

Form 990-PF

Return of Private Foundation

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

Department of the Treasury
Internal Revenue ServiceDo 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

NOV 1, 2016

, and ending

OCT 31, 2017

Name of foundation

GATEWAY FOUNDATION

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

800 MARKET STREET, SUITE 1640

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

ST LOUIS, MO 63101

G Check all that apply:

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

\$ 90,246,199. (Part I, column (d) must be on cash basis.)

A Employer identification number

20-6294706

B Telephone number

(314) 241-3337

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

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

1 Contributions, gifts, grants, etc., received

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

Interest on savings and temporary cash investments

Dividends and interest from securities

1a 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)

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 5

b Accounting fees

STMT 6

c Other professional fees

STMT 7

17 Interest

18 Taxes

STMT 8

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 9

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-)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	20,077.	14,381.	14,381.
	2 Savings and temporary cash investments	1,961,343.	867,825.	866,441.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use	3,616.	3,283.	3,283.
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	58,924,436.	58,432,272.	65,948,378.
	14 Land, buildings, and equipment: basis ▶ 86,688.			
	Less accumulated depreciation STMT 12 ▶ 32,207.	8,356.	54,481.	54,481.
	15 Other assets (describe ▶ STATEMENT 13)	21,029,145.	23,359,235.	23,359,235.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	81,946,973.	82,731,477.	90,246,199.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	3,600,000.	3,600,000.	
	22 Other liabilities (describe ▶ STATEMENT 14)	1,334.	2,858.	
	23 Total liabilities (add lines 17 through 22)	3,601,334.	3,602,858.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	78,345,639.	79,128,619.	
	31 Total liabilities and net assets/fund balances	81,946,973.	82,731,477.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	78,345,639.
2 Enter amount from Part I, line 27a	2	897,468.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	79,243,107.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	114,488.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	79,128,619.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,341,773.		1,380,410.	1,863,968.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,863,968.

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	1,863,968.
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	2,997,762.	67,179,922.	.044623
2014	2,481,271.	62,691,503.	.039579
2013	1,275,296.	43,011,194.	.029650
2012	1,424,093.	40,315,527.	.035324
2011	1,325,501.	39,708,214.	.033381

2 Total of line 1, column (d)	2	.182557
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	.036511
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	65,693,866.
5 Multiply line 4 by line 3	5	2,398,549.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,685.
7 Add lines 5 and 6	7	2,425,234.
8 Enter qualifying distributions from Part XII, line 4	8	4,177,967.

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

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

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

3 Add lines 1 and 2

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

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2016 estimated tax payments and 2015 overpayment credited to 2016

b Exempt foreign organizations - tax withheld at source

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

d Backup withholding erroneously withheld

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

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

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

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

11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 27,432. Refunded ☐ 0.

1	26,685.
2	0.
3	26,685.
4	0.
5	26,685.
6a	39,117.
6b	
6c	15,000.
6d	
7	54,117.
8	
9	
10	27,432.
11	0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

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

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

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

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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

- 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)
- 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)
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

	Yes	No
11	X	
12		X
13	X	

Website address **WWW.GATEWAY-FOUNDATION.ORG**

- 14 The books are in care of **MATTHEW A FISCHER** Telephone no. **(314) 241-3337**
 Located at **800 MARKET STREET, SUITE 1640, 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 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

	Yes	No
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.

- 1a During the year did the foundation (either directly or indirectly):

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No
- (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

- b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

1b

- 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?

	Yes	No
1b		X
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.

	Yes	No
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.)

	Yes	No
3b		X

- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

	Yes	No
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?

	Yes	No
4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

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

6b

X

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		83,462.	27,443.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
TAMPSCO ENTERPRISES, INC - 1034 S BRENTWOOD BLVD, STE 1492, ST LOUIS, MO 63117	MANAGEMENT SERVICES	133,441.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 INSURANCE AND MAINTENANCE OF SCULPTURES ON PUBLIC DISPLAY	
	40,825.
2 INSTALLATION COSTS RELATING TO SCULPTURES PLACED ON PUBLIC DISPLAY	
	155,886.
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1	
SEE STATEMENT 16	80,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	80,000.

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	24,951,490.
b Average of monthly cash balances	1b	15,919.
c Fair market value of all other assets	1c	41,726,871.
d Total (add lines 1a, b, and c)	1d	66,694,280.
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	66,694,280.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,000,414.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	65,693,866.
6 Minimum investment return. Enter 5% of line 5	6	3,284,693.

