C&E 946

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: DEER CREEK FOUNDATION

A Employer identification number: 43-6052774

Number and street (or P O box number if mail is not delivered to street address) Room/suite: 800 MARKET STREET, SUITE 1650

B Telephone number: (314)241-3228

City or town, state or province, country, and ZIP or foreign postal code: ST LOUIS, MO 63101

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

03/04 04

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) ▶$ 52,870,876.

J Accounting method: [X] 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 ▶ ☐

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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	1,000.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	169.	169.		STATEMENT 1
	4 Dividends and interest from securities	714,267.	691,169.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	907,542.			STATEMENT 3
	b Gross sales price for all assets on line 6a 100,000.				
	7 Capital gain net income (from Part IV, line 2)		741,529.		
	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	-233,212.	-202,080.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	1,389,766.	1,230,787.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	187,500.	0.		187,500.
	14 Other employee salaries and wages	55,000.	0.		55,000.
	15 Pension plans, employee benefits	54,617.	0.		54,617.
	16a Legal fees STMT 5	1,830.	0.		1,830.
	b Accounting fees STMT 6	21,298.	0.		15,085.
	c Other professional fees STMT 7	83,057.	73,604.		0.
	17 Interest	25,550.	14,153.		0.
	18 Taxes STMT 8	84,213.	12,218.		288.
	19 Depreciation and depletion	2,140.	0.		
	20 Occupancy	52,908.	0.		52,908.
	21 Travel, conferences, and meetings				
	22 Printing and publications	12,538.	0.		12,538.
	23 Other expenses STMT 9	386,318.	284,354.		23,208.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	966,969.	384,329.		402,974.
	25 Contributions, gifts, grants paid	1,897,306.			1,897,306.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,864,275.	384,329.		2,300,280.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,474,509.			
	b **Net investment income** (if negative, enter -0-)		846,458.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	5.	5.	5.
	2	Savings and temporary cash investments	1,086,763.	1,066,854.	1,061,873.
	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 12	44,653,455.	44,704,127.	51,797,797.
	14	Land, buildings, and equipment: basis ▶ 24,382.			
		Less accumulated depreciation STMT 13 ▶ 14,244.	11,913.	10,138.	10,138.
	15	Other assets (describe ▶ STATEMENT 14)	416.	1,063.	1,063.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	45,752,552.	45,782,187.	52,870,876.
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 ▶ STATEMENT 15)	2,173.	1,091.	
	23	**Total liabilities** (add lines 17 through 22)	2,173.	1,091.	
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 ▶ [X] 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**	45,750,379.	45,781,096.	
	31	**Total liabilities and net assets/fund balances**	45,752,552.	45,782,187.	

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	45,750,379.
2	Enter amount from Part I, line 27a	2	-1,474,509.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	1,520,384.
4	Add lines 1, 2, and 3	4	45,796,254.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	15,158.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	45,781,096.

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				
b	SEE ATTACHED STATEMENT			
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	100,000.		101,697.	741,529.

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				
b				
c				
d				
e				741,529.

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 | 741,529.

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	3,198,356.	49,018,560.	.065248
2015	1,757,121.	46,503,461.	.037785
2014	1,356,923.	39,199,889.	.034615
2013	1,247,844.	37,190,575.	.033553
2012	1,804,144.	36,801,813.	.049023

2	**Total** of line 1, column (d)	2	.220224
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	.044045
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	48,241,170.
5	Multiply line 4 by line 3	5	2,124,782.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,465.
7	Add lines 5 and 6	7	2,133,247.
8	Enter qualifying distributions from Part XII, line 4	8	2,300,645.

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	8,465.
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	8,465.
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	8,465.
6	Credits/Payments:				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	53,073.		
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	53,073.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	0.
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	44,608.
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 29,608. **Refunded** ▶			11	15,000.

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?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ 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 ▶ MICHAEL P FISCHER Telephone no. ▶ (314) 241-3228
Located at ▶ 800 MARKET STREET, SUITE 1650, 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

			Yes	No
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	1b		X
	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.)	3b		X
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
SEE STATEMENT 16		187,500.	36,398.	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
TAMPSCO ENTERPRISES, INC 1034 SOUTH BRENTWOOD BLVD, ST LOUIS, MO 63117	MANAGEMENT SERVICES	81,944.
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	20,695,451.
b	Average of monthly cash balances	1b	13,921.
c	Fair market value of all other assets	1c	28,266,435.
d	**Total** (add lines 1a, b, and c)	1d	48,975,807.
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	48,975,807.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	734,637.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,241,170.
6	**Minimum investment return.** Enter 5% of line 5	6	2,412,059.

