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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

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 **09/01, 2011**, and ending **08/31, 2012**

Name of foundation  
**THE BOUTROSS FOUNDATION 100151**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**UMB BANK, P. O. BOX 419692 M/S 1020305**

City or town, state, and ZIP code  
**KANSAS CITY, MO 64141-6692**

**A Employer identification number**  
43-6362504

**B Telephone number (see instructions)**  
(816) 860-7711

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

**G** Check all that apply:  
 Initial return  
 Final return  
 Address change  
 Initial return of a former public charity  
 Amended return  
 Name change

**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  
 Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **546,942.**

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

ENVELOPE POSTMARK DATE JAN 15 2013

SCANNED JAN 28 2012

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)					
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities		11,572.	11,497.		
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		19,005.			
<b>b</b> Gross sales price for all assets on line 6a <b>318,343.</b>					
<b>7</b> Capital gain net income (from Part IV, line 2)			19,005.		
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10 a</b> Gross sales less returns and allowances					
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11		30,577.	30,502.		
<b>13</b> Compensation of officers, directors, trustees, etc.		6,252.	3,126.		3,126.
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees (attach schedule)					
<b>b</b> Accounting fees (attach schedule) STMT. 1		800.	NONE	NONE	800.
<b>c</b> Other professional fees (attach schedule)					
<b>17</b> Interest					
<b>18</b> Taxes (attach schedule) (see instructions) STMT. 2		2,028.	192.		
<b>19</b> Depreciation (attach schedule) and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule) STMT. 3		2.	2.		
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23		9,082.	3,320.	NONE	3,926.
<b>25</b> Contributions, gifts, grants paid		48,848.			48,848.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25		57,930.	3,320.	NONE	52,774.
<b>27 Subtract line 26 from line 12:</b>					
<b>a</b> Excess of revenue over expenses and disbursements		-27,353.			
<b>b</b> Net investment income (if negative, enter -0-)			27,182.		
<b>c</b> Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

Form **990-PF** (2011)

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 . . . . .	61,198.	6,252.	6,252.
	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 . . . . .			
	10 a	Investments - U S. and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) . . . . .			
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	452,359.	479,955.	540,690.
	14	Land, buildings, and equipment basis Less: accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	513,557.	486,207.	546,942.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	513,557.	486,207.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	513,557.	486,207.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	513,557.	486,207.		

**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	513,557.
2	Enter amount from Part I, line 27a . . . . .	2	-27,353.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	3.
4	Add lines 1, 2, and 3 . . . . .	4	486,207.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	486,207.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b> 315,052.		299,338.	15,714.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
<b>a</b>			15,714.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2 Capital gain net income or (net capital loss)</b>				<b>2</b>	19,005.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

**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			
2009			
2008			
2007			
2006			

  

<b>2 Total of line 1, column (d)</b>	<b>2</b>	
<b>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</b>	<b>3</b>	
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>	<b>4</b>	
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	
<b>7 Add lines 5 and 6</b>	<b>7</b>	
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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.	<b>8</b>	

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Enter any penalty', 'Tax due', 'Overpayment', and 'Enter the amount of line 10 to be: Credited to 2012 estimated tax'.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation...', 'Did it spend more than \$100 during the year...', 'Did the foundation file Form 1120-POL for this year?', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Has the foundation made any changes, not previously reported to the IRS...', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'Enter the states to which the foundation reports or with which it is registered', 'If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General...', 'Is the foundation claiming status as a private operating foundation...', and 'Did any persons become substantial contributors during the tax year?'.

