29491202015108

EXTENDED TO NOVEMBER 15, 2018

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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation
WILLIAM S. AND BLAIR Y. THOMPSON FAMILY FOUNDATION

A Employer identification number
27-4278915

Number and street (or P O box number if mail is not delivered to street address) Room/suite
4 SHERWYN LANE

B Telephone number
314-569-0482

City or town, state or province, country, and ZIP or foreign postal code
CREVE COEUR, MO 63141

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) ▶$ 1,100,052.

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 ▶ ☐

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	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	17,691.	17,280.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	51,395.			
	b Gross sales price for all assets on line 6a 204,115.				
	7 Capital gain net income (from Part IV, line 2)		51,395.		
	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	69,086.	68,675.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	1,150.	1,150.		0.
	c Other professional fees STMT 3	4,581.	4,581.		0.
	17 Interest				
	18 Taxes STMT 4	500.	500.		0.
	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	6,231.	6,231.		0.
	25 Contributions, gifts, grants paid	78,939.			78,939.
	26 **Total expenses and disbursements** Add lines 24 and 25	85,170.	6,231.		78,939.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-16,084.			
	b **Net investment income** (if negative, enter -0-)		62,444.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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723501 01-03-18 LHA For Paperwork Reduction Act Notice, see instructions Form **990-PF** (2017)

16120621 131843 098-02144900 2017.03050 WILLIAM S. AND BLAIR Y. THO 098-8DU1

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	41,994.	61,904.	61,904.
	2 Savings and temporary cash investments			
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 5	855,100.	818,916.	1,038,148.
	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)	897,094.	880,820.	1,100,052.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
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	897,094.	897,094.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	-16,274.	
	30 **Total net assets or fund balances**	897,094.	880,820.	
	31 **Total liabilities and net assets/fund balances**	897,094.	880,820.	

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	897,094.
2	Enter amount from Part I, line 27a	2	-16,084.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	881,010.
5	Decreases not included in line 2 (itemize) ▶ TIMING DIFFERENCES	5	190.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	880,820.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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 - LONG-TERM	P		
b	PUBLICLY TRADED SECURITIES - SHORT-TERM	P		
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	186,994.		147,541.	39,453.
b	6,142.		5,179.	963.
c	10,979.			10,979.
d				
e				

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

	(i) FMV 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				39,453.
b				963.
c				10,979.
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 — 51,395.

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 doesn't 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))
2016	66,984.	1,054,863.	.063500
2015	69,325.	1,106,839.	.062633
2014	61,784.	1,152,819.	.053594
2013	52,530.	1,105,257.	.047527
2012	49,830.	1,026,502.	.048544

2	**Total** of line 1, column (d)	2	.275798
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.055160
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,083,974.
5	Multiply line 4 by line 3	5	59,792.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	624.
7	Add lines 5 and 6	7	60,416.
8	Enter qualifying distributions from Part XII, line 4	8	78,939.

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.

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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 ▶ [X] and enter 1% of Part I, line 27b		1	624.
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	624.
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	624.
6	Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a 760.		
b	Exempt foreign organizations - tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d 0.		
7	Total credits and payments. Add lines 6a through 6d		7	760.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	2.
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	134.
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 134. **Refunded** ▶		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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the 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. ▶ $ 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.	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? N/A	4b		
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. ▶ 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	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 2017 or the tax year beginning in 2017? See the 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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	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 ▶ BLAIR Y THOMPSON Telephone no. ▶ 314-569-0482			
	Located at ▶ 4 SHERWYN LANE, CREVE COEUR, MO ZIP+4 ▶ 63141			
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 2017, 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	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 N/A	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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017.) 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 2017?	4b		X

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

			Yes	No
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, and 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
WILLIAM S THOMPSON 4 SHERWYN LANE CREVE COEUR, MO 63141	PRESIDENT 2.00	0.	0.	0.
BLAIR Y. THOMPSON 4 SHERWYN LANE CREVE COEUR, MO 63141	TREASURER 2.00	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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

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 N/A	
2	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	1,021,684.
b	Average of monthly cash balances		1b	78,797.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,100,481.
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	1,100,481.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	16,507.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,083,974.
6	**Minimum investment return**. Enter 5% of line 5		6	54,199.

