Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation
SAM PRICE FAMILY FOUNDATION

A Employer identification number 30-0086435

Number and street (or P O box number if mail is not delivered to street address): c/o Kimberly S. Zellmer, 11150 Overbrook Road
Room/suite: Ste 350

B Telephone number (see instructions): 913-236-6868

City or town, state, and ZIP code: Leawood, KS 66211-2298

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)* ▶ $ 6,266,052

J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(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)	622,559			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	148,236	148,236		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	48,254			
	b	Gross sales price for all assets on line 6a 2,698,987				
	7	Capital gain net income (from Part IV, line 2)		48,254		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	279	0		
	12	**Total.** Add lines 1 through 11	819,328	196,490		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	13,800	6,900		6,900
	14	Other employee salaries and wages	7,800	3,900		3,900
	15	Pension plans, employee benefits	1,935	968		967
	16a	Legal fees (attach schedule)	5,765	5,559		206
	b	Accounting fees (attach schedule)	675	337		338
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	6,234	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	30	0		30
	24	**Total operating and administrative expenses.** Add lines 13 through 23	36,239	17,664		12,341
	25	Contributions, gifts, grants paid	240,000			240,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	276,239	17,664		252,341
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	543,089			
	b	**Net investment income** (if negative, enter -0-)		178,826		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	307,084	254,857	254,857
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,093,116	1,774,418	1,857,566
	c Investments—corporate bonds (attach schedule)	1,837,557	2,176,471	2,106,797
	11 Investments—land, buildings, and equipment. basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,341,173	1,879,849	2,046,832
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,578,930	6,085,595	6,266,052
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,578,930	6,085,595	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	5,578,930	6,085,595	
	31 **Total liabilities and net assets/fund balances** (see instructions)	5,578,930	6,085,595	

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	5,578,930
2	Enter amount from Part I, line 27a	2	543,089
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,122,019
5	Decreases not included in line 2 (itemize) ▶ Adjustment due to securities contributed at FMV	5	-36,424
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,085,595

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	48,254
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	86,478

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 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))
2010	172,776	4,883,962	0 035376197
2009	176,361	3,798,675	0 046426977
2008	167,662	3,727,111	0 044984439
2007	159,126	3,656,057	0.043523938
2006	110,000	2,917,288	0 037706253

2	**Total** of line 1, column (d)	2	0.208017806
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 041603561
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,835,203
5	Multiply line 4 by line 3	5	242,765
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,788
7	Add lines 5 and 6	7	244,553
8	Enter qualifying distributions from Part XII, line 4	8	252,341

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	1,788	00
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2		
3	Add lines 1 and 2	3	1,788	00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,788	00
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a — 3,860 00			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments. Add lines 6a through 6d	7	3,860	00
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	00
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,072	00
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 2,072 00 **Refunded** ▶	11	0	00

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Kansas			
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	✓	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	✓	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ None

14 The books are in care of ▶ Kimberly S. Zellmer Telephone no ▶ 913-236-6868

Located at ▶ 11150 Overbrook Road, Ste. 350, Leawood, KS ZIP+4 ▶ 66211-2298

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		✓
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		✓
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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 2011?	4b		✓

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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ✓

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Barry D. Price P O Box 12067, Shawnee Mission, KS 66282	Mgr Trustee/pt-time	13,800	0	0
Peggy J. Price P O Box 12067, Shawnee Mission, KS 66282	Co-Trustee	0	0	0
Donna Price P O Box 12067, Shawnee Mission, KS 66282	Co-Trustee	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (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 NONE	
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 NONE	
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	3,502,780
b	Average of monthly cash balances	1b	660,452
c	Fair market value of all other assets (see instructions)	1c	1,760,832
d	**Total** (add lines 1a, b, and c)	1d	5,924,064
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,924,064
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	88,861
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,835,203
6	**Minimum investment return.** Enter 5% of line 5	6	291,760

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	291,760
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,788		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,788
3	Distributable amount before adjustments Subtract line 2c from line 1			3	289,972
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	289,972
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	289,972

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	252,341
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	252,341
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	1,788
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	250,553

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				289,972
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			189,846	
b	Total for prior years: 20___,20___,20___		0		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006				
b	From 2007				
c	From 2008				
d	From 2009				
e	From 2010				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 252,341				
a	Applied to 2010, but not more than line 2a			189,846	
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 2011 distributable amount				62,495
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0			
b	Prior years' undistributed income. Subtract line 4b from line 2b		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 2010 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				227,477
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
a	Excess from 2007				
b	Excess from 2008				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011				

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 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities			N/A		
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

None

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

None

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

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

b The form in which applications should be submitted and information and materials they should include.

