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Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**

▶ **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 , 2017, and ending , 20**

| Name of foundation | A Employer identification number |
|---|---|
| The Lesley Waldheim Charitable Foundation | 43-6886268 |
| **Number and street (or P O box number if mail is not delivered to street address)** / **Room/suite** | **B Telephone number (see instructions)** |
| 600 Washington Avenue / 2500 | 314-444-7600 |
| **City or town, state or province, country, and ZIP or foreign postal code** | **C** If exemption application is pending, check here . . . . . ▶ ☐ |
| St. Louis, MO 63101 | |

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

**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) ▶ $ 34,960,741.38

**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) (see instructions) ) | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|
| 1 Contributions, gifts, grants, etc , received (attach schedule) | 5,266,204.00 | | | |
| 2 Check ▶ ☐ if the foundation is **not** required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 7,113.83 | 7,113.83 | | |
| 4 Dividends and interest from securities | 554,602.01 | 554,602.01 | | |
| 5a Gross rents | | 0.00 | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | | | |
| b Gross sales price for all assets on line 6a | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 535,728.75 | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 **Total.** Add lines 1 through 11 | 5,827,919.84 | 1,097,444.59 | | |
| 13 Compensation of officers, directors, trustees, etc | | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | 26,831.00 | 26,831.00 | | |
| b Accounting fees (attach schedule) | | | | |
| c Other professional fees (attach schedule) | 276,389.50 | 276,389.50 | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see instructions) | 21,979.73 | 21,979.73 | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) | | | | |
| 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 325,200.23 | 325,200.23 | | |
| 25 Contributions, gifts, grants paid | 1,555,000.00 | | | 1,555,000.00 |
| 26 **Total expenses and disbursements** Add lines 24 and 25 | 1,880,200.23 | 325,200.23 | | 1,555,000.00 |
| 27 Subtract line 26 from line 12 | | | | |
| a **Excess of revenue over expenses and disbursements** | 3,947,719.61 | | | |
| b **Net investment income** (if negative, enter -0-) | | 772,244.36 | | |
| c **Adjusted net income** (if negative, enter -0-) | | | | |

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

| | | Beginning of year | End of year | |
|---|---|---|---|---|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 1,637,925.50 | 875,343.40 | 875,343.40 |
| | 3 Accounts receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | 26,000.00 | 29,883.91 | 29,883.91 |
| | 10a Investments - U S and state government obligations (attach schedule) | | | |
| | b Investments - corporate stock (attach schedule) | 18,991,570.34 | 23,864,705.31 | 33,247,715.06 |
| | c Investments - corporate bonds (attach schedule) | 1,236,487.86 | 812,129.74 | 807,799.01 |
| | 11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule) | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other (attach schedule) | | | |
| | 14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule) | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I) | 21,891,983.70 | 25,582,062.36 | 34,960,741.38 |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ▶ ) | | | |
| | 23 **Total liabilities** (add lines 17 through 22) | | | |
| Net Assets or Fund Balances | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.** | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.** | | | |
| | 27 Capital stock, trust principal, or current funds | 21,891,983.70 | 25,582,062.36 | |
| | 28 Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 **Total net assets or fund balances** (see instructions) | 21,891,983.70 | 25,582,062.36 | |
| | 31 **Total liabilities and net assets/fund balances** (see instructions) | 21,891,983.70 | 25,582,062.36 | |

**Part III Analysis of Changes in Net Assets or Fund Balances**

| | | | |
|---|---|---|---|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 21,891,983.70 |
| 2 | Enter amount from Part I, line 27a | 2 | 3,947,719.61 |
| 3 | Other increases not included in line 2 (itemize) ▶ increase in cost basis | 3 | 533,734.96 |
| 4 | Add lines 1, 2, and 3 | 4 | 26,373,438.27 |
| 5 | Decreases not included in line 2 (itemize) ▶ adjust for basis of contributed assets | 5 | 791,375.91 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 25,582,062.36 |

## 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 | | | |
| b | capital gain distributions | | | |
| c | disallowed losses | | | |
| 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 | 6,836,734.68 | | 6,312,959.38 | 523,775.30 |
| b | 9,959.66 | | | 9,959.66 |
| c | 1,993.79 | | | 1,993.79 |
| d | | | | |
| e | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| | (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | | 523,775.30 |
| b | | | | 9,959.66 |
| c | | | | 1,993.79 |
| 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 | 535,728.75 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 | 3 | -255,183.41 |

## 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 | 1,235,441.95 | 24,653,488.78 | 0.0501 |
| 2015 | 1,494,478.18 | 25,435,527.45 | 0.0588 |
| 2014 | 1,499,837.88 | 25,379,676.51 | 0.0591 |
| 2013 | 1,183,000.00 | 23,295,019.04 | 0.0508 |
| 2012 | 1,097,000.00 | 20,492,381.84 | 0.0535 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.2723 |
| 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 | 0.0545 |
| 4 | Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 | 4 | 29,865,414.41 |
| 5 | Multiply line 4 by line 3 | 5 | 1,627,665.09 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 7,722.44 |
| 7 | Add lines 5 and 6 | 7 | 1,635,387.53 |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 1,555,000.00 |

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

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

| | | | |
|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | 1 | 15,444.89 |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) | 2 | |
| 3 | Add lines 1 and 2 | 3 | 15,444.89 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) | 4 | |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- | 5 | 15,444.89 |
| 6 | Credits/Payments | | |
| a | 2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 29,883.91 | | |
| b | Exempt foreign organizations - tax withheld at source — 6b: | | |
| c | Tax paid with application for extension of time to file (Form 8868) — 6c: | | |
| d | Backup withholding erroneously withheld — 6d: | | |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 29,883.91 |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached | 8 | |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | 9 | |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | 10 | 14,439.02 |
| 11 | Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 14,439.02 **Refunded** ▶ | 11 | |

## 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 ▶ $ _____ (2) On foundation managers ▶ $ _____ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | 2 | | x |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | 3 | | x |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | x |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T* | 5 | | x |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | x | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | 7 | x | |
| 8a | Enter the states to which the foundation reports or with which it is registered See instructions ▶ Missouri | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation | 8b | x | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 |

## 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 ▶ | | | |
| 14 | The books are in care of ▶ Marian V. Mehan Telephone no ▶ 314-444-7600 | | | |
| | Located at ▶ 600 Washington Ave., Ste. 2500, St. Louis, MO ZIP+4 ▶ 63101-1311 | | | |
| 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 | | | |
| 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

| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | Yes | No |
|---|---|---|---|---|
| 1a | During the year, did the foundation (either directly or indirectly) | | | |
| | **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions | 1b | | |
| | Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ) | 2b | | x |
| 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 | | |
| 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 | 5b | | |
| | Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐ | | | |
| c | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No | | | |
| | If "Yes," attach the statement required by Regulations section 53 4945-5(d) | | | |
| 6a | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No | | | |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |
| | If "Yes" to 6b, file Form 8870 | | | |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No | | | |
| b | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | 7b | | |

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| Lesley A. Waldheim<br>1 McKnight, #476, St. Louis, MO 63124 | co-Trustee | | | |
| Marian V. Mehan<br>600 Washington, #2500, St. Louis, MO 63101 | co-Trustee | | | |
| | | | | |
| | | | | |

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

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

**Total** number of other employees paid over $50,000 ▶

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

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

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

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

| List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|---|
| 1 Distributions to Washington University for medical support and education | 250,000.00 |
| 2 Distributions to Places for People for homeless shelters | 200,000.00 |
| 3 Distribution to Access Academies for schools for socially and/or economically disadvantaged students | 100,000.00 |
| 4 Distribution to Ranken Jordan Pediatric Bridge Hospital for assisting children with complex medical needs in the transition from hospital to home | 100,000.00 |

