612.50)
TOTAL			**$8,462,417.47**

TOTAL 2016 END OF THE YEAR FMV **$26,477,343.85**

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
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	Gross Sale	Cost Basis	Gain/Loss
Long Term Capital Gain/Loss			
Goldman Sachs, Acct#020-53028-3	$445,679.43	$500,000.00	($54,320.57)
Goldman Sachs, Acct#020-66956-0	$2,081,920.07	$2,014,785.35	$67,134.72
Goldman Sachs, Acct#020-67176-4	$3,335,826.28	$3,181,618.31	$154,207.97
Goldman Sachs, Acct#020-67180-6	$2,573,023.54	$1,729,852.21	$843,171.33
Goldman Sachs, Acct#051-48222-2	$0.00	$0.00	$0.00
	$8,436,449.32	$7,426,255.87	$1,010,193.45
Capital Gain Distributions			$335.94
			$ 1,010,529.39
Short Term Capital Gain/Loss			
Goldman Sachs, Acct#020-53028-3	$0.00	$0.00	$0.00
Goldman Sachs, Acct#020-66956-0	$1,250,858.65	$1,319,496.12	($68,637.47)
Goldman Sachs, Acct#020-67176-4	$717,277.93	$744,114.11	($26,836.18)
Goldman Sachs, Acct#020-67180-6	$308,149.99	$382,334.62	($74,184.63)
Goldman Sachs, Acct#051-48222-2	$31,339.15	$12,398.46	$18,940.69
	$2,307,625.72	$2,458,343.31	($150,717.59)
Total Gross Sales	$10,744,410.98		
Total Cost Basis		$9,884,599.18	
Total Gain/Loss			$ 859,811.80

The Lesley Waldheim Charitable Foundation

Form 990-PF – Part XV – Supplementary Information on Grants

Entity	**Amount**
Washington University	300,000.00
Life for Life Academy	15,000.00
Pianos for People	5,000.00
Chess Club and Scholastic Center of St. Louis	10,000.00
Arch City Defenders	10,000.00
Better Family Life, Inc.	10,000.00
Circle of Concern	50,000.00
Life Long Learning - Washington University	10,000.00
Planned Parenthood	26,000.00
Herbert Eastman Clinical Fund	40,000.00