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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.
Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation
ROBERT & GRACE BROD FAMILY FOUNDATION

A Employer identification number
46-0904431

Number and street (or P O box number if mail is not delivered to street address)
7009 KINGSBURY

Room/suite

B Telephone number (see instructions)
(314) 863-9090

City or town, state or province, country, and ZIP or foreign postal code
ST LOUIS, MO 63130

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

D 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)\$ 932,817

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)			
	2 Check ☒ if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	8	8	
	4 Dividends and interest from securities	18,687	17,033	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	18,076		
	b Gross sales price for all assets on line 6a	341,579		
	7 Capital gain net income (from Part IV, line 2)		18,076	
	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	36,771	35,117		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	2,975	892	2,083
	c Other professional fees (attach schedule)	4,201	4,201	0
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	486	401	0
	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	7,662	5,494	2,083
	25 Contributions, gifts, grants paid	36,032		36,032
	26 Total expenses and disbursements. Add lines 24 and 25	43,694	5,494	38,115
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-6,923		
	b Net investment income (if negative, enter -0-)		29,623	
c Adjusted net income(if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

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	9,916	46	46		
	2 Savings and temporary cash investments	15,786	19,071	19,071		
	3 Accounts receivable ▶ <u>1,952</u>					
	Less allowance for doubtful accounts ▶ _____		1,952	1,952		
	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					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)	685,575	681,032	911,748		
	c Investments—corporate bonds (attach schedule)					
	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)	711,277	702,101	932,817			
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)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	0	0			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0			
	29 Retained earnings, accumulated income, endowment, or other funds	711,277	702,101			
30 Total net assets or fund balances (see instructions)	711,277	702,101				
31 Total liabilities and net assets/fund balances (see instructions) .	711,277	702,101				

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	711,277
2 Enter amount from Part I, line 27a	2	-6,923
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	704,354
5 Decreases not included in line 2 (itemize) ▶ _____	5	2,253
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	702,101

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)
1 a PUBLICLY TRADED SECURITIES		2001-01-01	2017-12-31
b CAPITAL GAINS DIVIDENDS	P		
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 340,492		323,503	16,989
b 1,087			1,087
c			
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) 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			16,989
b			1,087
c			
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	18,076
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	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	38,453	795,387	0 048345
2015	33,026	814,596	0 040543
2014	7,300	800,169	0 009123
2013			
2012			

2 Total of line 1, column (d)	2	0 098011
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 032670
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	861,623
5 Multiply line 4 by line 3	5	28,149
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	296
7 Add lines 5 and 6	7	28,445
8 Enter qualifying distributions from Part XII, line 4	8	38,115

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	296
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	296
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	296
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	0
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	400
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	104
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 104 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
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? <i>If "No," attach explanation</i> .	8b	Yes
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 taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JESSICA BROD MILLNER Telephone no (314) 863-9090			

Located at **7009 KINGSBURY ST LOUIS MO**ZIP+4 **63130**

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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? ☐	1c		No
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 ▶ 2016 , 2015 , 20____ , 20____			
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	Yes	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
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		No
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		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		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			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
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	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JESSICA BROD MILLNER 7009 KINGSBURY ST LOUIS, MO 63130	TRUSTEE 1 00	0	0	0
ANDREW J MILLNER 7009 KINGSBURY ST LOUIS, MO 63130	TRUSTEE 1 00	0	0	0

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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. **0**

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. **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	
2	
3	
4	

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	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	845,631
b	Average of monthly cash balances.	1b	29,113
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	874,744
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	874,744
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	13,121
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	861,623
6	Minimum investment return. Enter 5% of line 5.	6	43,081

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	43,081
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	296
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	296
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	42,785
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	42,785
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	42,785

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	38,115
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	38,115
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	296
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	37,819

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				42,785
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			39,555	
b Total for prior years 2015, 20____, 20____		1,048		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 38,115				
a Applied to 2016, but not more than line 2a			38,115	
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.				0
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))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		1,048		
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.		1,048		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			1,440	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				42,785
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 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)Form **990-PF** (2017)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	36,032
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt PurposesForm **990-PF** (2017)

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

		Yes	No
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1a(1)	No
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1a(2)	No
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1b(1)	No
--------------	-----------

1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)	No
--------------	-----------

1b(6)		No
--------------	--	-----------

1c		No
-----------	--	-----------

value
ue[illegible]

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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.

