

For calendar year 2017, or tax year beginning 06-01-2017, and ending 05-31-2018

Name of foundation MILLSTONE FOUNDATION		A Employer identification number 43-6027373	
Number and street (or P O box number if mail is not delivered to street address) 7733 FORSYTH BLVD NO 1525		Room/suite	B Telephone number (see instructions) (314) 450-7803
City or town, state or province, country, and ZIP or foreign postal code ST LOUIS, MO 63105		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 7,510,370		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)			

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	17,255	17,255		
	4 Dividends and interest from securities	91,584	91,584		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	485,132			
	b Gross sales price for all assets on line 6a _____				
	2,126,881				
	7 Capital gain net income (from Part IV, line 2)		485,132		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	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)	9,269	69,070		
	12 Total. Add lines 1 through 11	603,240	663,041		
	13 Compensation of officers, directors, trustees, etc	60,000	30,000		30,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	24,650	12,325		12,325
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	16,388	2,362		2,363
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	21,677	10,839		10,838
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	114,508	24,353		6,896
	24 Total operating and administrative expenses. Add lines 13 through 23	237,223	79,879		62,422
	25 Contributions, gifts, grants paid	550,852			550,852
	26 Total expenses and disbursements. Add lines 24 and 25	788,075	79,879		613,274
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-184,835			
	b Net investment income (if negative, enter -0-)		583,162		
c Adjusted net income (if negative, enter -0-)					

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	435,970	361,209	361,209
	2	Savings and temporary cash investments	89,231	128,246	128,246
	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) ▶ _____ 257,671 Less allowance for doubtful accounts ▶ _____ 0	0	257,671	257,671
	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)	4,179,430	3,691,241	5,243,102
	c	Investments—corporate bonds (attach schedule)	199,552	199,535	205,716
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,226,019	1,313,054	1,313,054
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	1,372	1,372	1,372	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,131,574	5,952,328	7,510,370	
Liabilities	17	Accounts payable and accrued expenses	752	1,118	
	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 ▶ _____)	2,889	8,112	
	23	Total liabilities (add lines 17 through 22)	3,641	9,230	
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	6,127,933	5,943,098	
	30	Total net assets or fund balances (see instructions)	6,127,933	5,943,098	
31	Total liabilities and net assets/fund balances (see instructions) .	6,131,574	5,952,328		

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	6,127,933
2	Enter amount from Part I, line 27a	2	-184,835
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	5,943,098
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	5,943,098

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 MORGAN STANLEY #1470	P	2017-05-31	2018-05-31
b MORGAN STANLEY #1471	P	2017-05-31	2018-05-31
c MORGAN STANLEY #2531	P	2017-05-31	2018-05-31
d BNY MELLON - ARGENT SMALL CAP	P	2017-05-31	2018-05-31
e CAPITAL GAINS DIVIDENDS	P		

(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 298,688		261,606	37,082
b 1,405,467		1,067,708	337,759
c 362,306		287,784	74,522
d 60,000		24,651	35,349
e 420			420

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			37,082
b			337,759
c			74,522
d			35,349
e			420

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	485,132
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	578,391	7,881,184	0 073389
2015	689,749	7,725,010	0 089288
2014	707,055	8,432,628	0 083848
2013	581,282	7,495,007	0 077556
2012	514,049	7,203,297	0 071363

2 Total of line 1, column (d)	2	0 395444
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 079089
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	8,434,198
5 Multiply line 4 by line 3	5	667,052
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,832
7 Add lines 5 and 6	7	672,884
8 Enter qualifying distributions from Part XII, line 4	8	613,274

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	11,663
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	11,663
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	11,663
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	3,551
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	15,551
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	125
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	3,763
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 3,763 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	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? If "Yes," attach a detailed description of the activities	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? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	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? If "Yes," complete Part II, col (c), and Part XV	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? If "No," attach explanation .	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)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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 ROBERT D MILLSTONE Telephone no (314) 721-1932			