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

1 Minimum investment return from Part X, line 6	1	3,284,693.
2a Tax on investment income for 2016 from Part VI, line 5	2a	26,685.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	26,685.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	3,258,008.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	3,258,008.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,258,008.

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	1,795,306.
b Program-related investments - total from Part IX-B	1b	80,000.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	2,302,661.
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,177,967.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	26,685.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,151,282.

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				3,258,008.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			402,344.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 4,177,967.				
a Applied to 2015, but not more than line 2a			402,344.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				3,258,008.
e Remaining amount distributed out of corpus	517,615.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	517,615.			
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	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	517,615.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016	517,615.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2016)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CHARITABLE CONTRIBUTION PASSTROUGH FROM FOUNDATION PARTNERS FUND, LLC		PUBLIC		373.
SEE SCHEDULE ATTACHED		PUBLIC		1,309,628.
Total			3a	1,310,001.
b Approved for future payment				
SEE SCHEDULE ATTACHED		PUBLIC		1,859,466.
Total			3b	1,859,466.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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					
4 Dividends and interest from securities	531120	4,275.	14	1,559,225.	
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	531120	75,169.	14	-267,156.	5,740.
8 Gain or (loss) from sales of assets other than inventory	531120	77,298.	18	1,863,968.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					2,168.
11 Other revenue:					
a SEE STATEMENT 17		1,234.			
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		157,976.		3,156,037.	7,908.
13 Total. Add line 12, columns (b), (d), and (e)					3,321,921.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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 PASSTHROUGH - CRUT INVESTORS, LLC				
b PASSTHROUGH - CRUT INVESTORS, LLC				
c PASSTHROUGH - CRUT INVESTORS, LLC				
d PASSTHROUGH - CRUT INVESTORS, LLC				
e PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC				
f PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC				
g PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC				
h PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC				
i PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC				
j 18621.974 SHS METROPOLITAN WEST TOTAL RETURN BOND		P		
k 47573.739 SHS METROPOLITAN WEST TOTAL RETURN BOND		P		
l 43560.606 SHS METROPOLITAN WEST TOTAL RETURN BOND		P		
m 16822.430 SHS METROPOLITAN WEST TOTAL RETURN BOND		P		
n CAPITAL GAINS DIVIDENDS				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			6,881.
b			-32,855.
c			-557.
d			-835.
e			100,560.
f			1,764,272.
g			59,888.
h			2,100.
i			3,151.
j 200,000.		202,793.	-2,793.
k 500,000.		518,078.	-18,078.
l 460,000.		475,502.	-15,502.
m 180,000.		184,037.	-4,037.
n			1,773.
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			6,881.
b			-32,855.
c			-557.
d			-835.
e			100,560.
f			1,764,272.
g			59,888.
h			2,100.
i			3,151.
j			-2,793.
k			-18,078.
l			-15,502.
m			-4,037.
n			1,773.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,863,968.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF

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

STATEMENT 3

INCOME

1. GROSS RECEIPTS	2,501	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		2,501
4. COST OF GOODS SOLD (LINE 15)	333	
5. GROSS PROFIT (LINE 3 LESS LINE 4).		2,168
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		2,168

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	3,616	
9. MERCHANDISE PURCHASED.		
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS.		
13. ADD LINES 8 THROUGH 12		3,616
14. INVENTORY AT END OF YEAR	3,283	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14). .		333

2014 INCOME TAX REFUND (NC)

40.

0.

TOTAL TO FORM 990-PF, PART I, LINE 11

-185,013.

-267,156.

FORM 990-PF

LEGAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,510.	0.		8,510.
TO FM 990-PF, PG 1, LN 16A	8,510.	0.		8,510.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	27,898.	0.		20,628.
TO FORM 990-PF, PG 1, LN 16B	27,898.	0.		20,628.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT SERVICES	133,441.	123,578.		0.
CUSTODY FEES	958.	958.		0.
PUBLIC RELATIONS	6,045.	0.		6,045.
TO FORM 990-PF, PG 1, LN 16C	140,444.	124,536.		6,045.

FORM 990-PF	TAXES		STATEMENT		8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE INCOME TAX	39,652.	0.		0.	
FOREIGN INCOME TAX - FOUNDATION PARTNERS FUND LLC	12,311.	12,311.		0.	
FORM 990-PF EXCISE TAX	25,000.	0.		0.	
FOREIGN INCOME TAX - CRUT INVESTORS LLC	1,655.	1,655.		0.	
TO FORM 990-PF, PG 1, LN 18	78,618.	13,966.		0.	