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

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

**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 | 29,360,348.18 |
| b | Average of monthly cash balances | 1b | 929,985.59 |
| c | Fair market value of all other assets (see instructions) | 1c | 29,883.91 |
| d | **Total** (add lines 1a, b, and c) | 1d | 30,320,217.68 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 30,320,217.68 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 454,803.27 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 29,865,414.41 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 1,493,270.72 |

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

| | | | | | |
|---|---|---|---|---|---|
| 1 | Minimum investment return from Part X, line 6 | | | 1 | 1,493,270.72 |
| 2a | Tax on investment income for 2017 from Part VI, line 5 | 2a | 15,444.89 | | |
| b | Income tax for 2017 (This does not include the tax from Part VI.) | 2b | 863.64 | | |
| c | Add lines 2a and 2b | | | 2c | 16,308.53 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 1,476,962.19 |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 1,476,962.19 |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | |
| 7 | **Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | | 7 | 1,476,962.19 |

**Part XII Qualifying Distributions** (see instructions)

| | | | |
|---|---|---|---|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes | | |
| a | Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 | 1a | 1,555,000.00 |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the. | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,555,000.00 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions | 5 | |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 1,555,000.00 |

**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 | | | | 1,476,962.19 |
| 2 Undistributed income, if any, as of the end of 2017 | | | | |
| a Enter amount for 2016 only | | | | |
| b Total for prior years 20____,20____,20____ | | | | |
| 3 Excess distributions carryover, if any, to 2017 | | | | |
| a From 2012 251,899.81 | | | | |
| b From 2013 49,244.47 | | | | |
| c From 2014 271,178.29 | | | | |
| d From 2015 267,377.16 | | | | |
| e From 2016 34,807.48 | | | | |
| f **Total** of lines 3a through e | 874,507.21 | | | |
| 4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 1,555,000.00 | | | | |
| a Applied to 2016, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | | | |
| d Applied to 2017 distributable amount | | | | 1,476,962.19 |
| e Remaining amount distributed out of corpus | 78,592.81 | | | |
| 5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 953,100.02 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | | | |
| e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions | | | | |
| f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | | | | |
| 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) | 251,899.81 | | | |
| 9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a | 701,200.21 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2013 49,244.47 | | | | |
| b Excess from 2014 271,178.29 | | | | |
| c Excess from 2015 267,377.16 | | | | |
| d Excess from 2016 34,807.48 | | | | |
| e Excess from 2017 78,592.81 | | | | |

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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 (a) 2017 | Prior 3 years (b) 2016 | (c) 2015 | (d) 2014 | (e) Total |
|---|---|---|---|---|---|
| 2a 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).)

Lesley A. Waldheim

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

**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 See instructions

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

Marian V. Mehan, co-Trustee, 600 Washington Avenue, Suite 2500, St. Louis, Missouri 63101

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* | | | | |
| See attached list | | | | |
| **Total** ▶ **3a** | | | | 1,555,000.00 |
| **b** *Approved for future payment* | | | | |
| **Total** ▶ **3b** | | | | |

## 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 (See instructions ) |
|---|---|---|---|---|---|
| | (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 | 7,113.83 | |
| 4 Dividends and interest from securities | | | 14 | 554,602.01 | |
| 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 | 535,728.75 | |
| 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) | | | | 1,097,444.59 | |
| 13 **Total.** Add line 12, columns (b), (d), and (e) | | | | 13 | 1,097,444.59 |

(See worksheet in line 13 instructions to verify calculations )

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

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

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

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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 |
|---|---|---|---|
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
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| | | | |
| | | | |
| | | | |
| | | | |

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 |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |

**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

▶ Marian V. Mehan | 05/11/2018 | ▶ co-Trustee

Signature of officer or trustee | Date | Title

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| Brian J. Figueroa | Brian Figueroa | 05/11/2018 | | P01708870 |

Firm's name ▶ Lewis Rice LLC | Firm's EIN ▶ 48-1072151

Firm's address ▶ 600 Washington Avenue, Suite 2500 St. Louis, Missouri 63101 | Phone no 314-444-7600

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

# Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to *www.irs.gov/Form990* for the latest information.

OMB No 1545-0047

**2017**

**Name of the organization**

The Lesley Waldheim Charitable Foundation

**Employer identification number**

43-6886268

**Organization type** (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

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

**General Rule**

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

**Special Rules**

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

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

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

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | Lesley A. Waldheim<br>One McKnight Place, Unit 476<br>St. Louis, Missouri 63124-2236 | $ 5,266,204.00 | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |

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

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

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

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

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

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

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

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

Name of organization: The Lesley Waldheim Charitable Foundation

Employer identification number: 43-6886268

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

**The Lesley Waldheim Charitable Foundation**
**EIN: 43-6886268**
**2017 Form 990-PF**
**Interest and Dividends**

| | Pt 1, Ln 3 (Int) | Pt 1, Ln 4 (Div) |
|---|---|---|
| Goldman Sachs, Acct#020-57090-9 | $0.00 | $0.00 |
| Goldman Sachs, Acct#020-53028-3 | $3,872.46 | $64,395.26 |
| Goldman Sachs, Acct#020-66956-0 | $1,736.41 | $190,660.61 |
| Goldman Sachs, Acct#020-67180-6 | $572.31 | $42,808.87 |
| Goldman Sachs, Acct#051-48222-2 | $932.65 | $256,737.27 |
| **TOTALS** | **$7,113.83** | **$554,602.01** |

**The Lesley Waldheim Charitable Foundation**
**EIN: 43-6886268**
**2017 Form 990-PF**

Attorney Fees (Part 1, Line 16a)

| | | | |
|---|---|---|---|
| January | Lewis Rice LLC | $ | 771.00 |
| February | Lewis Rice LLC | $ | 2,771.00 |
| March | Lewis Rice LLC | $ | 2,433.50 |
| April | Lewis Rice LLC | $ | - |
| May | Lewis Rice LLC | $ | - |
| June | Lewis Rice LLC | $ | 12,930.50 |
| July | Lewis Rice LLC | $ | 1,708.50 |
| August | Lewis Rice LLC | $ | 1,587.50 |
| September | Lewis Rice LLC | $ | 804.00 |
| October | Lewis Rice LLC | $ | 2,057.00 |
| November | Lewis Rice LLC | $ | 1,768.00 |
| December | Lewis Rice LLC | $ | - |
| | | $ | 26,831.00 |

Investment Management Fees (Part 1, Line 16c)

| | | |
|---|---|---|
| Goldman Sachs, Acct#020-57090-9 | $ | - |
| Goldman Sachs, Acct#020-53028-3 | $ | 53,230.37 |
| Goldman Sachs, Acct#020-66956-0 | $ | 64,092.35 |
| Goldman Sachs, Acct#020-67180-6 | $ | 54,337.66 |
| Goldman Sachs, Acct#051-48222-2 | $ | 104,649.51 |
| | $ | 276,309.89 |

ADR Fees (Part 1, Line 16c)

| | | |
|---|---|---|
| Goldman Sachs, Acct#020-57090-9 | $ | - |
| Goldman Sachs, Acct#020-53028-3 | $ | - |
| Goldman Sachs, Acct#020-66956-0 | $ | 79.61 |
| Goldman Sachs, Acct#020-67180-6 | $ | - |
| Goldman Sachs, Acct#051-48222-2 | $ | - |
| Goldman Sachs, Acct#051-48222-2 | $ | - |
| | $ | 79.61 |