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Schedule Attached				
Total . . . . ▶ **3a**				240,000
b *Approved for future payment*				
NONE				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	148,236	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	48,254	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a Refund of employment tax			01	279	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				196,440	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 196,440

(See worksheet in line 13 instructions to verify calculations.)

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

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

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) of the Code (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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) 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
	N/A	

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 5/1/2012 Title: Managing Trustee

May the IRS discuss this return with the preparer shown below (see instructions)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☑ if self-employed	PTIN
Kimberly S. Zellmer	Kimberly S. Zellmer	5/1/2012		P01218330
Firm's name ► Zellmer Law Firm, LLC			Firm's EIN ►	20-8241638
Firm's address ► 11150 Overbrook Road, Ste. 350, Leawood, KS 66211-2298			Phone no	913-236-6868

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.

OMB No 1545-0047

2011

Name of the organization	Employer identification number
SAM PRICE FAMILY FOUNDATION	30-0086435

Organization type (check one):

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

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

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

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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 Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
SAM PRICE FAMILY FOUNDATION

Employer identification number
30-0086435

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	Sam Price Charitable Lead Annuity Trust, Barry Price - Trustee P.O Box 12067 Shawnee Mission, KS 66282	$ 622,559	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization | Employer identification number

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
1	100,000 GE GLOBAL INSURANCE NTS 100,000 EMBARQ CORP NTS 27,594 962 sh. DWS ENHANCED COMMOD STRATEG FUND 9,595 031 sh. PACIFIC LIFE INC. FUND C	$ 622,559	12/13/2011

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

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

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

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

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

Sam Price Family Foundation
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EIN 30-0086435

PART I, line 1 (a) CONTRIBUTIONS, GIFTS, GRANTS RECEIVED

Contributor	Type of Contribution	Amount
Sam Price Charitable Lead Annuity Trust Barry Price, Trustee P.O. Box 12067 Shawnee Mission, KS 66282	Cash	$223,106
	Securities	$399,453
	Total to 990-PF, Part I, line 1 (a)	$622,559

PART I, line 4(a)and(b) DIVIDENDS & INTEREST FROM SECURITIES

Source		Amount
UBS Financial Service	Dividends	$ 72,197
	Interest	$ 76,039
	Total to 990-PF, Part I, line 4	$ 148,236

PART I, line 11 OTHER INCOME

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Refund on overpayment Of employment tax	$ 279	0	0	0

PART I, line 13 COMPENSATION OF TRUSTEE

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Management Fee for 2011 Paid to Barry Price	13,800	6,900	0	6,900

Part I, line 15 PENSION PLANS, EMPLOYEE BENEFITS

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Employer Payroll Taxes	1,935	968	0	967

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Part I, line 16a LEGAL

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees paid to Zellmer Law Firm, LLC for 990PF preparation and legal services	5,765	5,559	0	206

Part I, line 16b ACCOUNTING

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll Service Fee	675	337	0	338

Part I, line 18 TAXES

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2011 Estimated Tax pmts	3,860	0	0	0
2010 Excise Tax pmt	2,374	0	0	0
Total	6,234	0	0	0

Part I, line 23 OTHER EXPENSES

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Wire Transfer Fee	30	0	0	30

Sam Price Family Foundation
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PART II, line 2 SAVINGS AND TEMPORARY CASH INVESTMENTS

(a) Description	(b) Book Value	(c) Fair Market Value
RMA Money Market Account	$ 254,857	$ 254,857
TOTAL TEMPORARY CASH INVESTMENTS	**$ 254,857**	**$ 254,857**

