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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 , and ending

Name of foundation MCCULLOUGH FAMILY FOUNDATION		A Employer identification number 43-1909746
Number and street (or P.O. box number if mail is not delivered to street address) 210 W. SANTA FE TRAIL	Room/suite	B Telephone number (see instructions) 816-942-5003
City or town, state, and ZIP code KANSAS CITY MO 64145		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,011,866	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	241,721			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	204	204		
	4 Dividends and interest from securities	41,946	41,946		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	217,676			
	b Gross sales price for all assets on line 6a 1,560,111				
	7 Capital gain net income (from Part IV, line 2)		217,676		
	8 Net short-term capital gain			0	
	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)					
12 Total. Add lines 1 through 11	501,547	259,826	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	5,500	2,750		2,750
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	Accounting fees (attach schedule) STMT 1	3,000	1,500		1,500
	Other professional fees (attach schedule)				
	Interest	128	128		
	18 Taxes (attach schedule) (see instructions) STMT 2	7,505			
	Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	16,133	4,378	0	4,250
25 Contributions, gifts, grants paid	224,071			224,071	
26 Total expenses and disbursements. Add lines 24 and 25	240,204	4,378	0	228,321	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	261,343				
b Net investment income (if negative, enter -0-)		255,448			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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			6,993	44	44
	2 Savings and temporary cash investments			71,526	212,163	212,163
	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 ▶		0			
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges			8,000	7,573	7,573
	10a Investments – U S and state government obligations (attach schedule)					
	b Investments – corporate stock (attach schedule) SEE STMT 3			1,672,350	1,662,066	1,792,086
	c Investments – corporate bonds (attach schedule)					
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶					
	12 Investments – mortgage loans					
	13 Investments – other (attach schedule)					
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)			1,758,869	1,881,846	2,011,866
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27 Capital stock, trust principal, or current funds			1,758,869	1,881,273	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds				573	
	30 Total net assets or fund balances (see instructions)			1,758,869	1,881,846	
	31 Total liabilities and net assets/fund balances (see instructions)			1,758,869	1,881,846	

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	1,758,869
2 Enter amount from Part I, line 27a	2	261,343
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,020,212
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	138,366
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,881,846

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 ATTACHED - PWMCO LLC STMT.	P	VARIOUS	VARIOUS
b	SEE ATTACHED - PWMCO LLC STMT.	P	VARIOUS	VARIOUS
c	PWMCP LLC CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
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	859,944		811,647	48,297
b	699,674		530,788	168,886
c	493			493
d				
e				

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	
a			48,297
b			168,886
c			493
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	217,676
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	48,297

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 nonchangible-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	233,241	1,749,029	0.133355
2010	402,205	1,591,974	0.252645
2009	448,374	1,234,190	0.363294
2008	323,939	1,222,932	0.264887
2007	562,255	1,376,799	0.408378

2 Total of line 1, column (d)	2	1.422559
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	0.284512
4 Enter the net value of nonchangible-use assets for 2012 from Part X, line 5	4	1,898,853
5 Multiply line 4 by line 3	5	540,246
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,554
7 Add lines 5 and 6	7	542,800
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	228,321

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	5,109
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	5,109
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	5,109
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,000
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	7,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	51
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	1,840
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 1,840 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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		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? Website address ► N/A	13	X	
14	The books are in care of ► THOMAS A. MCCULLOUGH 210 W. SANTA FE TRAIL Located at ► KANSAS CITY	Telephone no ► 816-942-5003 MO ZIP+4 ► 64145		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15	► ☐	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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?	N/A	1c
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		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)?		N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here		☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		N/A ☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		N/A	7b	

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

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

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

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

0

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

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

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

Total. Add lines 1 through 3 ▶

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	1,907,447
b	Average of monthly cash balances	1b	12,069
c	Fair market value of all other assets (see instructions)	1c	8,254
d	Total (add lines 1a, b, and c)	1d	1,927,770
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,927,770
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	28,917
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,898,853
6	Minimum investment return. Enter 5% of line 5	6	94,943

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	94,943
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,109
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,109
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	89,834
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	89,834
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	89,834

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	228,321
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	228,321
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	228,321

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				89,834
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	505,785			
b From 2008	263,910			
c From 2009	394,316			
d From 2010	328,534			
e From 2011	152,557			
f Total of lines 3a through e	1,645,102			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 228,321				
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				89,834
e Remaining amount distributed out of corpus	138,487			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,783,589			
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				0
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)	505,785			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,277,804			
10 Analysis of line 9				
a Excess from 2008	263,910			
b Excess from 2009	394,316			
c Excess from 2010	328,534			
d Excess from 2011	152,557			
e Excess from 2012	138,487			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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	Tax year	Prior 3 years		
b	85% of line 2a	(a) 2012	(b) 2011	(c) 2010	(d) 2009
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 investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test – enter				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

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

1	Information Regarding Foundation Managers:
a	List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) THOMAS A. MCCULLOUGH
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 N/A
b	The form in which applications should be submitted and information and materials they should include N/A
c	Any submission deadlines N/A
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors N/A

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

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 SEE STATEMENT 6					224,071
Total					224,071
b Approved for future payment N/A					
Total					

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	204	
4	Dividends and interest from securities			14	41,946	
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			26	217,676	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		0		259,826	0
13	Total. Add line 12, columns (b), (d), and (e)				13	259,826