Taxes (Part 1, Line 18)

| | | |
|---|---|---|
| Goldman Sachs, Acct#020-57090-9 | $ | - |
| Goldman Sachs, Acct#020-53028-3 | $ | 863.64 |
| Goldman Sachs, Acct#020-66956-0 | $ | - |
| Goldman Sachs, Acct#020-67180-6 | $ | - |
| Goldman Sachs, Acct#051-48222-2 | $ | - |
| Goldman Sachs, Acct#051-48222-2 | $ | - |
| 2015 taxes on investment income | $ | - |
| | $ | 863.64 |

**The Lesley Waldheim Charitable Foundation**
**EIN: 43-6886268**
**2017 Form 990-PF**

## END OF YEAR BOOK VALUE

| | Savings | Stock | Bonds | Other Assets | Account Total |
|---|---|---|---|---|---|
| Goldman Sachs, Acct#020-57090-9 | $ - | $ 3,500,000.00 | $ - | $ - | $ 3,500,000.00 |
| Goldman Sachs, Acct#020-53028-3 | $ 420,671.12 | $ 1,774,650.01 | $ 812,129 74 | $ - | $ 3,007,450.87 |
| Goldman Sachs, Acct#020-66956-0 | $ 365,800.13 | $ 4,551,799 68 | $ - | $ - | $ 4,917,599.81 |
| Goldman Sachs, Acct#020-67180-6 | $ 88,823.56 | $ 2,365,277.92 | $ - | $ - | $ 2,454,101.48 |
| Goldman Sachs, Acct#051-48222-2 | $ 48.59 | $ 11,672,977.70 | | $ - | $ 11,673,026.29 |
| | **$ 875,343.40** | **$ 23,864,705.31** | **$ 812,129.74** | **$ -** | **$ 25,552,178.45** |

## END OF YEAR FAIR MARKET VALUE

| | Savings | Stock | Bonds | Other Assets | Account Total |
|---|---|---|---|---|---|
| Goldman Sachs, Acct#020-57090-9 | $ - | $ 5,595,054.84 | | | $ 5,595,054.84 |
| Goldman Sachs, Acct#020-53028-3 | $ 420,671.12 | $ 1,857,244.91 | $ 807,799.01 | | $ 3,085,715.04 |
| Goldman Sachs, Acct#020-66956-0 | $ 365,800.13 | $ 6,295,453.00 | $ - | $ - | $ 6,661,253.13 |
| Goldman Sachs, Acct#020-67180-6 | $ 88,823 56 | $ 4,116,312.18 | $ - | $ - | $ 4,205,135.74 |
| Goldman Sachs, Acct#051-48222-2 | $ 48.59 | $ 15,383,650.13 | | $ - | $ 15,383,698 72 |
| | **$ 875,343.40** | **$ 33,247,715.06** | **$ 807,799.01** | **$ -** | **$ 34,930,857.47** |

**The Lesley Waldheim Charitable Foundation**
**EIN: 43-6886268**
**2017 Form 990-PF**

## BEGINNING OF YEAR BOOK VALUE

| | Savings | Stock | Bonds | Other Assets | Account Total |
|---|---|---|---|---|---|
| Goldman Sachs, Acct#020-57090-9 | $ - | $ 3,500,000.00 | $ - | $ - | $ 3,500,000.00 |
| Goldman Sachs, Acct#020-53028-3 | $ 1,461,465.30 | $ 1,000,000 00 | $ 1,236,487.86 | $ - | $ 3,697,953 16 |
| Goldman Sachs, Acct#020-66956-0 | $ 96,700.62 | $ 4,648,230.71 | $ - | $ - | $ 4,744,931 33 |
| Goldman Sachs, Acct#020-67180-6 | $ 79,704.99 | $ 2,267,658.65 | $ - | $ - | $ 2,347,363.64 |
| Goldman Sachs, Acct#051-48222-2 | $ 54 59 | $ 7,575,680.98 | | $ - | $ 7,575,735.57 |
| | **$ 1,637,925.50** | **$ 18,991,570.34** | **$ 1,236,487.86** | **$ -** | **$ 21,865,983.70** |

## BEGINNING OF YEAR FAIR MARKET VALUE

| | Savings | Stock | Bonds | Other Assets | Account Total |
|---|---|---|---|---|---|
| Goldman Sachs, Acct#020-57090-9 | $ - | $ 4,581,326.38 | $ - | $ - | $ 4,581,326.38 |
| Goldman Sachs, Acct#020-53028-3 | $ 1,461,465.30 | $ 1,037,500 00 | $ 1,214,387.37 | $ - | $ 3,713,352.67 |
| Goldman Sachs, Acct#020-66956-0 | $ 96,700 62 | $ 6,220,188.54 | $ - | $ - | $ 6,316,889.16 |
| Goldman Sachs, Acct#020-67180-6 | $ 79,704.99 | $ 3,323,653.18 | $ - | $ - | $ 3,403,358.17 |
| Goldman Sachs, Acct#051-48222-2 | $ 54.59 | $ 8,462,362 88 | | $ - | $ 8,462,417.47 |
| | **$ 1,637,925.50** | **$ 23,625,030.98** | **$ 1,214,387.37** | **$ -** | **$ 26,477,343.85** |

**The Lesley Waldheim Charitable Foundation**
**EIN: 43-6886268**
**2017 Form 990-PF**
**Beginning of the year book value - Goldman Sachs**

| Description | Quantity | | Value |
|---|---|---|---|
| *Acct#020-57090-9* | | | |
| ARTISAN DYNAMIC EQUITY (NON-US EQUITY) OFFSHORE L P (GMS2AA2AC) | 16,752 560 | $ | 3,000,000 00 |
| CREDIT SUISSE AG LINED TO BASKET OF INDICES UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 08/17/2017 (0CIDEE20) | 500,000 000 | $ | 500,000 00 |
| **TOTAL** | | | **$3,500,000.00** |
| *Acct#020-53028-3* | | | |
| GOLDMAN SACHS BANK DEPOSIT (BDA) | 1,461,465 300 | $ | 1,461,465 30 |
| GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES | 124,680 428 | $ | 1,236,487 86 |
| JPMORGAN CHASE & CO LINKED TO S&P 500 INDEX UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 08/15/2017 (OJSPXE25) | 500,000 000 | $ | 500,000 00 |
| JPMORGAN CHASE & CO LINKED TO S&P 500 INDEX CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 10/19/2017 (OJSPX041) | 500,000 000 | $ | 500,000 00 |
| **TOTAL** | | | **$3,697,953.16** |
| *Acct#020-66956-0* | | | |
| GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW) | 96,700 620 | $ | 96,700 62 |
| AMERICAN EXRESS CO CMN (AXP) | 1,859 000 | $ | 114,971 16 |
| APPLE, INC CMN (AAPL) | 2,441 000 | $ | 198,966 84 |
| AT&T INC CMN (T) | 4,865 000 | $ | 181,856 83 |
| BANK OF AMERICA CORP CMN (BAC) | 4,011 000 | $ | 60,236 80 |
| CISCO SYSTEMS, INC CMN (CSCO) | 5,364 000 | $ | 135,586.33 |
| COCA-COLA COMPANY (THE) CMN (KO) | 5,481 000 | $ | 218,870 45 |
| CONOCOPHILLIPS CMN (COP) | 3,816 000 | $ | 197,233 61 |
| E I DU PONT DE NEMOURS AND CO CMN (DD) | 2,195 000 | $ | 20 83 |
| EXXON MOBIL CORPORATION CMN (XOM) | 1,526 000 | $ | 19,113 93 |
| GENERAL ELECTRIC CO CMN (GE) | 8,378 000 | $ | 115,890 46 |
| GENERAL MOTORS COMPANY CMN (GM) | 4,537 000 | $ | 151,744 50 |
| HONEYWELL INTL INC CMN (HON) | 1,820 000 | $ | 134,436 11 |
| INTEL CORPORATION CMN (INTC) | 4,959 000 | $ | 174,361 26 |
| JPMORGAN CHASE & CO CMN (JPM) | 3,691 000 | $ | 142,147 95 |
| MERCK & CO , INC CMN (MRK) | 1,553 000 | $ | 66,074 15 |
| METLIFE, INC CMN (MET) | 3,765 000 | $ | 152,179 04 |
| MICROSOFT CORPORATION CMN (MSFT) | 3,271 000 | $ | 108,728 96 |
| P G & E CORPORATION CMN (PG) | 2,083 000 | $ | 97,698 62 |
| PFIZER INC CMN (PFE) | 6,880 000 | $ | 177,885.41 |
| PHILIP MORRIS INTL INC CMN (PM) | 2,625 000 | $ | 141,442 57 |
| PROCTER & GAMBLE COMPANY (THE) CMN (PG) | 2,700 000 | $ | 32,712 95 |
| QUALCOMM INC CMN (QCOM) | 1,111.000 | $ | 60,838 72 |
| REYNOLDS AMERICAN INC CMN (RAI) | 2,432 000 | $ | 121,683 66 |
| UNION PACIFIC CORP CMN (UNP) | 2,173 000 | $ | 174,929 81 |
| VERIZON COMMUNICATONS INC CMN (VZ) | 3,766 000 | $ | 179,438 51 |
| WELLS FARGO & CO (NEW) CMN (WFC) | 5,487 000 | $ | 276,542 05 |