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	54,199.
2a	Tax on investment income for 2017 from Part VI, line 5	2a 624.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	624.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	53,575.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	53,575.
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	53,575.

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	78,939.
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	78,939.
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	624.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	78,315.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7					53,575.
2 Undistributed income, if any, as of the end of 2017					
a Enter amount for 2016 only				0.	
b Total for prior years: ___ , ___ , ___			0.		
3 Excess distributions carryover, if any, to 2017:					
a From 2012					
b From 2013					
c From 2014	4,936.				
d From 2015	15,111.				
e From 2016	14,977.				
f **Total** of lines 3a through e		35,024.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 78,939.					
a Applied to 2016, 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 2017 distributable amount					53,575.
e Remaining amount distributed out of corpus		25,364.			
5 Excess distributions carryover applied to 2017 (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		60,388.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018					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 2012 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a		60,388.			
10 Analysis of line 9:					
a Excess from 2013					
b Excess from 2014	4,936.				
c Excess from 2015	15,111.				
d Excess from 2016	14,977.				
e Excess from 2017	25,364.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 6

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.

SEE STATEMENT 7

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

Check here ▶ [X] 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN CANCER SOCIETY 4215 LINDELL BLVD. ST. LOUIS, MO 63108		PC	CANCER RESEARCH	1,000.
UNIVERSITY OF MISSOURI - TIGER SCHOLARSHIP FUND 2017 230 JESSE HALL COLUMBIA, MO 65211		PC	COLLEGE SCHOLARSHIPS	750.
MUNICIPAL THEATRE ASSOC OF ST. LOUIS 1 THEATRE DRIVE ST. LOUIS, MO 63112		PC	ENRICH LIVES THROUGH EXCEPTIONAL THEATRE, ACCESSIBLE TO ALL	600.
MARCH OF DIMES 11829 DORSETT RD. MARYLAND HEIGHTS, MO 63043		PC	IMPROVE HEALTH OF MOTHERS AND BABIES BY PREVENT BIRTH DEFECTS	100.
NATIONAL AUDUBON SOCIETY 225 VARICK ST. 7TH FLOOR NEW YORK, NY 10014		PC	PROTECT BIRDS AND THEIR HABITATS	50.
Total SEE CONTINUATION SHEET(S)			▶ 3a	78,939.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion 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			14	17,691.	
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			18	51,395.	
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.		69,086.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 69,086.

(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).

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) (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
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

Signature of officer or trustee: [signature] Date: 6/4/2018 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below? See instr ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAN THIERET	[signature]	6/22/18		P01281070

Firm's name ▶ CLIFTONLARSONALLEN LLP — Firm's EIN ▶ 41-0746749

Firm's address ▶ 600 WASHINGTON AVENUE, SUITE 1800 ST. LOUIS, MO 63101 — Phone no. 314-925-4300

