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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation THE QUINN FOUNDATION		A Employer identification number 20-4268916
Number and street (or P O box number if mail is not delivered to street address) 3101 WEST 142ND STREET		B Telephone number (see instructions) () -
City or town, state, and ZIP code OVERLAND PARK, KS 66224		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		D 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,825,223.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	2,928,977.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,038.	1,038.		ATCH 1
4	Dividends and interest from securities	254,062.	253,484.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	444,389.			
b	Gross sales price for all assets on line 6a	4,244,633.			
7	Capital gain net income (from Part IV, line 2)		444,389.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	176.			
12	Total. Add lines 1 through 11	3,628,642.	698,911.		
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	13,384.			13,384.
b	Accounting fees (attach schedule) ATCH 5	3,720.			3,720.
c	Other professional fees (attach schedule) *	49,057.	49,057.		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 7	4,457.	1,257.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	240.			240.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	4,230.	665.		3,565.
24	Total operating and administrative expenses. Add lines 13 through 23	75,088.	50,979.		20,909.
25	Contributions, gifts, grants paid	152,000.			152,000.
26	Total expenses and disbursements. Add lines 24 and 25	227,088.	50,979.	0	172,909.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	3,401,554.			
b	Net investment income (if negative, enter -0-)		647,932.		
c	Adjusted net income (if negative, enter -0-)				

Paperwork Reduction Act Notice, see instructions.

*ATCH 6

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		53,326.	319,424.	319,424.
	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 ▶		800,000.		ATCH 9
	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) ATCH 10		6,041,008.	9,628,093.	10,505,799.
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		6,894,334.	9,947,517.	10,825,223.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	6,894,334.	9,947,517.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
30	Total net assets or fund balances (see instructions)	6,894,334.	9,947,517.			
31	Total liabilities and net assets/fund balances (see instructions)	6,894,334.	9,947,517.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,894,334.
2	Enter amount from Part I, line 27a	2	3,401,554.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	6,065.
4	Add lines 1, 2, and 3	4	10,301,953.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	354,436.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,947,517.

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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	444,389.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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))
2011	261,633.	7,153,628.	0.036573
2010	77,343.	6,502,065.	0.011895
2009	88,823.	2,782,513.	0.031922
2008	458,443.	4,942,068.	0.092763
2007	510,034.	4,352,532.	0.117181
2 Total of line 1, column (d)			2 0.290334
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.058067
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 9,033,902.
5 Multiply line 4 by line 3			5 524,572.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,479.
7 Add lines 5 and 6			7 531,051.
8 Enter qualifying distributions from Part XII, line 4 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			8 172,909.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	12,959.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	12,959.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	12,959.
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012 6a		3,200.
b Exempt foreign organizations - tax withheld at source 6b		
c Tax paid with application for extension of time to file (Form 8868) 6c		23,000.
d Backup withholding erroneously withheld 6d		
7 Total credits and payments. Add lines 6a through 6d	7	26,200.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,241.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 13,241. Refunded <input type="checkbox"/> 11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> KS, _____		
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 2012 or the taxable year beginning in 2012 (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 <input type="checkbox"/> ATCH 13	X	

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 ▶ CONNIE BARNETT Telephone no. ▶ 913-754-5440			
Located at ▶ 6201 COLLEGE BOULEVARD, SUITE 250 OVERLAND PARK, KS ZIP+4 ▶ 66211				
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				
16	At any time during calendar year 2012, 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
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 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 2012)	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 2012?	4b	X

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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)?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?**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
ATCH 14		0	0	0

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

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

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

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 ----- ----- ----- ----- ----- ----- ----- ----- -----		0
Total number of others receiving over \$50,000 for professional services ▶		

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 ----- ----- -----	
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 N/A ----- ----- -----	
2 ----- ----- -----	
All other program-related investments See instructions 3 NONE ----- -----	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	9,098,290.
b	Average of monthly cash balances	1b	73,184.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	9,171,474.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,171,474.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	137,572.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,033,902.
6	Minimum investment return. Enter 5% of line 5	6	451,695.

