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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

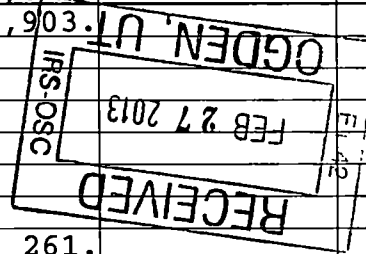
2011

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

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation RICHARD J STERN FOUNDATION FOR THE ARTS		A Employer identification number 43-6313811
Number and street (or P O box number if mail is not delivered to street address) COMMERCE BANK, TRUSTEE, 118 W. 47TH ST		B Telephone number (816) 234-2568
City or town, state, and ZIP code KANSAS CITY, MO 64112-1692		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 46,227,571.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I 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				N/A	
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		1,251,562.	1,219,875.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-442,746.			STATEMENT 1
b Gross sales price for all assets on line 6a 21,790,000.					
7 Capital gain net income (from Part IV, line 2)			0.		
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					
12 Total. Add lines 1 through 11		808,816.	1,219,875.		
13 Compensation of officers, directors, trustees, etc		247,875.	192,903.		54,972.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 3		26,761.	261.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		963.	-1,803.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		275,599.	191,361.		54,972.
25 Contributions, gifts, grants paid		2,153,822.			2,153,822.
26 Total expenses and disbursements Add lines 24 and 25		2,429,421.	191,361.		2,208,794.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,620,605.			
b Net investment income (if negative, enter -0-)			1,028,514.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

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		260,000.	260,000.
	2 Savings and temporary cash investments	1,929,068.	2,643,685.	2,643,685.
	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			
	b Investments - corporate stock STMT 5	31,922,072.	30,807,390.	32,145,750.
	c Investments - corporate bonds STMT 6	11,833,446.	10,612,906.	11,178,136.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
Liabilities	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	45,684,586.	44,323,981.	46,227,571.
	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 ▶ AMT RECD IN ERROR)	0.	260,000.	
	23 Total liabilities (add lines 17 through 22)	0.	260,000.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	45,684,586.	44,063,981.	
	30 Total net assets or fund balances	45,684,586.	44,063,981.	
	31 Total liabilities and net assets/fund balances	45,684,586.	44,323,981.	

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	45,684,586.
2 Enter amount from Part I, line 27a	2	-1,620,605.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	44,063,981.
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	44,063,981.

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 PUBLIC SECURITIES		VARIOUS	06/30/12
b PY SALES CLOSED 7-2011			
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 20,893,744.		21,324,715.	-430,971.
b 896,256.		896,256.	0.
c			
d			
e			

(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			-430,971.
b			0.
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	-430,971.
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). If (loss), enter -0- in Part I, line 8	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 does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,920,777.	46,613,926.	.041206
2009	1,978,928.	42,772,002.	.046267
2008	2,053,937.	39,982,238.	.051371
2007	2,473,339.	54,027,249.	.045779
2006	2,350,542.	53,925,937.	.043588

2 Total of line 1, column (d)	2	.228211
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	.045642
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	45,908,225.
5 Multiply line 4 by line 3	5	2,095,343.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,285.
7 Add lines 5 and 6	7	2,105,628.
8 Enter qualifying distributions from Part XII, line 4	8	2,208,794.

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)		1	10,285.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	10,285.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	10,285.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 27,365.	7	27,365.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	17,080.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 17,080. Refunded ☐			

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► **NONE**

14 The books are in care of ► **COMMERCE BANK** Telephone no. ► **(816) 234-2568**
 Located at ► **118 W 47TH ST, KANSAS CITY, MO** ZIP+4 ► **64112**

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 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** **Yes** **No**
X

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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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 2011?	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 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 ►		
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? ☐ 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.) 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 2011?	4b	X

Form 990-PF (2011)

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)?

☐ 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)?

N/A

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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870

6b

X

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?

N/A

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.

(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
COMMERCE BANK NA, INV. MGMT PO BOX 419248 KC, MO 64141	CORPORATE TRUSTEE 40.00	173,613.	0.	0.
COMMERCE BANK NA, CHARITY OFFICE PO BOX 419248 KC, MO 64141	CORPORATE TRUSTEE 40.00	54,972.	0.	0.
COMMERCE BANK NA, CHARITY MGMT PO BOX 419248 KC, MO 64141	CORPORATE TRUSTEE 10.00	19,290.	0.	0.

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

Form 990-PF (2011)

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 N/A	
	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.

Form 990-PF (2011)

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	45,306,428.
b Average of monthly cash balances	1b	1,300,907.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	46,607,335.
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	46,607,335.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	699,110.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,908,225.
6 Minimum investment return. Enter 5% of line 5	6	2,295,411.

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	2,295,411.
2a Tax on investment income for 2011 from Part VI, line 5	2a	10,285.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	10,285.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,285,126.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	2,285,126.
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	2,285,126.

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	2,208,794.
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	2,208,794.
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	10,285.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,198,509.

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.

Form 990-PF (2011)

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				2,285,126.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,121,396.	
b Total for prior years:		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: ▶ \$ 2,208,794.				
a Applied to 2010, but not more than line 2a			2,121,396.	
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				87,398.
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 instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				2,197,728.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	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 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				
STATEMENT 10	NONE	PUBLIC CHARITY	SEE STATEMENT	2,153,822.
Total			3a	2,153,822.
b Approved for future payment				
STATEMENT 11	NONE	PUBLIC CHARITY	SEE STATEMENT	666,000.
Total			3b	666,000.

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) | 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) 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
LOCAL CEDAR HILL CEMETERY ASSOCIATION	501 (C) (13)	SEE STATEMENT 8
MOUNT HOPE MAUSOLEUM ENDOWMENT	501 (C) (13)	

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 instr.)? ☐ Yes ☐ No		
	Signature of officer or trustee CHRISTOPHER G. BLAIR		Date 04/14/2013			Title Vice President	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	Firm's name					Firm's EIN	
	Firm's address					Phone no.	