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
SALVATION ARMY (AUSTIN TX) 10711 BURNET ROAD, STE. 231 AUSTIN, TX 78758		PC	EXTEND HELPING HAND TO THOSE IN CRISIS	1,000.
PANCREATIC CANCER ACTION NETWORK 1500 ROSECRANS AVE., STE. 200 MANHATTAN BEACH, CA 90266		PC	FUND RESEARCH AND PROVIDE SUPPORT TO THOSE WITH PANCREATIC CANCER	500.
AMERICAN RED CROSS 10195 CORPORATE SQUARE DRIVE ST. LOUIS, MO 63132		PC	PROVIDE EMERGENCY ASSISTANCE & DISASTER RELIEF	5,000.
ONE HEART FAMILY MINISTRIES INC 11746 MANHATTAN AVE. ST. LOUIS, MO 63131		PC	SUPPORTS CHRISTIAN FAMILIES FOR CHILDREN IN MISSOURI FOSTER CARE	800.
ST. LOUIS ZOO FRIENDS ASSOCIATION GOVERNMENT DRIVE ST. LOUIS, MO 63110		PC	ANIMAL CONSERVATION, RESEARCH, EDUCATION, AND MANAGEMENT	2,500.
ST. LOUIS ART MUSEUM FOUNDATION 1 FINE ARTS DRIVE ST. LOUIS, MO 63110		PC	PRESERVE ART / ART HISTORY THROUGH EXHIBITS	1,000.
ST. LOUIS SCIENCE CENTER 5050 OAKLAND AVENUE ST. LOUIS, MO 63110		PC	PROVIDE SCIENCE BASED EDUCATIONAND EXPLORATION FOR ALL	89.
NATIONAL SPORTSMANSHIP FOUNDATION 308 N. 21ST, SUITE 500 ST. LOUIS, MO 63103		PC	POSITIVELY IMPACTING YOUTH THROUGH SPORTSMANSHIP	800.
MISSOURI BOTANICAL GARDEN 4344 SHAW BLVD. ST. LOUIS, MO 63110		PC	DISCOVER AND SHARE KNOWLEDGE ABOUT PLANTS AND THEIR ENVIRONMENT	195.
MISSOURI HISTORY MUSEUM 5700 LINDELL BLVD. ST. LOUIS, MO 63112		PC	PRESERVE HISTORY THROUGH EXHIBITS	175.
Total from continuation sheets				76,439.

723631
04-01-17

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
MISSOURI PARKS ASSOCIATION 2108 WILLIAM ST. JEFFERSON CITY, MO 65109		PC	SHOWCASING MISSOURI HISTORY THROUGH EXHIBITS	250.
MAKE A WISH FOUNDATION MISSOURI 13523 BARRETT PARKWAY DR. STE. 241 BALLWIN, MO 63021		PC	GRANT WISHES TO CHILDREN WITH SERIOUS ILLNESS	500.
BARNES JEWISH HOSPITAL FOUNDATION 1001 HIGHLANDS PLAZA DR. STE. 140 ST. LOUIS, MO 63110		PC	PROVIDE MEDICAL CARE FOR NEEDY	1,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105		PC	PROVIDE MEDICAL CARE FOR CHILDREN	1,000.
NINE NETWORK 3655 OLIVE STREET ST. LOUIS, MO 63108		PC	PROVIDE FREE EDUCATIONAL CONTENT TO ALL	500.
AMERICAN LUNG ASSOCIATION 7745 CARONDELET AVE. ST. LOUIS, MO 63105		PC	RESEARCH AND SUPPORT FOR THOSE WITH LUNG DISEASES	150.
ASPCA 424 E. 92ND STREET NEW YORK, NY 10128		PC	RESCUE / CARE FOR ANIMALS	200.
THE BACKSTOPPERS 10411 CLAYTON ROAD ST. LOUIS, MO 63131		PC	TO PROVIDE SUPPORT FOR FAMILIES OF FIRST RESPONDERS	500.
BE LIKE BRIT FOUNDATION 66 PULLMAN STREET WORCHESTER, MA 01606		PC	SERVE CHILDREN OF HAITI	1,200.
AMERICAN HEART ASSOCIATION 460 N. LINDBERGH BLVD. ST. LOUIS, MO 63141		PC	FIGHT HEART DISEASE AND STROKE THROUGH RESEARCH & INFORMATION	100.
Total from continuation sheets				