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	451,695.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	12,959.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,959.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	438,736.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	438,736.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	438,736.

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	172,909.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	172,909.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	172,909.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				438,736.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years: 20 10 , 20 09 , 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	136,847.			
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	136,847.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 172,909.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				172,909.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	136,847.			136,847.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				128,980.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

NOT APPLICABLE

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

- b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or	4942(j)(5)
---------------	------------

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- b** 85% of line 2a

- C** Qualifying distributions from Part XII, line 4 for each year listed .

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

- a "Assets" alternative test - enter**

- (1) Value of all assets
(2) Value of assets qualifying
under section
4942(j)(3)(B)(i)

- b** "Endowment" alternative test-
enter 2/3 of minimum invest-
ment return shown in Part X,
line 6 for each year listed

- C** "Support" alternative test - enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income .**

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

- 1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

- a The name, address, and telephone number or e-mail 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 15				
Total			▶ 3a	152,000.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities**Enter gross amounts unless otherwise indicated**

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	1,038.	
4 Dividends and interest from securities				14	254,062.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	444,389.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a _____						
b ATCH 16 _____					176.	
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					699,665.	
13 Total. Add line 12, columns (b), (d), and (e)						699,665.

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

[illegible]

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

- | | | Yes | No |
|----------|---|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | 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
N/A		

**Sign
Here**

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

Signature of officer or trustee

8/5/2013
Date

► PRESIDENT
Title


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

**Paid
Preparer
Use Only**

Print/Type preparer's name

ERIN S. MORGAN

Preparer's Signature _____

Preparer's signature

 ERIC S. MORGAN, LLC

Date _____

7/29/13

Check ☐ if self-employed

PTIN

P00710515

Firm's name **JMW & ASSOCIATES, LLC**

Firm's EIN ▶ 57-1224592

Firm's address ▶ 6400 GLENWOOD, SUITE 100

OVERLAND PARK, KS

66202

Phone no 913-499-4920

Schedule of Contributors

OMB No. 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization

THE QUINN FOUNDATION

Employer identification number

20-4268916

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization THE QUINN FOUNDATION

Employer identification number
20-4268916**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES A. & JENNIFER D. LAUE 3101 WEST 142ND STREET LEAWOOD, KS 66224	\$ 2,788,119.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	CHARLES A. & JENNIFER D. LAUE 3101 WEST 142ND STREET LEAWOOD, KS 66224	\$ 140,858.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

20-4268916

Part II

[illegible]