| | | | |
|---|---|---|---|
| SPDR S&P 500 ETF TRUST (SPY) | 4,575.000 | $ | 1,040,485 85 |
| BP P L C. SPONSORED ADR CMN (BP) | 5,447 000 | $ | 172,153 35 |
| **TOTAL** | | **$** | **4,744,931.33** |

*Acct#020-67180-6*

| | | | |
|---|---|---|---|
| U S DOLLAR | 708 000 | $ | 708.00 |
| GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW) | 78,996 990 | $ | 78,996 99 |
| ALPHABET INC CMN CLASS C (GOOG) | 300 000 | $ | 141,032 55 |
| AMAZON COM INC CMN (AMZN) | 200 000 | $ | 60,024 72 |
| ANADARKO PETROLEUM CORP CMN (APC) | 700 000 | $ | 54,940 20 |
| BANK OF AMERICA CORP CMN (BAC) | 5,950 000 | $ | 101,477 03 |
| BERKSHIRE HATHAWAY INC CLASS B (BRKB) | 1,650 000 | $ | 171,311.51 |
| CITIGROUP INC CMN © | 3,475 000 | $ | 165,303 95 |
| DISH NETWORK CORPORATION CMN CLASS A (DISH) | 2,750 000 | $ | 137,024 11 |
| ECOLAB INC CMN (ECL) | 1,100 000 | $ | 71,099 93 |
| FIDELITY NATL INFO SVCS INC CMN (FIS) | 600 000 | $ | 35,306 89 |
| ILG, INC CMN (ILG) | 387 000 | $ | 4,627 01 |
| JPMORGAN CHASE & CO CMN (JPM) | 2,150 000 | $ | 124,033 77 |
| MARRIOTT INTERNATIONAL, INC CMN CLASS A (MAR) | 1,840 000 | $ | 115,320 24 |
| MICROSOFT CORPORATION CMN (MSFT) | 3,700 000 | $ | 109,808 82 |
| MONDELEZ INTERNATIONAL, INC CMN (MDLZ) | 2,236 000 | $ | 46,034 73 |
| MORGAN STANLEY CMN (MS) | 1,675 000 | $ | 64,611 89 |
| NOBLE ENERGY INC CMN (NBL) | 1,675 000 | $ | 77,967 57 |
| ORACLE CORPORATION CMN (ORCL) | 5,800 000 | $ | 203,916 58 |
| PEPSICO INC CMN (PEP) | 10,256 000 | $ | 49,607.10 |
| THERMO FISHER SCIENTIFIC INC CMN (TMO) | 525 000 | $ | 31,008 23 |
| TWENTY-FIRST CENTURY FOX, INC CMN CLASS B (FOX) | 5,575 000 | $ | 173,416 34 |
| UNITEDHEALTH GROUP INCORPORATE CMN (UNH) | 825 000 | $ | 45,043 27 |
| W R BERKLEY CORPORATION CMN (WRB) | 875 000 | $ | 32,846 28 |
| AON PLC CMN (AON) | 1,700 000 | $ | 88,350 53 |
| LIBERTY GLOBAL PLC-LILAC GROUP CMN SERIES C (LILAK) | 1,083 000 | $ | 27,949 10 |
| LIBERTY GLOBAL, PLC CMN CLASS C (LBTYK) | 6,200 000 | $ | 135,596 30 |
| **TOTAL** | | | **$2,347,363.64** |

*Acct#051-48222-2*

| | | | |
|---|---|---|---|
| U S DOLLAR | 54 290 | $ | 54 59 |
| GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW) | 146,002 090 | $ | 146,002 09 |
| SPDR S&P 500 ETF TRUST (SPY) | 37,295 000 | $ | 7,473,358 24 |
| CALL/SPY @ 222 EXP 01/20/2017 (SPY 170120C00222000) | -75 000 | $ | (5,810 87) |
| CALL/SPY @ 225 EXP 01/20/2017 (SPY 170120C00225000) | -75 000 | $ | (7,721 08) |
| CALL/SPY @ 227 EXP 02/17/2017 (SPY 170217C00227000) | -72 000 | $ | (7,497 91) |
| CALL/SPY @ 230 EXP 02/17/2017 (SPY 170217C00230000) | -75 000 | $ | (5,549 87) |
| CALL/SPY @ 234 EXP 03/17/2017 (SPY 170317C00234000) | -75 000 | $ | (17,099 62) |
| **TOTAL** | | **$** | **7,575,735.57** |

| | | |
|---|---|---|
| **TOTAL 2017 BEGINNING OF THE YEAR BOOK VALUE** | **$** | **21,865,983.70** |

**The Lesley Waldheim Charitable Foundation**
**EIN: 43-6886268**
**2017 Form 990-PF**
**End of the year book value - Goldman Sachs**

