Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2012
Open to Public Inspection

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

Name of foundation: ARVIN GOTTLIEB CHARITABLE FOUNDATION 100156

A Employer identification number: 43-6380792

Number and street (or P O box number if mail is not delivered to street address): UMB BANK, P. O. BOX 415044 M/S 1020307

Room/suite:

B Telephone number (see instructions): 816- 860-1933

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

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 34,274,645.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	670,556.	725,764.		
	5a Gross rents	342,708.	342,708.	NONE	
	b Net rental income or (loss) 310,164.				
	6a Net gain or (loss) from sale of assets not on line 10	1,370,145.			
	b Gross sales price for all assets on line 6a 5,823,177.				
	7 Capital gain net income (from Part IV, line 2)		1,370,145.		
	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	2,383,409.	2,438,617.	NONE	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	186,088.	139,566.		46,522.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	14,984.	3,746.		11,238.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	62,461.	11,951.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 1	44,279.	44,279.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	307,812.	199,542.		57,760.
	25 Contributions, gifts, grants paid	1,711,000.			1,711,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,018,812.	199,542.		1,768,760.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	364,597.			
	b **Net investment income** (if negative, enter -0-)		2,239,075.		
	c **Adjusted net income** (if negative, enter -0-)			NONE	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments			
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule)			
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)	22,468,446.	23,812,171.	30,298,480.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)	2,325,804.	2,530,983.	3,976,165.
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	24,794,250.	26,343,154.	34,274,645.
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)		NONE	
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. ▶ [X]			
27 Capital stock, trust principal, or current funds	24,794,250.	26,343,154.	
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)	24,794,250.	26,343,154.	
31 **Total liabilities and net assets/fund balances** (see instructions)	24,794,250.	26,343,154.	

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	24,794,250.
2 Enter amount from Part I, line 27a	2	364,597.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 2	3	1,184,320.
4 Add lines 1, 2, and 3	4	26,343,167.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 3	5	13.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,343,154.

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	PUBLICLY TRADED SECURITIES			
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	5,823,177.		4,453,032.	1,370,145.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				1,370,145.
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	1,370,145.
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 [X] No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col (c))
2011	2,157,722.	33,700,098.	0.064027
2010	1,686,755.	33,545,254.	0.050283
2009	1,288,316.	31,096,617.	0.041429
2008	1,620,919.	33,599,641.	0.048242
2007	2,127,472.	35,514,253.	0.059905

2	**Total** of line 1, column (d)	2	0.263886
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	0.052777
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	33,655,110.
5	Multiply line 4 by line 3	5	1,776,216.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22,391.
7	Add lines 5 and 6	7	1,798,607.
8	Enter qualifying distributions from Part XII, line 4	8	1,768,760.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	44,782.
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	44,782.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	44,782.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 50,510.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 19,769.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	70,279.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	25,497.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 25,497. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ UMB BANK, N.A. Telephone no ▶ (816)860-1933

Located at ▶ 1010 GRAND, KANSAS CITY, MO ZIP+4 ▶ 64106

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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)?		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?	☐ 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?		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
UMB BANK, N.A. P.O. BOX 419692, KANSAS CITY, MO 64141	CO-TRUSTEE 2	131,270.	-0-	-0-
PETER BROWN/ LATHROP AND GAGE 2345 Grand Blvd., Suite 2800, KANSAS CITY, MO 64108	CO-TRUSTEE 2	27,409.	-0-	-0-
BARTON J COHEN 9010 SHAWNEE MISSION PARKWAY, MISSION, KS 66202-2820	CO-TRUSTEE 2	27,409.	-0-	-0-

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

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services . . . ▶ NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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

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	26,797,836.
b	Average of monthly cash balances	1b	3,393,623.
c	Fair market value of all other assets (see instructions)	1c	3,976,165.
d	**Total** (add lines 1a, b, and c)	1d	34,167,624.
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	NONE
3	Subtract line 2 from line 1d	3	34,167,624.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	512,514.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,655,110.
6	**Minimum investment return.** Enter 5% of line 5	6	1,682,756.

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	1,682,756.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	44,782.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	44,782.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,637,974.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,637,974.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,637,974.