PART II, line 10b INVESTMENTS - CORPORATE STOCK

(a) Description	(b) Book Value	(c) Fair Market Value
Stock:		
2,000 sh. ASTRAZENECA PLC SPON ADR (AZN)	91,792	92,580
500 sh. BOEING COMPANY (BA)	36,346	36,675
1,000 sh. BP PLC SPON ADR (BP)	42,350	42,740
1,000 sh. BRISTOL MYERS SQUIBB CO. (BMY)	22,647	35,240
2,000 sh. CENTURYLINK INC. (CTL)	72,497	74,400
1,000 sh. CHEVRON CORP (CVX)	101,247	106,400
500 sh. COSTCO WHOLESALE (COST)	37,795	41,660
2,000 sh. ENTERTAINMENT PROPERTIES TR (EPR)	80,678	87,420
1,000 sh. EXPRESS SCRIPTS INC. (ESRX)	46,072	44,690
1,500 sh. FOSTER WHEELER AG (FWLT)	35,193	28,710
1,000 sh. GARMIN LTD (GRMN)	36,398	39,810
1,000 sh. GENUINE PARTS CO (GPC)	52,050	61,200
1,000 sh. MERCK & CO (MRK)	37,652	37,700
2,000 sh. MYLAN INC (MYL)	37,916	42,920
5,000 sh. PFIZER INC. (PFE)	94,505	108,200
500 sh. PROCTER & GAMBLE CO (PG)	30,528	33,355
1,000 sh. TEVA PHARMACEUTICALS (TEVA)	42,122	40,360
1,000 sh. UNITED PARCEL SERVICE INC CL B (UPS)	69,709	73,190
1,000 sh. VERIZON COMMUNICATIONS INC (VZ)	34,352	40,120
Total Stocks	1,001,849	1,067,370
Stock Mutual Funds:		
9,640.288 HARTFORD DIVID. & GROWTH FUND (HDGCX)	180,318	178,442
16,779.463 LORD ABBETT INTL DIVID FUND (LIDCX)	122,154	124,336
7,533.864 LORD ABBETT VALUE OPPORT. FUND (LVOCX)	103,906	109,693
6,229.590 OPPENHEIMER RISING DIVID. FUND (OCRDX)	88,085	88,149
5,492.482 PIONEER EQUITY INC FUND (PCEQX)	139,312	143,738
13,044.561 PIONEER EQUITY OPPORT FUND (PEOCX)	138,794	145,838
Total Stock Mutual Funds	772,569	790,196
TOTAL CORPORATE STOCKS	**$1,774,418**	**$1,857,566**

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PART II, line 10c INVESTMENTS - CORPORATE BONDS

(a) Description	(b) Book Value	(c) Fair Market Value
100,000 BOWATER CANADA DEFAULTED 7.95% 11/15/11	99,328	18,000
50,000 M&I K MARSHALL B/E 5.25% 09/04/12	45,454	51,375
100,000 GMAC SMARTNOTES Callable 6.00% 11/15/13	100,000	97,676
100,000 GENWORTH FIN INC NTS 5.75% 06/15/14	102,367	100,250
100,000 TESORO CORP NTS B/E 6.625% 11/01/15	99,305	102,400
100,000 MERRILL LYNCH 6.05% 05/16/16	98,459	94,256
100,000 EMBARQ CORP NTS 7.082% 06/01/16	102,867	108,395
50,000 SPRINT NEXTEL CORP 6.00% 12/01/16	47,767	41,500
100,000 SUNOCO INC NTS 5.75% 01/15/17	100,800	100,482
100,000 AMER AXLE & MFG 7.875% 03/01/17	103,179	99,000
50,000 AMER INTL GROUP NTS 5.85% 01/16/18	48,447	48,901
100,000 DAVITA INC B/E 6.375% 11/01/18	100,532	102,375
100,000 AVIS BUDGET NTS 8.25% 01/15/19	103,586	99,250
100,000 GE GLOBAL INSURANCE NTS 6.45% 03/01/19	90,313	111,989
100,000 NOKIA CORP B/E 5.375% 05/15/19	100,871	100,913
100,000 CREDIT SUISSE NEW YORK NTS 5.40% 01/14/20	96,026	94,316
50,000 NASDAQ OMX GROUP NTS 5.55% 01/15/20	49,685	51,225
100,000 GENWORTH FINANCIAL INC 7.7% 06/15/20	92,297	95,050
100,000 BEST BUY B/E 5.5% 03/15/21	97,722	96,410
100,000 QWEST CORP CALL 6.75% 12/01/21	100,328	109,000
100,000 MORGAN STANLEY STEP UP NTS 5.00% 06/11/25	100,000	97,750
50,000 BK OF AMERICA CORP NTS 5.375% 06/30/25	50,000	43,403
50,000 MORGAN STANLEY STEP UP NTS 5% 09/30/25	46,496	44,893
100,000 BK OF AMERICA CORP STEP UP 6.00% 12/21/26	100,000	97,252
Total Bonds:	$2,075,829	$2,006,061
Bond Funds:		
9,639.820 PACIFIC LIFE INCOME FUND (PLNCX)	100,642	100,736
TOTAL CORPORATE BONDS	**$2,176,471**	**$2,106,797**