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	2,412,059.
2a	Tax on investment income for 2017 from Part VI, line 5 — 2a: 8,465.		
b	Income tax for 2017. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	8,465.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,403,594.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,403,594.
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	2,403,594.

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	2,300,280.
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	365.
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	2,300,645.
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	8,465.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,292,180.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,403,594.
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				
d From 2015				
e From 2016 249,785.				
f Total of lines 3a through e	249,785.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 2,300,645.				
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				2,300,645.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	102,949.			102,949.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	146,836.			
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	146,836.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016 146,836.				
e Excess from 2017				

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).)

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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:

SEE STATEMENT 17

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*				
CHARITABLE CONTRIBUTION PASSTHROUGH FROM FOUNDATION PARTNERS FUND, LLC		PUBLIC CHARITY	GENERAL OPERATING FUNDS	306.
SEE SCHEDULE ATTACHED		PUBLIC CHARITY		1,895,000.
THE FOUNDATION CENTER 32 OLD SLIP, 24TH FLOOR NEW YORK, NY 10005		PUBLIC CHARITY	GENERAL OPERATING FUNDS	2,000.
Total			▶ 3a	1,897,306.
b *Approved for future payment*				
SEE SCHEDULE ATTACHED		PUBLIC CHARITY		450,000.
Total			▶ 3b	450,000.

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			14	169.	
4 Dividends and interest from securities	531120	9,685.	14	691,169.	13,413.
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	-38,548.	14	-202,080.	6,495.
8 Gain or (loss) from sales of assets other than inventory	531120	166,013.	18	741,529.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 18		921.			
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		138,071.		1,230,787.	19,908.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,388,766.

(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).
4	MUNICIPAL INTEREST INCOME
7	OTHER TAX EXEMPT INCOME

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: 11/14/18 Title: TRUSTEE

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
CHRISTOPHER SHAMEL	[signature]	11-9-18		P00053162

Firm's name ▶ ANDERS MINKLER HUBER & HELM LLP — Firm's EIN ▶ 43-0831507

Firm's address ▶ 800 MARKET STREET, SUITE 500 ST. LOUIS, MO 63101-2501 — Phone no. (314)655-5500

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	9425.071 SHS METROPOLITAN WEST TOTAL RETURN	P		
b	PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	P		
c	PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	P		
d	PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	P		
e	PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	P		
f	PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	P		
g	PASSTHROUGH - CRUT INVESTORS, LLC	P		
h	PASSTHROUGH - CRUT INVESTORS, LLC	P		
i				
j				
k				
l				
m				
n				
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	100,000.		101,697.	ST -1,697.
b				ST 71,981.
c				LT 364,010.
d				SEC 1231 278,433.
e				SEC 1256-ST -11,234.
f				SEC 1256-LT -16,851.
g				ST 30,064.
h				LT 26,823.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-1,697.
b				71,981.
c				364,010.
d				278,433.
e				-11,234.
f				-16,851.
g				30,064.
h				26,823.
i				
j				
k				
l				
m				
n				
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	741,529.
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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GEORGIA DEPARTMENT OF REVENUE	154.	154.	
MASSACHUSETTS DEPARTMENT OF REVENUE	3.	3.	
NORTHWESTERN MUTUAL	4.	4.	
US BANK, NA	8.	8.	
TOTAL TO PART I, LINE 3	169.	169.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CRUT INVESTORS, LLC (DIVIDEND INCOME)	137,807.	0.	137,807.	137,807.	
CRUT INVESTORS, LLC (INTEREST INCOME)	21,891.	0.	21,891.	21,891.	
CRUT INVESTORS, LLC (MUNI INTEREST INCOME)	13,413.	0.	13,413.	0.	
FOUNDATION PARTNERS FUND, LLC (DIVIDEND INCOME)	487,128.	0.	487,128.	487,128.	
FOUNDATION PARTNERS FUND, LLC (DIVIDEND INCOME-UBTI)	6,585.	0.	6,585.	0.	
FOUNDATION PARTNERS FUND, LLC (INTEREST INCOME)	25,478.	0.	25,478.	25,478.	
FOUNDATION PARTNERS FUND, LLC (INTEREST INCOME-UBTI)	3,100.	0.	3,100.	0.	
THE COMMERCE TRUST COMPANY - FINANCIAL SQUARE	4,110.	0.	4,110.	4,110.	
THE COMMERCE TRUST COMPANY - METRO WEST LOW DURATION	6,390.	0.	6,390.	6,390.	
THE COMMERCE TRUST COMPANY - METRO WEST TOTAL RETURN	8,365.	0.	8,365.	8,365.	
	714,267.	0.	714,267.	691,169.	