| Description | Quantity | | Value |
|---|---|---|---|
| *Acct#020-57090-2* | | | |
| ARTISAN DYNAMIC EQUITY (NON-US EQUITY) [SERIES] | 18,415 810 | $ | 3,500,000 00 |
| **TOTAL** | | | **$3,500,000 00** |
| *Acct#020-53028-3* | | | |
| GOLDMAN SACHS BANK USA DEPOSIT (BDA) | 420,671 120 | $ | 420,671 12 |
| GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES | 83,450 311 | $ | 812,129 74 |
| GS FINANCE CORP LINKED TO S&P 500 INDEX BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 02/11/2021 | 500,000 000 | $ | 500,000 00 |
| GS ENHANCED DIVIDEND GLOBAL EQUITY PORTFOLIO INSTITUTIONAL CLASS SHARES (GIDGX) | 86,422 959 | $ | 1,024,650 01 |
| GS FINANCE CORP LINKED TO EURO STOXX 50 PR BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NODE DUE 10/17/2019 (SX5ED168 | 250,000 000 | $ | 250,000 00 |
| **TOTAL** | | | **$3,007,450.87** |
| *Acct#020-66956-0* | | | |
| U S DOLLAR | 689 850 | $ | 689 85 |
| GOLDMAN SACHS BANK USA DEPOSIT (*BDANOW) | 365,110 280 | $ | 365,110 28 |
| ABBOTT LABORATORIES CMN (ABT) | 4,438 000 | $ | 180,631 04 |
| ALTRIA GROUP, INC CMN (MO) | 1,954 000 | $ | 140,282 74 |
| APPLE INC CMN (AAPL) | 1,823 000 | $ | 147,454 67 |
| AT&T INC CMN (T) | 7,552 000 | $ | 271,353 05 |
| BANK OF AMERICA COPR CMN (BAC) | 3,612 000 | $ | 54,244 66 |
| CISCO SYSTEMS, INC CMN (CSCO) | 6,968 000 | $ | 200,236 19 |
| COCA-COLA COMPANY (THE) (CMN) (KO) | 5,982 000 | $ | 242,195 50 |
| COLGATE-PALMOLIVE CO CMN (CL) | 2,132 000 | $ | 152,725 82 |
| DISCOVER FINANCIAL SERVICES CMN (DFS) | 723 000 | $ | 47,746 34 |
| DOWDUPONT INC CMN (DWDP) | 2,022 000 | $ | 14 98 |
| DUNKIN BRANDS GROUP INC CMN (DNKN) | 2,306 000 | $ | 123,113 17 |
| ELI LILLY & CO CMN (LLY) | 2,117 000 | $ | 161,847 83 |
| EMERSON ELECTRIC CO CMN (EMR) | 1,611 000 | $ | 101,033 46 |
| EXXON MOBIL CORPORATION CMN (XOM) | 3,683 000 | $ | 222,575 59 |
| FIRSTENERGY CORP CMN (FE) | 2,959 000 | $ | 95,856 81 |
| GENERAL MOTORS COMPANY CMN (GM) | 2,206 000 | $ | 76,476 08 |
| HONEYWELL INTL INC CMN (HON) | 733 000 | $ | 71,445 43 |
| JPMORGAN CHASE & CO CMN (JPM) | 2,272 000 | $ | 88,906 11 |
| LAS VEGAS SANDS CORP CMN (LVS) | 945 000 | $ | 64,082 72 |
| MC DONALDS CORP CMN (MCD) | 1,388 000 | $ | 168,629 51 |
| MERCK & CO , INC CMN (MRK) | 1,399 000 | $ | 59,245 85 |
| METLIFE, INC CMN (MET) | 3,850 000 | $ | 144,742 58 |
| MICROSOFT CORPORATION CMN (MSFT) | 2,927 000 | $ | 97,656 31 |
| ORACLE CORPORATION CMN (ORCL) | 3,310 000 | $ | 130,709 79 |
| PFIZER INC CMN (PFE) | 6,132 000 | $ | 164,784 19 |
| PHILIP MORRIS INTL INC CMN (PM) | 2,350 000 | $ | 134,763 52 |
| PINNACLE WEST CAPITAL CORP CMN (PNW) | 1,100 000 | $ | 95,859 28 |
| PROCTOR & GAMBLE COMPANY (THE) CMN (PG) | 1,419 000 | $ | 28,153 67 |
| TEXAS INSTRUMENTS INC CMN (TXN) | 2,267 000 | $ | 183,228 91 |
| UNION PACIFIC CORP CMN (UNP) | 1,399 000 | $ | 112,241 86 |
| UNITED TECHNOLOGIES CORP CMN (UTX) | 1,051 000 | $ | 128,342 66 |
| VERIZON COMMUNICATIONS INC CMN (VZ) | 3,489 000 | $ | 166,110 65 |
| WELLS FARGO & CO (NEW) CMN (WFC) | 4,941 000 | $ | 246,241 65 |
| BP P L C SPONSORED ADR CMN (BP) | 4,333 000 | $ | 150,247 14 |
| MEDTRONIC PUBLIC LIMITED COMPA CMN (MDT) | 1,222 000 | $ | 98,619 92 |
| **TOTAL** | | **$** | **4,917,599.81** |
| *Acct#020-67180-6* | | | |
| GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW) | 88,823 560 | $ | 88,823 56 |
| ALPHABET INC CMN CLASS C (GOOG) | 300 000 | $ | 141,032 55 |
| AMAZON COM INC CMN (AMZN) | 200 000 | $ | 60,024 72 |
| ANADARKO PETROLEUM CORP CMN (APC) | 700 000 | $ | 54,940 20 |
| BANK OF AMERICA CORP CMN (BAC) | 5,950 000 | $ | 101,477 03 |
| BERKSHIRE HATHAWAY INC CLASS B (BRKB) | 1,800 000 | $ | 195,708 53 |

| | | | |
|---|---|---|---|
| CITIGROUP INC CMN © | 3,475 000 | $ | 165,303 95 |
| DISH NETWORK CORPORATION CMN CLASS A (DISH) | 2,025 000 | $ | 107,773 29 |
| ECOLAB INC CMN (ECL) | 1,100 000 | $ | 71,099 93 |
| FIDELITY NATL INFO SVCS INC CMN (FIS) | 600 000 | $ | 35,306 89 |
| GENERAL MOTORS COMPANY CMN (GM) | 3,175 000 | $ | 110,579 48 |
| ILG, INC CMN (ILG) | 387 000 | $ | 4,627 01 |
| JPMORGAN CHASE & CO CMN (JPM) | 1,300 000 | $ | 72,415 65 |
| MARRIOTT INTERNATIONAL, INC CMN CLASS A (MAR) | 1,840 000 | $ | 115,556 04 |
| MICROSOFT CORPORATION CMN (MSFT) | 3,200 000 | $ | 94,418 87 |
| MORGAN STANLEY CMN (MS) | 875 000 | $ | 33,752 48 |
| NOBLE ENERGY INC CMN (NBL) | 1,675 000 | $ | 77,967 57 |
| ORACLE CORPORATION CMN (ORCL) | 5,300 000 | $ | 187,678 08 |
| PEPSICO, INC CMN (PEP) | 1,026 000 | $ | 49,607 10 |
| THERMO FISHER SCIENTIFIC INC CMN (TMO) | 525 000 | $ | 31,008 23 |
| TRIPADVISOR, INC CMN (TRIP) | 1,300 000 | $ | 40,626 82 |
| TWENTY-FIRST CENTURY FOX, INC CMN CLASS B (FOX) | 5575 | $ | 173,416 34 |
| UNITEDHEALTH GROUP INCORPORATE CMN (UNH) | 825 | $ | 45,043 27 |
| W R BERKLEY CORPORATION CMN (WRB) | 875 | $ | 32,846 28 |
| WELLS FARGO & CO (NEW) CMN (WFC) | 2100 | $ | 111,171 68 |
| AON PLC CMN (AON) | 1700 | $ | 88,350 53 |
| LIBERTY GLOBAL PLC-LILAC GROUP CMN SERIES 2 (LILAK_180102) | 1083 | $ | 27,949 10 |
| LIBERTY GLOBAL, PLC CMN CLASS C (LBTYK) | 6,200 000 | $ | 135,596 30 |
| **TOTAL** | | | **$2,454,101.48** |

*Acct#051-18222-2*

| | | | |
|---|---|---|---|
| U S DOLLAR | 48 590 | $ | 48 59 |
| SPDR S&P 500 LTF TRUST (SPY) | 57,895 000 | $ | 11,746,388 14 |
| CALL/SPY @ 263 EXP 01/19/2018 (SPY 180119C00263000) | -114 000 | $ | (12,995 69) |
| CALL/SPY @ 265 EXP 02/16/2018 (SPY 180216C00265000) | -116 000 | $ | (23,541 65) |
| CALL/SPY @ 269 EXP 01/19/2018 (SPY 180119C00269000) | -116 000 | $ | (10,207 74) |
| CALL/SPY @ 272 EXP 02/16/2018 (SPY 180216C00272000) | -116 000 | $ | (11,715 72) |
| CALL/SPY @ 275 EXP 03/16/2018 (SPY 180316C00275000) | -115 000 | $ | (14,949 64) |
| **TOTAL** | | | **$ 11,673,026 29** |