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PART II, line 13 OTHER INVESTMENTS

(a) Description	(b) Book Value	(c) Fair Mkt Value
Annuities:		
METLIFE INVESTORS Policy No. 1100108713	500,000	586,326
HARTFORD LIFE INS Policy No. 711522374	500,000	594,578
PRUCO LIFE INS Policy No. E0971389	500,000	486,718
Total Annuities	$1,500,000	$1,667,622
Commodities:		
27,594.962 DWS ENH COMMODITY STRAT FUND (SKCRX)	75,276	86,096
Mutual Funds:		
4,572.840 IVY ASSET STRATEGY FUND (WASCX)	98,531	98,910
8,103.275 PRINCIPAL GLOBAL DIV INC FD (PGDCX)	101,812	103,803
Unit Invest. Trusts:		
10,146.000 sh. UNTS AAM INFLATION INC STRATEGY 2011-1 REIN. TERM 02/01/2013	104,230	90,401
TOTAL OTHER INVESTMENTS	**$1,879,849**	**$2,046,832**

Part IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

	(a) Property Sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Basis	(h)&(l) Gain/Loss
1a	500 ALLERGAN INC STRAT 2009-C	P	08/11/11	11/01/11	40,791	36,885	3,906
b	500 BOEING COMPANY	P	08/23/11	11/21/11	32,164	30,023	2,141
c	500 DIAGEO PLC NEW GB SPON ADR	P	09/12/11	10/24/11	42,307	38,091	4,215
d	15,451 UNTS AAM STRATEGIC HIGH DIVIDEND 2010 CASH 02/14/2012	P	01/13/11	07/27/11	152,543	156,792	-4,249
e	5,188 UNTS AAM STATEGIC HIGH 80 DIVIDEND 2010 02/14/2012	P	Various	07/27/11	51,220	51,321	-101
f	1,477 ABITIBIBOWATER INC NEW	P	12/30/10	07/22/11	27,908	0	27,908
g	50,000 BLOCK FINL CORP NTS B/E 7.875% DTD 011108	P	10/20/10	04/06/11	53,667	50,290	3,377
h	9,587.157 DELAWARE DIVID INC FD C	P	Various	07/27/11	101,043	116,687	-15,644
i	8,891.33 FRANKLIN TEMPLETON FOUNDING FUND CL C	P	Various	07/22/11	96,466	116,981	-20,515
j	94,065.837 FT-FRANKLIN INCOME C	P	Various	07/27/11	210,702	221,513	-10,811
k	13,541.026 JOHN HANCOCK FUNDS III VALUE OPPORTUNITIES FUND	P	Various	02/11/11	247,059	220,963	26,096