(See worksheet in line 13 instructions to verify calculations)

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

MCCULLOUGH FAMILY FOUNDATION

Employer identification number

43-1909746

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 33¹/₃ % 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

MCCULLOUGH FAMILY FOUNDATION

Employer identification number

43-1909746**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	THOMAS A. MCCULLOUGH 210 W. SANTA FE TRAIL KANSAS CITY MO 64145	\$ 81,701	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	THOMAS A. MCCULLOUGH 210 W. SANTA FE TRAIL KANSAS CITY MO 64145	\$ 160,020	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

MCCULLOUGH FAMILY FOUNDATION

Employer identification number

43-1909746**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	DST SYSTEMS INC - 2800 SHARES OF COMMON STOCK (A PUBLICLY TRADED SECURITY)	\$ 160,020	11/26/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING & TAX RETURN PREP FEE	\$ 3,000	\$ 1,500	\$	\$ 1,500
TOTAL	\$ 3,000	\$ 1,500	\$ 0	\$ 1,500

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FED EXCISE TAX ON INV INCOME	\$ 6,767	\$	\$	\$
UNRELATED BUS INC TAX	738			
TOTAL	\$ 7,505	\$ 0	\$ 0	\$ 0

Federal Statements

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
PWMCO LLC - BROKERAGE ACCOUNT	\$ 1,672,350	\$ 1,662,066	COST	\$ 1,792,086
TOTAL	\$ 1,672,350	\$ 1,662,066		\$ 1,792,086

Statement 4 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
BOOK/TAX DIFF IN BASIS OF SECURITIES SOLD	\$ <u>138,366</u>
TOTAL	\$ <u><u>138,366</u></u>

Federal Statements

Statement 5 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
THOMAS A. MCCULLOUGH 210 W. SANTA FE TRAIL KANSAS CITY MO 64145	PRES. & DIR.	2.00	1,000	0	0
SHARON E. MCCULLOUGH 210 W. SANTA FE TRAIL KANSAS CITY MO 64145	TREAS., SEC.	2.00	1,000	0	0
TODD A. MCCULLOUGH 301 W. 123RD TERR. KANSAS CITY MO 64145	DIRECTOR	2.00	1,000	0	0
KEVIN T. MCCULLOUGH 301 W. 123RD TERR. KANSAS CITY MO 64145	DIRECTOR	2.00	1,000	0	0
MATTHEW R. MCCULLOUGH 301 W. 123RD TERR. KANSAS CITY MO 64145	DIRECTOR	2.00	1,500	0	0