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PUBLIC SECURITIES		VARIOUS	06/30/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,893,744.	21,324,715.	0.	0.	-430,971.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PY SALES CLOSED 7-2011				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
896,256.	908,031.	0.	0.	-11,775.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
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TOTAL TO FORM 990-PF, PART I, LINE 6A	-442,746.
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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	1,251,562.	0.	1,251,562.
TOTAL TO FM 990-PF, PART I, LN 4	1,251,562.	0.	1,251,562.

FORM 990-PF	TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX ESTIMATES	15,500.	0.		0.	
FOREIGN TAXES	261.	261.		0.	
FEDERAL EXCISE TAX EXTENSION	11,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	26,761.	261.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEEs APPLICABLE TO TAX EXEMPT INCOME	0.	-1,803.		0.	
VERISIGN 2010 CAPITAL ADJUSTMENT	963.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	963.	-1,803.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	5
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
STOCKS AND MUTUAL FUNDS - STATEMENT 9			30,807,390.	32,145,750.
TOTAL TO FORM 990-PF, PART II, LINE 10B			30,807,390.	32,145,750.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS - STATEMENT 9	10,612,906.	11,178,136.
TOTAL TO FORM 990-PF, PART II, LINE 10C	10,612,906.	11,178,136.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	7
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BETH RADTKE, COMMERCE BANK
922 WALNUT, SUITE 200
KANSAS CITY, MO 64106-1809

TELEPHONE NUMBER

(816) 234-2577

FORM AND CONTENT OF APPLICATIONS

APPLICATION SHOULD BE SUBMITTED IN WRITING AND INCLUDE THE PURPOSE AND TAX EXEMPT STATUS OF THE ORGANIZATION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

QUALIFYING CHARITABLE ORGANIZATIONS THAT ARE NOT PRIVATE FOUNDATIONS AND ARE ENGAGED IN SUPPORTING THE ARTS IN THE GREATER KANSAS CITY AREA.

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS	STATEMENT	8
	PART XVII, LINE 2, COLUMN (C)		

NAME OF AFFILIATED OR RELATED ORGANIZATION

LOCAL CEDAR HILL CEMETERY ASSOCIATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

MOUNT HOPE MAUSOLEUM ENDOWMENT

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

RICHARD J STERN FOUNDATION MAIN

As of June 30, 2012

43-6313811

Group	Description	Units	Book Value	Market Value
2	EXXON MOBIL CORPORATION	2,400	153,456.02	205,368.00
	FREEPORT-MCMORAN COPPER & GOLD	1,000	37,405.85	34,070.00
	GENERAL ELECTRIC CO	4,200	84,931.74	87,528.00
	ISHARES RUSSELL 1000 VALUE INDEX FD	80,105	5,032,092.16	5,464,763.10
	ISHARES RUSSELL 2000 GROWTH	0	0.00	0.00
	ISHARES RUSSELL 2000 VALUE	4,310	274,093.59	303,380.90
	ISHARES RUSSELL MIDCAP GROWTH IN FD	760	37,755.08	44,984.40
	ISHARES RUSSELL MIDCAP VALUE INDX FD	44,030	1,940,427.40	2,039,469.60
	JOHNSON AND JOHNSON	300	18,010.35	20,268.00
	LOWES COMPANIES INC	3,700	84,380.24	105,228.00
	MEDTRONIC INC	850	38,147.58	32,920.50
	TARGET CORP	500	26,952.75	29,095.00
	TEXAS INSTRUMENTS INC	1,200	32,542.90	34,428.00
	UNITED TECHNOLOGIES CORP	1,600	106,259.34	120,848.00
	CERNER CORP	320	6,774.96	26,451.20
	CLOROX CO	150	8,546.37	10,869.00
	DENTSPLY INTERNATIONAL INC NEW	200	6,568.66	7,562.00
	EBAY INC	1,300	39,875.81	54,613.00
	GOOGLE INC CL A	200	87,622.06	116,014.00
	INTERNATIONAL BUSINESS MACHINES	1,184	102,936.73	231,566.72
	MCDONALDS CORP	1,000	93,341.15	88,530.00
	MCGRAW-HILL COMPANIES INC	450	15,649.19	20,250.00
	MCKESSON CORP COMMON STOCK	600	47,394.54	56,250.00
	MICROSOFT CORP	3,700	88,464.10	113,183.00
	MORGAN STANLEY INS M/C GR-IN	40,235	1,515,279.21	1,413,069.46
	ORACLE CORPORATION	3,650	46,777.67	108,405.00
	QUALCOMM INC	900	51,598.35	50,112.00
	SCHLUMBERGER LTD	1,050	84,450.42	68,155.50
	STRYKER CORP	600	37,344.49	33,060.00
	ABBOTT LABS	800	41,652.08	51,576.00
	CHEVRON CORPORATION	800	55,004.48	84,400.00
	COLGATE PALMOLIVE	350	26,728.00	36,435.00
	OCCIDENTAL PETROLEUM CORP	950	79,444.41	81,481.50
	ALLIANCE DATA SYS CORP	550	65,671.13	74,250.00
	BARD C R INC	1,035	91,074.63	111,200.40
	DOLLAR TREE INC	1,000	25,895.70	53,800.00
	MFS RESEARCH INTERNATIONAL FUND-I	149,719	2,490,979.46	2,126,004.73
	ADOBE SYSTEM INC	1,200	46,337.68	38,844.00
	AGILENT TECHNOLOGIES INC	1,000	46,407.15	39,240.00
	AKAMAI TECHNOLOGIES INC	400	13,952.80	12,700.00
	ALEXION PHARMACEUTICALS INC	200	9,158.86	19,860.00
	ALLERGAN INC	1,210	65,833.18	112,009.70
	ALLSCRIPTS HEALTHCARE SOLUTIONS INC	1,300	24,329.63	14,209.00
	ALTERA CORP	400	13,526.72	13,536.00
	AMERICAN EXPRESS CO	1,000	52,087.90	58,210.00
	APPLE INC	650	97,446.43	379,600.00
	AQR MANAGED FUTURES STRATEGY FUND I	94,550	957,383.79	903,902.52
	ARTISAN MID CAP VALUE FUND-INS	33,384	655,701.42	679,034.02
	AUTODESK INC	1,250	48,406.50	43,737.50
	AUTOZONE INC	100	14,062.77	36,717.00
	BED BATH & BEYOND INC	200	11,466.26	12,360.00
	BMC SOFTWARE INC	1,900	63,752.28	81,092.00
	CADENCE DESIGN SYSTEMS INC	4,450	41,813.85	48,905.50
	CELANESE CORPORATION SERIES A	200	7,662.76	6,924.00
	CELGENE CORP	600	42,683.04	38,496.00
	CENTERPOINT ENERGY INC	550	8,351.64	11,368.50
	CHICO'S FAS INC	400	5,026.72	5,936.00
	CIMAREX ENERGY CO	200	19,729.53	11,024.00
	CLIFFS NATURAL RESOURCES INC	900	70,179.91	44,361.00
	COACH INC	900	41,936.79	52,632.00