Name of organization THE QUINN FOUNDATION

Employer identification number

20-4268916

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

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

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

THE QUINN FOUNDATION
A STATEMENT MADE PART OF
FORM 990-PF, SCHEDULE B, PART II
NONCASH PROPERTY

EIN 20-4268916

DATE	QUANTITY	DESCRIPTION	AMOUNT (\$)
05/24/2012	148 00	ACME PACKET INC PER LOA FR 358-154920-000 AO 05/24/12 Ref 145J3599 SEC ID: CBR43	3,398.08
05/24/2012	193 00	AFFILIATED MGRS GROUP INC PER LOA FR 358-154920-000 AO 05/24/12 Ref 145J3573 SEC ID: AHZ84	20,033.40
05/24/2012	238 00	AGILENT TECHNOLOGIES PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3571 SEC ID: AHT62	9,762.76
05/24/2012	152 00	ALEXION PHARM INC PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3574 SEC ID: AKH92	14,151.20
05/24/2012	165.00	ALLERGAN INC PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3539 SEC ID: 01799	14,930.85
05/24/2012	104 00	AMAZON COM INC PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3570 SEC ID: AHP14	22,384.96
05/24/2012	426 00	AMERICAN EXPRESS CO PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3540 SEC ID: 02591	24,000.84
05/24/2012	151 00	AMERICAN TOWER REIT COM PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3559 SEC ID: A4Y1D	9,943.35
05/24/2012	292 00	AMETEK INC NEW PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3579 SEC ID: AMA70	14,500.72
05/24/2012	470 00	AMPHENOL CORP NEW CL A PER LOA FR 358-154917-000 AO 05/24/12 Ref: 145J3196 SEC ID: AJB14	25,032.20
05/24/2012	188 00	ANADARKO PETE PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3541 SEC ID: 04638	11,966.20
05/24/2012	175 00	APPLE INC PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3542 SEC ID: 04973	98,931.00
05/24/2012	979 00	ARCH CAPITAL GROUP LTD PER LOA FR 358-154917-000 AO 05/24/12 Ref: 145J3198 SEC ID: AJJ97	37,808.98
05/24/2012	216 00	ARIAD PHARM INC PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3566 SEC ID: ADS01	3,639.60
05/24/2012	20 00	AUTOZONE INC PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3560 SEC ID: AAT38	7,388.00
05/24/2012	545 00	BED BATH & BEYOND INC PER LOA FR 358-154917-000 AO 05/24/12 Ref: 145J3189 SEC ID: ADY50	39,496.15
05/24/2012	227 00	BED BATH & BEYOND INC PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3568 SEC ID: ADY50	16,450.69
05/24/2012	1,410 00	BERKLEY W R CORP PER LOA FR 358-154917-000 AO 05/24/12 Ref: 145J3172 SEC ID: 08960	54,990.00
05/24/2012	82 00	BIOGEN IDEC INC PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3589 SEC ID: AXA96	10,795.30
05/24/2012	298 00	BOEING CO PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3543 SEC ID: 09727	21,274.22
05/24/2012	340.00	BROADCOM CORP CL A PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3582 SEC ID: APF75	10,591.00
05/24/2012	1,730 00	BROADRIDGE FIN SOLU LLC PER LOA FR 358-154917-000 AO 05/24/12 Ref: 145J3186 SEC ID: ACP45	35,638.00
05/24/2012	2,145 00	BROOKFIELD ASSET MGNT CL A LTD PER LOA FR 358-154917-000 AO 05/24/12 Ref: 145J3203 SEC ID: AZS63	67,782.00
05/24/2012	1,210 00	BROWN & BROWN INC PER LOA FR 358-154917-000 AO 05/24/12 Ref: 145J3184 SEC ID: ABF31	31,290.60
05/24/2012	341 00	BROWN FORMAN CORP CL B PER LOA FR 358-154917-000 AO 05/24/12 Ref: 145J3173 SEC ID: 11537	29,793.17
05/24/2012	394 00	CABOT OIL & GAS CORP A PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3544 SEC ID: 13153	13,817.58
05/24/2012	240 00	CAMERON INTNL CORP PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3597 SEC ID: CAA98	11,455.20