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 N/A
14 The books are in care of UMB BANK, N.A. Telephone no (816) 860-7711
Located at 1010 GRAND BLVD, KANSAS CITY, MO ZIP + 4 64141-6692
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
and enter the amount of tax-exempt interest received or accrued during the year . . . . . 15
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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X 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 X 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 X
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 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 X 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.) . . . . . 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 X 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 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

**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)?  Yes  No

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?  Yes  No

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?  Yes  No

**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
SEE STATEMENT 5		6,252.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000  NONE

**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		NONE
-----		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		NONE

**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 NONE

**Total. Add lines 1 through 3 . . . . .**

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	532,513.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	23,307.
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	555,820.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	555,820.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	8,337.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	547,483.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	27,374.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	27,374.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5 . . . . .	<b>2a</b>	544.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	544.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	26,830.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	26,830.
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	26,830.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	52,774.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	52,774.
<b>5</b>	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) . . . . .	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	52,774.

**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 . . . . .				26,830.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .			27,526.	
b Total for prior years. 20 09, 20 , 20		14,428.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . . .	NONE			
b From 2007 . . . . .	NONE			
c From 2008 . . . . .	NONE			
d From 2009 . . . . .	NONE			
e From 2010 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 52,774.				
a Applied to 2010, but not more than line 2a . . . . .			27,526.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .	STMT 6	14,428.		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2011 distributable amount . . . . .				10,820.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
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 . . . . .			NONE	
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				16,010.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2007 . . . . .	NONE			
b Excess from 2008 . . . . .	NONE			
c Excess from 2009 . . . . .	NONE			
d Excess from 2010 . . . . .	NONE			
e Excess from 2011 . . . . .	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

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

Empty box for ruling date

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

Table with columns: Tax year (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions, d Exempt activities, e Subtract line 2d, 3 Alternative tests (Assets, Endowment, Support).

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).

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 [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

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
<p><b>a Paid during the year</b></p> <p>SEE STATEMENT 6</p>				
<b>Total</b> .....				<b>48,848.</b>
<p><b>b Approved for future payment</b></p>				
<b>Total</b> .....				







**Statement of Accruals (continued)**

Dividend	Units	Asset Description	Payable Date	Rate	Amount
	105	Microsoft Corp	09/13/2012	0.200	21.00
	35	NextEra Energy Inc	09/17/2012	0.600	21.00
	40	Nike Inc	10/01/2012	0.360	14.40
	30	Schlumberger Ltd	10/12/2012	0.275	8.25
	55	Southern Co	09/06/2012	0.490	26.95
	125	Spectra Energy Corp	09/10/2012	0.280	35.00
	30	United Parcel Service Inc Class B Shares	09/05/2012	0.570	17.10
	45	United Technologies Corp	09/10/2012	0.535	24.08
	105	Wells Fargo & Co	09/01/2012	0.220	23.10
	120	Weyerhaeuser Co	09/14/2012	0.150	18.00
		<b>Total Dividend</b>			<b>603.84</b>
Interest	6,079.4565	Govt National Mtg Assn DTD 10/1/2003 5.5000% 10/15/2018 Pool # 616001	09/01/2012	0.005	27.86
	58.1473	Govt National Mtg Assn DTD 12/1/1997 6.0000% 12/15/2012 Pool # 461136	09/01/2012	0.005	0.29
		<b>Total Interest</b>			<b>28.15</b>
		<b>Total Accruals</b>			<b>631.99</b>

**Bond Maturity Schedule**

	Cost	Market Value	% of Fixed Income	Projected Annual Income
Government & Agency Bonds				
Less than 1 year	59.20	58.29	0.87	3.49
Intermediate Term	6,337.84	6,629.46	99.13	334.37
<b>Total Government &amp; Agency Bonds</b>	<b>6,397.04</b>	<b>6,687.75</b>	<b>100.00</b>	<b>337.86</b>
<b>Total</b>	<b>6,397.04</b>	<b>6,687.75</b>	<b>100.00</b>	<b>337.86</b>