* * * * *

2018-11-12

* * * * *

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00325544
	KENNETH L RUBIN				
	Firm's name ▶ RUBINBROWN LLP				
	Firm's address ▶ ONE NORTH BRENTWOOD SAINT LOUIS, MO 63105				Firm's EIN ▶ 43-0765316 Phone no (314) 290-3300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN FRIENDS OF ISRAEL SPORTS CENTER ONE NIRTHFIELD PLAZA SUITE 300 NORTHFIELD, IL 60093		PC	GENERAL SUPPORT	180
AMERICAN HEART ASSOCIATION 460 N LINDBERGH BLVD ST LOUIS, MO 63141		PC	GENERAL SUPPORT	250
CANCER SUPPORT COMMUNITY OF GREATER ST LOUIS 1058 OLD DES PERES RD ST LOUIS, MO 63131		PC	GENERAL SUPPORT	5,555
Total ▶ 3a				36,032

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTRAL REFORM CONGREGATION 5020 WATERMAN BLVD ST LOUIS, MO 63108		PC	GENERAL SUPPORT	3,350
CINEMA ST LOUIS3547 OLIVE STREET ST LOUIS, MO 63103		PC	GENERAL SUPPORT	100
COLLEGE BOUND110 S JEFFERSON AVE ST LOUIS, MO 63103		PC	GENERAL SUPPORT	1,000
Total ▶ 3a				36,032

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CONTEMPORARY ARTS MUSEUM ST LOUIS 3750 WASHINGTON BLVD ST LOUIS, MO 63108		PC	GENERAL SUPPORT	500
CRAFT ALLIANCE CENTER OF ART & DESIGN 6640 DELMAR BLVD ST LOUIS, MO 63130		PC	GENERAL SUPPORT	500
CROWN CENTER ST LOUIS 8350 DELCREST DR ST LOUIS, MO 63124		PC	GENERAL SUPPORT	200
Total ▶ 3a				36,032

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FIT AND FOOD CONNECTION 8816 MANCHESTER ROAD 203 ST LOUIS, MO 63144		PC	GENERAL SUPPORT	500
FOREST PARK FOREVER5595 GRAND DR ST LOUIS, MO 63112		PC	GENERAL SUPPORT	500
FOSTER & ADOPTIVE CARE 1750 S BRENTWOODBLVD 210 ST LOUIS, MO 63144		PC	GENERAL SUPPORT	1,449
Total ▶ 3a				36,032

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GODS LOVE WE DELIVER166 6TH AVE NEW YORK, NY 10013		PC	GENERAL SUPPORT	250
HUMANE SOCIETY OF MISSOURI 1201 MACKLIND AVE ST LOUIS, MO 63110		PC	GENERAL SUPPORT	250
JEWISH FEDERATION OF ST LOUIS 12 MILLSTONE CAMPUS DRIVE ST LOUIS, MO 63146		PC	GENERAL SUPPORT	7,500
Total ▶ 3a				36,032

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KDHX3524 WASHINGTON AVEN ST LOUIS, MO 63103		PC	GENERAL SUPPORT	250
LAUMEIER SCULPTURE PARK 12580 ROTT RD ST LOUIS, MO 63127		PC	GENERAL SUPPORT	1,600
LIFT FOR LIFE1731 S BROADWAY ST LOUIS, MO 63104		PC	GENERAL SUPPORT	1,000
Total ▶ 3a				36,032

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LUBIGREEN FOUNDATION 2 PARK PLAZA SUITE 200 IRVINE, CA 92614		PC	GENERAL SUPPORT	250
NATIONAL CHILDRENS CANCER SOCIETY 500 N BROADWAY 1850 ST LOUIS, MO 63102		PC	GENERAL SUPPORT	1,000
NEW CITY SCHOOL 5209 WATERMAN BLVD ST LOUIS, MO 63108		PC	GENERAL SUPPORT	100
Total ▶ 3a				36,032

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEW MEXICO STATE UNIVERSITY 1780 E UNIVSERITY AVE LAS CRUCES, NM 88003		PC	GENERAL SUPPORT	200
NISHMAN JEWISH COMMUNITY CENTER 2 MILLSTONE CAMPUS DR ST LOUIS, MO 63146		PC	GENERAL SUPPORT	500
NYPR160 VARICK STREET 8TH FLOOR NEW YORK, NY 10013		PC	GENERAL SUPPORT	168
Total ▶ 3a				36,032

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OPERATION FOOD SEARCH 1644 LOTSIE BLVD ST LOUIS, MO 63132		PC	GENERAL SUPPORT	1,000
PEDAL FOR THE CAUSE 900 SPRUCE ST SUITE 125 ST LOUIS, MO 63102		PC	GENERAL SUPPORT	1,030
POLAR BEAR SCHOLARSHIP FUND 501 HOLCOM AVE DES MOINES, IA 50313		PC	GENERAL SUPPORT	100
Total ▶ 3a				36,032