Located at **7733 FORSYTH BLVD SUITE 1525 ST LOUIS MO**ZIP+4 **63105**

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 ▶ 20____, 20____, 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		
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		No
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
ROBERT D MILLSTONE 7701 FORSYTH BLVD SUITE 925 ST LOUIS, MO 63105	PRESIDENT & DIRECTOR 0 00	0	0	0
COLLEEN MILLSTONE 7701 FORSYTH BLVD SUITE 925 ST LOUIS, MO 63105	DIRECTOR 20 00	60,000	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	5,734,643
b	Average of monthly cash balances.	1b	496,453
c	Fair market value of all other assets (see instructions).	1c	2,331,542
d	Total (add lines 1a, b, and c).	1d	8,562,638
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	8,562,638
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	128,440
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,434,198
6	Minimum investment return. Enter 5% of line 5.	6	421,710

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	421,710
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	11,663
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,663
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	410,047
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	410,047
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	410,047

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	613,274
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	613,274
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	613,274

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				410,047
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	157,253			
b From 2013.	229,732			
c From 2014.	299,814			
d From 2015.	310,718			
e From 2016.	191,198			
f Total of lines 3a through e.	1,188,715			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 613,274				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				410,047
e Remaining amount distributed out of corpus	203,227			
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	1,391,942			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	157,253			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,234,689			
10 Analysis of line 9				
a Excess from 2013.	229,732			
b Excess from 2014.	299,814			
c Excess from 2015.	310,718			
d Excess from 2016.	191,198			
e Excess from 2017.	203,227			

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 organization 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))	
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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed ROBERT D MILLSTONE 7733 FORSYTH BLVD STE 1525 ST LOUIS, MO 63105 (314) 721-8815	
b The form in which applications should be submitted and information and materials they should include IN WRITTEN FORM WITH COMPLETE INFORMATION	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors NONE	

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				550,852
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				975,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations 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.	***** 2018-12-17 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	Signature of officer or trustee			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	JAMES R OWENS		2018-12-17		P00192376
	Firm's name ▶ LOPATA FLEGEL & COMPANY LLP Firm's address ▶ 600 MASON RIDGE CENTER DRIVE SUITE 100 ST LOUIS, MI 63141				

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>				
AJC7751 CARONDELET AVE ST LOUIS, MO 63105	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
ALLIANCE FOR NEW MUSIC THEATRE 1250 CONNECTICUT AVE WASHINGTON, DC 20036	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	5,000
BAIS ABRAHAM6901 DELMAR BLVD ST LOUIS, MO 63130	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
Total ▶ 3a				550,852

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				
BIOME SCHOOL4471 OLIVE ST ST LOUIS, MO 63108	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,500
BIXBY MEMORIAL LIBRARY 258 MAIN STREET VERGENNES, VT 05491	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	4,000
CENTER FOR CREATIVE ARTS (COCA) 524 TRINITY AVENUE ST LOUIS, MO 63130	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	60,000
Total ▶ 3a				550,852

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 5010 WATERMAN ST LOUIS, MO 63108	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	5,504
COLLEGE BOUND12 MARYLAND PLAZA ST LOUIS, MO 63108	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	5,000
CROWN CENTER671 PROSPECT PL BROOKLYN, NY 11216	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
Total ▶ 3a				550,852

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				
CYSTIC FIBROSIS FOUNDATION PO BOX 170280 BOSTON, MA 02117	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	17,500
DANFORTH PLANT SCIENCE CENTER 975 N WARSON RD ST LOUIS, MO 63132	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,500
HOME WORKS3823 W BELTLINE BLVD COLUMBIA, SC 29204	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
Total ▶ 3a				550,852

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				
J STREET EDUCATION FUND PO BOX 66073 WASHINGTON, DC 20035	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	5,000
J ASSOCIATES 2 MILLSTONE CAMPUS DRIVE ST LOUIS, MO 63146	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
JCRC2 MILLSTONE CAMPUS DRIVE ST LOUIS, MO 63146	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	11,000
Total ▶ 3a				550,852

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				
JEWISH COMMUNITY CENTER 12 MILLSTONE CAMPUS DRIVE ST LOUIS, MO 63146	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	51,000
JEWISH FEDERATION OF ST LOUIS 12 MILLSTONE CAMPUS DRIVE ST LOUIS, MO 63146	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	76,360
LAKE CHAMPLAIN LAND TRUST 1 MAIN ST BURLINGTON, VT 05401	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
Total ▶ 3a				550,852