**TOTAL 2017 END OF THE YEAR BOOK VALUE** **$ 25,552,178 45**

**The Lesley Waldheim Charitable Foundation**
**EIN: 43-6886268**
**2017 Form 990-PF**
**Beginning of the year fair market value - Goldman Sachs**

| Description | Quantity | Value |
|---|---|---|
| *Acct#020-57090-9* | | |
| ARTISAN DYNAMIC EQUITY (NON-US EQUITY) OFFSHORE L P (GMS2AA2AC) | 16,752 560 | $ 4,081,226 38 |
| CREDIT SUISSE AG LINED TO BASKET OF INDICES UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 08/17/2017 (0CIDEE20) | 500,000 000 | $ 500,100 00 |
| **TOTAL** | | **$4,581,326.38** |
| *Acct#020-53028-3* | | |
| GOLDMAN SACHS BANK DEPOSIT (BDA) | 1,461,465 300 | $ 1,461,465 30 |
| GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES | 124,680 428 | $ 1,214,387 37 |
| JPMORGAN CHASE & CO LINKED TO S&P 500 INDEX UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 08/15/2017 (OJSPXE25) | 500,000 000 | $ 532,700 00 |
| JPMORGAN CHASE & CO LINKED TO S&P 500 INDEX CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 10/19/2017 (OJSPX041) | 500,000 000 | $ 504,800 00 |
| **TOTAL** | | **$3,713,352.67** |
| *Acct#020-66956-0* | | |
| GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW) | 96,700 620 | $ 96,700 62 |
| AMERICAN EXRESS CO CMN (AXP) | 1,859 000 | $ 137,714 72 |
| APPLE, INC CMN (AAPL) | 2,441 000 | $ 282,716 62 |
| AT&T INC CMN (T) | 4,865 000 | $ 206,908 45 |
| BANK OF AMERICA CORP CMN (BAC) | 4,011 000 | $ 88,643 10 |
| CISCO SYSTEMS, INC CMN (CSCO) | 5,364 000 | $ 162,100 08 |
| COCA-COLA COMPANY (THE) CMN (KO) | 5,481 000 | $ 227,242 26 |
| CONOCOPHILLIPS CMN (COP) | 3,816 000 | $ 191,334 24 |
| E I DU PONT DE NEMOURS AND CO CMN (DD) | 2,195 000 | $ 161,113 00 |
| EXXON MOBIL CORPORATION CMN (XOM) | 1,526 000 | $ 137,736 76 |
| GENERAL ELECTRIC CO CMN (GE) | 8,378 000 | $ 266,755 52 |
| GENERAL MOTORS COMPANY CMN (GM) | 4,537 000 | $ 158,069 08 |
| HONEYWELL INTL INC CMN (HON) | 1,820 000 | $ 208,761 70 |
| INTEL CORPORATION CMN (INTC) | 4,959 000 | $ 179,862 93 |
| JPMORGAN CHASE & CO CMN (JPM) | 3,691 000 | $ 318,496 39 |
| MERCK & CO , INC CMN (MRK) | 1,553 000 | $ 92,155 02 |
| METLIFE, INC CMN (MET) | 3,765 000 | $ 202,895 85 |
| MICROSOFT CORPORATION CMN (MSFT) | 3,271 000 | $ 203,259 94 |
| P G & E CORPORATION CMN (PG) | 2,083 000 | $ 127,604 58 |
| PFIZER INC CMN (PFE) | 6,880 000 | $ 223,462 40 |
| PHILIP MORRIS INTL INC CMN (PM) | 2,625 000 | $ 242,891 25 |
| PROCTER & GAMBLE COMPANY (THE) CMN (PG) | 2,700 000 | $ 227,016 00 |
| QUALCOMM INC CMN (QCOM) | 1,111 000 | $ 72,437 20 |
| REYNOLDS AMERICAN INC CMN (RAI) | 2,432 000 | $ 137,408 00 |
| UNION PACIFIC CORP CMN (UNP) | 2,173 000 | $ 225,296 64 |
| VERIZON COMMUNICATONS INC CMN (VZ) | 3,766 000 | $ 201,029 08 |
| VIACOM INC CMN CLASS B (VIAB) | - | $ 804 20 |

| | | | |
|---|---|---|---|
| WAL MART STORES INC CMN (WMT) | - | $ | 1,746 50 |
| WELLS FARGO & CO (NEW) CMN (WFC) | 5,487.000 | $ | 302,388 57 |
| SPDR S&P 500 ETF TRUST (SPY) | 4,575 000 | $ | 1,028,729 60 |
| BP P L C SPONSORED ADR CMN (BP) | 5,447 000 | $ | 203,608 86 |
| **TOTAL** | | **$** | **6,316,889.16** |

*Acct#020-67180-6*

| | | | |
|---|---|---|---|
| U S DOLLAR | 708 000 | $ | 708.00 |
| GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW) | 78,996 990 | $ | 78,996 99 |
| ALPHABET INC CMN CLASS C (GOOG) | 300 000 | $ | 231,546 00 |
| AMAZON COM INC CMN (AMZN) | 200 000 | $ | 149,974 00 |
| ANADARKO PETROLEUM CORP CMN (APC) | 700 000 | $ | 48,811 00 |
| BANK OF AMERICA CORP CMN (BAC) | 5,950 000 | $ | 131,495 00 |
| BERKSHIRE HATHAWAY INC CLASS B (BRKB) | 1,650 000 | $ | 268,917 00 |
| CITIGROUP INC CMN © | 3,475 000 | $ | 206,519 25 |
| DISH NETWORK CORPORATION CMN CLASS A (DISH) | 2,750 000 | $ | 159,307 50 |
| ECOLAB INC CMN (ECL) | 1,100 000 | $ | 129,349 00 |
| FIDELITY NATL INFO SVCS INC CMN (FIS) | 600 000 | $ | 45,384 00 |
| ILG, INC CMN (ILG) | 387 000 | $ | 7,031 79 |
| JPMORGAN CHASE & CO CMN (JPM) | 2,150 000 | $ | 185,523 50 |
| MARRIOTT INTERNATIONAL, INC CMN CLASS A (MAR) | 1,840 000 | $ | 152,131 20 |
| MICROSOFT CORPORATION CMN (MSFT) | 3,700 000 | $ | 229,918 00 |
| MONDELEZ INTERNATIONAL, INC CMN (MDLZ) | 2,236 000 | $ | 99,121 88 |
| MORGAN STANLEY CMN (MS) | 1,675 000 | $ | 70,768 75 |
| NOBLE ENERGY INC CMN (NBL) | 1,675 000 | $ | 63,750 50 |
| ORACLE CORPORATION CMN (ORCL) | 5,800 000 | $ | 223,010 00 |
| PEPSICO INC CMN (PEP) | 10,256 000 | $ | 108,122 45 |
| THERMO FISHER SCIENTIFIC INC CMN (TMO) | 525 000 | $ | 74,156 25 |
| TWENTY-FIRST CENTURY FOX, INC CMN CLASS B (FOX) | 5,575 000 | $ | 151,918 75 |
| UNITEDHEALTH GROUP INCORPORATE CMN (UNH) | 825 000 | $ | 132,033 00 |
| W R BERKLEY CORPORATION CMN (WRB) | 875 000 | $ | 58,196 25 |
| AON PLC CMN (AON) | 1,700 000 | $ | 189,601 00 |
| LIBERTY GLOBAL PLC-LILAC GROUP CMN SERIES C (LILAK) | 1,083 000 | $ | 22,927 11 |
| LIBERTY GLOBAL, PLC CMN CLASS C (LBTYK) | 6,200 000 | $ | 184,140 00 |
| **TOTAL** | | | **$3,403,358.17** |