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager

THOMAS A. MCCULLOUGH

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager

NONE / NA

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
Address							
ST. THOMAS MORE KANSAS CITY MO 64131			11822 HOLMES	N/A	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	35,000
OZANAM HOME KANSAS CITY MO 64145			421 E. 137TH ST.	N/A	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	5,000
OPERATION BREAKTHROUGH KANSAS CITY MO 64109			3039 TROOST	N/A	PUB. CHARITY	ASSISTANCE FOR FAMILIES IN POVERTY	3,000
COMMUNITY OF GOOD SHEPHERD KANSAS CITY MO 64134			10101 JAMES REED RD	N/A	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	1,000
STRONG CITY SCHOOL FUND KANSAS CITY MO 64194			20 W. 9TH	N/A	EDUC. ORG.	FINCL SUPPORT OF EDUC. ORG.	2,000
BISHOP SULLIVAN CENTER KANSAS CITY MO 64126			6435 TRUMAN RD.	N/A	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	1,400
ST. IRENAEUS CHURCH PARK FOREST IL 60466			78 CHERRY STREET	N/A	CHURCH	FINCL SUPPORT OF CHURCH	8,000
UPPER ROOM / ST. LOUIS PARISH KANSAS CITY MO 64130			5930 SWOPE PARKWAY	N/A	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	6,500
CAMP FOR KIDS KANSAS CITY MO 64105			1080 WASHINGTON	N/A	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	1,500
AVILA UNIVERSITY KANSAS CITY MO 64145			11901 WORNALL RD	N/A	EDUC. ORG.	FINCL SUPPORT OF EDUCATIONAL ORG.	8,000
ABNORMAL SOCIETY OVERLAND PARK KS 66209			12009 PAWNEE	N/A	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	500
CATHEDRAL OF IMMACULATE CONCEPTION KANSAS CITY MO 64105			416 W. 12TH ST.	N/A	CHURCH	FINCL SUPPORT OF CHURCH	5,000
GREATER KC COMMUNITY FDTN KANSAS CITY MO 64105			1055 BROADWAY STE 130	N/A	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	44,000
ROCKHURST UNIVERSITY KANSAS CITY MO 64110			1100 ROCKHURST ROAD	N/A	EDUC. ORG.	FINCL SUPPORT OF EDUC. ORG.	4,701
ST. JAMES CENTER KANSAS CITY MO 64110			3934 TROOST AVENUE	N/A	RELIG. ORG.	FINCL SUPPORT OF RELIGIOUS ORG.	4,000
WELCOME HOUSE KANSAS CITY MO 64108			1414 E. 27TH STREET	N/A	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	4,000
KC HOSPICE KANSAS CITY MO 64114			9221 WARD PARKWAY #100	N/A	HEALTH ORG.	FINCL SUPPORT OF HEALTHCARE ORG.	1,200
ROCKHURST HIGH SCHOOL KANSAS CITY MO 64114			9301 STATE LINE ROAD	N/A	EDUC. ORG.	FINCL SUPPORT OF EDUCATIONAL ORG.	5,000
LIFESAVERS, INC BAKERSFIELD CA 93302			P.O. BOX 939	N/A	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship		Status	Purpose	Amount
NATL WILDLIFE FEDERATION				P.O. BOX 1582		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400
MERRIFIELD VA 22116				P.O. BOX 805181		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400
SALVATION ARMY				8000 W. 127TH STREET		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	500
KANSAS CITY MO 64180				3101 MAIN STREET		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	500
MARILLAC				3801 TOPPING AVENUE		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	1,000
OVERLAND PARK KS 66213				P.O. BOX 96555		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400
CHILDREN'S TLC				P.O. BOX 96929		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400
KANSAS CITY MO 64111				P.O. BOX 1834		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	300
HARVESTERS-COM FOOD NETWK				5001 ANGEL CANYON ROAD		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400
KANSAS CITY MO 64129				P.O. BOX 17152		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400
WORLD WILDLIFE FOUNDATION				333 SEVENTH AVE-2ND FLOOR		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400
WASHINGTON DC 20077				5445 PARALLEL PARKWAY		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400
ASPCA				290 SUMMER STREET		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400
WASHINGTON DC 20077				262 DANNY THOMAS PLACE		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400
AMERICAN DIABETES ASSOC.				RES HOSPITAL		PUB. CHARITY	FINCL SUPPORT OF RESEARCH HOSPITAL	3,500
MERRIFIELD VA 22116				6800 ZOO DRIVE		PUB. CHARITY	FINCL SUPPORT OF PUBLIC ZOO	300
BEST FRIENDS ANIMAL SOC.				P.O. BOX 78851		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400
KANAB UT 84741				P.O. BOX 1553		PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400
CATHOLIC RELIEF SERVICES				P.O. BOX 216		EDUC. ORG.	FINCL SUPPORT OF INDIAN SCHOOL	400
BALTIMORE MD 21298								
DOCTOR'S WITHOUT BORDERS								
NEW YORK NY 10001								
THE HUMANE SOCIETY OF KC								
KANSAS CITY KS 66104								
INTL FUND-ANIMAL WELFARE								
VARMOUTHPORT MA 02675								
ST JUDE CHILDREN RESEARCH HOSPITAL								
MEMPHIS TN 38105								
KC ZOO								
KANSAS CITY MO 64132								
AMERICAN HEART ASSOC.								
PHOENIX AZ 85062								
DEFENDERS OF WILDLIFE								
MERRIFIELD VA 22116								
ST. LABRE INDIAN SCHOOL								
ASHLAND MT 59004								

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address			Relationship	Status	Purpose	Amount
Address								
URBAN RANGER CORPS		KANSAS CITY MO 64134	N/A	5908 SWOPE PARKWAY	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	4,000	
GILLIS CENTER		KANSAS CITY MO 64114	N/A	8150 WORNALL ROAD	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	500	
PETA		WASHINGTON DC 20077	N/A	P.O. BOX 96684	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	200	
SPECIAL OLYMPICS MO		JEFFERSON CITY MO 65102	N/A	P.O. BOX 947	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400	
SETON CENTER		KANSAS CITY MO 64127	N/A	2816 EAST 23RD STREET	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	300	
AFRICAN WILDLIFE FDTN		WASHINGTON DC 20077	N/A	P.O. BOX 96844	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400	
FOOD FOR THE POOR		COCONUT CREEK FL 33097	N/A	P.O. BOX 979005	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	400	
BMA FOUNDATION		KANSAS CITY MO 64145	N/A	901 W. 121ST STREET	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	10,000	
UNITED WAY OF GREATER KC		KANSAS CITY MO 64105	N/A	1080 WASHINGTON ST.	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	12,000	
LITTLE SISTERS OF POOR		KANSAS CITY MO 64138	N/A	8745 JAMES A REED RD	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	2,000	
MOUNT ST SCHOLASTIC		ATCHISON KS 66002	N/A	801 SOUTH 8TH ST.	EDUC. ORG.	FINCL SUPPORT OF EDUC. ORG.	1,700	
BOLIVIAN MISSIONS		KANSAS CITY MO 64112	N/A	121 W. 48TH	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	500	
WARIS BLUE JAYS		LEE'S SUMMIT MO 64064	N/A	3500 N.E. LOGOOD CT.	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	500	
BISHOP WARD HIGH SCHOOL		KANSAS CITY KS 66102	N/A	708 N. 18TH	EDUC. ORG.	FINCL SUPPORT OF EDUC. ORG.	2,000	
ANNUAL FUND FOR MERCY'S KIDS		CHICAGO IL 60607	N/A	1140 W. JACKSON BLVD.	PUB. CHAIRTY	FINCL SUPPORT OF PUBLIC CHARITY	570	
UNIVERSITY OF DENVER		DENVER CO 80208	N/A	2199 S. UNIVERSITY BLVD.	EDUC. ORG.	FINCL SUPPORT OF EDUC. ORG.	1,000	
CATHOLIC CHARITIES OPKS		OVERLAND PARK KS 66212	N/A	9720 W. 87TH STREET	RELIG. ORG.	FINCL SUPPORT OF RELIGIOUS ORG.	1,000	
CASTLEHORN RANCH HORSE RESCUE		LANCASTER CA 93584	N/A	P.O. BOX 1226	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	300	