STATEMENT 9

RICHARD J STERN FOUNDATION MAIN
As of June 30, 2012

43-6313811

Group	Description	Units	Book Value	Market Value
2	EXXON MOBIL CORPORATION	2,400	153,456.02	205,368.00
2	COCA COLA	1,350	86,652.01	105,556.50
	COLUMBIA ACORN INTL FUND-Z	13,367	509,435.60	495,928.09
	COMMERCE VALUE FUND INSTITUTIONAL	45,521	993,165.35	1,048,352.57
	CONTINENTAL RESOURCES INC OK	100	6,426.61	6,662.00
	CORE LABORATORIES N V	150	11,751.55	17,385.00
	CROWN CASTLE INTL CORP	1,400	74,510.24	82,124.00
	CROWN HOLDINGS INC	400	10,093.08	13,796.00
	CUMMINS ENGINE INC	200	21,185.16	19,382.00
	DELL INC	3,600	48,901.32	45,036.00
	DIRECTV CLASS A	1,700	59,650.79	82,994.00
	DISH NETWORK CORP-A	600	17,733.00	17,130.00
	DOVER CORP	100	3,419.66	5,361.00
	DR PEPPER SNAPPLE GROUP INC	400	14,690.92	17,500.00
	EATON CORP	600	24,934.14	23,778.00
	EXPEDIA INC	725	16,262.80	34,850.75
	FEDERAL RLTY INVT TR	150	11,540.65	15,613.50
	FMC TECHNOLOGIES INC	100	2,809.94	3,923.00
	FTI CONSULTING INC	400	13,654.68	11,500.00
	F5 NETWORKS INC	300	38,399.70	29,868.00
	GARDNER DENVER INC	700	53,708.90	37,037.00
	GENUINE PARTS CO	200	12,894.04	12,050.00
	GILEAD SCIENCES INC	1,750	72,850.66	89,740.00
	GRACE W R & CO	800	35,691.52	40,360.00
	GRACO INC	200	8,153.78	9,216.00
	HARLEY DAVIDSON INC	1,400	66,865.54	64,022.00
	HARRIS CORP	440	19,140.12	18,414.00
	HEINZ H J CO	200	10,148.08	10,876.00
	HERTZ GLOBAL HOLDINGS INC	4,400	70,638.06	56,320.00
	HILL ROM HOLDINGS INC	400	10,764.52	12,340.00
	INTEL CORP	2,750	53,897.04	73,287.50
	INTERCONTINENTALEXCHANGE INC	100	8,214.65	13,598.00
	INTERNATIONAL PAPER CO	2,250	52,492.50	65,047.50
	INVESCO DEVELOPING MARKETS FUND-I	6,197	201,174.95	189,183.91
	ISHARES RUSSELL 1000 GROWTH INDEX FD	1,200	75,096.00	75,876.00
	ISHARES S&P PREF STK INDX FN	9,300	367,447.28	362,979.00
	JDS UNIPHASE CORP	650	7,465.64	7,150.00
	JOY GLOBAL INC	100	2,490.00	5,673.00
	JP MORGAN ALERIAN MLP INDEX ETN	13,200	475,318.80	511,632.00
	JUNIPER NETWORKS INC	650	17,128.89	10,601.50
	KINDER MORGAN INC	1,200	40,215.24	38,664.00
	KIRBY CORP	200	11,045.26	9,416.00
	LABORATORY CRP OF AMER HLDGS	350	24,223.56	32,413.50
	LAS VEGAS SANDS CORP	1,600	71,521.76	69,584.00
	LAUDUS GROWTH INVESTORS US L/C	78,122	1,085,033.35	1,054,642.05
	LAZARD EMERGING MARKETS PORTFOLIO IN	69,960	1,432,684.82	1,272,569.56
	LEGG MASON CLEARBRIDGE S/C GRTH-I	43,202	726,437.74	875,266.38
	LEGGETT & PLATT INC	1,800	36,218.45	38,034.00
	LINCOLN ELEC HLDGS INC	1,300	57,396.79	56,927.00
	LINEAR TECHNOLOGY CORP	700	21,438.38	21,931.00
	LOCKHEED MARTIN CORP	400	40,880.64	34,832.00
	LSI CORP	1,700	14,743.76	10,829.00
	MARRIOTT INTL INC NEW CL A	550	14,628.79	21,560.00
	MASCO CORP	5,350	66,457.43	74,204.50
	MICHAEL KORS HOLDINGS LTD	200	7,654.50	8,368.00
	MICROS SYS INC	250	6,767.17	12,800.00
	MOODYS CORPORATION	1,800	75,156.86	65,790.00
	NATIXIS LOOMIS SAYLES VALUE FUND Y	48,718	907,433.72	943,658.69
	NORDSTROM INC	200	6,393.57	9,938.00
	NUANCE COMMUNICATIONS INC	500	14,353.69	11,910.00