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
READY READERS10403 BAUR BLVD H ST LOUIS, MO 63132		PC	GENERAL SUPPORT	1,000
REDFORD CENTERPO BOX 29144 SAN FRANCISCO, CA 94129		PC	GENERAL SUPPORT	250
SHRINERS4400 CLAYTON AVE ST LOUIS, MO 63110		PC	GENERAL SUPPORT	500
Total ▶ 3a				36,032

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST LOUIS ART MUSEUM1 FINE ARTS DR ST LOUIS, MO 63110		PC	GENERAL SUPPORT	500
ST LOUIS COMMUNITY FOUNDATION 2 OAK KNOLL PARK CLAYTON, MO 63105		PC	GENERAL SUPPORT	1,800
ST LOUIS PUBLIC RADIO3651 OLIVE ST ST LOUIS, MO 63108		PC	GENERAL SUPPORT	250
Total ▶ 3a				36,032

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TEMPLE ISRAEL 1 RABBI ALVAN D RUBIN DR ST LOUIS, MO 63141		PC	GENERAL SUPPORT	100
UNIVERSITY CITY CHILDRENS CENTER 6646 VERNON AVE ST LOUIS, MO 63130		PC	GENERAL SUPPORT	250
UCROSS FOUNDATION30 BIG RED LN CLEARMONT, WY 82835		PC	GENERAL SUPPORT	150
Total ▶ 3a				36,032

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WORLD PEDIATRIC PROJECT 755 S NEW BALLAS RD 140 ST LOUIS, MO 63141		PC	GENERAL SUPPORT	1,250
WASHINGTON UNIVERSITY ONE BROOKINGS DRIVE ST LOUIS, MO 63130		PC	GENERAL SUPPORT	100
THE INSTITUTE FOR SHIPBOARD EDUCATION COLORADO STATE UNIVERSITY FORT COLLINS, CO 80523		PC	GENERAL SUPPORT	250
Total ► 3a				36,032

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ROSWELL PARK CANCER CENTER 660 SOUTH EUCLID AVENUE ST LOUIS, MO 63110		PC	GENERAL SUPPORT	100
NETWORK FOR GOOD 1140 CONNECTICUT AVE NW 700 WASHINGTON, DC 20036		PC	GENERAL SUPPORT	250
Total ▶ 3a				36,032

TY 2017 Accounting Fees Schedule**Name:** ROBERT & GRACE BROD FAMILY FOUNDATION**EIN:** 46-0904431**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,975	892		2,083

TY 2017 Investments Corporate Stock Schedule

Name: ROBERT & GRACE BROD FAMILY FOUNDATION
EIN: 46-0904431

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	33,295	46,227
ALPHABET INC CL A	26,951	45,296
AMAZON COM INC	19,302	36,254
CHUBB LTD	20,317	23,381
CONSTELLATION BRANDS INC	20,992	35,885
ECOLAB INC	37,644	49,647
FACEBOOK INC	12,995	37,939
GOLDMAN SACHS INT SMCP INSGH	37,683	44,086
HONEYWELL INTERNATIONAL INC	12,757	19,170
ISHARES CORE DIVIDEND GROWTH	15,600	20,520
ISHARES CORE S&P TOTAL US STOC	19,917	24,150
ISHARES EDGE MSCI MIN VOL USA	15,515	18,473
ISHARES EDGE MSCI US QLTY FAC	39,009	50,155
MICROSOFT CORP	34,634	65,438
PHILLIPS 66 COM	32,521	42,483
S & P 500 INDEX FUND	95,255	125,284
BANK OF AMERICA CORP	20,995	26,125
CISCO SYS INC	32,078	35,121
CONTINENTAL RESOURCES INC	15,650	17,162
DOWDUPONT INC	22,129	22,078
ISHARES CORE INTL STOCK ETF	37,847	40,939
ISHARES US FIN SERVICES ETF	21,041	24,786
LOCKHEED MARTIN CORP	17,651	18,300
PAYPAL HOLDINGS INC COM	11,914	11,706
UBS GROUP AG SHS	19,365	21,976
ZILLOW GROUP INC CL A	7,975	9,167

TY 2017 Other Decreases Schedule**Name:** ROBERT & GRACE BROD FAMILY FOUNDATION**EIN:** 46-0904431

Description	Amount
NON-DEDUCTIBLE PORTION OF CHARITABLE	427
TIMING DIFFERENCE	1,826

TY 2017 Other Professional Fees Schedule**Name:** ROBERT & GRACE BROD FAMILY FOUNDATION**EIN:** 46-0904431

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MORGAN STANLEY 1596 INVESTMENT MANAGEMENT FEES	4,201	4,201		0

TY 2017 Taxes Schedule**Name:** ROBERT & GRACE BROD FAMILY FOUNDATION**EIN:** 46-0904431

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	401	401		0
FEDERAL TAXES PAID	85	0		0