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MAY 29 2013

OMB No 1545-0052

Form **990-PF**

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

UGDEN, UT 2012

Department 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 MASSMAN FOUNDATION		A Employer identification number 43-6045266
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 8458	Room/suite	B Telephone number (see instructions) (816) 523-1000
City or town, state, and ZIP code KANSAS CITY, MO 64114		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,954,369	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14	14		
	4 Dividends and interest from securities	38,170	38,170		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		12,993		
	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)					
12 Total. Add lines 1 through 11	38,184	51,177			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	6,953	6,953		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,200	1,200		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,498	1,498		
	24 Total operating and administrative expenses. Add lines 13 through 23	9,651	9,651		
	25 Contributions, gifts, grants paid	161,000			
26 Total expenses and disbursements. Add lines 24 and 25	170,651	9,651			
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(132,467)				
b Net investment income (if negative, enter -0-)		41,526			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2012)

SCANNED JUN 04 2013

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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	70,562	86,153	86,153
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	945,962	1,028,047	1,152,696
	c	Investments—corporate bonds (attach schedule)	634,143	488,942	520,674
	11	Investments—land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach schedule) ▶			
Liabilities	15	Other assets (describe ▶ ALTERNATIVE INVESTMENTS)	265,542	193,593	194,846
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,916,209	1,796,735	1,954,369
	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)			
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 ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,916,209	1,796,735	
	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)	1,916,209	1,796,735	
	31	Total liabilities and net assets/fund balances (see instructions)	1,916,209	1,796,735	

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	1,916,209
2	Enter amount from Part I, line 27a	2	(132,467)
3	Other increases not included in line 2 (itemize) ▶ Net capital gain on sale of investments	3	12,993
4	Add lines 1, 2, and 3	4	1,796,735
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,796,735

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 schedule 1	P	Var	Var
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			12,993	
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) FMV 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	12,993
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	

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.

(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	168,925	2,109,566	0.0801
2010	160,246	2,044,302	0.0784
2009	152,606	1,861,385	0.0820
2008	164,734	2,187,753	0.0753
2007	172,988	2,580,941	0.0670
2	Total of line 1, column (d)		2 .3828
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 0.07656
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4 1,981,593
5	Multiply line 4 by line 3		5 151,711
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 415
7	Add lines 5 and 6		7 152,126
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.		8 161,000

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1		415
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		415
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		415
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		387
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		387
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		28
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		<input checked="" type="checkbox"/>
<i>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.</i>		
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a conformed copy of the changes.</i>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Missouri		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		<input checked="" type="checkbox"/>
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)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<input checked="" type="checkbox"/>

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		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶ N/A				
14	The books are in care of ▶ Joseph T. Kopp Telephone no. ▶ (816) 523-1000			
Located at ▶ 8901 State Line Road, Suite 240, Kansas City, MO ZIP+4 ▶ 64114-0458				
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
				✓

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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	✓

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b**6b****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
H. J. Massman IV 8901 State Line Road, Suite 240, KC, MO 64114	President 1 hour	0	0	0
J. T. Kopp 8901 State Line Road, Suite 240, KC, MO 64114	Secretary 1 hour	0	0	0
P. R. Massman J. M. Massman M. H. Schnobelen	Directors	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		

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	
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	
2	
3 All other program-related investments See instructions	

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	1,982,208
b	Average of monthly cash balances	1b	29,562
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,011,770
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	2,011,770
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	30,177
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,981,593
6	Minimum investment return. Enter 5% of line 5	6	99,080

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	99,080
2a	Tax on investment income for 2012 from Part VI, line 5	2a	415
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	415
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	98,665
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	98,665
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	98,665

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	161,000
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	161,000
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	415
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	160,585

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				98,665
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	47,965			
b From 2008	56,378			
c From 2009	60,325			
d From 2010	60,523			
e From 2011	63,447			
f Total of lines 3a through e	288,638			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 161,000				
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				98,665
e Remaining amount distributed out of corpus	62,335			
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	350,973			
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				
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)	47,965			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	303,008			
10 Analysis of line 9:				
a Excess from 2008	56,378			
b Excess from 2009	60,325			
c Excess from 2010	60,523			
d Excess from 2011	63,447			
e Excess from 2012	62,335			

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)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

None

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

None

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

H. J. Massman, IV
8901 State Line Road, Suite 240, Kansas City, MO 64114-0458, (816) 523-1000

- b** The form in which applications should be submitted and information and materials they should include:

In writing, stating purpose, amount requested and when needed

- c** Any submission deadlines:

None

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

Primarily in the greater Kansas City area

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 <i>Paid during the year</i> Schedule attached				161,000
Total			▶	3a
b <i>Approved for future payment</i> Schedule attached				50,000
Total			▶	3b

Enter gross amounts unless otherwise indicated.