Statement of Investment Position

Units Description

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
<b>Common Stock</b>							
55 Accenture Plc - CIA	ACN G1151C101	56.88	3,128.40	61.60	3,388.00	259.60	74 2.19
45 Air Products and Chemicals Inc	APD 009158106	60.03	2,701.34	82.58	3,716.10	1,014.76	115 3.10
95 Allstate Corp	ALL 020002101	29.08	2,762.35	37.28	3,541.60	779.25	84 2.36
60 American Express Co	AXP 025816109	51.17	3,070.25	58.30	3,498.00	427.75	48 1.37
8 Apple Inc	AAPL 037833100	325.33	2,602.65	665.24	5,321.92	2,719.27	85 1.59
80 AT & T Inc	T 00206R102	28.72	2,297.60	36.64	2,931.20	633.60	141 4.80
55 Boeing Co	BA 097023105	46.03	2,531.42	71.40	3,927.00	1,395.58	97 2.46
105 Bristol Myers Squibb Co	BMJ 110122108	34.13	3,583.52	33.01	3,466.05	(117.47)	143 4.12
35 Caterpillar Inc Del	CAT 149123101	51.74	1,810.89	85.33	2,986.55	1,175.66	73 2.44
50 Chevron Corp	CVX 166764100	77.95	3,897.35	112.16	5,608.00	1,710.65	180 3.21
90 Coca Cola Co	KO 191216100	23.36	2,102.14	37.40	3,366.00	1,263.86	92 2.73
45 Costco Wholesale Corp	COST 22160K105	71.33	3,209.80	97.87	4,404.15	1,194.35	50 1.12
90 CVS Caremark Corporation	CVS 126650100	30.92	2,782.53	45.55	4,099.50	1,316.97	59 1.43
55 Digital Realty Trust Inc	DLR 253868103	55.29	3,041.02	74.51	4,098.05	1,057.03	161 3.92
50 Disney Walt Co	DIS 254687106	45.46	2,272.76	49.47	2,473.50	200.74	30 1.21
45 Du Pont E I De Nemours & Co	DD 263534109	54.42	2,448.85	49.75	2,238.75	(210.10)	77 3.46
35 Duke Energy Hldg Corp	DUK 26441C204	46.41	1,624.35	64.78	2,267.30	642.95	107 4.72
65 Eaton Corp	ETN 278058102	51.67	3,358.82	44.72	2,906.80	(452.02)	99 3.40
55 ExxonMobil Corp	XOM 30231G102	81.05	4,457.51	87.30	4,801.50	343.99	125 2.61



### Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Common Stock (continued)							
90 Home Depot Inc	HD 437076102	26.56	2,390.40	56.75	5,107.50	2,717.10	104 2.04
135 Intel Corp	INTC 458140100	22.06	2,977.73	24.83	3,352.05	374.32	122 3.62
15 International Business Machines	IBM 459200101	87.75	1,316.25	194.85	2,922.75	1,606.50	51 1.74
55 Intuit	INTU 461202103	52.06	2,863.47	58.54	3,219.70	356.23	37 1.16
50 Johnson & Johnson	JNJ 478160104	62.65	3,132.50	67.43	3,371.50	239.00	122 3.62
65 JPMorgan Chase & Co	JPM 46625H100	38.31	2,490.40	37.14	2,414.10	(76.30)	78 3.23
50 KLA-Tencor Corp	KLAC 482480100	53.33	2,666.40	51.31	2,565.50	(100.90)	80 3.12
80 Kraft Foods Inc	KFT 50075N104	39.37	3,149.88	41.51	3,320.80	170.92	93 2.79
55 Limited Brands Inc	LTD 532716107	41.81	2,299.63	48.60	2,673.00	373.37	55 2.06
60 Maxim Integrated Products Inc	MXIM 57772K101	27.67	1,660.40	27.14	1,628.40	(32.00)	58 3.54
35 McDonalds Corp	MCD 580135101	54.05	1,891.89	89.49	3,132.15	1,240.26	98 3.13
85 Merck & Co Inc	MRK 58933Y105	36.18	3,074.95	43.05	3,659.25	584.30	143 3.90
105 Microsoft Corp	MSFT 594918104	31.75	3,333.75	30.82	3,236.10	(97.65)	84 2.60
35 NextEra Energy Inc	NEE 65339F101	67.87	2,375.31	67.31	2,355.85	(19.46)	84 3.57
40 Nike Inc	NKE 654106103	80.35	3,214.14	97.36	3,894.40	680.26	58 1.48
40 Occidental Petroleum Corp	OXY 674599105	65.29	2,611.45	85.01	3,400.40	788.95	86 2.54
100 Paychex Inc	PAYX 704326107	28.16	2,816.05	33.26	3,326.00	509.95	128 3.85
55 Philip Morris International Inc	PM 718172109	41.99	2,309.27	89.30	4,911.50	2,602.23	169 3.45
55 Price T Rowe Group Inc	TROW 74144T108	48.78	2,682.69	61.44	3,379.20	696.51	75 2.21





Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Estimated Annual Yield Income %
		Unit	Total	Unit	Total	
<b>Common Stock (continued)</b>						
50 Procter & Gamble Co	PG 742718109	48.23	2,411.50	67.19	3,359.50	112 3.35
50 Qualcomm Inc	QCOM 747525103	29.01	1,450.25	61.46	3,073.00	50 1.63
30 Schlumberger Ltd	SLB 806857108	73.74	2,212.16	72.38	2,171.40	33 1.52
55 Southern Co	SO 842587107	46.64	2,565.44	45.33	2,493.15	108 4.32
125 Spectra Energy Corp	SE 847560109	24.14	3,017.72	28.26	3,532.50	140 3.96
40 Toronto Dominion Bank	TD 891160509	40.94	1,637.60	81.88	3,275.20	125 3.80
30 United Parcel Service Inc Class B Shares	UPS 911312106	74.76	2,242.89	73.81	2,214.30	68 3.09
45 United Technologies Corp	UTX 913017109	39.79	1,790.77	79.85	3,593.25	96 2.68
50 UnitedHealth Group Inc	UNH 91324P102	43.82	2,191.04	54.30	2,715.00	43 1.57
20 V F Corp	VFC 918204108	105.77	2,115.49	152.68	3,053.60	58 1.89
60 Verizon Communications Inc	VZ 92343V104	37.12	2,227.19	42.94	2,576.40	120 4.66
105 Wells Fargo & Co	WFC 949746101	25.64	2,692.65	34.03	3,573.15	92 2.59
120 Weyerhaeuser Co	WY 962166104	20.55	2,465.98	24.91	2,989.20	72 2.41
<b>Total Common Stock</b>			<b>131,960.79</b>		<b>169,529.77</b>	<b>4,680</b>
<b>Total Equity Securities</b>			<b>131,960.79</b>		<b>169,529.77</b>	<b>4,680</b>

Equity Fund

425 iShares Gold Trust	IAU 464285105	15.56	6,611.51	16.48	7,004.00	0
141 iShares Tr S&P 500 Index Fund	IVV 464287200	136.19	19,202.79	141.88	20,005.08	377 1.88
1,303 934 LKCM Small Cap Equity Fund Instl. Class	LKSCX 501885107	21.78	28,399.68	24.21	31,568.24	0