TO PART I, LINE 4

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
9425.071 SHS METROPOLITAN WEST TOTAL RETURN	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	101,697.		ST	-1,697.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			ST	71,981.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			LT	364,010.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			SEC 1231	278,433.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			SEC 1256-ST	-11,234.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			SEC 1256-LT	-16,851.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - CRUT INVESTORS, LLC				PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			ST	30,064.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - CRUT INVESTORS, LLC				PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			LT	26,823.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC				PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			ST-UBTI	-3,417.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC				PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.		(F) GAIN OR LOSS
				LT-UBTI		25,603.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC				PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.		(F) GAIN OR LOSS
				SEC 1231-UBTI		143,350.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC				PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.		(F) GAIN OR LOSS
				SEC 1256-ST-UBTI		191.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
			SEC 1256-LT-UBTI	286.

NET GAIN OR LOSS FROM SALE OF ASSETS	907,542.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	907,542.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	-231,934.	-231,934.	
PARTNERSHIP INCOME (LOSS)(UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	-2,616.	0.	
OTHER PORTFOLIO INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	167.	167.	
RENTAL INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	-19,055.	-19,055.	
RENTAL INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	-54,101.	0.	
OTHER INCOME (LOSS) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	-2,052.	-2,052.	
OTHER INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	10,487.	0.	
CANCELLATION OF DEBT PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	438.	438.	
ROYALTY INCOME (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	186.	0.	
CANCELLATION OF DEBT (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	7,573.	0.	

ROYALTY INCOME PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	3.	3.	
OTHER PORTFOLIO INCOME (LOSS) (UBTI) PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	-77.	0.	
OTHER PORTFOLIO INCOME (LOSS) PASSTHROUGH - CRUT INVESTORS, LLC	6,001.	6,001.	
OTHER TAX EXEMPT INCOME PASSTHROUGH - CRUT INVESTORS, LLC	6,495.	0.	
OTHER INCOME (LOSS) PASSTHROUGH - CRUT INVESTORS, LLC	44,352.	44,352.	
2015 STATE INCOME TAX REFUND (GA)	169.	0.	
2015 STATE INCOME TAX REFUND (MA)	483.	0.	
2016 STATE INCOME TAX REFUND (MN)	269.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-233,212.	-202,080.	

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	1,830.	0.		1,830.
TO FM 990-PF, PG 1, LN 16A	1,830.	0.		1,830.

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	21,298.	0.		15,085.
TO FORM 990-PF, PG 1, LN 16B	21,298.	0.		15,085.

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
CUSTODY FEES	1,113.	1,113.		0.
MANAGEMENT SERVICES	81,944.	72,491.		0.
TO FORM 990-PF, PG 1, LN 16C	83,057.	73,604.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAX PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	8,713.	8,709.		0.
PERSONAL PROPERTY TAX	288.	0.		288.
STATE INCOME TAX	24,703.	0.		0.
FORM 990-PF EXCISE TAX	47,000.	0.		0.
FOREIGN INCOME TAX PASSTHROUGH - CRUT INVESTORS, LLC	3,509.	3,509.		0.
TO FORM 990-PF, PG 1, LN 18	84,213.	12,218.		288.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	3,074.	0.		3,074.
OFFICE SUPPLIES & EXPENSE	2,550.	0.		2,550.
INSURANCE	10,823.	0.		10,823.
MEETINGS EXPENSE	94.	0.		94.
DUES & MEMBERSHIPS	2,365.	0.		2,365.
BANK CHARGES	864.	0.		864.
POSTAGE & DELIVERY EXPENSE	266.	0.		266.
PORTFOLIO DEDUCTIONS PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	213,818.	195,394.		0.
NONDEDUCTIBLE EXPENSE PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	4,181.	0.		0.