723631
04-01-17

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
BOYS AND GIRLS CLUBS OF AMERICA 2901 N. GRAND AVENUE ST. LOUIS, MO 63107		PC	PROVIDE AFTER-SCHOOL PROGRAMS FOR YOUNG PEOPLE	200.
CONSERVATION FEDERATION OF MISSOURI 728 W. MAIN ST. JEFFERSON CITY, MO 65101		PC	CONSERVE MISSOURI'S WILDLIFE AND NATURAL RESOURCES	100.
ST. LOUIS CRISIS NURSERY 11710 ADMINISTRATION DRIVE, STE 18 ST. LOUIS, MO 63146		PC	PREVENT CHILD ABUSE AND NEGLECT	500.
DOCTORS WITHOUT BORDERS 40 RECTOR ST., 16TH FLOOR NEW YORK, NY 10006		PC	PROVIDE MEDICAL AID WHERE NEEDED THE MOST	1,000.
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 38120		PC	CONSERVE, RESTORE AND MANAGE WETLANDS IN NORTH AMERICA	50.
EPWORTH CHILDREN AND FAMILY SERVICES 110 N. ELM AVE. ST. LOUIS, MO 63119		PC	AT-RISK YOUTH AND FAMILY SERVICES	250.
FOREST PARK FOREVER 5595 GRAND DRIVE ST. LOUIS, MO 63112		PC	PROTECT AND PRESERVE FOREST PARK	500.
GALAPAGOS CONSERVANCY 11150 FAIRFAX BOULEVARD, STE. 408 FAIRFAX, VA 22030		PC	ADVANCE AND SUPPORT GALAPAGOS CONSERVATION	200.
HABITAT FOR HUMANITY 3830 SOUTH GRAND BLVD. ST. LOUIS, MO 63118		PC	PROVIDE AFFORABLE FAMILY HOUSING	300.
HUMANE SOCIETY OF MO 1201 MACKLIND AVE. ST. LOUIS, MO 63110		PC	PROVIDE HOMES & SERVICES FOR ANIMALS	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
MARINE TOYS FOR TOTS FOUNDATION 18251 QUANTICO GATEWAY DRIVE TRIANGLE, VA 22172		PC	TO PROVIDE TOYS FOR NEEDY CHILDREN	400.
MUSCULAR DYSTROPHY ASSOC. 13801 RIVERPORT DRIVE, STE. 303 MARYLAND HEIGHTS, MO 63043		PC	RESEARCH AND SUPPORT FOR THOSE WITH DISEASE	500.
NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH STREET, SUITE 700 WASHINGTON, DC 20001		PC	PROTECT AND PRESERVE AMERICA'S NATIONAL PARK SYSTEM	50.
NATIONAL TRUST FOR HISTORIC PRESERVATION 2600 VIRGINIA AVE NW, SUITE 1100 WASHINGTON, DC 20037		PC	PROTECT SIGNIFICANT HISTORICAL PLACES IN U.S.	60.
THE NATURE CONSERVANCY 4245 N. FAIRFAX DRIVE, STE. 100 ARLINGTON, VA 22203		PC	CONSERVE LAND AND WATER	45.
OXFAM AMERICA 226 CAUSEWAY ST., 5TH FLOOR BOSTON, MA 02114		PC	END POVERTY	500.
PLANNED PARENTHOOD FEDERATION OF AMERICA 123 WILLIAM ST. NEW YORK, NY 10038		PC	MANAGE INDIVIDUAL FERTILITY	150.
PLANNED PARENTHOOD ST. LOUIS 4251 FOREST PARK AVENUE ST. LOUIS, MO 63108		PC	MANAGE INDIVIDUAL FERTILITY	300.
RANKEN JORDAN PEDIATRIC SPECIALTY HOSPITAL 11365 DORSETT ROAD MARYLAND HEIGHTS, MO 63043		PC	PROVIDE CARE FOR MEDICALLY COMPLICATED CHILDREN	200.
ST. LOUIS AREA FOODBANK 70 CORPORATE WOODS DRIVE ST. LOUIS, MO 63044		PC	PROVIDE FOOD TO NEEDY	2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. LOUIS CHILDREN'S HOSPITAL FOUNDATION ONE CHILDREN'S PLACE ST. LOUIS, MO 63110		PC	PROVIDE MEDICAL CARE FOR CHILDREN	1,000.