Part IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME - continued

	(a) Property Sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Basis	(h)&(l) Gain/Loss
l	23,343.645 JOHN HANCOCK STRATEGIC INCOME FUND CL C	P	Various	01/13/11	157,097	149,286	7,811
m	16,064.985 LORD ABBETT BOND DEBENTURE FUND CL C	P	Various	12/15/11	121,773	122,899	-1,126
n	3,804.045 LORD ABBETT VALUE OPPORTUNITIES FUND CL C	P	Various	07/22/11	65,006	50,282	14,724
o	1,683.311 OPPENHEIMER GLOBAL FD C	P	Various	12/02/11	87,852	106,404	-18,552
p	12,932.434 PIMCO COMMODITY REAL RETURN STRATEGY FUND	P	Various	07/29/11	114,447	82,744	31,703
q	14,605.818 PIONEER HIGH YLD FD C	P	Various	10/18/11	138,463	150,408	-11,945
r	10,000 UBS AG PPN DUE 4/28/2011 LINK TO GLOBAL INDEX BASKET	P	04/24/11	04/28/11	100,000	130,900	-30,900
s	15,000 UBS PPN DUE 12/30/2011 LINK TO DJAIG COMMOD INDEX	P	06/24/05	07/22/11	15,667	19,252	-3,585
t	11,737 UNTS AAM DOW VALUE TEN PORTFOLIO SER. 6 02/22/2012	P	Various	07/27/11	124,505	116,679	7,826
u	60,000 ALCOA INC 5.55% 020117	P	09/22/09	07/27/11	64,315	58,857	5,458

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Part IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME - continued

	(a) Property Sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Basis	(h)&(l) Gain/Loss
v	100,000 DOW CHEMICAL 6.125%	P	02/06/09	02/01/11	100,000	97,325	2,675
w	1,000 BP PLC SPON ADR	P	02/01/10	07/22/11	45,628	57,729	-12,101
x	100,000 DOW CHEMICAL CO NTS 7.6%	P	05/12/09	05/16/11	100,000	100,000	0
y	23,004.696 DWS ENHANCED COMMODITY STRATEGY FUND C	P	Various	07/22/11	92,014	60,965	31,048
z	60,000 FORD MOTOR CREDIT CO 7.25%	P	06/07/05	10/25/11	60,000	59,933	67
aa	50,000 HEALTH CARE PROPERTIES 6.0%	P	10/15/09	07/22/11	54,844	48,693	6,151
bb	100,000 JOHN HANCOCK SIG NOTES 3.385%	P	03/09/06	03/15/11	100,000	100,000	0
cc	500 MONSANTO CO NEW	P	05/05/10	09/20/11	34,071	30,911	3,160
dd	20,000 SBC COMMUNICATIONS INC 6.25%	P	07/24/06	03/15/11	20,000	20,527	-527
ee	3,000 TELEFONOS DE MEXICO SPON ADR	P	03/09/10	06/23/11	47,435	47,390	44
					$2,698,987		

2 Capital Gain net income **$48,254**

3 Net short-term capital gain N/A

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PART VII-A, line 10 SUBSTANTIAL CONTRIBUTORS

Contributor	Type of Contribution	Amount
Sam Price Charitable Lead Annuity Trust Barry Price, Trustee P.O. Box 12067 Shawnee Mission, KS 66282	Cash Securities	$223,106 $399,453 $622,559

PART XV, LINE 3 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient	Foundation Status	Purpose	Amount
Jewish Community Foundation of Greater Kansas City 5801 W. 115th Street Overland Park, KS 66211	public charity	Building fund	$40,000
Hillsprings Learning Center 1257 Lake Plaza Drive Colorado Springs, CO 80906	public charity	Support of Community Outreach Program educational workshop	$20,000
YMCA of the Rockies 2515 Tunnel Road Estes Park, CO 80511	public charity	General support for programs	$30,000
Gift of Life, Inc. 6405 Metcalf Ave, Suite 109 Overland Park, KS 66202	public charity	General support for organ donation programs	$ 6,000
Jewish Federation of Kansas City 5801 W. 115th St. Suite 201 Overland Park, Kansas 66211	public charity	Sasone program to provide services to children with special needs	$ 5,000

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PART XV, LINE 3 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - continued