OTHER DEDUCTIONS PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	56,280.	37,579.		0.
COPIER EXPENSE	1,496.	0.		1,496.
COMPUTER EXPENSE	1,073.	0.		1,073.
SEC 59(E)(2) EXPENSE PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	37,423.	0.		0.
ROYALTY DEDUCTION PASSTHROUGH - FOUNDATION PARTNERS FUND, LLC	17.	0.		0.
PORTFOLIO DEDUCTIONS PASSTHROUGH - CRUT INVESTORS, LLC	44,270.	44,270.		0.
NONDEDUCTIBLE EXPENSE PASSTHROUGH - CRUT INVESTORS, LLC	10.	0.		0.
MISCELLANEOUS EXPENSE	475.	0.		475.
REPAIRS & MAINTENANCE	128.	0.		128.
OTHER DEDUCTIONS PASSTHROUGH - CRUT INVESTORS, LLC	7,111.	7,111.		0.
TO FORM 990-PF, PG 1, LN 23	386,318.	284,354.		23,208.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
BOOK VS TAX ACCOUNTING DIFF - FOUNDATION PARTNERS FUND, LLC	1,520,384.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,520,384.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
BOOK VS TAX ACCOUNTING DIFF - CRUT INVESTORS, LLC	15,158.
TOTAL TO FORM 990-PF, PART III, LINE 5	15,158.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOUNDATION PARTNERS FUND, LLC	FMV	35,938,266.	42,429,891.
CRUT INVESTORS, LLC	FMV	8,765,861.	9,367,906.
TOTAL TO FORM 990-PF, PART II, LINE 13		44,704,127.	51,797,797.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT 13
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FILE CABINET & BOOKCASE	220.	220.	0.
OFFICE FURNITURE	360.	360.	0.
FILE CABINETS	716.	716.	0.
FILE CABINETS	351.	351.	0.
OFFICE FURNITURE	1,482.	1,482.	0.
REFRIGERATOR	450.	450.	0.
FILE CABINET	306.	306.	0.
6 FILE CABINETS	1,298.	1,298.	0.
TABLE	235.	235.	0.
HP LASERJET 2200 PRINTER (ASSISTANT)	721.	721.	0.
PRINTER - LASERJET 1320 (BOOKKEEPER)	428.	428.	0.
5 FILING CABINETS	1,197.	1,197.	0.
PRINTER HP DJ 6980 (SECRETARY)	150.	150.	0.
FILE CABINET, LEGAL, 4 DRAWER	563.	287.	276.
TELEPHONE SYSTEM	3,617.	1,629.	1,988.
HP PRODESK 600 G1 (SECRETARY)	744.	521.	223.
HP PRODESK 600 G1 (BOOKKEEPER)	744.	521.	223.
HP LASERJET 500 PRINTER (DIRECTOR)	616.	431.	185.
HP ELITEONE 800 COMPUTER & 2TB HD (DIRECTOR)	2,013.	1,007.	1,006.
ROCHELLE SOFA (DIRECTOR)	2,507.	627.	1,880.
MAISON 76 LG DSK DARK (DIRECTOR)	1,984.	495.	1,489.
FLATIRON 60IN DESK WOAK (DIRECTOR)	1,047.	262.	785.
ENGLISH MAC & BROLLY STAND	733.	183.	550.
ERA GLASS COFFEE TABLE	644.	160.	484.
4 DRAWER LEGAL FILE CABINET	332.	50.	282.
HON VERTICAL FILE WITH LOCK	318.	48.	270.
COMPUTER (FORMER DIRECTOR)	241.	72.	169.
HP LASERJET PRO M501DN (SECRETARY)	365.	37.	328.
	24,382.	14,244.	10,138.

TOTAL TO FM 990-PF, PART II, LN 14			

FORM 990-PF	OTHER ASSETS	STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NML INS CO INS SERVICE ACCOUNT	416.	1,063.	1,063.
TO FORM 990-PF, PART II, LINE 15	416.	1,063.	1,063.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	2,173.	1,091.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,173.	1,091.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY STAKE HAWKER 800 MARKET STREET, SUITE 1650 ST LOUIS, MO 63101	DIRECTOR FULL TIME 35-60 HOURS PER WEEK	80,000.	20,200. *	0.
MARTHA C FISCHER 1034 S BRENTWOOD BLVD STE 1492 ST LOUIS, MO 63117	TRUSTEE 2 MEETINGS PER YEAR	0.	0.	0.
MATTHEW A FISCHER 1034 S BRENTWOOD BLVD STE 1492 ST LOUIS, MO 63117	TRUSTEE 2 MEETINGS PER YEAR	0.	0.	0.
MICHAEL P FISCHER 1034 S BRENTWOOD BLVD STE 1492 ST LOUIS, MO 63117	TRUSTEE/DIRECTOR 40.00	107,500.**	16,198.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		187,500.	36,398.	0.

