

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.

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning JUL 1, 2016, and ending JUN 30, 2017

Name of foundation

GALLOP FAMILY FOUNDATION

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

144 GUNSTON HALL COURT

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

CHESTERFIELD, MO 63017

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 2,281,278. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

A Employer identification number

27-1449070

B Telephone number

(314) 286.0451

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c) and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ If the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

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 587,631.

7 Capital gain net income (from Part IV, line 2)

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

12 Total Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees STMT 3

b Accounting fees STMT 4

c Other professional fees STMT 5

17 Interest

18 Taxes STMT 6

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative

expenses Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements.

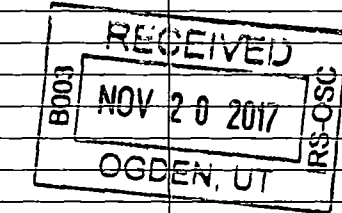
Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)



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	103.	245.	245.
	2 Savings and temporary cash investments	37,361.	37,686.	37,696.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	977,611.	935,123.	1,336,874.
	c Investments - corporate bonds STMT 8	813,472.	772,001.	773,080.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9		90,586.	90,586.	133,383.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,919,133.	1,835,641.	2,281,278.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue	2,485.	4,314.	
	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)	2,485.	4,314.		
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	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,916,648.	1,831,327.		
30 Total net assets or fund balances	1,916,648.	1,831,327.		
31 Total liabilities and net assets/fund balances	1,919,133.	1,835,641.		

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	1,916,648.
2 Enter amount from Part I, line 27a	2	<85,321.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,831,327.
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	1,831,327.

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 PUBLICLY TRADED SECURITIES	P	VARIOUS	12/31/16
b PUBLICLY TRADED SECURITIES	P	VARIOUS	12/31/16
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 103,373.		95,904.	7,469.
b 469,272.		479,730.	<10,458.>
c 14,986.			14,986.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			7,469.
b			<10,458.>
c			14,986.
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	11,997.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	119,141.	2,168,676.	.054937
2014	119,800.	2,343,869.	.051112
2013	124,600.	2,323,643.	.053623
2012	112,150.	2,214,929.	.050634
2011	114,500.	2,128,904.	.053784
2 Total of line 1, column (d)			2 .264090
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 .052818
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 2,210,313.
5 Multiply line 4 by line 3			5 116,744.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 507.
7 Add lines 5 and 6			7 117,251.
8 Enter qualifying distributions from Part XII, line 4			8 136,185.

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	507.
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	507.
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	507.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	880.	
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	880.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	373.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 373. Refunded ☐ 0.	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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

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? Website address ► N/A	13	X
14 The books are in care of ► NORTHERN TRUST BANK Telephone no. ► (314) 505-8300 Located at ► 190 CARONDELET PLAZA, ST LOUIS, MO ZIP+4 ► 63105		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 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)? Organizations relying on a current notice regarding disaster assistance check here N/A	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? ☐ Yes ☒ No If "Yes," list the years ► b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN S. GALLOP	CO-TRUSTEE			
1127 WEST LILL				
CHICAGO, IL 60614	1.00	0.	0.	0.
ELIZABETH G. DENNIS	CO-TRUSTEE			
144 GUNSTON HALL COURT				
CHESTERFIELD, MO 63017	1.00	0.	0.	0.
THOMAS J. GALLOP	CO-TRUSTEE			
200 SOUTH MCCARTY DRIVE				
BEVERLY HILLS, CA 90212	1.00	0.	0.	0.
EMILY G. COEN	CO-TRUSTEE			
6364 ALEXANDER DRIVE				
CLAYTON, MO 63105	1.00	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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Total number of others receiving over \$50,000 for professional services	0
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Expenses

Amount

Total. Add lines 1 through 3	0.
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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	2,211,108.
b Average of monthly cash balances	1b	32,865.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	2,243,973.
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	2,243,973.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,660.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,210,313.
6 Minimum investment return. Enter 5% of line 5	6	110,516.

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	110,516.
2a Tax on investment income for 2016 from Part VI, line 5	2a	507.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	507.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	110,009.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	110,009.
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	110,009.

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	136,185.
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	136,185.
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	507.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	135,678.

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				110,009.
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	9,893.			
b From 2012	2,817.			
c From 2013	11,001.			
d From 2014	4,448.			
e From 2015	12,425.			
f Total of lines 3a through e	40,584.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 136,185.				
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				110,009.
e Remaining amount distributed out of corpus	26,176.			
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:	66,760.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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	9,893.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	56,867.			
10 Analysis of line 9:				
a Excess from 2012	2,817.			
b Excess from 2013	11,001.			
c Excess from 2014	4,448.			
d Excess from 2015	12,425.			
e Excess from 2016	26,176.			