RICHARD J STERN FOUNDATION MAIN
As of June 30, 2012

43-6313811

Group	Description	Units	Book Value	Market Value
2	EXXON MOBIL CORPORATION	2,400	153,456.02	205,368.00
2	P P G INDS INC	300	20,771.54	31,836.00
	PACKAGING CORP OF AMERICA	2,200	64,172.32	62,128.00
	PARKER-HANNIFIN CP	200	10,723.00	15,376.00
	PEPSICO INC	400	25,444.56	28,264.00
	PETSMART INC	250	5,333.27	17,045.00
	PHILIP MORRIS INTERNATIONAL	1,550	96,510.40	135,253.00
	PIMCO ALL ASSET ALL AUTH-IS	132,880	1,360,574.10	1,400,558.74
	PRICELINE.COM INC	50	7,670.09	33,226.00
	PRUDENTIAL GLOBAL REAL EST-Z	28,874	559,399.01	579,499.11
	RALPH LAUREN CORP	450	31,455.99	63,027.00
	RAYONIER INC	225	7,559.97	10,102.50
	RED HAT INC	250	4,285.08	14,120.00
	ROPER INDS INC	100	9,419.84	9,858.00
	ROVI CORP	1,000	47,948.32	19,620.00
	SBA COMMUNICATIONS CORP	1,500	60,843.79	85,575.00
	SCHWAB CHARLES CORP	2,150	46,473.82	27,799.50
	SCRIPPS NETWORKS INTER CL A	200	8,867.10	11,372.00
	SIGMA ALDRICH CORP	200	5,585.21	14,786.00
	SIMON PPTY GROUP INC	300	34,817.94	46,698.00
	SM ENERGY CO	250	10,088.37	12,277.50
	SOUTHERN COPPER CORP	1,212	53,662.69	38,190.12
	SPDR GOLD TRUST	5,625	873,509.79	872,943.75
	SPDR S&P INTERNATIONAL SMALL CAP	13,530	375,892.70	349,209.30
	STARBUCKS CORP	1,100	25,670.81	58,652.00
	STEEL DYNAMICS INC	2,300	38,171.03	26,956.00
	SUPERIOR ENERGY SVCS INC	300	10,270.95	6,069.00
	T ROWE PRICE GROUP INC	1,050	57,052.44	66,108.00
	T ROWE PRICE NEW HORIZONS FUND INC	16,069	541,072.16	557,433.33
	TARGET SMALL CAP VALUE PT	59,989	1,164,411.47	1,230,378.16
	TD AMERITRADE HOLDING CORP	600	9,839.06	10,200.00
	TERADATA CORP	150	4,008.90	10,801.50
	THE BRINKS COMPANY	150	5,179.50	3,477.00
	THOMSON REUTERS CORP	1,300	47,728.59	36,985.00
	TORO CO	150	8,363.01	10,993.50
	TRANSDIGM GROUP INC	200	19,806.38	26,860.00
	TUPPERWARE BRANDS CORPORATION	300	16,437.75	16,428.00
	TW TELECOM INC	350	5,774.23	8,981.00
	UNION PACIFIC CORP	500	38,372.85	59,655.00
	UNITED PARCEL SERVICE B	300	20,590.14	23,628.00
	URBAN OUTFITTERS INC	400	9,518.08	11,036.00
	VANGUARD MORGAN GROWTH FD-AD	22,266	1,319,019.00	1,328,182.11
	VARIAN MED SYS INC	150	6,807.96	9,115.50
	VERISIGN INC	400	13,111.69	17,428.00
	VIACOM INC-CLASS B	500	25,068.95	23,510.00
	VISTAPRINT NV	400	12,792.72	12,920.00
	WABCO HOLDINGS INC	700	43,385.09	37,051.00
	WESTERN UNION COMPANY	450	8,324.59	7,578.00
	WILLIAMS SONOMA INC	400	14,354.28	13,988.00
	WYNN RESORTS LTD	200	24,069.12	20,744.00
	XILINX INC	350	9,283.14	11,749.50
	ZEBRA TECHNOLOGIES CORP CL A	300	7,647.06	10,308.00
21 Total		1,183,814	30,807,389.71	32,145,750.37

3	EQUITABLE LIFE ASSUR NT 7 7% 12/1/15	150,000	165,870.19	170,290.50
	FHLMC GOLD POOL # A27987 5% 7/1/34	28,595	28,523.28	30,908.08
	FHR 3047 CL WQ 5% 6/15/33	30,369	29,630.82	31,094.46
	FNR 2003-117 CL KB 6% 12/25/33	100,000	102,281.65	122,349.77
	GEORGIA PWR CO NT 5.7% 6/1/17	65,000	64,859.60	77,622.35
	PIMCO COMMODITY RR STRAT-INS	94,672	735,165.47	607,797.28