* INCLUDES PARKING EXPENSE, RETIREMENT PLAN CONTRIBUTION, SOCIAL SECURITY AND MEDICARE TAXES AND INSURANCE PREMIUMS PAID ON THE EMPLOYEE'S BEHALF.

** COMPENSATION WAS PAID TO MICHAEL P FISCHER AS AN EMPLOYEE. HE WAS THE DEPUTY DIRECTOR OF THE FOUNDATION FOR THE FIRST SIX MONTHS OF 2017AND HE BECAME THE DIRECTOR OF THE FOUNDATION ON JULY 1, 2017.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 17
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR MICHAEL P FISCHER, DEER CREEK FOUNDATION
800 MARKET STREET, SUITE 1650
ST LOUIS, MO 63101

TELEPHONE NUMBER

(314) 241-3228

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE GUIDELINES ESTABLISHED BY THE FOUNDATION'S BOARD OF TRUSTEES NORMALLY PRECLUDE SUPPORT FOR THE FOLLOWING TYPES OF ACTIVITIES: ENDOWMENT AND CAPITAL CAMPAIGNS

DEER CREEK FOUNDATION
2017 FORM 990 - PF
PART XV, LINE 3 (a)

GRANTS PAID DURING THE YEAR: **(NONE OF THE 2017 GRANT RECIPIENTS IS AN INDIVIDUAL)**

Recipient	Foundation Status	Purpose of Grant	Amount
Constitutional Accountability Center Washington, DC	Public	To support scholarship, litigation and public education exposing common misconceptions about the U.S. Constitution and demonstrating that its text and history reveal it to be a progressive document.	$ 250,000
Committee to Bridge the Gap Ben Lomond, CA	Public	For monitoring, public education, community organizing and administrative agency advocacy aimed at ensuring the safe operation of U.S. nuclear facilities, the cleanup of the contaminated SSFL site, the proper decommissioning of the Diablo facility, and the adoption of responsible government radiation protection standards.	$ 50,000
Public Employees for Environmental Responsibility Silver Spring, MD	Public	To use public education, media outreach, administrative agency advocacy, and litigation to support EPA employees in their efforts to enforce existing environmental laws.	$ 50,000
Natural Resources Defense Council New York, NY	Public	For administrative agency advocacy and litigation seeking to protect public and environmental health and safety by banning chlorpyrifos on food crops, eliminating the use of unsafe chemicals as food additives and in food packaging, and reversing the approval of glyphosate.	$ 200,000
Americans for Financial Reform (Leadership Conference Education Fund) Washington, DC	Public	For public and policymaker education, media outreach and federal agency advocacy to ensure that the goals of the Dodd-Frank Wall Street Reform and Consumer Protection Act — to reduce systemic risk to the national economy and increase financial protections for individual consumers — are achieved.	$ 175,000

Recipient	Foundation Status	Purpose of Grant	Amount
Americans for Tax Fairness (New Venture Fund) Washington, DC	Public	For a media outreach and education campaign, combined with a public and coalition education and organizing effort to fight against federal tax changes that will decrease government revenues and reduce or eliminate government programs designed to help those in the lower and middle classes.	$ 75,000
Civil Rights Corps Washington, DC	Public	To support litigation challenging some of the abuses inherent in America's criminal justice system — debtors' prisons for misdemeanor charges, generic bail schedules and probation systems which ignore the economic conditions of individual defendants, and incidents of prosecutorial misconduct.	$ 150,000
St. Louis Public Radio (Friends of KWMU) Saint Louis, MO	Public	To support season three of the "We Live Here" podcast and campaign which uses public education and outreach to increase interracial understanding in order to begin closing the mutual ignorance gap between St. Louis' white and black communities.	$ 175,000
Media Alliance San Francisco, CA	Public	To support a community screening and education effort in the United States based upon the documentary film, *To The Ends of The Earth*, which focuses on the economics of extreme energy extraction.	$ 25,000
The John Muir Project of the Earth Island Institute Big Bear City, CA	Public	For monitoring, fire science research, public education, and litigation designed to promote U.S. Forest Service compliance with existing environmental laws and regulations in Sierra Nevada National Forests.	$ 100,000
Beyond Nuclear Takoma Park, MD	Public	For public and policymaker education, community organizing assistance, litigation, and administrative agency advocacy to force more responsible Nuclear Regulatory Commission oversight of the health and environmental impacts of our nation's commercial nuclear reactors and methods for storing nuclear waste.	$ 50,000