ST. LOUIS LEARNING DISABILITIES ASSOC. 13537 BARRETT PARKWAY DRIVE, STE. 110 BALLWIN, MO 63021		PC	HELP CHILDREN WITH CLASSROOM LEARNING STRUGGLES	500.
ST. LOUIS SYMPHONY 718 N. GRAND BLVD. ST. LOUIS, MO 63103		PC	ENRICH LIVES THROUGH MUSIC	500.
ST. PATRICK'S CENTER 800 N. TUCKER ST. LOUIS, MO 63101		PC	PROVIDE ASSISTANCE TO HOMELESS PEOPLE	500.
SALVATION ARMY 3637 BROADWAY KANSAS CITY, MO 64111		PC	TO MEET HUMAN NEEDS THROUGH JESUS CHRIST	200.
SHAKESPEARE FESTIVAL ST. LOUIS 5715 ELIZABETH AVE. ST. LOUIS, MO 63110		PC	PRODUCE PROFESSIONAL SHAKESPEARE THEATRE AND LANGUAGE	150.
SHRINER'S HOSPITALS FOR CHILDREN 2900 N. ROCKY POINT DRIVE TAMPA, FL 33607		PC	PROVIDE MEDICAL CARE FOR CHILDREN	250.
SPECIAL OLYMPICS MISSOURI 1001 DIAMOND RIDGE, STE 200 JEFFERSON CITY, MO 65109		PC	PROVIDE ATHLETIC OPPORTUNITIES FOR INTELLECTUALLY DISABLED	500.
SUNSHINE MINISTRIES P.O. BOX 66880 ST. LOUIS, MO 63166		PC	PROVIDE SERVICES TO POOR AND NEEDY	100.
SUSAN G. KOMEN 5005 LBJ FREEWAY, STE. 250 DALLAS, TX 75244		PC	SAVE LIVES AND FIND CURE FOR BREAST CANCER	400.
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
THE CRADLE FOUNDATION 2049 RIDGE AVENUE EVANSTON, IL 60201		PC	ADVANCE WELL-BEING OF CHILDREN	250.
UNICEF USA 125 MAIDEN LANE NEW YORK, NY 10038		PC	PROVIDE BASIC NEEDS TO CHILDREN	350.
UNITED WAY OF GREATER ST. LOUIS 910 N. 11TH STREET ST. LOUIS, MO 63101		PC	RAISE FUNDS FOR LOCAL CHARITIES	3,000.
USO OF MISSOURI LAMBERT AIRPORT, P.O. BOX 10367 ST. LOUIS, MO 63145		PC	LIFT SPIRITS OF AMERICAN TROOPS	500.
US LACROSSE FOUNDATION 2 LOVETON CIRCLE SPARKS, MD 21152		PC	PROMOTE AND FOSTER LACROSSE	250.
VEILED PROPHET FOUNDATION 301 PROSPECT AVE. ST. LOUIS, MO 63110		PC	REVITALIZE AND BETTERMENT OF ST. LOUIS CITY	1,000.
WILDLIFE RESCUE CENTER 1128 NEW BALLWIN ROAD BALLWIN, MO 63021		PC	RESCUE / CARE FOR WILD ANIMALS	250.
WORLD BIRD SANCTUARY 125 BALD EAGLE RIDGE ROAD VALLEY PARK, MO 63088		PC	RESCUE / CARE FOR BIRDS	500.
WORLD WILDLIFE FUND 1250 24TH ST NW WASHINGTON, DC 20037		PC	PROTECT AND PRESERVE WILD ANIMALS	300.
THE WATER PROJECT P.O. BOX 3353 CONCORD, NH 03302		PC	PROVIDE WATER TO NEEDY	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
100 NEEDIEST CASES C/O UNITED WAY, 910 N. 11TH STREET ST. LOUIS, MO 63101		PC	PROVIDE GOODS FOR NEEDY	2,000.
THE CHURCHILL SCHOOL 1021 MUNICIPAL CENTER DR. ST. LOUIS, MO 63131		PC	PROVIDE EDUCATION TO CHILDREN WITH LEARNING DISABILITIES	2,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVE. NEW LONDON, CT 06320		PC	HIGHER EDUCATION PROGRAMS / SCHOLARSHIPS	3,000.
