

EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

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

- ▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

**THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.**

A Employer identification number

46-4746588

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

Room/suite

9900 CLAYTON ROAD

B Telephone number

314-214-2159

City or town, state or province, country, and ZIP or foreign postal code

ST. LOUIS, MO 63124

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

D 1. Foreign organizations, check here ☐

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

J Accounting method:

☒ Cash

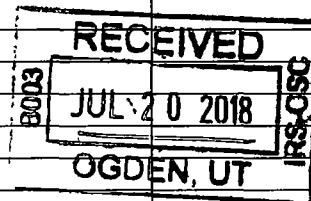
☐ Accrual

☐ Other (specify) _____

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

▶ \$ **80,664,887.** (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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		4,234,238.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,437,240.	1,437,240.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		980,136.			
b Gross sales price for all assets on line 6a 12,604,398.					
7 Capital gain net income (from Part IV, line 2)			980,136.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		108,660.	2,760.		STATEMENT 2
12 Total. Add lines 1 through 11		6,760,274.	2,420,136.		
13 Compensation of officers, directors, trustees, etc		10,000.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		15,347.	0.		0.
b Accounting fees STMT 4		14,814.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		16,813.	15,631.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,386.	0.		0.
22 Printing and publications					
23 Other expenses STMT 6		795,572.	784,597.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		853,932.	800,228.		0.
25 Contributions, gifts, grants paid		5,170,655.			5,170,655.
26 Total expenses and disbursements. Add lines 24 and 25		6,024,587.	800,228.		5,170,655.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		735,687.			
b Net investment income (if negative, enter -0-)			1,619,908.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		8,005,081.	8,608,752.	8,608,752.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 7		3,913,265.	4,720,971.	4,683,578.
	b	Investments - corporate stock STMT 8		35,139,306.	34,916,219.	56,816,627.
	c	Investments - corporate bonds STMT 9		10,988,617.	10,536,014.	10,555,930.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		58,046,269.	58,781,956.	80,664,887.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	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 <input checked="" type="checkbox"/>					
	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		58,046,269.	58,781,956.		
30	Total net assets or fund balances		58,046,269.	58,781,956.		
31	Total liabilities and net assets/fund balances		58,046,269.	58,781,956.		

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	58,046,269.
2	Enter amount from Part I, line 27a	2	735,687.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	58,781,956.
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	58,781,956.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a RAYMOND JAMES - SEE ATTACHED		VARIOUS	VARIOUS
b THE BLACKSTONE GROUP LP K-1		VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 12,571,849.		11,624,262.	947,587.
b 17,316.			17,316.
c 15,233.			15,233.
d			
e			

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			947,587.
b			17,316.
c			15,233.
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	980,136.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	4,529,715.	68,085,353.	.066530
2015	4,465,830.	66,912,195.	.066742
2014	58,884.	45,087,429.	.001306
2013	3,439,648.	65,515,044.	.052502
2012	3,275,372.	61,905,728.	.052909

2 Total of line 1, column (d)	2	.239989
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.047998
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	74,775,460.
5 Multiply line 4 by line 3	5	3,589,073.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,199.
7 Add lines 5 and 6	7	3,605,272.
8 Enter qualifying distributions from Part XII, line 4	8	5,170,655.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	16,199.
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	16,199.
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	16,199.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	7,560.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	22,560.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	6,361.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 6,361. Refunded <input type="checkbox"/>	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?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the 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.			X
c Did the foundation file Form 1120-POL for this year?			X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> MO			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

N/A

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ MARK WEAVER Telephone no. ▶ 314-214-2159 Located at ▶ 9900 CLAYTON ROAD, SAINT LOUIS, MO ZIP+4 ▶ 63124		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	X	

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here	<input checked="" type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NETTIE O. DODGE	DIRECTOR AND	PRESIDENT		
1256 SYBILLE CREEK ROAD	2.00	0.	0.	0.
WHEATLAND, WY 82201				
NINA O. DURHAM	DIRECTOR AND	TREASURER		
1911 N. QUINCY STREET	2.00	0.	0.	0.
ARLINGTON, VA 22207				
STEPHEN C. JONES	DIRECTOR AND	SECRETARY		
7700 FORSYTH BLVD, SUITE 1800	2.00	10,000.	0.	0.
ST. LOUIS, MO 63105				

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
SEE STATEMENT 10	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	69,067,698.
b	Average of monthly cash balances	1b	6,846,475.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	75,914,173.
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	75,914,173.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,138,713.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	74,775,460.
6	Minimum investment return. Enter 5% of line 5	6	3,738,773.