RICHARD J STERN FOUNDATION MAIN
As of June 30, 2012

43-6313811

Group	Description	Units	Book Value	Market Value
2	EXXON MOBIL CORPORATION	2,400	153,456.02	205,368.00
3	TN VALLEY AUTHORITY NT 6.75% 11/1/25	40,000	48,105.20	58,418.40
	TOSCO CORP NT 8 125% 2/15/30	50,000	64,939.00	75,006.50
	U S TREASURY BONDS 4.75% 2/15/37	60,000	58,647.66	83,644.20
	VERIZON COMM NT 5.55% 2/15/16	135,000	128,212.20	154,962.45
	ABBOTT LABS NT 6 15% 11/30/37	65,000	64,740.00	87,070.75
	AMOT 2011-3 CL A2 1.81% 5/15/16	100,000	99,976.44	101,466.17
	AMCAR 2011-4 CL A2 .92% 3/9/15	90,388	90,382.28	90,547.97
	AMGEN INC NT 5.85% 6/1/17	100,000	120,111.00	117,846.00
	BK OF AMERICA CORP NT 5.875% 1/5/21	55,000	52,233.50	60,049.55
	BANK OF AMERICA NT 5.65% 5/1/18	55,000	54,705.75	58,810.95
	BK OF MONTREAL NT 2.5% 1/11/17	105,000	107,174.55	108,539.55
	BB&T CORP NT 3.2% 3/15/16	90,000	92,208.60	95,260.50
	BOEING CO NT 6.875% 3/15/39	100,000	129,986.00	146,318.00
	BP CAPITAL NT 5.25% 11/7/13	90,000	91,193.40	95,364.00
	CHASE 2003-S13 CL A1 5.5% 11/25/33	36,437	31,609.13	38,392.07
	CHASE 2003-S13 CL A16 5% 11/25/33	34,818	33,209.41	35,565.02
	CMSI 2004-5 CL 2A3 4.75% 8/25/34	13,729	13,317.58	14,310.34
	CITIGROUP INC NT 5.3% 1/7/16	70,000	62,730.50	74,310.60
	COLGATE PALM CO NT 5.2% 11/7/16	110,000	109,991.20	128,795.70
	CWALT 2004-18CB CL 3A1 5.25% 9/25/19	16,478	16,652.85	16,881.04
	CWHL 2003-J6 CL 1A1 5.5% 8/25/33	47,599	47,688.57	49,824.33
	CSFB 2003-19 CL 1A4 5.25% 7/25/33	62,177	54,559.90	64,059.18
	CSFB 2003-29 CL 8A1 6% 11/25/18	35,524	31,372.25	36,609.58
	DBUBS 2011-LC3A CL A1 2.238% 9/10/16	103,508	104,542.91	106,181.91
	DMSI 2004-2 CL A6 4.68% 1/25/34	41,175	39,839.38	41,429.90
	DUKE ENERGY NT 5.3% 2/15/40	110,000	109,530.30	135,740.00
	EMERSON ELEC CO NT 5.375% 10/15/17	85,000	84,084.55	100,839.75
	FFCB NT 4.55% 6/8/20	255,000	248,933.00	309,070.20
	FHLB NT 2.625% 2/28/22	80,000	80,800.00	80,369.60
	FHLMC GOLD POOL # G13098 5.5% 9/1/21	25,198	25,689.76	27,582.31
	FHLMC GOLD POOL # P10021 6% 11/1/17	34,934	36,789.51	36,514.06
	FHLMC GOLD #E01139 6% 4/1/17	9,097	9,503.92	9,811.43
	FHR 2126 CL CB 6.25% 2/15/29	34,141	34,946.15	35,239.34
	FHLMC GOLD #C90036 6% 10/01/13	2,926	3,061.01	3,207.21
	FHLMC POOL # 781530 V/R 5/1/34	12,453	12,026.96	13,164.79
	FHR 3775 CL EM 3.5% 11/15/25	64,239	65,804.82	69,964.31
	FHR 2632 CL A 4% 1/15/18	20,763	19,910.74	21,250.47
	FHR 2628 CL QM 4.5% 11/15/31	62,382	62,830.36	64,494.13
	FHR 2677 CL BC 4% 9/15/18	13,422	11,829.95	14,120.89
	FHLMC NT 6.75% 3/15/31	105,000	130,172.39	161,120.40
	FHLMC NT 4.75% 11/17/15	60,000	59,379.12	68,514.60
	FHLMC NT 1.375% 8/24/15	100,000	100,640.00	100,123.00
	FNMA POOL # 334595 7 5% 11/1/23	11,995	12,811.98	14,123.08
	FNMA POOL # 675570 6% 12/1/32	22,061	22,677.40	24,842.33
	FNR 2003-14 CL AP 4% 3/25/33	8,565	8,682.11	9,201.14
	FNR 2003-83 CL PG 5% 6/25/23	67,411	65,810.01	72,827.69
	FNR 2004-60 CL PA 5 5% 4/25/34	51,335	50,797.44	55,461.33
	FNR 2006-77 CL PC 6.5% 8/25/36	92,946	105,087.42	106,341.86
	FNMA POOL # 704605 5% 6/1/18	18,597	19,113.88	20,135.33
	FNMA POOL # 735648 V/R 02/01/34	43,354	43,245.35	45,954.53
	FNMA POOL # 768364 V/R 12/1/33	25,247	24,959.00	25,944.78
	FNMA POOL # 802650 5.109% 10/1/34	9,773	9,945.81	10,415.67
	FNMA POOL # 816308 V/R 2/1/35	12,136	12,101.96	12,868.54
	FNMA POOL # 817330 V/R 7/1/35	30,284	30,340.82	31,594.75
	FIDELITY ADVI EMRG MKS INC-I	12,379	169,503.45	173,549.64
	FLORIDA PWR & LT NT 5.69% 3/1/40	85,000	84,886.10	110,481.30
	FREMONT CA S/D GO 0% 8/1/31	260,000	65,741.00	90,914.20
	GENERAL DYNAMICS NT 2 25% 7/15/16	90,000	89,889.30	93,917.70
	GOLDMAN SACHS HIGH YIELD-INS	16,294	118,443.62	116,172.96