Part XV 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				
CONGREGATION SHAARE EMETH 11645 LADUE ROAD SAINT LOUIS, MO 63124		PC	IN MEMORY OF DON AND SUE GALLOP FOR THE RABBI'S SPECIAL FUND	1,000.
ST LOUIS COUNTY LIBRARY FOUNDATION 1640 S. LINDBERGH BLVD. SAINT LOUIS, MO 63131		PC	LITERARY LIGHTS (3 OF 5)	1,000.
CONGREGATION B'NAI AMOONA 324 S MASON RD, SAINT LOUIS, MO 63141		PC	GENERAL FUND	600.
SAUL MIROWITZ JEWISH COMMUNITY SCHOOL 348 S. MASON ROAD SAINT LOUIS, MO 63141		PC	ANNUAL FUND	1,800.
MICDS 101 N. WARSON ROAD SAINT LOUIS, MO 63124		PC	ANNUAL FUND	2,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				135,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

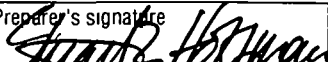
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	 Signature of officer or trustee	 Date	 Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	STUART Z. HOFFMAN		11/9/17		P00014058
	Firm's name ▶ ABELES AND HOFFMAN, P.C.			Firm's EIN ▶ 43-1215065	
	Firm's address ▶ 9666 OLIVE BLVD, STE 625 ST. LOUIS, MO 63132			Phone no. 314-991-4770	

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
WASHINGTON UNIVERSITY SCHOOL OF LAW 7425 FORSYTH, SUITE 360, CAMPUS BOX 1248 SAINT LOUIS, MO 63105		PC	DONALD P. AND SUE E. GALLOP SCHOLARSHIP FUND	1,000.
MICDS 101 N. WARSON ROAD SAINT LOUIS, MO 63124		PC	ANNUAL FUND	2,500.
BEVERLY HILLS HIGH SCHOOL 241 MORENO DRIVE BEVERLY HILLS, CA 90212		PC	ANNUAL FUND	1,500.
THE FOUNDATION 255 SOUTH LASKY DRIVE BEVERLY HILLS, CA 90212		PC	ANNUAL FUND	1,500.
JUNIOR BLIND OF AMERICA 5300 ANGELES VISTA BLVD LOS ANGELES, CA 90043		PC	ANNUAL FUND	1,000.
WASHINGTON UNIVERSITY ONE BROOKING DRIVE, CAMPUS BOX 1082 SAINT LOUIS, MO 63130		PC	THE ELLIOT SOCIETY	2,000.
FORSYTH SCHOOL 6235 WYDOWN BLVD. SAINT LOUIS, MO 63105		PC	ANNUAL FUND	1,500.
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK, NY 10022		PC	ANNUAL GIVING	9,000.
KWMU/ST. LOUIS PUBLIC RADIO 3651 OLIVE ST. SAINT LOUIS, MO 63108		PC	ANNUAL FUND	1,000.
JEWISH FEDERATION OF ST. LOUIS #12 MILLSTONE CAMPUS DRIVE SAINT LOUIS, MO 63146		PC	ANNUAL FUND	10,000.
Total from continuation sheets				128,100.