05/24/2012	1,490.00	CARMAX INC PER LOA FR 358-154917-000 AO 05/24/12 Ref. 145J3187 SEC ID: ACT71	43,239 80
05/24/2012	231.00	CATERPILLAR INC PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3545 SEC ID: 14565	21,118 02
05/24/2012	1,007.00	CBRE GROUP INC PER LOA FR 358-154920-000 AO 05/24/12 Ref 145J3594 SEC ID: B26TK	16,504 73
05/24/2012	135.00	CERNER CORP PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3546 SEC ID: 15428	10,714 95
05/24/2012	595 00	CH ROBINSON WORLDWIDE INC NEW PER LOA FR 358-154917-000 AO 05/24/12 Ref: 145J3201 SEC ID: AZL83	35,592 90
05/24/2012	225.00	COACH INC PER LOA FR 358-154920-000 AO 05/24/12 Ref 145J3585 SEC ID ARK36	15,585 75
05/24/2012	637 00	COCA COLA CO PER LOA FR 358-154920-000 AO 05/24/12 Ref. 145J3547 SEC ID 18320	48,131.72
05/24/2012	117.00	COLGATE PALMOLIVE CO PER LOA FR 358-154920-000 AO 05/24/12 Ref. 145J3548 SEC ID: 18407	11,598 21
05/24/2012	664 00	COMCAST CORP (NEW) CLASS A PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3576 SEC ID ALA92	19,209.52
05/24/2012	612 00	COMERICA INC PER LOA FR 358-154920-000 AO 05/24/12 Ref 145J3549 SEC ID: 19021	18,500 76
05/24/2012	217.00	CONCHO RES INC PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3592 SEC ID: AYY91	19,280 45
05/24/2012	1,870 00	COPART INC PER LOA FR 358-154917-000 AO 05/24/12 Ref. 145J3190 SEC ID: AEB56	50,938 80
05/24/2012	905 00	DENTSPLY INTERNATIONAL INC PER LOA FR 358-154917-000 AO 05/24/12 Ref: 145J3194 SEC ID: AGS32	34,489 55
05/24/2012	765 00	DISCOVERY COMMUNICATIONS SER C PER LOA FR 358-154917-000 AO 05/24/12 Ref: 145J3204 SEC ID AZX04	35,480 70
05/24/2012	650 00	ECOLAB INC PER LOA FR 358-154917-000 AO 05/24/12 Ref 145J3174 SEC ID: 25798	42,308 50
05/24/2012	600 00	ENBRIDGE INC PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3581 SEC ID AMK21	23,904 00
05/24/2012	565 00	ENSCO PLC CLASS A PER LOA FR 358-154917-000 AO 05/24/12 Ref: 145J3205 SEC ID C6X0A	27,001.35
05/24/2012	256 00	EOG RESOURCES INC PER LOA FR 358-154917-000 AO 05/24/12 Ref. 145J3197 SEC ID. AJH04	25,802 24
05/24/2012	135 00	ESTEE LAUDER CO INC CL A PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3569 SEC ID: AEF02	7,437 15
05/24/2012	66.00	F5 NETWORKS INC PER LOA FR 358-154920-000 AO 05/24/12 Ref. 145J3575 SEC ID AKZ28	7,164 96
05/24/2012	438.00	FACEBOOK INC CL-A PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3602 SEC ID: CD80B	14,467 14
05/24/2012	1,785.00	FLIR SYSTEMS INC PER LOA FR 358-154917-000 AO 05/24/12 Ref 145J3195 SEC ID AGX82	38,056.20
05/24/2012	1,116 00	FORD MOTOR CO NEW PER LOA FR 358-154920-000 AO 05/24/12 Ref: 145J3572 SEC ID. AHZ16	11,818 44
05/24/2012	219 00	FORTINET INC PER LOA FR 358-154920-000 AO 05/24/12 Ref 145J3604 SEC ID: CJM58	4,693 17
05/24/2012	1,580 00	GLACIER BANCORP INC NEW PER LOA FR 358-154917-000 AO 05/24/12 Ref: 145J3193 SEC ID: AFG98	22,894 20
05/24/2012	149 00	GNC HOLDINGS, INC COM CL A PER LOA FR 358-154920-000 AO 05/24/12 Ref. 145J3601 SEC ID CD1M7	5,922 75
05/24/2012	54 00	GOOGLE INC-CL A PER LOA FR 358-154920-000 AO 05/24/12 Ref 145J3584 SEC ID: ARD04	32,597 64
05/24/2012	202 00	GUESS INC PER LOA FR 358-154920-000 AO 05/24/12 Ref 145J3561 SEC ID: ACP33	5,393 40
05/24/2012	4,703 07	HARTFORD INTL SMALL COMPANY I TRANSFER FROM 358-154921-000 VPF20120522100018603309 Ref. 144JZ007 SEC ID MAT34	53,614 98
05/24/2012	1,050 00	IDEX CORPORATION DELAWARE PER LOA FR 358-154917-000 AO 05/24/12 Ref 145J3175 SEC ID: 38466	42,462 00

Employer Identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 363,458.