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship		Status	Purpose	Amount
Address								
GREENPEACE								
FREDERICKSBORG VA 22404	N/A	P.O. BOX 90136	PUB. CHARITY	FINCL SUPORT OF PUBLIC CHARITY				300
KC RESCUE MISSION								
KANSAS CITY MO 64179	N/A	P.O. BOX 419527	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				400
THE HUMANE SOCIETY OF THE U.S.								
PHOENIX AZ 85022	N/A	P.O. BOX 52137	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				400
PROJECT ANGEL HEART								
DENVER CO 80216	N/A	4190 GARFIELD STREET	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				2,500
SPINAL RESEARCH FOUNDATION								
RESTON VA 20190	N/A	1831 WIEHLE AVE. #200	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				500
BRIAN ANSELMO FOUNDATION								
KANSAS CITY MO 64145	N/A	901 W. 121ST STREET	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				6,000
SISTERS OF ST. JOSEPH								
ST. LOUIS MO 63111	N/A	6400 MINNESOTA AVE.	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				1,000
SHERWOOD CENTER NORTH								
KANSAS CITY MO 64132	N/A	7938 CHESTNUT	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				2,000
TABITAT CLOSET								
INDEPENDENCE MO 64055	N/A	125 S. PLEASANT	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				500
VITATE SOCIETY								
JEFFERSON CITY MO 65109	N/A	1731 SOUTHRIDGE DRIVE	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				2,500
ST. PETER'S								
KANSAS CITY MO 64131	N/A	6415 HOLMES	CHURCH	FINCL SUPPORT OF CHURCH				1,000
SOLT								
ROBSTOWN TX 78380	N/A	3816 CO RD 61	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				1,000
DON BOSCO CENTER								
KANSAS CITY MO 64124	N/A	531 GARFIELD AVE.	EDUC. ORG.	FINCL SUPPORT OF EDUC. ORG.				1,500
SPCA INTERNATIONAL								
WASHINGTON DC 20077	N/A	P.O. BOX 92240	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				300
ANIMAL HAVEN								
KANSAS CITY MO 64141	N/A	P.O. BOX 413071	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				300
COMMUNITY LINC								
KANSAS CITY MO 64111	N/A	3100 BROADWAY, SUITE 1100	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				300
THE DIAN FOSSEY GORILLA FUND	INTL.							
ATLANTA GA 30315	N/A	800 CHEROKEE AVE. SE	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				300
LOVE 4 PAWS - KS								
OVERLAND PARK KS 66282	N/A	P.O. BOX 13305	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				300

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship		Status	Purpose	Amount
PEACEFUL VALLEY DONKEY RESCUE		TEHACHOPI CA 93581		N/A	P.O. BOX 2210	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	300
SPAY & NEUTER KC		KANSAS CITY MO 64141		N/A	P.O. BOX 410303	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	300
TIGER CREEK WILDLIFE REFUGE		TYLER TX 75712		N/A	P.O. BOX 4968	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	300
NOAH'S LOST ARK		YOUNGSTOWN OH 44506		N/A	P.O. BOX 1967	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	200
THE NATURE CONSERVANCY		ALBERT LEA MN 56007		N/A	P.O. BOX 6014	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	200
THE FUND FOR ANIMALS		PHOENIX AZ 85072		N/A	P.O. BOX 52182	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	200
THE JANE GOODALL INSTITUTE		DACULA GA 30019		N/A	P.O. BOX 1760	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	200
ANIMAL'S ANGELS		HAGERSTOWN MD 21741		N/A	P.O. BOX 5003	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	200
ENVIRONMENTAL DEF. FUND LEADERSHIP		WASHINGTON DC 20009		N/A	1875 CONNECTICUT AVE., NW	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	200
CHILDREN'S MERCY HOSPITAL		KANSAS CITY MO 64108		N/A	2401 GILLHAM ROAD	PUB. CHARITY	FINCL SUPPORT OF HOSPITAL	2,500
CATHOLIC CHARITIES KCKS		KANSAS CITY KS 66102		N/A	2220 CENTRAL AVENUE	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	1,000
AMETHYST PLACE		KANSAS CITY MO 64109		N/A	2732 TROOST AVENUE	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	500
SERTOMA CLUB OF KC		KANSAS CITY MO 64145		N/A	818 W. 122ND TERRACE	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	1,500
THE ST. LOUIS SUIT PROJECT		ST. LOUIS MO 63103		N/A	1232 WASHINGTON AVE. #220	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	1,500
THE GROWHAUS		DENVER CO 80216		N/A	4751 YORK STREET	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	1,500
FAMILIES FIRST		DENVER CO 80231		N/A	2163 S. YOSEMITE	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	1,500
YOUTHBIZ INC		DENVER CO 80205		N/A	3280 DOWNING ST. #C	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	1,000
SENIOR ASSISTANCE CENTER		DENVER CO 80211		N/A	2839 W. 44TH AVENUE	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	1,000

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount			
Address										
TOTAL										
							224,071			