*Acct#051-48222-2*

| | | | |
|---|---|---|---|
| U S DOLLAR | 54 290 | $ | 54 59 |
| GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW) | 146,002 090 | $ | 146,002 09 |
| SPDR S&P 500 ETF TRUST (SPY) | 37,295 000 | $ | 8,386,113 79 |
| CALL/SPY @ 222 EXP 01/20/2017 (SPY 170120C00222000) | -75 000 | $ | (25,387 50) |
| CALL/SPY @ 225 EXP 01/20/2017 (SPY 170120C00225000) | -75 000 | $ | (12,075 00) |
| CALL/SPY @ 227 EXP 02/17/2017 (SPY 170217C00227000) | -72 000 | $ | (16,128 00) |
| CALL/SPY @ 230 EXP 02/17/2017 (SPY 170217C00230000) | -75 000 | $ | (8,550 00) |
| CALL/SPY @ 234 EXP 03/17/2017 (SPY 170317C00234000) | -75 000 | $ | (7,612 50) |
| **TOTAL** | | **$** | **8,462,417.47** |

| | |
|---|---|
| **TOTAL 2017 BEGINNING OF THE YEAR FAIR MARKET VALUE** | **$ 26,477,343.85** |

**The Lesley Waldheim Charitable Foundation**
**EIN: 43-6886268**
**2017 Form 990-PF**
**End of the year fair market value - Goldman Sachs**

| Description | Quantity | Value |
|---|---|---|
| *Acct#020-57090-9* | | |
| ARTISAN. DYNAMIC EQUITY (NON-US EQUITY) [SERIES] | 18,415 810 | $ 5,595,054.84 |
| **TOTAL** | | **$5,595,054.84** |
| *Acct#020-53028-3* | | |
| GOLDMAN SACHS BANK USA DEPOSIT (BDA) | 420,671 120 | $ 420,671 12 |
| GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES | 83,450.311 | $ 807,799 01 |
| GS FINANCE CORP LINKED TO S&P 500 INDEX BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 02/11/2021 | 500,000 000 | $ 568,760 00 |
| GS ENHANCED DIVIDEND GLOBAL EQUITY PORTFOLIO INSTITUTIONAL CLASS SHARES (GIDGX) | 86,422 959 | $ 1,051,767 41 |
| GS FINANCE CORP LINKED TO EURO STOXX 50 PR BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NODE DUE 10/17/2019 (SX5EDI68 | 250,000 000 | $ 236,717 50 |
| **TOTAL** | | **$3,085,715.04** |
| *Acct#020-66956-0* | | |
| U S DOLLAR | 689 850 | $ 689 85 |
| GOLDMAN SACHS BANK USA DEPOSIT (*BDANOW) | 365,110 280 | $ 365,110 28 |
| ABBOTT LABORATORIES CMN (ABT) | 4,438 000 | $ 253,276 66 |
| ALTRIA GROUP, INC CMN (MO) | 1,954 000 | $ 140,824 78 |
| APPLE INC CMN (AAPL) | 1,823 000 | $ 308,506 29 |
| AT&T INC CMN (T) | 7,552 000 | $ 293,621 76 |
| BANK OF AMERICA COPR CMN (BAC) | 3,612 000 | $ 106,626 24 |
| CISCO SYSTEMS, INC CMN (CSCO) | 6,968 000 | $ 266,874 40 |
| COCA-COLA COMPANY (THE) (CMN) (KO) | 5,982 000 | $ 274,454 16 |
| COLGATE-PALMOLIVE CO CMN (CL) | 2,132.000 | $ 160,859 40 |
| DISCOVER FINANCIAL SERVICES CMN (DFS) | 723 000 | $ 55,613 16 |
| DOWDUPONT INC CMN (DWDP) | 2,022 000 | $ 144,006 84 |
| DUNKIN BRANDS GROUP INC CMN (DNKN) | 2,306 000 | $ 148,667 82 |
| ELI LILLY & CO CMN (LLY) | 2,117 000 | $ 178,801 82 |
| EMERSON ELECTRIC CO CMN (EMR) | 1,611 000 | $ 112,270 59 |
| EXXON MOBIL CORPORATION CMN (XOM) | 3,683.000 | $ 308,046 12 |
| FIRSTENERGY CORP CMN (FE) | 2,959 000 | $ 90,604 58 |
| GENERAL MOTORS COMPANY CMN (GM) | 2,206 000 | $ 90,423 94 |
| HONEYWELL INTL INC CMN (HON) | 733 000 | $ 112,412 88 |
| JPMORGAN CHASE & CO CMN (JPM) | 2,272 000 | $ 242,967 68 |
| LAS VEGAS SANDS CORP CMN (LVS) | 945 000 | $ 65,668 05 |
| MC DONALDS CORP CMN (MCD) | 1,388 000 | $ 238,902 56 |
| MERCK & CO , INC CMN (MRK) | 1,399 000 | $ 79,393 25 |
| METLIFE, INC CMN (MET) | 3,850 000 | $ 194,656 00 |
| MICROSOFT CORPORATION CMN (MSFT) | 2,927 000 | $ 250,375 58 |
| ORACLE CORPORATION CMN (ORCL) | 3,310 000 | $ 156,496 80 |
| PFIZER INC CMN (PFE) | 6,132 000 | $ 222,101 04 |
| PHILIP MORRIS INTL INC CMN (PM) | 2,350 000 | $ 250,792 00 |
| PINNACLE WEST CAPITAL CORP CMN (PNW) | 1,100 000 | $ 93,698 00 |

| | | | |
|---|---|---|---|
| PROCTOR & GAMBLE COMPANY (THE) CMN (PG) | 1,419 000 | $ | 130,377 72 |
| TEXAS INSTRUMENTS INC CMN (TXN) | 2,267 000 | $ | 236,765.48 |
| UNION PACIFIC CORP CMN (UNP) | 1,399 000 | $ | 187,605 90 |
| UNITED TECHNOLOGIES CORP CMN (UTX) | 1,051 000 | $ | 134,076 07 |
| VERIZON COMMUNICATIONS INC. CMN (VZ) | 3,489 000 | $ | 184,672.77 |
| WELLS FARGO & CO (NEW) CMN (WFC) | 4,941 000 | $ | 299,770 47 |
| BP P L C SPONSORED ADR CMN (BP) | 4,333.000 | $ | 182,115 99 |
| MEDTRONIC PUBLIC LIMITED COMPA CMN (MDT) | 1,222 000 | $ | 99,126 20 |
| **TOTAL** | | **$** | **6,661,253.13** |