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>				
LEUKEMIA & LYMPHOMA SOCIETY 1972 INNERBELT BUSINESS CENTER DR ST LOUIS, MO 63114	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	5,000
MAYORS' CHARITY BALL 3773 ELEM STREET ST CHARLES, MO 63301	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,500
NATIONAL CONF FOR COMMUNITY AND JUSTICE 1405 PINE STREET SUITE 203 ST LOUIS, MO 63103	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	500
Total ► 3a				550,852

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				
NATIONAL COUNCIL OF JEWISH WOMEN 295 N LINDBERGH BLVD ST LOUIS, MO 63141	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	4,014
NINE NETWORK3655 OLIVE ST ST LOUIS, MO 63108	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	10,000
PHYSICIANS FOR REPRODUCTIVE HEALTH 55 W 39TH ST 1001 NEW YORK, NY 10018	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	10,000
Total ▶ 3a				550,852

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>				
PLANNED PARENTHOOD OF SLR 4251 FOREST PARK AVE ST LOUIS, MO 63108	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	19,130
REGIONAL BUSINESS COUNCIL 7701 FORSYTH BLVD 205 ST LOUIS, MO 63105	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	11,000
SAUL MIROWITZ JEWISH COMMUNITY SCHOOL 348 S MASON RD ST LOUIS, MO 63141	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	66,500
Total ► 3a				550,852

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				
SIERRA CLUB FOUNDATION 2101 WEBSTER STREET OAKLAND, CA 94612	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	5,000
ST LOUIS PSYCHOANALYTIC INSTITUTE 8820 LADUE RD ST LOUIS, MO 63141	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
ST LOUIS PUBLIC RADIO3651 OLIVE ST ST LOUIS, MO 63108	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,200
Total ▶ 3a				550,852

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				
THE WOMEN'S BAKERY 1031 33RD STREET 174 DENVER, CO 80205	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	5,000
UNITED HEBREW CONGREGATION 13788 CONWAY ROAD ST LOUIS, MO 63141	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	5,540
UNITED WAY OF GREATER ST LOUIS 910 NORTH 11TH ST ST LOUIS, MO 63101	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	10,000
Total ▶ 3a				550,852

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>				
UNIVERSITY OF VERMONT FOUNDATION 411 MAIN STREET BURLINGTON, VT 05401	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	5,000
VERMONT CHILDREN'S TRUST FOUNDATION 19 MARBLE AVENUE BURLINGTON, VT 05401	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	2,500
VERMONT PARKS FOREVERPO BOX 815 MONTPELIER, VT 05601	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	25,000
Total ▶ 3a				550,852

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				
YESHIVAT KADIMAH HIGH SCHOOL 1142 N WARSON RD ST LOUIS, MO 63132	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	2,500
BEYOND HOUSING6506 WRIGHT WAY ST LOUIS, MO 63121	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	10,000
COVENANT PLACE FOUNDATION 8 MILLSTONE CAMPUS DR STE 2000 ST LOUIS, MO 63146	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	40,000
Total ▶ 3a				550,852

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>				
EPSTEIN HEBREW ACADEMY 1138 N WARSON RD ST LOUIS, MO 63132	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	2,850
FOCUS ST LOUIS815 OLIVE ST 110 ST LOUIS, MO 63101	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
FOREST PARK FOREVER5595 GRAND DR ST LOUIS, MO 63112	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
Total ▶ 3a				550,852

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>				
GIVABLE911 WASHINGTON AVE ST LOUIS, MO 63101	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	5,000
HAWTHORN LEADERSHIP SCHOOL FOUNDATION 1901 N KINGSHIGHWAY BLVD ST LOUIS, MO 63113	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	11,000
MISSOURI CURESP0 BOX 16580 ST LOUIS, MO 63105	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	2,500
Total ▶ 3a				550,852