McCullough Foundation-2012 Capital Gains - Last year
1/1/2012 through 12/31/2012

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM						
AngioDynamics	200.000	2/10/2011	1/11/2012	2,736	3,280	-544
AngioDynamics	400.000	4/20/2011	1/11/2012	5,472	6,103	-631
RadioShack Corp	1,000.000	7/8/2011	1/12/2012	9,757	13,815	-4,057
Charles River Lab Intl	250.000	10/3/2011	1/13/2012	8,214	7,443	771
Hancock Holding Company	250.000	7/21/2011	1/18/2012	8,584	7,451	1,133
Glacier Bancorp Inc	450.000	2/17/2011	1/18/2012	5,865	6,525	-660
Hancock Holding Company	150.000	7/21/2011	1/23/2012	5,137	4,471	667
Hancock Holding Company	200.000	7/25/2011	1/23/2012	6,850	6,126	724
Hancock Holding Company	200.000	7/26/2011	1/23/2012	6,850	6,216	634
Hancock Holding Company	200.000	7/27/2011	1/23/2012	6,850	6,481	369
Glacier Bancorp Inc	300.000	2/17/2011	1/24/2012	3,964	4,350	-386
Perkins Elmer Inc	300.000	8/10/2011	1/25/2012	6,972	6,610	361
Granite Construction1	800.000	8/17/2011	1/26/2012	21,740	15,279	6,460
Granite Construction1	200.000	8/18/2011	1/26/2012	5,435	3,927	1,508
Medtronic Inc	300.000	2/10/2011	1/27/2012	11,800	11,839	-39
Perkins Elmer Inc	300.000	8/10/2011	1/27/2012	7,134	6,610	523
Perkins Elmer Inc	150.000	8/12/2011	1/27/2012	3,567	3,298	269
Perkins Elmer Inc	200.000	10/7/2011	1/27/2012	4,756	3,755	1,001
Perkins Elmer Inc	200.000	10/7/2011	1/27/2012	4,756	3,755	1,001
Charles River Lab Intl	150.000	10/3/2011	2/17/2012	5,326	4,466	860
Charles River Lab Intl	50.000	10/6/2011	2/17/2012	1,775	1,424	351
Forest Oil Corp	200.000	3/17/2011	2/22/2012	2,754	6,869	-4,115
Forest Oil Corp	200.000	5/12/2011	2/22/2012	2,754	6,089	-3,335
Charles River Lab Intl	150.000	10/6/2011	2/24/2012	5,324	4,272	1,052
Charles River Lab Intl	400.000	12/2/2011	2/24/2012	14,198	11,104	3,094
Garmin Ltd	400.000	3/1/2011	2/28/2012	19,341	12,913	6,429
EXCO Resources Inc	600.000	8/10/2011	2/29/2012	4,347	8,563	-4,217
EXCO Resources Inc	400.000	8/11/2011	2/29/2012	2,898	5,219	-2,321
EXCO Resources Inc	400.000	8/15/2011	2/29/2012	2,898	5,215	-2,317
EXCO Resources Inc	400.000	9/16/2011	2/29/2012	2,898	4,968	-2,070
EXCO Resources Inc	600.000	9/16/2011	2/29/2012	4,347	7,392	-3,045
Suntrust Banks Inc.	600.000	7/21/2011	3/9/2012	12,976	14,490	-1,514
Suntrust Banks Inc.	200.000	7/25/2011	3/9/2012	4,325	4,999	-674
Suntrust Banks Inc.	400.000	8/18/2011	3/9/2012	8,651	7,655	996
TNT Express NV	800.000	6/1/2011	3/23/2012	9,873	8,000	1,873
TNT Express NV	608.000	6/6/2011	3/23/2012	7,503	6,080	1,423