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
WASHINGTON UNIVERSITY BROWN SCHOOL OF SOCIAL WORK BROOKINGS DRIVE CAMPUS BOX 1248 SAINT LOUIS, MO 63130		PC	ANNUAL SCHOLARSHIP FUND	5,000.
PLANNED PARENTHOOD OF THE ST. LOUIS REGION AND SOUTHWEST MISSOURI 4251 FOREST PARK AVENUE SAINT LOUIS, MO 63108		PC	ANNUAL FUND	2,500.
ARCH CITY DEFENDERS 1210 LOCUST STREET SAINT LOUIS, MO 63103		PC	GENERAL SUPPORT	2,500.
SAUL MIROWITZ JEWISH COMMUNITY SCHOOL 348 S. MASON ROAD SAINT LOUIS, MO 63141		PC	PLEDGE (5 OF 5)	10,000.
JEWISH UNITED FUND OF METROPOLITAN CHICAGO 30 S. WELLS ST., ROOM 3134 CHICAGO, IL 60606		PC	ANNUAL FUND	10,000.
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK, NY 10022		PC	ANNUAL FUND	5,000.
ST LOUIS COUNTY LIBRARY FOUNDATION 1640 S. LINDBERGH BLVD. SAINT LOUIS, MO 63131		PC	ANNUAL FUND	1,000.
ANTI DEFAMATION LEAGUE 34 N. BRENTWOOD BLVD, STE. 2 SAINT LOUIS, MO 63105		PC	ANNUAL FUND	1,000.
CHABAD AT CASE WESTERN RESERVE UNIVERSITY 2049 E. 115TH STREET CLEVELAND, OH 44106		PC	ANNUAL SUPPORT	1,000.
DUKE UNIVERSITY LAW SCHOOL CAMPUS BOX 90389 DURHAM, NC 27708		PC	ANNUAL FUND	2,500.
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
CAMP FOR ALL KIDS FOUNDATION P.O. BOX 50194 SAINT LOUIS, MO 63105		PC	SCHOLARSHIPS	4,000.
THE UCLA FOUNDATION 10945 LE CONTE AVENUE, SUITE 3132 LOS ANGELES, CA 90095-1784		PC	HEALTH SCIENCES DEVELOPMENT	2,500.
ONE! INTERNATIONAL POVERTY RELIEF USA 309 CHIMBORAZO BLVD.. #1 RICHMOND, VA 23223		PC	ANNUAL FUND	2,500.
OPERATION SMILE 3641 FACULTY BOULEVARD VIRGINIA BEACH, VA 23453		PC	ANNUAL FUND	1,000.
SHANE'S INSPIRATION 15213 BURBANK BLVD, SHERMAN OAKS, CA 91411		PC	ANNUAL FUND	1,000.
CYSTIC FIBROSIS FOUNDATION 4929 WILSHIRE BOULEVARD, SUITE 760 LOS ANGELES, CA 90010		PC	ANNUAL FUND	1,000.
WASHINGTON UNIVERSITY 7425 FORSYTH BLVD, CAMPUS BOX 1202 SAINT LOUIS, MO 63105		PC	ANNUAL FUND	20,000.
SAUL MIROWITZ JEWISH COMMUNITY SCHOOL 348 S. MASON ROAD SAINT LOUIS, MO 63141		PC	GALA PADDLE RAISE	5,000.
WESTERN GOLF ASSOCIATION EVANS SCHOLAR FOUNDATION ONE BRIAR ROAD GOLF, IL 60029		PC	EVAN'S SCHOLARS FOUNDATION	2,500.
IMPACT GRANTS CHICAGO P.O. BOX 578082 CHICAGO, IL 60657		PC	ANNUAL FUND	1,500.
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
UNIVERSITY OF CHICAGO 401 N MICHIGAN AVE CHICAGO, IL 60611		PC	BOOTH SCHOOL OF BUSINESS	5,000.
UNIVERSITY OF WISCONSIN FOUNDATION US BANK LOCKBOX, BOX 78807 MILWAUKEE, WI 53278-0807		PC	DEPARTMENT OF POLITICAL SCIENCE ANNUAL FUND AT THE UNIVERSITY OF WISCONSIN - MADISON -	2,000.
THE FOUNDATION AND BARNES JEWISH HOSPITAL 1001 HIGHLANDS PLAZA DR. W. , SUITE 140 SAINT LOUIS, MO 63110		PC	IN HONOR OF DR. FIGENSHAU	3,600.
SPERTUS INSTITUTE OF JEWISH LEARNING AND LEADERSHIP 610 S. MICHIGAN AVE CHICAGO, IL 60605		PC	ANNUAL FUND	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - UNIVERSITY OF WISCONSIN FOUNDATION

DEPARTMENT OF POLITICAL SCIENCE ANNUAL FUND AT THE UNIVERSITY OF

WISCONSIN - MADISON - FUND # 132701580

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
NORTHERN TRUST BANK	3,286.	0.	3,286.	3,286.		
NORTHERN TRUST BANK	56,892.	0.	56,892.	56,892.		
NORTHERN TRUST BANK	14,986.	14,986.	0.	0.		
NORTHERN TRUST BANK	13.	0.	13.	0.		
TO PART I, LINE 4	75,177.	14,986.	60,191.	60,178.		

FORM 990-PF	OTHER INCOME			STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
INVESTMENT TAXES REFUND	142.	0.			
TOTAL TO FORM 990-PF, PART I, LINE 11	142.	0.			

FORM 990-PF	LEGAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL	3,300.	3,300.			0.
TO FM 990-PF, PG 1, LN 16A	3,300.	3,300.			0.

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FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,100.	2,100.		0.
TO FORM 990-PF, PG 1, LN 16B	2,100.	2,100.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHERN TRUST BANK-INVESTMENT SERVICES	14,894.	14,894.		0.
TO FORM 990-PF, PG 1, LN 16C	14,894.	14,894.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,172.	1,172.		0.
TO FORM 990-PF, PG 1, LN 18	1,172.	1,172.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED SCHEDULE	935,123.	1,336,874.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	935,123.	1,336,874.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	772,001.	773,080.
TOTAL TO FORM 990-PF, PART II, LINE 10C	772,001.	773,080.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	90,586.	133,383.
TOTAL TO FORM 990-PF, PART II, LINE 13		90,586.	133,383.