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

[illegible]

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

- | | | | |
|---|--------------|------------|-----------|
| 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? | | Yes | No |
| | | | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | ✓ |
| (2) Other assets | 1a(2) | | ✓ |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | ✓ |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | ✓ |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | ✓ |
| (4) Reimbursement arrangements | 1b(4) | | ✓ |
| (5) Loans or loan guarantees | 1b(5) | | ✓ |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | ✓ |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | ✓ |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[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

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

Signature of officer or trustee *[Signature]* Date 5/15/2013 Secretary *[Signature]* Title _____

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

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

Paid Preparer Use Only	Firm/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN	
	Firm's name ▶					Firm's EIN ▶		
	Firm's address ▶					Phone no		

**THE MASSMAN FOUNDATION
CHARITABLE CONTRIBUTIONS - 2012**

**Attachment to 2012 Form 990-PF
Part XV a**

RECIPIENT	PURPOSE	AMOUNT
American Cancer Society 1100 Pennsylvania Kansas City, MO 64105	Payment on pledge for <i>"Hope House Kitchen Renovations"</i>	10,000
Camps for Kids 1080 Washington Kansas City, MO 64105	Unrestricted contribution to support charitable activities	2,500
City Union Mission P.O. Box 270107 Kansas City, MO 64127	Unrestricted contribution to support charitable activities	5,000
Community LINC 4012-14 Troost Kansas City, MO 64110	Unrestricted contribution to support charitable activities	5,000
Cristo Rey Kansas City 211 W. Linwood Blvd. Kansas City, MO 64111	Unrestricted contribution to support charitable activities	25,000
De LaSalle Education Center 3740 Forest Kansas City, MO 64109-3200	Payment on pledge for <i>"Capital Campaign / Operations Grant"</i>	20,000
Della Lamb Community Services 500 Woodland Avenue Kansas City, MO 64106	Unrestricted contribution to support charitable activities	2,500
Gillis Center 8150 Wornall Road Kansas City, MO 64114-5806	Unrestricted contribution to support charitable activities	1,500
Girl Scouts of NE Kansas and NW Missouri 8383 Blue Parkway Kansas City, MO 64133	Unrestricted contribution to support charitable activities	6,000
Junior Achievement of Middle America, Inc. 4049 Pennsylvania Ave., #150 Kansas City, MO 64111	Unrestricted contribution to support charitable activities	3,000
Kansas City Community Gardens 6917 Kensington Kansas City, MO 64132	Unrestricted contribution to support charitable activities	1,500
Kansas City Free Health Clinic 3515 Broadway Kansas City, MO 64111-2537	Contribution towards <i>"Bridging the Future"</i> capital campaign	10,000
Little Sister of the Poor - Jeanne Jugan Center 8745 James A. Reed Road Kansas City, MO 64138-9958	Luncheon sponsor <i>"Of Saints and Miracles"</i>	5,000
Missouri Colleges Fund 3200 West Truman Blvd., Suite 319 Jefferson City, MO 65109	Unrestricted contribution to support charitable activities	4,000

**THE MASSMAN FOUNDATION
CHARITABLE CONTRIBUTIONS - 2012**

Attachment to 2012 Form 990-PF

Part XV a

RECIPIENT	PURPOSE	AMOUNT
Operation Breakthrough, Inc. P.O. Box 412482 Kansas City, MO 64141-2482	Unrestricted contribution to support charitable activities	10,000
Ozanam 421 Est 137th Street Kansas City, MO 64145	Contribution towards facility renovations, repairs, etc.	5,000
Redemptorist Social Services Center 207 W. Linwood Kansas City, MO 64111-1327	Unrestricted contribution to support charitable activities	15,000
The Salvation Army 3637 Broadway, P.O. Box 412577 Kansas City, MO 64141-2577	Annual Christmas Campaign Fund	15,000
Upper Room, Inc. 5930 Swope Parkway Kansas City, MO 64130	Unrestricted contribution to support charitable activities	10,000
Welcome House, Inc. 1414 East 27th Street Kansas City, MO 64108	Contribution towards facility renovations	5,000
		<u>\$161,000</u>

THE MASSMAN FOUNDATION
CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT
December 31, 2012

Attachment to 2012 Form 990-PF
Part XV b

RECIPIENT	PURPOSE	AMOUNT
American Cancer Society	<i>"Hope House Kitchen Renovations"</i>	10,000
DeLaSalle Education Center	<i>"Capital Campaign / Operations Grant"</i>	40,000
		<u>\$50,000</u>