McCullough Foundation-2012 Capital Gains - Last year

1/1/2012 through 12/31/2012

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Raytheon Co	200.000	9/9/2011	4/9/2012	10,490	8,094	2,396
Kaydon Corp	400.000	12/29/2011	4/9/2012	10,080	12,560	-2,480
Raytheon Co	50.000	9/9/2011	4/12/2012	2,588	2,023	565
Raytheon Co	100.000	9/15/2011	4/12/2012	5,177	4,054	1,123
Raytheon Co	100.000	9/19/2011	4/12/2012	5,177	4,121	1,056
Raytheon Co	200.000	9/20/2011	4/12/2012	10,354	8,314	2,040
Lone Pine Resources Inc.	1,300.000	10/6/2011	5/10/2012	7,076	7,783	-707
Lone Pine Resources Inc.	734.000	10/7/2011	5/10/2012	3,995	0	3,995
Lone Pine Resources Inc.	66.000	10/14/2011	5/10/2012	359	401	-42
Lone Pine Resources Inc.	900.000	11/7/2011	5/10/2012	4,899	7,111	-2,212
Lone Pine Resources Inc.	1,000.000	12/5/2011	5/10/2012	5,443	7,504	-2,061
Michael Baker Corp.	350.000	8/16/2011	5/17/2012	8,142	6,642	1,500
Wolverine Worldwide Inc.	100.000	4/16/2012	5/21/2012	4,228	3,686	542
Wolverine Worldwide Inc.	200.000	4/26/2012	5/21/2012	8,455	7,220	1,236
Redwood Trust Inc.	1,000.000	1/5/2012	5/21/2012	11,682	10,377	1,305
Redwood Trust Inc.	400.000	1/6/2012	5/21/2012	4,673	4,169	504
Redwood Trust Inc.	600.000	1/26/2012	5/21/2012	7,009	6,866	143
Becton Dickinson & Co.	300.000	11/7/2011	5/23/2012	22,408	21,692	717
Univest Corp of PA	600.000	1/11/2012	5/23/2012	9,347	9,099	249
Univest Corp of PA	600.000	1/12/2012	5/23/2012	9,347	9,272	75
Patterson Companies	400.000	9/19/2011	5/24/2012	12,881	10,981	1,900
Patterson Companies	200.000	1/23/2012	5/24/2012	6,441	6,135	305
American Eagle Outfitters	400.000	6/30/2011	5/24/2012	8,045	5,037	3,008
St. Jude Medical Inc	500.000	12/2/2011	5/24/2012	19,305	17,964	1,340
OceanFirst Financial Corp	300.000	7/8/2011	5/24/2012	4,306	4,040	266
OceanFirst Financial Corp	400.000	10/27/2011	5/24/2012	5,741	5,147	594
Covance Inc.	200.000	1/31/2012	6/6/2012	9,109	8,654	456
Covance Inc.	200.000	1/31/2012	6/7/2012	8,997	8,654	343
Covance Inc.	200.000	1/31/2012	6/11/2012	9,233	8,654	580
Covance Inc.	100.000	2/2/2012	6/11/2012	4,617	4,370	247
Covance Inc.	150.000	2/10/2012	6/11/2012	6,925	6,932	-7
State Street Bank	100.000	7/25/2011	6/14/2012	4,293	4,265	28
Dr Pepper Snapple Group	400.000	3/20/2012	6/19/2012	17,098	15,426	1,671
Dr Pepper Snapple Group	200.000	3/29/2012	6/19/2012	8,549	7,796	753
Michael Baker Corp.	250.000	8/16/2011	6/25/2012	5,914	4,744	1,170
Michael Baker Corp.	50.000	8/18/2011	6/25/2012	1,183	1,009	174
Michael Baker Corp.	550.000	8/18/2011	6/26/2012	13,039	11,102	1,937
Michael Baker Corp.	300.000	12/28/2011	6/26/2012	7,112	5,755	1,358

McCullough Foundation-2012 Capital Gains - Last year
1/1/2012 through 12/31/2012

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Encana Corp	600.000	5/3/2012	7/2/2012	11,447	12,405	-957
Encana Corp	200.000	5/10/2012	7/2/2012	3,816	4,225	-410
Southwestern Energy	400.000	4/30/2012	7/6/2012	12,663	11,683	980
Glacier Bancorp Inc	400.000	7/21/2011	7/6/2012	6,159	5,135	1,024
QEP Resources	550.000	3/23/2012	7/6/2012	16,320	17,859	-1,538
MKS Instruments Inc.	600.000	5/17/2012	7/13/2012	16,628	15,446	1,182
Briggs&Stratton	550.000	2/10/2012	7/16/2012	9,780	9,309	471
Kemper Corp	350.000	9/15/2011	7/20/2012	11,018	8,309	2,709
Briggs&Stratton	50.000	2/10/2012	7/23/2012	866	846	20
Briggs&Stratton	600.000	2/13/2012	7/23/2012	10,392	10,194	198
Briggs&Stratton	300.000	2/16/2012	7/23/2012	5,196	5,227	-31
Briggs&Stratton	300.000	2/22/2012	7/23/2012	5,196	5,243	-47
QEP Resources	50.000	3/23/2012	8/29/2012	1,437	1,624	-187
QEP Resources	250.000	3/29/2012	8/29/2012	7,183	7,671	-488
QEP Resources	150.000	3/29/2012	8/30/2012	4,303	4,602	-299
QEP Resources	150.000	3/29/2012	8/30/2012	4,303	4,602	-299
Kohl Corp	300.000	3/26/2012	9/4/2012	15,617	14,650	967
Symantec Corp	350.000	12/23/2011	9/13/2012	6,603	5,507	1,096
Progressive Software Corp	1,000.000	1/5/2012	10/12/2012	17,851	19,445	-1,593
Suez Environment	1,000.000	1/17/2012	10/23/2012	11,020	11,045	-25
Suez Environment	2,000.000	1/17/2012	10/23/2012	22,040	22,091	-50
Sk Telecom Co	1,000.000	3/6/2012	11/6/2012	15,858	14,617	1,241
Sk Telecom Co	500.000	3/6/2012	11/6/2012	7,929	7,309	621
First Niagara Fincl Corp	400.000	1/3/2012	11/13/2012	3,122	3,422	-300
Lowes Companies Inc.	150.000	8/13/2012	11/27/2012	5,138	3,928	1,210
Lowes Companies Inc.	200.000	8/13/2012	12/5/2012	7,121	5,237	1,884
Lowes Companies Inc.	150.000	8/13/2012	12/11/2012	5,239	3,928	1,312
Lowes Companies Inc.	300.000	8/27/2012	12/11/2012	10,479	8,041	2,438
Baxter Intl Inc Com	150.000	7/10/2012	12/27/2012	10,082	8,131	1,951
Thermal Fisher Scientific	200.000	6/15/2012	12/28/2012	12,753	10,053	2,700
Baxter Intl Inc Com	150.000	7/10/2012	12/28/2012	10,013	8,131	1,882
Baxter Intl Inc Com	200.000	7/24/2012	12/28/2012	13,351	11,352	1,999
Baxter Intl Inc Com	100.000	7/24/2012	12/28/2012	6,676	5,676	999
TOTAL SHORT TERM				859,944	811,647	48,297
LONG TERM						
AngioDynamics	450.000	12/9/2010	1/11/2012	6,156	6,530	-374
AngioDynamics	400.000	12/31/2010	1/11/2012	5,472	6,204	-732