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	3,738,773.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	16,199.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,199.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,722,574.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,722,574.
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	3,722,574.

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	5,170,655.
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	5,170,655.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	16,199.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,154,456.

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				3,722,574.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016	1,068,378.			
f Total of lines 3a through e	1,068,378.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 5,170,655.				
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				3,722,574.
e Remaining amount distributed out of corpus	1,448,081.			
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:	2,516,459.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	2,516,459.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016	1,068,378.			
e Excess from 2017	1,448,081.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

2017.03050 THE WILLIAM R. ORTHWEIN, JR 20420 L1

**THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.**

46-4746588 Page 11

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ADAMS 12 EDUCATION FOUNDATION 1500 EAST 128TH AVE. THORNTON, CO 80241	NONE	PUBLIC	GENERAL OPERATING	20,000.
BARNES-JEWISH HOSPITAL FOUNDATION 1001 HIGHLANDS PLAZA DR. W, STE 140 ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	75,326.
BEYOND HOUSING 4156 MANCHESTER RD. ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	15,000.
BOY SCOUTS / STL AREA COUNCIL 4568 WEST PINE BLVD. ST. LOUIS, MO 63108	NONE	PUBLIC	GENERAL OPERATING	150,000.
CARDINAL GLENNON 1465 S GRAND BLVD ST. LOUIS, MO 63104	NONE	PUBLIC	GENERAL OPERATING	50,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	5,170,655.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form 990-PF (2017)

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

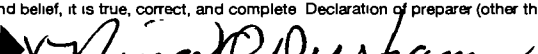

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below? See instructions.		
	 Signature of officer or trustee				Date 4/13/18 <input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	CRAIG R. CAMPBELL				6-29-18		P00151042
	Firm's name ▶ ANDERS MINKLER HUBER & HELM LLP					Firm's EIN ▶ 43-0831507	
	Firm's address ▶ 800 MARKET STREET, SUITE 500 ST. LOUIS, MO 63101-2501					Phone no. (314) 655-5500	

Form **990-PF** (2017)

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

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

OMB No 1545-0047

2017

Name of the organization

THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.

Employer identification number

46-4746588

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.

Employer identification number

46-4746588

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM & LAURA ORTHWEIN FOUNDATION 1 NEW YORK PLAZA, 7TH FLOOR NEW YORK, NY 10004	\$ 777.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	THE LRO 10 YEAR CLAT 9900 CLAYTON ROAD ST. LOUIS, MO 63124	\$ 2,627,240.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	THE LRO 15 YEAR CLAT 9900 CLAYTON ROAD ST. LOUIS, MO 63124	\$ 1,430,939.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	THE LAURA R. ORTHWEIN CLAT 9900 CLAYTON ROAD ST. LOUIS, MO 63124	\$ 175,282.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

**THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.**

46-4746588

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

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

Name of organization

THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.

Employer identification number

46-4746588

Part III

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.

46-4746588

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTRAL INSTITUTE FOR THE DEAF 825 S. TAYLOR AVE. ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	150,000.
CHILDREN'S HOSPITAL - BJC 1001 HIGHLANDS PLAZA DR. W. STE 160 ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	150,000.
CITY ACADEMY 4175 KINGSHIGHWAY ST. LOUIS, MO 63115	NONE	PUBLIC	GENERAL OPERATING	50,000.
CITY ARCH RIVER FOUNDATION ONE S. MEMORIAL DR., SUITE 700 ST. LOUIS, MO 63102	NONE	PUBLIC	GENERAL OPERATING	500,000.
COCA 524 TRINITY AVENUE UNIVERSITY CITY, MO 63130	NONE	PUBLIC	GENERAL OPERATING	10,000.
FOREST PARK FOREVER 5595 GRAND DRIVE ST. LOUIS, MO 63112	NONE	PUBLIC	GENERAL OPERATING	100,000.
FRIENDS OF KIDS WITH CANCER 530 MARYVILLE CENTRE DR, SUITE LL5 ST. LOUIS, MO 63141	NONE	PUBLIC	GENERAL OPERATING	30,000.
GIRLS IN THE KNOW 8790 MANCHESTER RD BRENTWOOD, MO 63144	NONE	PUBLIC	GENERAL OPERATING	10,000.
GIVE KIDS A SMILE 340 MID RIVERS MALL DR, SUITE A ST. PETERS, MO 63376	NONE	PUBLIC	GENERAL OPERATING	15,000.
GREAT CIRCLE 330 N. GORE AVE. ST. LOUIS, MO 63119	NONE	PUBLIC	GENERAL OPERATING	100,000.
Total from continuation sheets				4,860,329.

THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.

46-4746588

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREAT RIVERS GREENWAY 6174 DELMAR BLVD ST. LOUIS, MO 63112	NONE	PUBLIC	GENERAL OPERATING	35,000.
HOME SCHOOL FOUNDATION PO BOX 1152 PURCELLVILLE, VA 20134	NONE	PUBLIC	GENERAL OPERATING	20,000.
MARIAN MIDDLE SCHOOL 4130 WYOMING ST ST. LOUIS, MO 63116	NONE	PUBLIC	GENERAL OPERATING	10,000.
MICDS 101 N. WARSON ROAD ST. LOUIS, MO 63124	NONE	PUBLIC	GENERAL OPERATING	282,473.
MICDS 101 N. WARSON ROAD ST. LOUIS, MO 63124	NONE	PUBLIC	GENERAL OPERATING	400,000.
MIRIAM FOUNDATION 501 BACON AVENUE ST. LOUIS, MO 63119	NONE	PUBLIC	GENERAL OPERATING	100,000.
MISSOURI BOTANICAL GARDEN PO BOX 299 ST. LOUIS, MO 63166	NONE	PUBLIC	GENERAL OPERATING	282,473.
MISSOURI HISTORICAL SOCIETY PO BOX 11940 ST. LOUIS, MO 63112	NONE	PUBLIC	GENERAL OPERATING	22,598.
PETER & PAUL COMMUNITY SERVICES 2612 WYOMING STREET ST. LOUIS, MO 63118	NONE	PUBLIC	GENERAL OPERATING	10,000.
PLANNED PARENTHOOD ASSOC. OF ST. LOUIS 4251 FOREST PARK AVENUE ST. LOUIS, MO 63108	NONE	PUBLIC	GENERAL OPERATING	315,000.
Total from continuation sheets				

THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.

46-4746588

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RANKEN JORDAN PEDIATRIC BRIDGE HOSPITAL 11365 DORSETT RD. MARYLAND HEIGHTS, MO 63043	NONE	PUBLIC	GENERAL OPERATING	250,000.
ROSSMAN SCHOOL 12660 CONWAY ROAD ST. LOUIS, MO 63141	NONE	PUBLIC	GENERAL OPERATING	11,299.
ROSSMAN SCHOOL 12660 CONWAY ROAD ST. LOUIS, MO 63141	NONE	PUBLIC	GENERAL OPERATING	125,000.
SAMARITAN'S PURSE PO BOX 3000 BOONE, NC 28607	NONE	PUBLIC	GENERAL OPERATING	25,000.
SAVANNAH COUNTRY DAY SCHOOL 824 STILLWOOD DR. SAVANNAH, GA 31419	NONE	PUBLIC	GENERAL OPERATING	20,000.
SECOND PRESBYTERIAN CHURCH 4501 WESTMINISTER PLACE ST. LOUIS, MO 63108	NONE	PUBLIC	GENERAL OPERATING	22,598.
ST. LOUIS ART MUSEUM 1 FINE ARTS DRIVE ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	135,587.
ST. LOUIS SCIENCE CENTER 5050 OAKLAND AVENUE ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	169,484.
ST. LOUIS SYMPHONY SOCIETY 718 N. GRAND BLVD. ST. LOUIS, MO 63103	NONE	PUBLIC	GENERAL OPERATING	62,500.
ST. LOUIS SYMPHONY SOCIETY 718 N. GRAND BLVD. ST. LOUIS, MO 63103	NONE	PUBLIC	GENERAL OPERATING	169,484.
Total from continuation sheets				

THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.