RICHARD J STERN FOUNDATION MAIN
As of June 30, 2012

43-6313811

Group	Description	Units	Book Value	Market Value
2	EXXON MOBIL CORPORATION	2,400	153,456.02	205,368.00
3	GNMA POOL # 603566 5.5% 4/15/33	26,937	27,368.37	30,085.08
	GNMA POOL # 622123 5.5% 10/15/33	23,392	24,236.35	26,199.13
	GNR 2003-38 CL JC 7.0377% 8/16/42	2,587	2,868.79	2,811.00
	GNR 2003-73 CL C 4.947% 5/16/33	51,154	48,484.12	55,015.15
	GNR 2004-43 CL D 4.994% 3/16/30	65,000	61,993.75	69,849.13
	GT 1996-4 CL A7 7.9% 6/15/27	15,829	16,977.05	16,750.26
	GT 1997-7 CL A7 6.96% 7/15/29	90,306	98,659.73	97,803.26
	GSR 2005-5F CL 2A8 5.5% 6/25/35	99,375	96,859.51	101,356.59
	HARTFORD FLOATING RATE FUND-Y	14,959	131,637.63	131,188.87
	HEWLETT PACKARD CO NT 5.5% 3/1/18	70,000	71,390.90	79,189.60
	JPMCC 2012-CBX CL A2 1.8104% 6/15/45	80,000	80,800.00	80,800.00
	MA ST HSG REV 3.9% 6/1/20	100,000	100,000.00	104,214.00
	MASTR 2004-3 CL 5A1 6.25% 1/25/32	1,552	1,587.63	1,576.64
	MASTR 2003-6 CL 7A1 5% 7/25/23	68,717	70,864.11	71,079.47
	MLMI 2005-A7 CL 2A1 5.4005% 9/25/35	68,057	66,440.62	61,149.11
	METRO LIFE INS NT 7.7% 11/01/15	105,000	111,392.40	121,012.50
	MORGAN CNTY MO GO 6.5% 3/01/13	40,000	40,161.20	40,155.20
	MORGAN CNTY MO GO 6.4% 3/1/15	110,000	112,788.50	127,320.60
	MORGAN CNTY MO GO 7% 12/01/14	120,000	129,888.60	122,916.00
	MSC 2011-C2 CL A1 1.48% 6/15/44	82,095	82,094.62	82,572.03
	NCIT 2011-MH1 CL A 2' 45% 12/10/33	56,192	56,185.28	56,291.76
	NORTHERN TR CORP NT 3.375% 8/23/21	110,000	109,519.30	118,186.20
	NEF 2005-1 CL A5 4.75% 10/28/45	63,200	63,193.01	59,900.33
	OCCIDENTAL PETE NT 1.75% 2/15/17	110,000	108,950.60	111,855.70
	PIMCO EMERGING LOCAL BOND FUND IS	22,481	236,863.61	236,279.03
	PNC FUNDING CORP NT 2.7% 3/19/16	100,000	99,879.00	103,636.00
	PURDUE UNIV IN REV BAB 1.607% 7/1/15	100,000	100,000.00	101,635.00
	RALI 2004-QS2 CL CB 5.75% 2/25/34	70,980	57,405.25	71,488.66
	RAMP 2003-RS6 CL AI5 5.42% 7/25/33	78,725	77,888.92	55,825.82
	RFMS2 2001-HI3 CL AI7 7.56% 7/25/26	10,826	11,637.57	10,826.72
	RFMS2 2004-HI1 CL A5 5.18% 4/25/29	105,048	68,281.02	101,270.22
	RFSC 2003-RM2 CL AIII 6% 5/25/33	12,606	12,831.36	13,294.87
	RFSC 2003-RM2 CL AII 5% 5/25/18	52,616	54,736.72	54,579.64
	RIO TINTO FINANC NT 2 25% 9/20/16	100,000	99,400.00	103,374.00
	SALVATION ARMY NT 5.32% 9/1/12	110,000	110,000.00	110,759.00
	SC ELE & GAS NT 7.125% 6/15/13	85,000	98,149.50	89,862.85
	SOUTHERN CAL ED NT 5.5% 3/15/40	55,000	54,338.35	69,741.65
	SASC 2003-31A 2A7 V/R 10/25/33	93,023	73,721.09	89,637.60
	SASC 2005-NC1 CL A11 V/R 2/25/35	102,697	104,172.86	101,666.76
	SWISS BK CORP NY NT 7.375% 6/15/17	110,000	126,846.50	122,889.80
	TEXAS CNTY MO WTR REV 6.5% 10/01/12	20,000	20,540.80	20,042.00
	UNIVERSITY IL COP 4.61% 2/15/13	5,000	5,000.00	5,107.80
	UNIVERSITY IL COP 4 74% 2/15/14	5,000	5,000.00	5,281.55
	UNIVERSITY IL COP 4.8% 2/15/15	5,000	5,000.00	5,427.60
	UNIV MI BAB REV 3.176% 4/1/18	100,000	100,000.00	108,107.00
	WAL MART STORES DEB 7.25% 6/01/13	65,000	75,153.00	68,881.15
	WMALT 2005-4 CL 4A1 5.5% 6/25/20	42,999	42,454.78	42,546.13
	WFMBS 2006-AR6 5A1 5 1095% 3/25/36	46,109	45,157.85	43,711.14
	WFRBS 2012-C7 CL A1 2.3% 6/15/45	75,000	75,747.30	75,914.93
	WISCONSIN PUB SVC NT 4.8% 12/1/13	75,000	74,734.50	78,788.25
	WV ST HSG REV 2.559% 5/1/17	100,000	100,000.00	102,776.00
	WYETH NT 5.45% 4/1/17	90,000	104,971.50	106,196.40
	ABSOLUTE STRATEGIES FUND-I	170,710	1,801,332.32	1,908,539.49
	BLACKROCK HIGH YIELD BD-PORTFOLIO	20,126	152,891.12	155,171.20
3 Total		740,699	10,612,906.45	11,178,136.29

Richard J. Stern Foundation for the Arts
Attachment of Fiscal Year Payments for IRS 990PF
June 30, 2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
American Jazz Museum 1616 E. 18th St Kansas City, MO 64108		ART	13,000.00	1 of 1	1/19/2012
Bach Aria Soloists 1215 W. 64th Terr. Kansas City, MO 64113		ART	5,000.00	1 of 1	10/6/2011
Charlotte Street Foundation P.O. Box 10263 Kansas City, MO 64171-0263		ART	25,000.00	1 of 1	10/13/2011
Coterie Inc. 2450 Grand Blvd., Ste. 144 Kansas City, MO 64108-2520		ART	20,000.00	1 of 1	10/13/2011
Culture House 14808 W 117th St Olathe, KS 66062		ART	1,000.00	1 of 1	6/14/2012
Fine Arts Chorale P.O. Box 32975 Kansas City, MO 64171		ART	1,500.00	1 of 1	4/11/2012
Heart of America Shakespeare Festival 3619 Broadway, Ste 2 Kansas City, MO 64111		ART	9,000.00	1 of 1	7/7/2011
Heart of America Shakespeare Festival 3619 Broadway, Ste. 2 Kansas City, MO 64111		ART	10,000.00	1 of 1	4/11/2012
Heartland Chamber Music Ltd 5960 Dearborn, Ste. 214 Mission, KS 66202		ART	2,500.00	1 of 1	7/7/2011