McCullough Foundation-2012 Capital Gains - Last year

1/1/2012 through 12/31/2012

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Berkshire Hathaway C1 B	100.000	8/22/2003	1/12/2012	7,606	5,062	2,544
Berkshire Hathaway C1 B	200.000	11/16/2005	1/12/2012	15,211	12,065	3,147
Omnicell Inc.	500.000	11/10/2010	1/20/2012	8,551	7,029	1,522
Garmin Ltd	250.000	8/20/2010	1/26/2012	10,446	6,858	3,589
Medtronic Inc	200.000	8/30/2010	1/27/2012	7,867	6,368	1,499
Callaway Golf Club Co	1,250.000	7/30/2009	2/2/2012	8,092	6,865	1,226
Sterling Construction Co.	800.000	4/11/2010	2/9/2012	8,630	12,931	-4,301
Marinemax	1,000.000	9/16/2009	2/9/2012	8,696	7,310	1,386
Marinemax	250.000	11/5/2009	2/9/2012	2,174	1,775	399
Forest Oil Corp	600.000	12/15/2009	2/22/2012	8,262	11,830	-3,568
Forest Oil Corp	200.000	2/3/2011	2/22/2012	2,754	7,733	-4,979
Garmin Ltd	150.000	8/20/2010	2/24/2012	6,711	4,115	2,596
Garmin Ltd	50.000	11/8/2010	2/24/2012	2,237	1,552	685
Garmin Ltd	150.000	11/8/2010	2/27/2012	7,369	4,656	2,713
Garmin Ltd	50.000	2/8/2011	2/27/2012	2,456	1,529	928
Garmin Ltd	150.000	2/8/2011	2/28/2012	7,253	4,586	2,667
Kaydon Corp	150.000	8/8/2008	3/5/2012	5,666	7,189	-1,523
Kaydon Corp	100.000	10/15/2008	3/5/2012	3,777	3,295	482
Kaydon Corp	150.000	11/24/2008	3/5/2012	5,666	3,920	1,746
Kaydon Corp	50.000	11/24/2008	3/6/2012	1,869	1,307	563
Kaydon Corp	150.000	2/25/2010	3/6/2012	5,607	5,208	399
Diebold Inc	250.000	11/19/2009	3/20/2012	9,730	6,724	3,006
American Eagle Outfitters	550.000	1/3/2011	3/29/2012	9,528	8,012	1,516
American Eagle Outfitters	400.000	1/3/2011	4/5/2012	6,870	5,827	1,043
Kaydon Corp	50.000	2/25/2010	4/9/2012	1,260	1,736	-476
Kaydon Corp	200.000	3/4/2010	4/9/2012	5,040	6,675	-1,635
Allstate Corp	1,000.000	3/23/2009	5/7/2012	32,899	18,404	14,494
Washington Federal Inc.	150.000	9/4/2008	5/17/2012	2,642	2,585	57
Washington Federal Inc.	150.000	4/30/2009	5/17/2012	2,642	1,856	786
Diebold Inc	150.000	11/19/2009	5/17/2012	5,522	4,034	1,488
Diebold Inc	200.000	11/23/2009	5/17/2012	7,363	5,292	2,071
Wolverine Worldwide Inc.	350.000	6/4/2009	5/21/2012	14,797	7,093	7,703
Diebold Inc	200.000	12/9/2009	5/21/2012	7,282	5,173	2,110
American Eagle Outfitters	50.000	1/3/2011	5/24/2012	1,006	728	277
American Eagle Outfitters	400.000	1/4/2011	5/24/2012	8,045	5,897	2,148
American Eagle Outfitters	200.000	2/22/2011	5/24/2012	4,023	3,211	812
American Eagle Outfitters	400.000	3/1/2011	5/24/2012	8,045	6,100	1,945
OceanFirst Financial Corp	1,000.000	2/5/2010	5/24/2012	14,353	10,104	4,249

EIN: 43-1909746

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McCullough Foundation-2012 Capital Gains - Last year