*Acct#020-67180-6*

| | | | |
|---|---|---|---|
| GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW) | 88,823 560 | $ | 88,823 56 |
| ALPHABET INC CMN CLASS C (GOOG) | 300 000 | $ | 313,920 00 |
| AMAZON COM INC CMN (AMZN) | 200 000 | $ | 233,894 00 |
| ANADARKO PETROLEUM CORP CMN (APC) | 700 000 | $ | 37,548 00 |
| BANK OF AMERICA CORP CMN (BAC) | 5,950 000 | $ | 175,644 00 |
| BERKSHIRE HATHAWAY INC CLASS B (BRKB) | 1,800 000 | $ | 356,796 00 |
| CITIGROUP INC CMN © | 3,475 000 | $ | 258,574 75 |
| DISH NETWORK CORPORATION CMN CLASS A (DISH) | 2,025 000 | $ | 96,693 75 |
| ECOLAB INC CMN (ECL) | 1,100 000 | $ | 148,049 00 |
| FIDELITY NATL INFO SVCS INC CMN (FIS) | 600 000 | $ | 56,454.00 |
| GENERAL MOTORS COMPANY CMN (GM) | 3,175 000 | $ | 130,143 25 |
| ILG, INC CMN (ILG) | 387 000 | $ | 11,021 76 |
| JPMORGAN CHASE & CO CMN (JPM) | 1,300 000 | $ | 139,022 00 |
| MARRIOTT INTERNATIONAL, INC CMN CLASS A (MAR) | 1,840 000 | $ | 249,743 20 |
| MICROSOFT CORPORATION CMN (MSFT) | 3,200 000 | $ | 273,728 00 |
| MORGAN STANLEY CMN (MS) | 875.000 | $ | 45,911 25 |
| NOBLE ENERGY INC CMN (NBL) | 1,675 000 | $ | 48,809 50 |
| ORACLE CORPORATION CMN (ORCL) | 5,300 000 | $ | 250,584 00 |
| PEPSICO, INC CMN (PEP) | 1,026 000 | $ | 123,863 85 |
| THERMO FISHER SCIENTIFIC INC CMN (TMO) | 525 000 | $ | 99,765 75 |
| TRIPADVISOR, INC CMN (TRIP) | 1,300 000 | $ | 44,798 00 |
| TWENTY-FIRST CENTURY FOX, INC CMN CLASS B (FOX) | 5575 | $ | 190,219 00 |
| UNITEDHEALTH GROUP INCORPORATE CMN (UNH) | 825 | $ | 181,879 50 |
| W R BERKLEY CORPORATION CMN (WRB) | 875 | $ | 62,693 75 |
| WELLS FARGO & CO (NEW) CMN (WFC) | 2100 | $ | 127,407 00 |
| AON PLC CMN (AON) | 1700 | $ | 227,800 00 |
| LIBERTY GLOBAL PLC-LILAC GROUP CMN SERIES 2 (LILAK_180102) | 1083 | $ | 21,540 87 |
| LIBERTY GLOBAL, PLC CMN CLASS C (LBTYK) | 6,200 000 | $ | 209,808 00 |
| **TOTAL** | | | **$4,205,135.74** |

*Acct#051-48222-2*

| | | | |
|---|---|---|---|
| U S DOLLAR | 48 590 | $ | 48 59 |
| SPDR S&P 500 ETF TRUST (SPY) | 57,895 000 | $ | 15,528,095 13 |
| CALL/SPY @ 263 EXP 01/19/2018 (SPY 180119C00263000) | -114 000 | $ | (55,518 00) |
| CALL/SPY @ 265 EXP 02/16/2018 (SPY 180216C00265000) | -116.000 | $ | (55,854 00) |
| CALL/SPY @ 269 EXP 01/19/2018 (SPY 180119C00269000) | -116 000 | $ | (9,976 00) |
| CALL/SPY @ 272 EXP 02/16/2018 (SPY 180216C00272000) | -116 000 | $ | (11,252 00) |
| CALL/SPY @ 275 EXP 03/16/2018 (SPY 180316C00275000) | -115 000 | $ | (11,845 00) |
| **TOTAL** | | | **$ 15,383,698.72** |

**TOTAL 2017 END OF THE YEAR FAIR MARKET VALUE** **$ 34,930,857.47**

**The Lesley Waldheim Charitable Foundation**
**EIN: 43-6886268**
**2017 Form 990-PF**
**Gain and Loss**

| | Gross Sale | Cost Basis | Gain/Loss |
|---|---|---|---|
| **Long Term Capital Gain/Loss** | | | |
| Goldman Sachs, Acct#020-57090-9 | $535,645.00 | $500,000.00 | $35,645.00 |
| Goldman Sachs, Acct#020-53028-3 | $1,864,625.02 | $1,773,894.46 | $90,730.56 |
| Goldman Sachs, Acct#020-66956-0 | $1,514,403.37 | $978,818.75 | $535,584.62 |
| Goldman Sachs, Acct#020-67180-6 | $306,850.05 | $188,206.45 | $118,643.60 |
| Goldman Sachs, Acct#051-48222-2 | $0.00 | $0.00 | $0.00 |
| **TOTALS** | $4,221,523.44 | $3,440,919.66 | $780,603.78 |
| Disallowed Loss | | | $348.72 |
| | | | $780,952.50 |
| **Short Term Capital Gain/Loss** | | | |
| Goldman Sachs, Acct#020-57090-9 | $0.00 | $0.00 | $0.00 |
| Goldman Sachs, Acct#020-53028-3 | $0.00 | $0.00 | $0.00 |
| Goldman Sachs, Acct#020-66956-0 | $2,906,170.44 | $2,830,036.47 | $76,133.97 |
| Goldman Sachs, Acct#020-67180-6 | $0.00 | $0.00 | $0.00 |
| Goldman Sachs, Acct#051-48222-2 | ($290,959.20) | $42,003.25 | ($332,962.45) |
| **TOTALS** | $2,615,211.24 | $2,872,039.72 | ($256,828.48) |
| Disallowed Loss | | | $1,645.07 |
| | | | ($255,183.41) |
| **TOTAL GROSS SALES** | $6,836,734.68 | | |
| **TOTAL COST BASIS** | | $6,312,959.38 | |
| **GAIN/LOSS** | | | $525,769.09 |
| Capital Gain Distributions | | | $9,959.66 |
| **TOTAL GAIN/LOSS** | | | $535,728.75 |

**The Lesley Waldheim Charitable Foundation**
**EIN: 43-6886268**
**2017 Form 990-PF**
**Grants and Contributions Paid During the Year**

| Date | Recipient | Status | Purpose | | Amount |
|---|---|---|---|---|---|
| 01/05/17 | St. Louis Learning Disability Association | Public | Education | $ | 50,000.00 |
| 01/05/17 | Opera Theatre of St. Louis | Public | Theatrical events | $ | 50,000.00 |
| 01/05/17 | Meals on Wheels | Public | Food for shut-ins | $ | 50,000 00 |
| 01/05/17 | Access Academies | Public | Education | $ | 100,000 00 |
| 01/05/17 | Places for People | Public | Homeless shelter | $ | 100,000.00 |
| 01/05/17 | St Louis Symphony | Public | Music events | $ | 100,000 00 |
| 01/05/17 | Matthews Dickey | Public | Education, athletics | $ | 100,000.00 |
| 01/05/17 | Washington University | Public | Medical support | $ | 200,000.00 |
| 01/05/17 | St. Louis Area Food Bank | Public | Food for those in need | $ | 100,000.00 |
| 03/14/17 | Eye Care Charity of Mid America | Public | Medical support | $ | 50,000.00 |
| 05/01/17 | Lift for Life Academy | Public | Education | $ | 20,000.00 |
| 06/02/17 | SLU Homeless & Prison Reentry Programs | Public | Aid to homeless | $ | 100,000 00 |
| 06/02/17 | Boys Hope Girls Hope of St. Louis | Public | Support | $ | 10,000.00 |
| 07/11/17 | Ranken Jordan Pediatric Bridge Hospital | Public | Medical support | $ | 100,000.00 |
| 10/09/17 | Planned Parenthood | Public | Medical support | $ | 20,000 00 |
| 10/09/17 | Places for People | Public | Homeless shelter | $ | 100,000.00 |
| 10/09/17 | Washington University | Public | Medical support | $ | 50,000.00 |
| 10/09/17 | Meals on Wheels | Public | Food for shut-ins | $ | 50,000.00 |
| 10/09/17 | NAMI | Public | Medical support | $ | 20,000.00 |
| 10/09/17 | Arch City Defenders | Public | Support | $ | 100,000.00 |
| 10/09/17 | Washington University | Public | Education | $ | 10,000 00 |
| 10/16/17 | St. Louis University | Public | Education | $ | 75,000 00 |
| | | | | $ | 1,555,000.00 |