Recipient	Foundation Status	Purpose of Grant	Amount
Nuclear Information and Resource Service Takoma Park, MD	Public	For public and policymaker education, media outreach, citizen mobilization, and administrative agency advocacy to expose the dangers posed by the storage and continued production of high-level radioactive waste, and to help spur a national debate on the issue.	$ 50,000
Appalachian Citizens' Law Center Whitesburg, KY	Public	For community organizing, administrative agency advocacy, and litigation to protect the health of the communities and ecosystems of eastern Kentucky.	$ 75,000
Crag Law Center Portland, OR	Public	To provide legal services, law student mentoring, legislative guidance, administrative agency advocacy, public education, community organizing and media relations expertise to groups working to protect public health, public lands, and the Cascadia bioregion's environment and natural resources.	$ 50,000
Tulane Environmental Law Clinic, a project of Tulane University Law School (Administrators of the Tulane Educational Fund) New Orleans, LA	Public	For public education, citizen mobilization, administrative advocacy and litigation aimed at helping the residents of Louisiana, Mississippi and Arkansas participate in government decisions impacting their health and environment, and ensuring that environmental laws and regulations are enforced.	$ 50,000
Center for Progressive Reform Washington, DC	Public	To support research, public and policymaker education and administrative agency advocacy conducted by this national network of progressive scholar-experts who seek to generate, preserve, and strengthen federal laws and regulations that protect the environment, and the health and safety of America's citizens, including workers on the job.	$ 75,000
Americans United for Separation of Church and State Washington, DC	Public	For the Protect Thy Neighbor Campaign which employs public education, legislative advocacy, and litigation to ensure that citizens are not discriminated against or denied services because of the religion-based challenges of others.	$ 75,000

Recipient	Foundation Status	Purpose of Grant		Amount
Electronic Privacy Information Center Washington, DC	Public	For Freedom of Information Act litigation, administrative agency work, *amicus* briefs, and public/policymaker education to protect individual privacy and ensure government transparency, while providing training to law students in this work.	$	50,000
Verified Voting Foundation San Francisco, CA	Public	To conduct research and provide public and policymaker education — with a special emphasis on election administration officials — in order to make clear the dangers and vulnerabilities of unreliable computer voting systems, promote responsible methods of voting, and prevent the use of insecure voting systems.	$	50,000
Cascadia Wildlands Eugene, OR	Public	To monitor, educate the public and policymakers, organize citizens, undertake administrative agency advocacy, and litigate to ensure that environmental laws and regulations designed to protect the Cascadia region's forests, wildlife, and waterways are enforced.	$	35,000
Earthrise Law Clinic, a program of the Northwestern School of Law at Lewis & Clark College Portland, OR	Public	For a national program of administrative agency advocacy and litigation to ensure existing environmental laws are enforced, and to develop the next generation of environmental leaders/ litigators.	$	35,000
WildEarth Guardians Santa Fe, NM	Public	For forest monitoring, administrative agency advocacy, and litigation aimed at ensuring that the management of public lands in the desert Southwest and Rocky Mountain region by the U.S. Forest Service and the Department of the Interior complies with existing environmental laws and regulations.	$	25,000
WildEarth Guardians Santa Fe, NM	Public	For monitoring, public and policymaker education, administrative agency advocacy, and litigation aimed at ensuring that the public interest is served in the federal land exchange process and that ecologically important lands being considered for exchange are protected from development.	$	25,000
		2017 GRANTS PAID DURING THE YEAR	**$**	**1,895,000**

DEER CREEK FOUNDATION
2017 FORM 990 - PF
PART XV, LINE 3 (b)