1/1/2012 through 12/31/2012

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
OceanFirst Financial Corp	500.000	2/8/2010	5/24/2012	7,176	5,057	2,120
DiamondRock Hospitality Co.	2,000.000	5/28/2010	5/24/2012	19,120	16,824	2,295
Harte Hanks Inc.	1,050.000	10/11/2010	5/25/2012	8,659	12,204	-3,545
Harte Hanks Inc.	500.000	3/21/2011	5/25/2012	4,124	6,108	-1,984
Harte Hanks Inc.	300.000	4/6/2011	5/25/2012	2,474	3,627	-1,153
JJ Snack Foods Corp	300.000	3/8/2011	6/6/2012	16,192	13,339	2,853
JJ Snack Foods Corp	200.000	3/14/2011	6/6/2012	10,794	9,022	1,773
JJ Snack Foods Corp	200.000	3/14/2011	6/6/2012	10,794	9,022	1,773
JJ Snack Foods Corp	100.000	3/21/2011	6/6/2012	5,397	4,392	1,005
State Street Bank	200.000	3/14/2011	6/14/2012	8,585	8,921	-336
State Street Bank	200.000	3/15/2011	6/14/2012	8,585	8,709	-124
Glacier Bancorp Inc	450.000	2/17/2011	7/6/2012	6,929	6,525	404
Glacier Bancorp Inc	300.000	2/22/2011	7/6/2012	4,619	4,326	294
Glacier Bancorp Inc	300.000	2/25/2011	7/6/2012	4,619	4,424	195
Weyerhaeuser Co.	119.000	7/9/2010	7/9/2012	2,671	4,128	-1,456
Weyerhaeuser Co.	231.000	9/1/2010	7/9/2012	5,185	3,590	1,595
Goldcorp Inc.	400.000	4/8/2010	9/19/2012	18,495	15,574	2,921
Compton Petroleum	5.000	5/4/2006	10/4/2012	6	14,158	-14,152
Compton Petroleum	5.000	5/10/2006	10/4/2012	6	13,710	-13,704
Compton Petroleum	10.000	1/7/2010	10/4/2012	13	2,062	-2,049
Compton Petroleum	9.000	9/21/2011	10/4/2012	11	71	-60
Compton Warrants	40.000	9/7/2011	10/11/2012	0	0	0
First Niagara Fincl Corp	1,000.000	7/28/2009	10/12/2012	8,262	11,767	-3,505
First Niagara Fincl Corp	250.000	7/30/2009	10/12/2012	2,066	3,044	-978
Abbott Labs Com	150.000	9/11/2009	10/22/2012	10,356	6,843	3,512
Washington Federal Inc.	250.000	4/30/2009	10/26/2012	4,208	3,093	1,115
Washington Federal Inc.	50.000	5/7/2009	10/26/2012	842	663	179
Weyerhaeuser Co.	400.000	9/1/2010	11/5/2012	11,085	6,216	4,869
Washington Federal Inc.	350.000	5/7/2009	11/8/2012	5,888	4,639	1,249
Washington Federal Inc.	200.000	7/5/2011	11/8/2012	3,365	3,285	80
Washington Federal Inc.	500.000	10/7/2011	11/8/2012	8,412	6,202	2,209
Washington Federal Inc.	200.000	10/26/2011	11/8/2012	3,365	2,605	760
First Niagara Fincl Corp	250.000	7/30/2009	11/13/2012	1,951	3,044	-1,092
First Niagara Fincl Corp	500.000	9/30/2010	11/13/2012	3,903	5,747	-1,844
First Niagara Fincl Corp	500.000	12/23/2010	11/13/2012	3,903	6,874	-2,971
First Niagara Fincl Corp	1,100.000	4/15/2011	11/13/2012	8,586	15,422	-6,836
Glatfelter	600.000	8/26/2010	11/14/2012	9,854	6,909	2,945
Weyerhaeuser Co.	50.000	9/1/2010	11/14/2012	1,346	777	569

EIN: 43-1909746

Form: 990-PF

PART IV - ATTACHMENT

Page 6

McCullough Foundation-2012 Capital Gains - Last year
1/1/2012 through 12/31/2012

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Weyerhaeuser Co.	150.000	8/23/2011	11/14/2012	4,039	2,431	1,608
DST Stock	2,800.000	11/8/2001	11/23/2012	159,236	29,400	129,836
Glatfelter	400.000	8/26/2010	12/18/2012	6,657	4,606	2,050
Glatfelter	500.000	1/21/2011	12/18/2012	8,321	6,064	2,257
TOTAL LONG TERM				699,674	530,788	168,885
OVERALL TOTAL				1,559,618	1,342,435	217,183

**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 ☒
- 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 MCCULLOUGH FAMILY FOUNDATION	Employer identification number (EIN) or 43-1909746
	Number, street, and room or suite no. If a P.O. box, see instructions. 210 W. SANTA FE TRAIL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. KANSAS CITY MO 64145	

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

04

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

THOMAS A. MCCULLOUGH
210 W. SANTA FE TRAIL

- The books are in the care of ► **KANSAS CITY**

MO 64145Telephone No. ► **816-942-5003**

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 **08/15/13**, 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 , and ending

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	\$	7,000
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	\$	7,000
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	\$	0

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.

DAA

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

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. MCCULLOUGH FAMILY FOUNDATION	Employer identification number (EIN) or 43-1909746
	Number, street, and room or suite no. If a P.O. box, see instructions. 210 W. SANTA FE TRAIL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. KANSAS CITY MO 64145	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THOMAS A. MCCULLOUGH
210 W. SANTA FE TRAIL

- The books are in the care of **KANSAS CITY**

MO 64145

Telephone No. ☐

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 part of the group, check this box ☐ and attach a

list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **11/15/13**.

5 For calendar year **2012**, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

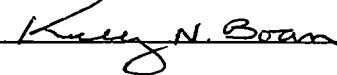
7 State in detail why you need the extension

THE FOUNDATION IS AWAITING INFORMATION FROM A THIRD PARTY IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a 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	8a	\$	7,000
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 and any amount paid previously with Form 8868	8b	\$	7,000
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature 

Title **C.P.A.**

Date **08/14/13**

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