FORM 990-PF	OTHER EXPENSES		STATEMENT		9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COPIER & DUPLICATION EXPENSE	4,812.	0.		4,812.	
OFFICE SUPPLIES & EXPENSE	1,575.	0.		1,575.	
POSTAGE & DELIVERY EXPENSE	304.	0.		304.	
TELEPHONE EXPENSE	2,993.	0.		2,993.	
DIRECT CHARITABLE ACTIVITIES - SEE PART IX-A	196,711.	0.		196,711.	
INSURANCE EXPENSE	24,290.	0.		24,290.	
BANK CHARGES	303.	0.		303.	
MEETINGS EXPENSE	558.	0.		558.	
REPAIR AND MAINTENANCE	56.	0.		56.	
WEBSITE EXPENSE	2,185.	0.		2,185.	
MISCELLANEOUS EXPENSE	134.	0.		134.	
STORAGE COSTS	12,230.	0.		12,230.	
PORTFOLIO DEDUCTIONS PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	291,202.	291,138.		0.	
NONDEDUCTIBLE EXPENSE PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	6,010.	0.		0.	
OTHER DEDUCTIONS PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	24,083.	1,683.		0.	
SEC 59(E)(2) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	40,991.	0.		0.	
SECTION 179 EXPENSE PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	1,815.	0.		0.	

ROYALTY DEDUCTION PASSTHROUGH- FOUNDATION PARTNERS FUND, LLC	29.	0.	0.
PORTFOLIO DEDUCTIONS PASSTHROUGH - CRUT INVESTORS, LLC	20,254.	20,240.	0.
NONDEDUCTIBLE EXPENSE PASSTHROUGH - CRUT INVESTORS, LLC	690.	0.	0.
OTHER DEDUCTIONS PASSTHROUGH - CRUT INVESTORS, LLC	1,803.	1,803.	0.
OTHER NONDEDUCTIBLE EXPENSE	23.	0.	0.
ABANDONMENT LOSS	170.	0.	0.
TO FORM 990-PF, PG 1, LN 23	633,221.	314,864.	246,151.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
BOOK VS TAX ACCOUNTING DIFF - PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	114,488.
TOTAL TO FORM 990-PF, PART III, LINE 5	114,488.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOUNDATION PARTNERS FUND, LLC	FMV	54,091,742.	61,297,417.
CRUT INVESTORS, LLC	FMV	4,340,530.	4,650,961.
TOTAL TO FORM 990-PF, PART II, LINE 13		58,432,272.	65,948,378.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
17 FILE CABINETS	2,516.	2,516.	0.
2 DESKS	1,178.	1,178.	0.
1 DESK	449.	449.	0.
1 CREDENZA	382.	382.	0.
1 TABLE	298.	298.	0.