46-4746588

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. LOUIS ZOO - ANIMAL NUTRITIONIST ONE GOVERNMENT DRIVE ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	150,000.
ST. LUKE'S HEALTH CORPORATION 232 S. WOODS MILL ROAD CHESTERFIELD, MO 63017	NONE	PUBLIC	GENERAL OPERATING	282,473.
ST. LUKE'S HOSPITAL 232 S. WOODS MILL ROAD CHESTERFIELD, MO 63017	NONE	PUBLIC	GENERAL OPERATING	100,000.
STARKLOFF DISABILITY INSTITUTE 135 SOUTH 11TH ST, SUITE 500 ST. LOUIS, MO 63102	NONE	PUBLIC	GENERAL OPERATING	50,000.
STL AREA COUNCIL BOY SCOUTS OF AMERICA 4568 W. PINE BLVD. ST. LOUIS, MO 63108	NONE	PUBLIC	GENERAL OPERATING	112,989.
STL CHILDREN'S HOSPITAL FOUNDATION 1001 HIGHLANDS PLAZA DR. W. STE 160 ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	97,924.
THE LITTLE BIT FOUNDATION 516 HANLEY INDUSTRIAL CT BRENTWOOD, MO 63144	NONE	PUBLIC	GENERAL OPERATING	15,000.
THE MUNY #1 THEATRE DR. ST. LOUIS, MO 63112	NONE	PUBLIC	GENERAL OPERATING	100,000.
THRIVE 4331 LINDELL BLVD. ST. LOUIS, MO 63108	NONE	PUBLIC	GENERAL OPERATING	18,832.
TOWER GROVE PARK 4256 MAGNOLIA AVE ST. LOUIS, MO 63110	NONE	PUBLIC	GENERAL OPERATING	10,000.
Total from continuation sheets				

THE WILLIAM R. ORTHWEIN, JR. AND
LAURA RAND ORTHWEIN FOUNDATION, INC.

46-4746588

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VANDERBILT UNIVERSITY 2301 VANDERBUILT PLACE NASHVILLE, TN 37240	NONE	PUBLIC	GENERAL OPERATING	30,130.
WASHINGTON UNIVERSITY ONE BROOKINGS DRIVE ST. LOUIS, MO 63130	NONE	PUBLIC	GENERAL OPERATING	56,495.
WASHINGTON UNIVERSITY ONE BROOKINGS DRIVE ST. LOUIS, MO 63130	NONE	PUBLIC	GENERAL OPERATING	20,000.
WESTMINSTER 800 MARYVILLE CENTRE DR CHESTERFIELD, MO 63017	NONE	PUBLIC	GENERAL OPERATING	20,000.
WINGS OF HOPE 18370 WINGS OF HOPE BLVD ST. LOUIS, MO 63005	NONE	PUBLIC	GENERAL OPERATING	100,000.
YALE UNIVERSITY PO BOX 208214 NEW HAVEN, CT 06520	NONE	PUBLIC	GENERAL OPERATING	112,990.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RAYMOND JAMES	1,452,473.	15,233.	1,437,240.	1,437,240.	
TO PART I, LINE 4	1,452,473.	15,233.	1,437,240.	1,437,240.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	2,760.	2,760.	
TAX REFUNDS	105,900.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	108,660.	2,760.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	15,347.	0.		0.
TO FM 990-PF, PG 1, LN 16A	15,347.	0.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,814.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	14,814.	0.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD	15,631.	15,631.		0.	
ESTIMATED TAX PAYMENTS	1,182.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	16,813.	15,631.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSES	784,597.	784,597.		0.	
DELIVERY CHARGES	313.	0.		0.	
INSURANCE	8,356.	0.		0.	
UTILITIES	1,917.	0.		0.	
MISC. EXPENSES	389.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	795,572.	784,597.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
RAYMOND JAMES INVESTMENTS	X		4,720,971.	4,683,578.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,720,971.	4,683,578.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,720,971.	4,683,578.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
RAYMOND JAMES INVESTMENTS	34,916,219.	56,816,627.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	34,916,219.	56,816,627.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
RAYMOND JAMES INVESTMENTS	10,536,014.	10,555,930.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	10,536,014.	10,555,930.	

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	10
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ACTIVITY ONE

THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE MAKING OF GRANTS AND CONTRIBUTIONS TO QUALIFIED CHARITABLE ORGANIZATIONS. NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARK WEAVER
9900 CLAYTON ROAD
ST. LOUIS, MO 63124

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
314-214-2159	THE WILLIAM R. ORTHWEIN, JR. AND LAURA RAND ORTHWEIN FOUNDATION

EMAIL ADDRESS

FOUNDATION@WROLRO.NET

FORM AND CONTENT OF APPLICATIONS

APPLICANTS FOR FUNDING MUST SUBMIT A COMPLETE PROPOSAL INCLUDING AN
APPLICATION FORM WITH A TWO-PAGE COVER LETTER.

ANY SUBMISSION DEADLINES

THE APPLICATION DEADLINE IS JUNE 1. FINAL DECISIONS ABOUT GRANT AWARDS
WILL BE MADE BY NOVEMBER 30.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE NOT MADE TO CHARITIES OUTSIDE THE UNITED STATES.