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>				
NATIONAL WILDLIFE FEDERATION 1 STATIONERY PLACE REXBURG, ID 83441	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	5,000
OPERATION FOOD SEARCH 1644 LOTSIE BLVD ST LOUIS, MO 63132	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
PEDAL THE CAUSE900 SPRUCE ST 125 ST LOUIS, MO 63102	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
Total ▶ 3a				550,852

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				
SHAKESPEARE FESTIVAL ST LOUIS 5715 ELIZABETH AVENUE ST LOUIS, MO 63110	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,250
SING FOR SITEMAN 4921 PARKVIEW PLACE ST LOUIS, MO 63110	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
SLAM1TD INC188 ALLEN BROOK LANE WILLISTON, VT 05495	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	10,000
Total ▶ 3a				550,852

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 PUBLIC LIBRARY FOUNDATION 1415 OLIVE ST ST LOUIS, MO 63103	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
TEMPLE ISRAEL OF MEMPHIS 1376 E MASSEY RD MEMPHIS, TN 38120	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	504
STATE OF ST LOUIS FOUNDATION A METROPOLITAN SQ STE 1300 ST LOUIS, MO 63102	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	5,000
Total 3a				550,852

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>				
TORAH PREP SCHOOL8659 OLIVE BLVD ST LOUIS, MO 63132	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
UNIVERSITY OF MISSOURI STL 1 UNIVERSITY BLVD ST LOUIS, MO 63121	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	1,000
CLINTON FOUNDATION 1633 BROADWAY 5TH FLOOR NEW YORK, NY 10019	NONE	501(C)(3) PUBLIC CHA	TO FURTHER RECIPIENT'S CHARITABLE PURPOSE	10,000
Total ▶ 3a				550,852

TY 2017 Accounting Fees Schedule**Name:** MILLSTONE FOUNDATION**EIN:** 43-6027373**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING SERVICES	24,650	12,325		12,325

TY 2017 Investments Corporate Bonds Schedule**Name:** MILLSTONE FOUNDATION**EIN:** 43-6027373**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BOEING CAPITAL CORP 4.7% DUE 10/27/19	50,010	51,449
BURLINGTON 4.7% DUE 10/1/19	50,014	51,282
FLORIDA POWER CORP 4.55% DUE 4/1/20	99,511	102,985

TY 2017 Investments Corporate Stock Schedule

Name: MILLSTONE FOUNDATION
EIN: 43-6027373

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALPHABET INC CL A	41,396	187,000
APPLE INC	63,121	89,698
ARGENT SMALL CAP CORE	142,982	372,879
BAXTER INTL INC.	64,677	120,428
BIOGEN INC COM	54,358	49,973
BOEING CO	12,488	26,412
BOSTON SCIENTIFIC CORP	32,856	53,183
BRISTOL MYERS SQUIBB CO	105,352	89,454
CHEVRON CORPORATION	31,459	37,912
CISCO SYS INC	15,102	17,084
COGNIZANT TECH SOLUTIONS CL A	76,951	86,653
CONOCOPHILLIPS	100,925	119,617
CYPRESS SEMICONDUCTOR	14,149	13,991
DANAHER CORPORATION	25,089	84,388
DODGE & COX INTERNATIONAL STOCK	120,000	131,297
DOWDUPONT	83,204	112,193
E*TRADE FINANCIAL CORP	38,443	82,355
EASTMAN CHEMICAL	25,623	31,293
EATON CORP	24,146	30,632
EMERSON ELECTRIC COMPANY	25,301	34,712
FACEBOOK INC	66,227	84,383
FIRST DATA CORP	62,790	65,550
FLIR SYSTEMS INC	84,771	88,935
FORTIVE CORP	61,410	94,497
GENERAL ELECTRIC COMPANY	24,656	13,376
GENERAL MILLS INC.	26,448	21,145
GILEAD SCIENCE	22,794	20,220
HUNTSMAN CORP	62,925	59,145
INTEL CORPORATION	18,288	40,572
ISHARES COHEN&STEERS REIT	49,974	59,718