GATEWAY FOUNDATION

20-6294706

3 BOOKCASES	507.	507.	0.
DESK & INSTALLATION	845.	845.	0.
TELEPHONE SYSTEM	4,276.	4,276.	0.
2 DESK CHAIRS	290.	290.	0.
19" DELL 1907FP ULTRASHARP FLAT PANEL MONITOR	281.	281.	0.
DELL OPTIPLEX 745 AND MONITOR (BOOKKEEPER)	1,475.	1,475.	0.
9 CHADWICK CHAIRS	2,286.	1,984.	302.
PLAYER PIANO (CG)	8,675.	6,293.	2,382.
DELL INSPIRON 15 LAPTOP COMPUTER AND INSTALLATION (CG)	623.	623.	0.
FIBER CONVERTORS AND INSTALLATION (CG)	2,107.	1,931.	176.
SECURITY CAMERA AND INSTALLATION (CG)	1,245.	1,127.	118.
DVD PLAYER (CG)	529.	291.	238.
SECURITY CAMERAS (CG)	3,920.	3,080.	840.
SONY CYBER-SHOT CAMERA	218.	121.	97.
BROTHER MFC-7360N ALL IN ONE PRINTER	147.	131.	16.
SECURITY CAMERA (CG)	376.	243.	133.
5 CHADWICH CHAIRS	1,494.	224.	1,270.
VIDEO SURVEILLANCE UPGRADE (CG)	39,106.	2,793.	36,313.
4 ALUMINUM BARRICADES (CG)	9,570.	479.	9,091.
2- DELL OPTIPLEX 3040 MT	2,269.	227.	2,042.
DELL OPTIPLEX 5040 (CG)	1,017.	102.	915.
DELL LATITUDE 3470 (FACILITIES MGR COMP)	609.	61.	548.
TOTAL TO FM 990-PF, PART II, LN 14	86,688.	32,207.	54,481.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACQUISITION OF SCULPTURES FOR PUBLIC DISPLAY	20,616,603.	22,866,693.	22,866,693.
TERRACE VIEW, INC	412,542.	492,542.	492,542.
TO FORM 990-PF, PART II, LINE 15	21,029,145.	23,359,235.	23,359,235.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
DESCRIPTION	BOY AMOUNT	BOY AMOUNT
PAYROLL TAXES PAYABLE	672.	698.
RETIREMENT EXPENSE PAYABLE	662.	2,160.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,334.	2,858.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN RAVA 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	SEC/TREAS/TTE 3 MEETINGS PER YEAR	0.	0.	0.
GYO OBATA 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
MATTHEW FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	PRESIDENT/TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
MICHAEL FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	VICE-PRESIDENT/TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
SUSAN PHILPOTT 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
MARTHA FISCHER 1034 S BRENTWOOD BLVD, STE 1492 ST LOUIS, MO 63117	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.
JENNIFER SWEET 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	ADMINISTRATOR 40.00	83,462.	27,443.	0.
PHILIP DURHAM 800 MARKET STREET, SUITE 1640 ST LOUIS, MO 63101	TRUSTEE 3 MEETINGS PER YEAR	0.	0.	0.

LISA MELANDRI
800 MARKET STREET, SUITE 1640
ST LOUIS, MO 63101

TRUSTEE
3 MEETINGS PER YEAR

0. 0. 0.

HOWARD JONES
800 MARKET STREET, SUITE 1640
ST LOUIS, MO 63101

TRUSTEE
3 MEETINGS PER YEAR

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

83,462. 27,443. 0.

FORM 990-PF SUMMARY OF PROGRAM-RELATED INVESTMENTS STATEMENT 16

DESCRIPTION

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

AMOUNT

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

80,000.

FORM 990-PF OTHER REVENUE STATEMENT 17

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
2014 INCOME TAX REFUND (MD)	531120	794.			
2012 INCOME TAX REFUND (GA)	531120	175.			
2014 INCOME TAX REFUND (CO)	531120	24.			
2014 INCOME TAX REFUND (MN)	531120	41.			
2014 INCOME TAX REFUND (VA)	531120	36.			
2014 INCOME TAX REFUND (KS)	531120	65.			
2014 INCOME TAX REFUND (GA)	531120	59.			
2014 INCOME TAX REFUND (NC)	531120	40.			
TOTAL TO FORM 990-PF, PG 12, LN 11		1,234.			

GATEWAY FOUNDATION
FORM 990-PF, PART VII-A, LINE 11
20-6294706
FOR THE YEAR ENDED
OCTOBER 31, 2017

NAME AND ADDRESS OF EACH CONTROLLED ENTITY	EMPLOYER IDENTIFICATION NO.	DESCRIPTION OF TRANSFER	AMOUNT OF TRANSFER
TERRACE VIEW, INC. 1034 S. BRENTWOOD BLVD. SUITE 1492 ST. LOUIS, MO 63117 (100% OWNED BY GATEWAY FOUNDATION)	27-0407781	CASH	80,000*

*SEE FORM 990-PF, PART IX-B

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	
CRUT INVESTORS, LLC (DIVIDENDS)	70,366.	0.	70,366.	70,366.		
CRUT INVESTORS, LLC (INTEREST)	8,934.	0.	8,934.	8,934.		
CRUT INVESTORS, LLC (INTEREST-UBTI)	202.	0.	202.	0.		
CRUT INVESTORS, LLC (MUNI INTEREST INCOME)	24,106.	0.	24,106.	0.		
FOUNDATION PARTNERS FUND, LLC (DIVIDENDS)	858,054.	0.	858,054.	858,054.		
FOUNDATION PARTNERS FUND, LLC (INTEREST)	568,386.	0.	568,386.	568,386.		
FOUNDATION PARTNERS FUND, LLC (INTEREST-UBTI)	4,073.	0.	4,073.	0.		
THE COMMERCE TRUST COMPANY	31,152.	1,773.	29,379.	29,379.		
TO PART I, LINE 4	1,565,273.	1,773.	1,563,500.	1,535,119.		