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Heartland Men's Chorus P.O. Box 32374 Kansas City, MO 64171-5374		ART	15,000.00	1 of 1	10/13/2011
Japan America Society Ltd P.O. Box 22487 Kansas City, MO 64113-2487		ART	3,000.00	1 of 1	9/15/2011
Jewish Community Center of Greater Kansas City 5801 W. 115th St., Ste. 101 Overland Park, KS 66211-1800		ART	5,000.00	1 of 1	4/11/2012
Kansas City Actors Theatre Inc. DBA Actors Theatre KC P.O. Box 22510 Kansas City, MO 64113		ART	20,000.00	1 of 1	7/7/2011
Kansas City Actors Theatre Inc DBA Actors Theatre KC P.O. Box 22510 Kansas City, MO 64113		ART	20,000.00	1 of 1	6/14/2012
Kansas City Art Institute 4415 Warwick Blvd. Kansas City, MO 64111-1874		ART	12,000.00	1 of 1	4/11/2012
Kansas City Art Institute 4415 Warwick Blvd. Kansas City, MO 64111-1874		ART	65,000.00	1 of 1	4/11/2012
Kansas City Art Institute H&R Block Artspace 4415 Warwick Blvd. Kansas City, MO 64111-1874		ART	15,000.00	1 of 1	4/11/2012
Kansas City Ballet Association 500 W Pershing Rd. Kansas City, MO 64108-2430		ART	55,000.00	1 of 1	1/19/2012
Kansas City Ballet Association 500 W. Pershing Rd. Kansas City, MO 64108-2430		ART	5,000.00	1 of 1	1/20/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Kansas City Chamber Orchestra Incorporated 11 E. 40th St. Kansas City, MO 64111		ART	10,000.00	1 of 1	10/6/2011
Kansas City Chapter of Young Audiences Inc. DBA Kansas City Young Audiences 5601 Wyandotte Kansas City, MO 64113		ART	12,500.00	1 of 1	10/6/2011
Kansas City Chorale 5601 Wyandotte St., Ste. 412 Kansas City, MO 64113		ART	30,000.00	1 of 1	10/13/2011
Kansas City Chorale 5601 Wyandotte St., Ste. 412 Kansas City, MO 64113		ART	20,000.00	1 of 1	6/14/2012
Kansas City Jazz Orchestra P.O. Box 12841 Shawnee Mission, KS 66282		ART	2,000.00	1 of 1	1/10/2012
Kansas City Jewish Museum Foundation DBA Kansas City Jewish Museum of Contemporary Art 5500 W 123rd St. Overland Park, KS 66209		ART	1,500.00	1 of 1	1/10/2012
Kansas City Public Library 14 W. 10th St. Kansas City, MO 64105		EDU	11,000.00	1 of 1	4/12/2012
Kansas City Repertory Theatre Inc. 4949 Cherry St. Kansas City, MO 64110-2499		ART	10,000.00	1 of 1	10/25/2011
Kansas City Repertory Theatre Inc. 4949 Cherry St. Kansas City, MO 64110-2499		ART	25,000.00	1 of 1	1/20/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Kansas City Repertory Theatre Inc. 4949 Cherry St. Kansas City, MO 64110-2499		ART	5,000.00	1 of 1	1/20/2012
Kansas City Repertory Theatre Inc. 4949 Cherry St. Kansas City, MO 64110-2499		ART	19,000.00	1 of 1	6/29/2012
Kansas City String Quartet Program 3965 W. 83rd St., Ste. 154 Prairie Village, KS 66208		ART	3,000.00	1 of 1	7/7/2011
Kansas City Symphony 1703 Wyandotte St., Ste 200 Kansas City, MO 64108		ART	50,000.00	1 of 1	7/7/2011
Kansas City Symphony 1703 Wyandotte St., Ste. 200 Kansas City, MO 64108		ART	290,000.00	1 of 1	1/25/2012
Kansas City Symphony 1703 Wyandotte St., Ste 200 Kansas City, MO 64108		ART	35,000.00	1 of 1	6/14/2012
Kansas University Endowment Assoc. - Spencer Museum of Art 1301 Mississippi St. Lawrence, KS 66045-7500		ART	10,000.00	1 of 1	7/7/2011
Kauffman Center for the Performing Arts 1601 Broadway Blvd. Kansas City, MO 64108		ART	25,000.00	1 of 2	7/7/2011
Kauffman Center for the Performing Arts 1601 Broadway Blvd Kansas City, MO 64108		ART	11,422.00	2 of 2	10/27/2011
Kauffman Center for the Performing Arts 1601 Broadway Blvd. Kansas City, MO 64108		ART	20,000.00	1 of 1	6/14/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
KCMetropolis-Org. Inc. 814 E. 33rd St Kansas City, MO 64109		ART	10,000.00	1 of 1	8/4/2011
Kemper Museum of Contemporary Art Milestone Fund 4420 Warwick Blvd Kansas City, MO 64111-1821	Greater Kansas City Community Foundation	ART	20,000.00	1 of 1	10/13/2011
Lyric Opera of Kansas City Inc. 1616 Broadway St Kansas City, MO 64108		ART	200,000.00	1 of 4	10/14/2011
Lyric Opera of Kansas City Inc. 1616 Broadway St. Kansas City, MO 64108		ART	50,000.00	1 of 1	11/22/2011
Lyric Opera of Kansas City Inc. 1616 Broadway St. Kansas City, MO 64108		ART	200,000.00	2 of 4	1/4/2012
Lyric Opera of Kansas City Inc. 1616 Broadway St. Kansas City, MO 64108		ART	200,000.00	3 of 4	4/11/2012
Lyric Opera of Kansas City Inc. 1616 Broadway St Kansas City, MO 64108		ART	50,000.00	4 of 4	5/11/2012
Lyric Opera of Kansas City Inc. 1616 Broadway St Kansas City, MO 64108		ART	50,000.00	1 of 4	6/14/2012
Lyric Opera of Kansas City Inc. 1616 Broadway St. Kansas City, MO 64108		ART	25,000.00	2 of 4	6/29/2012
Mayor's Arts Task Force Fund % Greater Kansas City Community Foundation 1055 Broadway, Ste. 130 Kansas City, MO 64105	Greater Kansas City Community Foundation	ART	10,000.00	1 of 1	4/25/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Metropolitan Ensemble Theatre 3614 Main St Kansas City, MO 64111		ART	10,000.00	1 of 1	10/6/2011
Mid-America Arts Alliance 2018 Baltimore Ave. Kansas City, MO 64108		ART	15,000.00	1 of 1	4/11/2012
Mid-America Arts Alliance 2018 Baltimore Ave. Kansas City, MO 64108		ART	45,000.00	1 of 1	6/14/2012
Musical Theater Heritage Inc. 1600 Genessee, Ste. 810 Kansas City, MO 64102		ART	3,000.00	1 of 1	7/7/2011
Music-Arts Institute 1010 S. Pearl St Independence, MO 64050		ART	5,000.00	1 of 1	7/7/2011
Music-Arts Institute 1010 S. Pearl St. Independence, MO 64050		ART	5,000.00	1 of 1	6/14/2012
Nelson Gallery Foundation 4525 Oak St. Kansas City, MO 64111-1873		ART	22,500.00	1 of 1	1/19/2012
Park University 8700 N.W. River Park Dr., Box 67 Parkville, MO 64152-3795		EDU	25,000.00	1 of 1	6/5/2012
Paul Mesner Puppets Inc 1006 Linwood Blvd Kansas City, MO 64109		ART	7,000.00	1 of 1	10/6/2011