**Statement of Investment Position (continued)**

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
<b>Equity Fund (continued)</b>							
486.036 Oppenheimer Developing Mkts CI Y	ODVYX 683974505	32.94	16,010.01	31.94	15,523.99	(486.02)	328 2.11
879.748 Scout International Fund	UMBWX 81063U503	25.57	22,498.34	30.51	26,841.11	4,342.77	407 1.52
4,970.676 Scout Mid Cap Fund	UMBMX 81063U206	11.93	59,309.18	13.56	67,402.37	8,093.19	393 0.58
371 Vanguard REIT VIPERs ETF	VNQ 922908553	59.85	22,203.76	66.73	24,756.83	2,553.07	801 3.24
<b>Total Equity Fund</b>			<b>174,235.27</b>		<b>193,101.62</b>	<b>18,866.35</b>	<b>2,306</b>
<b>Total Equity Funds</b>			<b>174,235.27</b>		<b>193,101.62</b>	<b>18,866.35</b>	<b>2,306</b>
<b>Fixed Income Securities</b>							
<b>Government &amp; Agency Bonds</b>							
6,079.4565 Govt National Mtg Assn DTD 10/1/2003 5.5000% 10/15/2018 Pool # 616001		1.04	6,337.84	109.05	6,629.46	291.62	334 5.04
58.1473 Govt National Mtg Assn DTD 12/1/1997 6.0000% 12/15/2012 Pool # 461136		1.02	59.20	100.25	58.29	(0.91)	3 5.99
<b>Total Government &amp; Agency Bonds</b>			<b>6,397.04</b>		<b>6,687.75</b>	<b>290.71</b>	<b>338</b>
<b>Total Fixed Income Securities</b>			<b>6,397.04</b>		<b>6,687.75</b>	<b>290.71</b>	<b>338</b>
<b>Fixed Income Funds</b>							
3,126.652 Dodge & Cox Income Fund	DODIX 256210105	13.46	42,071.56	13.86	43,335.40	1,263.84	1,676 3.87
2,545 Metropolitan West High Yield Bond Fund I	MWHIX 592905848	10.08	25,643.15	10.24	26,060.80	417.65	1,937 7.43
8,952.972 Ridgeworth Core Bond Fund Class I	STIGX 76628T876	11.13	99,646.58	11.39	101,974.35	2,327.77	2,050 2.01
<b>Total Fixed Income Funds</b>			<b>167,361.29</b>		<b>171,370.55</b>	<b>4,009.26</b>	<b>5,663</b>
<b>Total Fixed Income Funds</b>			<b>167,361.29</b>		<b>171,370.55</b>	<b>4,009.26</b>	<b>5,663</b>





Account Name

The Boutross Foundation

Account Number: 100151

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Statement Period: Aug. 1 - Aug. 31, 2012

### Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
<b>Money Markets and Cash</b>							
<b>Money Market Funds</b>							
6.252 25 Fidelity Treasury Fund #695	FISXX 316175504	1.00	6,252.25	1.00	6,252.25		1 0.01
<b>Total Money Market Funds</b>		<b>6,252.25</b>	<b>6,252.25</b>		<b>6,252.25</b>	<b>0.00</b>	<b>1</b>
Cash		0.00	0.00	1.00	0.00		0
<b>Total Cash</b>		<b>0.00</b>	<b>0.00</b>		<b>0.00</b>	<b>0.00</b>	<b>0</b>
<b>Total Money Markets and Cash</b>		<b>6,252.25</b>	<b>6,252.25</b>		<b>6,252.25</b>	<b>0.00</b>	<b>1</b>
<b>Account Total</b>			<b>486,208.64</b>		<b>546,941.94</b>	<b>60,735.30</b>	<b>12,987</b>

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	25.	25.
FEDERAL TAX PAYMENT - PRIOR YE	756.	
FEDERAL ESTIMATES - INCOME	1,080.	
FOREIGN TAXES ON QUALIFIED FOR	167.	167.
	-----	-----
TOTALS	2,028.	192.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NON-ALLOCABLE EXPENSE -	2.	2.
TOTALS	----- 2. =====	----- 2. =====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

ROUNDING

3.

TOTAL

3.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

UMB BANK

ADDRESS:

P.O.BOX 419692

KANSAS CITY, MO 64141

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION ..... 6,252.

TOTAL COMPENSATION: 6,252.

=====

990PF, PART XIII, LINE 4(b) ELECTION UNDER SEC. 53.4942(a)-3(d)(2)  
=====

We are making the election to apply pursuant to code section 53.492  
to apply current year qualifying distributions to prior years.

THE BOUTROSS FOUNDATION 100151 43-6362504  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
ROCKHURST COLLEGE  
ADDRESS:  
ATTN: GUY SWANSON, V. PR  
KANSAS CITY, MO 64110-2508  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 48,848.

TOTAL GRANTS PAID: 48,848.  
=====