**STATEMENTS REGARDING ACTIVITIES
THE MASSMAN FOUNDATION
CALENDAR YEAR ENDED DECEMBER 31, 2012**

**Attachment to 2012 Form 990-PF
Part VII-A**

Line 8b

Missouri does not require the filing of a copy of Form 990-PF

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME
THE MASSMAN FOUNDATION
CALENDAR YEAR ENDED DECEMBER 31, 2012

Schedule 1
Attachment to 2012 Form 990-PF
Part IV

Description	How Acquired	Date Acquired	Date Sold	Shares sold	Value per share	Gross sales price	Tax cost per share	Cost or other basis	Net gain / (loss)
AQR Managed Futures Strategy Fund I	P	9/26/2011	2/27/2012	1,307,531	9.560	12,500.00	9.990	13,062.23	(562.23)
AQR Managed Futures Strategy Fund I	P	9/26/2011	12/13/2012	1,028,807	9.720	10,000.00	9.990	10,277.78	(277.78)
Blackrock High Yield Bond Portfolio	P	4/14/2010	2/24/2012	2,255,157	7.760	17,500.00	7.450	16,800.90	699.10
Blackrock High Yield Bond Portfolio	P	4/14/2010	12/13/2012	617,284	8.100	5,000.00	7.450	4,598.77	401.23
Columbia Acorn International Fund - Z	P	11/23/2010	6/13/2012	280,661	35.630	10,000.00	38.550	10,819.49	(819.49)
Fidelity Advisor Emerging Markets Income Fund - I	P	3/24/2010	2/24/2012	1,437,815	13.910	20,000.00	12.920	18,576.57	1,423.43
Absolute Strategies Fund - I	P	5/10/2010	2/24/2012	2,054,795	10.950	22,500.00	10.670	21,924.66	575.34
Absolute Strategies Fund - I	P	5/10/2010	12/13/2012	1,342,882	11.170	15,000.00	10.670	14,328.55	671.45
Harbor Bond Fund - Institution	P	1/1/2006	2/24/2012	1,603,849	12.470	20,000.00	11.848	19,003.09	996.91
Harbor Bond Fund - Institution	P	1/1/2026	12/31/12	5,733,945	13.080	75,000.00	11.848	67,938.27	7,061.73
Hartford Floating Rate Fund - Y	P	05/10/410	2/24/2012	1,708,428	8.780	15,000.00	8.690	14,846.24	153.76
Hartford Floating Rate Fund - Y	P	6/3/2009	12/13/2012	17,694	8.930	158.01	8.690	153.76	4.25
Hartford Floating Rate Fund - Y	P	6/3/2009	12/13/2012	430,234	8.930	3,841.99	7.630	3,282.69	559.30
Lazard Emerging Markets Equity Portfolio Inst	P	3/24/2010	6/13/2012	1,609,443	17.320	27,875.56	18.640	30,000.00	(2,124.44)
Lazard Emerging Markets Equity Portfolio Inst	P	6/22/2011	6/13/2012	411,342	17.320	7,124.44	21.150	8,699.88	(1,575.44)
MFS Research International Fund - I	P	9/26/2007	6/13/2012	2,511,948	13.570	34,087.14	21.960	55,162.38	(21,075.24)
MFS Research International Fund - I	P	11/20/2007	6/13/2012	683,683	13.570	9,277.58	21.940	15,000.00	(5,722.42)
MFS Research International Fund - I	P	10/19/2009	6/13/2012	488,967	13.570	6,635.28	14.810	7,241.60	(606.32)
PIMCO Commodity Realreturn Strategy Fund - Ins	P	3/26/2010	2/24/2012	1,615,169	7.120	11,500.00	7.650	12,356.04	(856.04)
SPDR S & P International Small Cap ETF	P	10/19/2009	6/12/2012	150,000	24.864	3,729.64	26.710	4,006.50	(276.86)
SPDR S & P International Small Cap ETF	P	3/24/2010	6/12/2012	500,000	24.864	12,432.13	26.350	13,175.00	(742.87)
SPDR S & P International Small Cap ETF	P	6/22/2011	6/12/2012	250,000	24.864	6,216.06	31.080	7,770.00	(1,553.94)
SPDR S & P International Small Cap ETF	P	2/23/2012	6/12/2012	100,000	24.864	2,486.43	28.620	2,862.00	(375.57)
Vanguard Msci Emerging Markets ETF	P	6/3/2009	6/12/2012	250,000	38.423	9,605.66	32.090	8,022.50	1,583.16
Capital Gains distributions (all)	P	Var	12/31/2012			35,432.42		0.00	35,432.42
Total of all capital gains						<u>392,902.34</u>		<u>379,908.90</u>	<u>12,993.44</u>

**OPERATING AND ADMINISTRATIVE EXPENSES
THE MASSMAN FOUNDATION
CALENDAR YEAR ENDED DECEMBER 31, 2012**

**Attachment to 2012 Form 990-PF
Part I**

Line 16c - Other professional fees

Commerce Bank investment fees	<u>\$6,954</u>
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Line 18 - Taxes

United States Treasury - investment tax	<u>\$1,200</u>
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Line 23 - Other expenses

Directors and officers insurance	\$803
Dues and subscriptions	695
	<u>\$1,498</u>