FOXCROFT SCHOOL P.O. BOX 5555 MIDDLEBURG, VA 20118		PC	EDUCATION PROGRAMS FOR YOUNG WOMEN	3,000.
LATIN SCHOOL OF CHICAGO 59 W. NORTH BLVD. CHICAGO, IL 60610		PC	EDUCATION PROGRAMS FOR STUDENTS	3,000.
MICDS 101 N. WARSON ROAD ST. LOUIS, MO 63124		PC	HIGH SCHOOL & ELEMENTARY EDUCATION PROGRAMS	4,000.
MISSOURI STATE UNIVERSITY FOUNDATION 901 S. NATIONAL AVE. SPRINGFIELD, MO 65897		PC	HIGHER EDUCATION PROGRAMS / SCHOLARSHIPS	3,000.
SMU FUND P.O. BOX 750261 DALLAS, TX 75275		PC	HIGHER EDUCATION PROGRAMS / SCHOLARSHIPS	3,000.
WASHINGTON UNIVERSITY CAMPUS BOX 1082, ONE BROOKINGS DRIVE ST. LOUIS, MO 63130		PC	HIGHER EDUCATION PROGRAMS / SCHOLARSHIPS	3,000.
LYNN UNIVERSITY - ANNUAL GIVING FUND 3601 N. MILITARY TRAIL BOCA RATON, FL 33437		PC	HIGHER EDUCATION PROGRAMS / SCHOLARSHIPS	3,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VIZCAYA MUSEUM AND GARDENS TRUST, INC 3251 S. MIAMI AVE. MIAMI, FL 33129		PC	SUPPORT PUBLIC MUSEUM AND GARDENS	1,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256		PC	ASSIST WOUNDED ARMED SERVICE MEMBERS	500.
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON, VA 20190		PC	PROTECT AMERICA'S NATIONAL RESOURCES	75.
SUSTENTARE INC (PROJETO ONCAFARI) 24 GRAND BAY ESTATES CIRCLE KEY BIZCAYNE, FL 33149		PC	WILDLIFE PRESERVATION AND PROTECTION	5,000.
HUMANE SOCIETY OF MO LONGMEADOW RESCUE RANCH 1201 MACKLIND AVE. ST. LOUIS, MO 63110		PC	RESCUE / CARE FOR ANIMALS	100.
HUMANE SOCIETY OF GREATER MIAMI 16101 WEST DIXIE HIGHWAY NORTH MIAMI BEACH, FL 33160		PC	RESCUE / CARE FOR ANIMALS	500.
OPERATION FOOD SEARCH 1644 LOTSIE BLVD. ST. LOUIS, MO 63132		PC	PROVIDE FOOD TO NEEDY	2,000.
CHEKA SCHOOL			SCHOOL FOR CHILDREN	2,000.
Total from continuation sheets				

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
BROWN BROTHERS HARRIMAN	28,670.	10,979.	17,691.	17,280.	
TO PART I, LINE 4	28,670.	10,979.	17,691.	17,280.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTANT FEES	1,150.	1,150.		0.
TO FORM 990-PF, PG 1, LN 16B	1,150.	1,150.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	4,581.	4,581.		0.
TO FORM 990-PF, PG 1, LN 16C	4,581.	4,581.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	500.	500.		0.
TO FORM 990-PF, PG 1, LN 18	500.	500.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BROWN BROTHERS HARRIMAN	COST	818,916.	1,038,148.
TOTAL TO FORM 990-PF, PART II, LINE 13		818,916.	1,038,148.

FORM 990-PF PART XV - LINE 1A STATEMENT 6
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

WILLIAM S THOMPSON
BLAIR Y. THOMPSON

FORM 990-PF PART XV - LINE 1B STATEMENT 7
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

WILLIAM S THOMPSON
BLAIR Y. THOMPSON