GRANTS APPROVED FOR FUTURE PAYMENT: **(NONE OF THE 2017 GRANT RECIPIENTS IS AN INDIVIDUAL)**

Recipient	Foundation Status	Purpose of Grant		Amount
Earthjustice San Francisco, CA	Public	To support litigation and ancillary public education aimed at ensuring that environmental regulations are enforced with respect to the extraction of extreme energy sources, and that public health and safety are not jeopardized, the environment is not damaged, and that global warming is not exacerbated in the extraction and transport of fossil fuels.	$	250,000
Center for Progressive Reform Washington, DC	Public	To support research, public and policymaker education and administrative agency advocacy conducted by this national network of progressive scholar-experts who seek to generate, preserve, and strengthen federal laws and regulations that protect the environment, and the health and safety of America's citizens, including workers on the job.	$	75,000
Americans United for Separation of Church and State Washington, DC	Public	For the Protect Thy Neighbor Campaign which employs public education, legislative advocacy, and litigation to ensure that citizens are not discriminated against or denied services because of the religion-based challenges of others.	$	75,000
Verified Voting Foundation San Francisco, CA	Public	To conduct research and provide public and policymaker education — with a special emphasis on election administration officials — in order to make clear the dangers and vulnerabilities of unreliable computer voting systems, promote responsible methods of voting, and prevent the use of insecure voting systems.	$	50,000
		2017 GRANTS APPROVED FOR FUTURE PAYMENT	**$**	**450,000**

DEER CREEK FOUNDATION
2017 FORM 990-PF
PART XV, LINES 2A THROUGH 2D

OBJECTIVES

The Deer Creek Foundation is a private philanthropy interested primarily in two program areas.

Program I: The advancement and preservation of the governance of society by rule of the majority, with protection of basic rights as provided by the United States Constitution and Bill of Rights, and in education in its relation to this concept.

Program II: Charitable projects that have the potential to enrich the cultural and artistic quality of life in the St. Louis Metropolitan area, and which are of a durable, physical nature.

GUIDELINES

Guidelines for Program I*

The Foundation gives priority to the encouragement and support of those projects and programs which show promise of having significant regional and national impact. The one exception is that preference is sometimes given to local projects in St. Louis, Missouri, where the Foundation was established. As a general rule, action programs are favored.

Grants are most often made to organizations and institutions. Their ultimate purpose, however, is to assist individuals and groups of individuals in working toward the solution of problems in the Program I area.

Guidelines for Program Area II*

Grantmaking in this program area is limited to unique projects of exceptional merit of a durable, physical nature, which have the potential to enrich the cultural and artistic quality of life in the St. Louis Metropolitan area, and may entail what heretofore would have been viewed as unusually large grants. Preference may be given to those projects which provide for and place sculpture in the St. Louis Metropolitan Area, and projects which create and/or maintain environments which can be enjoyed by the public in the St. Louis Metropolitan Area.

*The guidelines established by the Foundation's board of trustees normally preclude support for endowment and capital campaigns.

LETTER OF INQUIRY REQUIREMENTS

While the Foundation does not accept unsolicited proposals, it will accept letters of inquiry that meet the requirements set forth below.

For Program I: Applicants should submit a letter of inquiry, not to exceed three pages (not including the required attachments set forth below), which provides: (1) a very brief description of the problem the project seeks to address; (2) the objectives of the project; (3) the specific activities planned to achieve those objectives; (4) the qualifications of the organization and its principals to implement the project, including specifics about past accomplishments; and (5) a list of other organizations addressing the same issues. Attachments: (1) project and organizational income and expense budget; (2) existing and projected project support list (with dollar amounts); (3) list of recent organizational contributors (with dollar amounts); (4) Board of Directors list; (5) the organization's tax-status determination letter; and (6) copy of the organization's latest audit or 990.

For Program II: Applicants should submit a letter of inquiry, not to exceed three pages, which summarizes the proposed project and includes: the organization's history; project and organizational income and expense budget; existing and projected project support list (with dollar amounts); list of recent organizational contributors (with dollar amounts); Board of Directors list; the organization's tax-status determination letter; and copy of the organization's latest audit or 990.

DEADLINES

Letters of Inquiry may be submitted any time during the year.

ADDITIONAL INFORMATION

In light of the Foundation's limited resources, many worthy ideas and proposals cannot be funded.

Preference will ordinarily be given to applicants which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code. Public instrumentalities performing similar functions are eligible.

April 2009

FORM 990-PF OTHER REVENUE STATEMENT 18

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
2015 STATE INCOME TAX REFUND (GA)	531120	169.			
2015 STATE INCOME TAX REFUND (MA)	531120	483.			
2016 STATE INCOME TAX REFUND (MN)	531120	269.			
TOTAL TO FORM 990-PF, PG 12, LN 11		921.			