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Performing Arts Foundation of Kansas City DBA Folly Theater 1020 Central, Ste. 200 P O Box 26505 Kansas City, MO 64196		ART	10,000.00	1 of 1	4/11/2012
Pilgrim Center Inc. P O. Box 32383 Kansas City, MO 64171-5383		ART	1,000.00	1 of 1	7/7/2011
Pilgrim Center Inc. P.O. Box 32383 Kansas City, MO 64171-5383		ART	2,500.00	1 of 1	6/5/2012
Public Television 19 Inc. DBA KCPT 125 E. 31st St. Kansas City, MO 64108		ART	20,000 00	1 of 1	9/6/2011
Public Television 19 Inc. DBA KCPT 125 E. 31st St. Kansas City, MO 64108		ART	25,000.00	1 of 1	5/2/2012
Public Television 19 Inc. DBA KCPT 125 E. 31st St. Kansas City, MO 64108		ART	25,000.00	1 of 1	6/14/2012
Simon Carrington Chamber Singers 5741 Rockhill Rd. Kansas City, MO 64110-2765		ART	500 00	1 of 1	4/12/2012
Summerfest Concerts and-or Recordings Inc. P.O. Box 22697 Kansas City, MO 64113-0697		ART	5,000.00	1 of 1	7/7/2011
Summerfest Concerts and-or Recordings Inc. P.O. Box 22697 Kansas City, MO 64113-0697		ART	5,000.00	1 of 1	6/14/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Unicorn Theatre 3828 Main St Kansas City, MO 64111		ART	40,000.00	1 of 1	1/19/2012
University of Missouri-Kansas City - College of Arts and Sciences <i>Theatre Department</i> Theatre Department 4949 Cherry St. Kansas City, MO 64110		ART	10,000 00	2 of 3	7/7/2011
University of Missouri-Kansas City - College of Arts and Sciences <i>Theatre Department</i> Theatre Department 4949 Cherry St. Kansas City, MO 64110		ART	5,000.00	1 of 3	7/7/2011
University of Missouri-Kansas City - KCUR Radio 4825 Troost, Ste. 202 Kansas City, MO 64110		ART	39,900.00	1 of 1	6/14/2012
William Jewell College (Harriman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		ART	100,000.00	1 of 1	5/2/2012
Williams Henry Danse Theatre DBA Wyllyams/Henry Contemporary Dance Company 209 S Olive Kansas City, MO 64124		ART	15,000.00	1 of 1	7/7/2011
Youth Symphony Association of Kansas City Inc. 5960 Dearborn, Ste. 206 Mission, KS 66202		ART	5,000 00	1 of 1	4/11/2012
Total Contributions for the Year:			2,153,822.00		

FUND STATUS
Richard J Stern Foundation for the Arts

Organization	Purpose	FY 12/13	FY 13/14	FY 14/15	FY 15/16	FY 16/17
Gordon Parks Elementary School	Special Project Production of "Voices in the Mirror"	5,000	01/13			
Heartland Chamber Music	Heartland Chamber Music Academy	3,000	07/12			
Kansas City String Quartet Program	2012 Summer program and the Faculty-Student concerts	3,000	07/12			
Lyric Opera of Kansas City	2012/2013 Season Unrestricted Support	575,000	10/12			
Lyric Opera of Kansas City	2013 Lyric Ball	50,000	11/12			
UMKC-College of Arts & Sciences-Theatre Dept	MFA Fellowship (Costume Design)	10,000	07/12			
UMKC-College of Arts & Sciences-Theatre Dept	MFA Fellowship (Sound Design)	5,000	07/12	5,000		
Wylliams/Henry Contemporary Dance Company	2011/2012 Season Support	10,000	07/12			
Total Outstanding		661,000		5,000		

666,000

STATEMENT 11