Recipient	Foundation Status	Purpose	Amount
John Austin Cheley Foundation 10565 Centennial Drive Alpharetta, GA 30022-7078	public charity	Funds for summer camp for underprivileged youth	$10,000
The Kansas City Symphony 1020 Central, Suite 300 Kansas City, MO 64105	public charity	General support of symphony	$ 5,000
Congregation B'Nai Jehudah 12320 Nall Avenue Overland Park, KS 66209	public charity	General support for programs	$ 5,000
Camp Rainbow Foundation 14309 Millbriar Circle Chesterfield, MO 63017	public charity	Camp for seriously ill children	$ 2,000
Kansas City Hospice & Pallative Care 9221 Ward Parkway, Suite 100 Kansas City, MO 64114	public charity	General support for hospice program	$ 3,000
KVC Behavioral HealthCare, Inc. 21350 W. 153rd Street Olathe, Kansas 66061-5413	public charity	General support for health care programs	$ 8,000
National Multiple Sclerosis Society - Mid America chapter 7611 State Line Road, Ste. 100 Kansas City, MO 64114	public charity	Research and family support	$ 8,000
Children's Therapy Group Foundation 7620 Metcalf Avenue, Suite M Overland Park, KS 66204	public charity	Scholarships to fund therapy services for children	$ 3,000

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PART XV, LINE 3 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - continued

Recipient	Foundation Status	Purpose	Amount
Robert E. Loup Jewish Community Center 21441 North Elbert Road Elbert, CO 80106	public charity	JCC Ranch Camp equestrian program	$15,000
Scripps Health Foundation 4275 Campus Point Court San Diego, CA 92121-1513	public charity	General Support of Scripps hospitals	$ 5,000
Drive Smart Colorado 705 S. Nevada Ave. Colorado Springs, CO 80903	public charity	Driver safety program	$ 5,000
Blue Valley Special Olympics 6545 W. 151st Street Overland Park, KS 66223	public charity	General support of special olympics sports program	$ 1,000
American Cancer Society 1100 Pennsylvania Ave Kansas City, MO 64105	public charity	General Support and for Hope Lodge	$ 1,000
Jewish Family Services of Greater Kansas City 5801 W. 115th Street, Ste 103 Overland Park, KS 66211	public charity	General support for programs	$10,000
American Heart Association 6800 W. 93rd Street Overland Park, KS 66212	public charity	General support for programs	$ 1,000
Lamar Comm. College Foundation 2401 South Main Street Lamar, Colorado 81052	public charity	General support	$20,000

PART XV, LINE 3 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - continued

Recipient	Foundation Status	Purpose	Amount
Muscular Dystrophy Association 3 Corporate Woods 8700 Indian Creek Pkwy # 340 Overland Park, KS 66210	public charity	General support of programs	$ 1,000
Children's Hospital of Pittsburgh Foundation One Children's Hospital Drive 4401 Penn Avenue Pittsburgh, PA 15224	public charity	General support	$ 3,000
Exchange City & Earthworks 8300 NE Underground Dr. Pillar 108H Kansas City, MO 64161	public charity	General support	$ 1,000
Ronald McDonald House Charities Kansas City, Inc. 2502 Cherry Street Kansas City, MO 64108	public charity	General support	$ 5,000
Turning Point 8900 State Line Rd, Ste 240 Leawood, KS 66206	public charity	General support of programs	$ 1,000
KSDS, Inc. 124 W. 7th St. Washington, KS 66968	public charity	General support of canine assistance programs	$ 3,000
Oxford Middle School PTO Inc. 12500 Switzer Overland Park, KS 66213	public charity	General support and for Community Closet food program	$10,000

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PART XV, LINE 3 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - continued

Recipient	Foundation Status	Purpose	Amount
City Union Mission 1100 E 11th St Kansas City, MO 64106	public charity	General support of homeless shelter	$ 5,000
First Downs for Down Syndrome 10200 W 75th Street, Ste. 281 Shawnee Mission, KS 66204	public charity	General support	$ 1,000
Alicia Sabaugh Charitable Fund (UBS donor advisory fund) 5004 West 131st Terrace Leawood, KS 66209	public charity	General support	$ 5,000
Wayside Waifs, Inc. 3901 Martha Truman Road Kansas City, MO 64137	public charity	General support	$ 2,000

TOTAL GRANTS AND CONTRIBUTIONS TO PART XV **$240,000**