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES INTL SELECT DIV ETF	121,521	131,161
ISHARES MSCI EAFE INDEX	224,499	261,863
ISHARES MSCI EMERGING MARKETS INDEX	144,263	186,303
ISHARES MSCI GROWTH INDEX	74,986	95,492
ISHARES RUSSELL 2000 GROWTH INDEX	11,560	32,461
ISHARES RUSSELL 2000 VALUE INDEX	42,950	76,588
JP MORGAN CHASE & CO	74,479	160,515
LAS VEGAS SANDS CORPORATION	26,912	44,336
LOCKHEED MARTIN CORPORATION	8,761	25,163
MARVELL TECH GROUP	89,842	155,088
MASCO CORP	66,543	93,175
MASTERCARD INC.	11,330	104,566
METLIFE INC.	19,018	22,075
MICROSOFT CORPORATION	12,034	35,582
NVENT ELECTRIC PLC	15,323	20,310
OCCIDENTAL PETROLEUM CORPORATION	48,527	50,520
ON SEMICONDUCTOR CORP	28,063	56,543
PENTAIR PLC	30,229	32,730
PEPSICO INC.	23,508	28,070
PFIZER INC.	25,603	37,727
POST HOLDINGS INC.	52,848	84,557
PRINCIPAL FINANCIAL GROUP INC.	17,334	37,386
PROCTER & GAMBLE COMPANY	13,853	13,171
PRUDENTIAL FINANCIAL	28,334	30,989
RED HAT INC	42,984	89,331
ROBERT HALF INT	60,432	63,680
SCHLUMBERGER LTD.	45,944	37,769
SOUTHERN CO	19,232	20,205
SUNTRUST BANKS INC.	71,963	118,143
T ROWE PRICE	28,037	36,426

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TARGET CORP	88,060	91,113
TWEEDY, BROWNE GLOBAL VALUE	181,623	207,794
V F CORP	67,846	73,044
VANGUARD GLBL EX-US REAL EST	43,598	44,990
VERIZON COMMUNICATIONS INC.	14,813	14,301
WELLS FARGO & COMPANY	29,190	35,094
WILLIAM BLAIR INTERNATIONAL GROWTH I	178,934	215,383
WYNN RESORTS	28,360	60,763

TY 2017 Investments - Other Schedule**Name:** MILLSTONE FOUNDATION**EIN:** 43-6027373**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT: BRIGHTSTAR PARTNERS	AT COST	22,544	22,544
INVESTMENT: LC CO-INVEST HOLDINGS, LP	AT COST	500,000	500,000
INVESTMENT: LOCKERDOME	AT COST	100,000	100,000
INVESTMENT: MEDIBEACON	AT COST	229,644	229,644
INVESTMENT: RAPID RATINGS	AT COST	262,192	262,192
INVESTMENT: SUMMIT (ARROWROCK)	AT COST	198,674	198,674

TY 2017 Other Assets Schedule

Name: MILLSTONE FOUNDATION

EIN: 43-6027373

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST / DIVIDEND RECEIVABLE	1,372	1,372	1,372

TY 2017 Other Expenses Schedule**Name:** MILLSTONE FOUNDATION**EIN:** 43-6027373**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	23,021	23,021		0
OFFICE EXPENSES	2,663	1,332		1,331
EVENTS	5,565	0		5,565
ARGENT SMALL CAP ADJUSTMENT	82,047	0		0
MISC	1,212	0		0

TY 2017 Other Income Schedule**Name:** MILLSTONE FOUNDATION**EIN:** 43-6027373**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ARROWROCK	0	53	0
ARGENT SMALL CAP	0	59,674	0
COLUMBIA FUND SELIGMAN SEC LIT 2/5/18 SETTLEMENT	9,269	9,269	9,269
BRIGHTSTAR CAPITAL PARTNERS FUND I AIV	0	74	0

TY 2017 Other Liabilities Schedule**Name:** MILLSTONE FOUNDATION**EIN:** 43-6027373

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	2,889	8,112

TY 2017 Taxes Schedule**Name:** MILLSTONE FOUNDATION**EIN:** 43-6027373

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	11,663	0		0
PAYROLL TAXES	4,590	2,295		2,295
FOREIGN TAXES	135	67		68