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MORGAN STANLEY	80.	80.
COMMERCE BANK	194.	194.
RINGO'S FUND LOAN INTEREST	764.	764.
TOTAL	<u>1,038.</u>	<u>1,038.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MORGAN STANLEY	254,062.	253,484.
TOTAL	<u>254,062.</u>	<u>253,484.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL TAX REFUND	142.
RETURN OF CAPITAL	34.
TOTALS	<u>176.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL/PF SUPPORT FEES	13,384.			13,384.
TOTALS	<u>13,384.</u>			<u>13,384.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
JMW & ASSOCIATES	3,720.			3,720.
TOTALS	<u>3,720.</u>			<u>3,720.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISOR FEES	49,057.	49,057.
TOTALS	<u>49,057.</u>	<u>49,057.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL INCOME TAX	3,200.	
FOREIGN TAXES	1,257.	1,257.
TOTALS	<u>4,457.</u>	<u>1,257.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	3,519.		3,519.
BANK CHARGES	46.		46.
SPDR GOLD TR INVESTMENT FEES	665.	665.	
TOTALS	<u>4,230.</u>	<u>665.</u>	<u>3,565.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: PROMISSORY NOTE - RINGO'S FUND
ORIGINAL AMOUNT: 800,000.

BEGINNING BALANCE DUE 800,000.

ENDING BALANCE DUE _____

ENDING FAIR MARKET VALUE _____

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 800,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE _____

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE _____

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MORGAN STANLEY	9,628,093.	10,505,799.
TOTALS	<u>9,628,093.</u>	<u>10,505,799.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK ADJUSTMENT	6,065.
TOTAL	<u>6,065.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

GAIN ADJUSTMENT ON DONATED STOCK

354,436.

TOTAL

354,436.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
CHARLES A. & JENNIFER D. LAUE 3101 WEST 142ND STREET LEAWOOD, KS 66224	05/24/2012	2,788,119.
CHARLES A. & JENNIFER D. LAUE 3101 WEST 142ND STREET LEAWOOD, KS 66224	VARIOUS	140,858.
TOTAL CONTRIBUTION AMOUNTS		<u>2,928,977.</u>

THE QUINN FOUNDATION

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHUCK LAUE 3101 WEST 142ND STREET OVERLAND PARK, KS 66224	PRESIDENT 1.00	0	0	0
JENNIFER LAUE 3101 WEST 142ND STREET OVERLAND PARK, KS 66224	SECRETARY 1.00	0	0	0
SCOTT MARTINSEN 6201 COLLEGE BOULEVARD, SUITE 250 OVERLAND PARK, KS 66211	DIRECTOR 1.00	0	0	0
GRAND TOTALS		0	0	0

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREAT PLAINS SPCA PO BOX 140202 KANSAS CITY, MO 64114	NONE 501 (C) (3)		ANIMAL WELFARE	128,000.
THE NATURE CONSERVANCY OF KANSAS 700 SW JACKSON ST STE 804 TOPEKA, KS 66603	NONE 501 (C) (3)		PUBLIC WELFARE	15,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	NONE 501 (C) (3)		PUBLIC WELFARE	5,000.
THE WILDERNESS SOCIETY 1615 M STREE NW WASHINGTON, DC 20036	NONE 501 (C) (3)		PUBLIC WELFARE	4,000.
TOTAL CONTRIBUTIONS PAID				<u>152,000.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 16

<u>DESCRIPTION</u>	<u>BUSINESS</u>		<u>EXCLUSION</u>		<u>RELATED OR EXEMPT</u>	
	<u>CODE</u>	<u>AMOUNT</u>	<u>CODE</u>	<u>AMOUNT</u>	<u>FUNCTION</u>	<u>INCOME</u>
FEDERAL TAX REFUND RETURN OF CAPITAL			01	142.		
			01	34.		
TOTALS				<u>176.</u>		

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					95,596.	
1,520,059.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 1,534,724.				D	VARIOUS -14,665.	VARIOUS
2,628,978.		PUBLICLY TRADED SECURITIES 2,265,520.					VARIOUS 363,458.	VARIOUS
TOTAL GAIN (LOSS)					<u>444,389.</u>	

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

THE QUINN FOUNDATION

20-4268916

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

3101 WEST 142ND STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions

OVERLAND PARK, KS 66224

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► CONNIE BARNETT

Telephone No ► 913 754-5440

FAX No ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2012 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

- 2** If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	12,959.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3,200.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	23,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)