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	1,768,760.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,768,760.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,768,760.

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				1,637,974.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			NONE	
b	Total for prior years 20 10 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2012.				
a	From 2007 . . . . . . 400,891.				
b	From 2008 . . . . . . NONE				
c	From 2009 . . . . . . NONE				
d	From 2010 . . . . . . 36,602.				
e	From 2011 . . . . . . 504,225.				
f	**Total** of lines 3a through e	941,718.			
4	Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 1,768,760.				
a	Applied to 2011, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				1,637,974.
e	Remaining amount distributed out of corpus	130,786.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	1,072,504.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	400,891.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	671,613.			
10	Analysis of line 9:				
a	Excess from 2008 . . . NONE				
b	Excess from 2009 . . . NONE				
c	Excess from 2010 . . . 36,602.				
d	Excess from 2011 . . . 504,225.				
e	Excess from 2012 . . . 130,786.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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:

SEE STATEMENT 4

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 22				1,711,000.
/				
Total . . . . ▶ **3a**				1,711,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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					
4 Dividends and interest from securities			14	670,556.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	310,164.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,370,145.	
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)				2,350,865.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 2,350,865.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

Susan B. Jean | 11/11/2013

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WESLEY HIRSCHBERG	Wesley Hirschberg	11/11/2013		P00162244
Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING)			Firm's EIN ▶ 75-1297386	
Firm's address ▶ ONE NORTH DEARBORN ST., 5TH FLOOR CHICAGO, IL 60602			Phone no 312-873-6900	

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ARVIN GOTTLIEB CHARITABLE FOUNDATION 100156	43-6380792

DESCRIPTION OF PROPERTY
D-M-G TULSA PROPERTIES, L.L.C.

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		63,422.	
OTHER INCOME:			
INTEREST INCOME		476.	
TOTAL GROSS INCOME			63,898.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			63,898.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			63,898.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des.	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
2E7000 1 000

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
======================================

OTHER INCOME

INTEREST INCOME	476.
	476.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ARVIN GOTTLIEB CHARITABLE FOUNDATION 100156	43-6380792

DESCRIPTION OF PROPERTY
QUIVIRA PROPERTIES, LLC

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		104,806.	
OTHER INCOME:			
TOTAL GROSS INCOME			104,806.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			104,806.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			104,806.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus. %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ARVIN GOTTLIEB CHARITABLE FOUNDATION 100156	43-6380792

DESCRIPTION OF PROPERTY
WAL-GO ASSOCIATES, L.L.C.

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		174,004.	
OTHER INCOME:			
TOTAL GROSS INCOME			174,004.
OTHER EXPENSES:			
OTHER EXPENSES		32,544.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			32,544.
TOTAL RENT OR ROYALTY INCOME (LOSS)			141,460.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			141,460.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus. %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
2E7000 1 000

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	32,544.
	32,544.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RENT AND ROYALTY EXPENSES	32,544.	
RENT AND ROYALTY EXPENSES		32,544.
MISCELLANEOUS EXPENSE	35.	35.
CONSULTING FEES	11,700.	11,700.
TOTALS	44,279.	44,279.

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

DESCRIPTION	AMOUNT
RETURN OF CAPITAL-NOBLE	1,866.
PARTNERSHIP BOOK/TAX ADJ	1,182,127.
REMAINDER OF REFUND OF TAX PREP FEES - CURRENT YEAR	327.
TOTAL	1,184,320.

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

DESCRIPTION	AMOUNT
CENOVUS BASIS ADJUSTMENT	8.
ROUNDING	5.
TOTAL	13.

FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
UMB BANK, N.A. C/O JAN LEONARD
ADDRESS:
PO BOX 419692
KANSAS CITY, MO 64141-6692
RECIPIENT'S PHONE NUMBER: 816-860-1933
FORM, INFORMATION AND MATERIALS:
TYPEWRITTEN LETTERS; NAME AND PURPOSE OF ORGANIZATION
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
ORGANIZATIONS MUST BE A QUALIFIED CHARITABLE ORGANIZATION

STATEMENT 4

RECIPIENT NAME:
AMERICAN STROKE FOUNDATION
ADDRESS:
10540 MARTY #200
OVERLAND, KS 66212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MEDICAL MISSIONS FOUNDATION
ADDRESS:
2456 LINDEN LN
LEAWOOD, KS 66209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
KEHILATH ISRAEL SYNAGOGUE
ADDRESS:
10501 CONSOR
SHAWNEE MISSION, KS 66212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
LYRIC OPERA OF KANSAS CITY
ADDRESS:
1029 CENTRAL ST
KANSAS CITY, MO 64105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
KANSAS CITY FREE HEALTH CLINIC
ADDRESS:
3515 BROADWAY
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
HUMANE SOCIETY OF GREATER
KANSAS CITY
ADDRESS:
316 MINNESOTA
KANSAS CITY, KS 66101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HARRY S TRUMAN LIBRARY INSTITUTE
ADDRESS:
HWY 24 & DELAWARE STREET
INDEPENDENCE, MO 64050
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
KANSAS CITY BALLET
ADDRESS:
706 WEST 42ND STREET
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
BIG BROTHERS BIG SISTERS
OF GREATER KANSAS CITY
ADDRESS:
4200 PENNSYLVANIA
KANSAS CITY, MO 66202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
STANFORD UNIV SCHOOL OF MEDICINE
ADDRESS:
ROOM 293
STANFORD, CA 94305
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 120,000.

RECIPIENT NAME:
KANSAS CITY FRIENDS OF ALVIN AILEY
ADDRESS:
218 DELAWARE, STE 101
KANSAS CITY, MO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
AFA (AGRICULTURE FUTURE O
F AMERICA)
ADDRESS:
P.O. BOX 414838
KANSAS CITY, MO 64141
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
KEMPER MUSEUM OF CONTEMPORARY
ART & DESIGN
ADDRESS:
4420 WARWICK BLVD
KANSAS CITY, MO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
ROSE BROOKS CENTER
ADDRESS:
4520 MAIN, SUITE 1050
KANSAS CITY, MO 64111-1816
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
KANSAS CITY TAX CLINIC
UNIVERSITY OF MISSOURI
ADDRESS:
500 E 52ND ST
KANSAS CITY, MO 64110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BOYS & GIRLS CLUBS
OF GREATER KANSAS CTY
ADDRESS:
6301 ROCKHILL ROAD, SUITE 303
KANSAS CITY, MO 64131
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
HABITAT FOR HUMANITY
KANSAS CITY
ADDRESS:
1423 E LINWOOD BLVD
KANSAS CITY, MO 64109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UMKC BLOCH SCHOOL OF BUSINESS
ADDRESS:
5110 CHERRY STREET
KANSAS CITY, MO 64110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 110,000.

RECIPIENT NAME:
FRIENDS OF THE KANSAS CITY ZOO
ADDRESS:
6800 ZOO DRIVE
KANSAS CITY, MO 64132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
HARVESTERS
ADDRESS:
3801 TOPPING AVENUE
KANSAS CITY, MO 64129
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
JEWISH COMMUNITY CENTER OF
CAMPUS OF GREATER KC
ADDRESS:
5801 WEST 115 STREET #101
LEAWOOD, KS 66211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 200,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SW BLVD. FAMILY HEALTH CARE
OF GREATER KANSAS CITY
ADDRESS:
340 SOUTHWEST BOULEVARD
KANSAS CITY, KS 66103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
DELASALLE EDUCATION CENTER
ADDRESS:
3740 FOREST AVENUE
KANSAS CITY, MO 64109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
HORIZON ACADEMY
ADDRESS:
4901 REINHARDT DRIVE
ROELAND PARK, KS 66205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 7,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BOY SCOUTS OF AMERICA
ADDRESS:
10210 HOLMES RD
KANSAS CITY, MO 64131
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
KANSAS CITY REPERTORY THEATRE
ADDRESS:
4949 CHERRY STREET
KANSAS CITY, MS 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
SHAWNEE MISSION MED CTR
FOUNDATION
ADDRESS:
9120 WEST 75TH STREET
SHAWNEE MISSION, KS 66204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JEWISH FEDERATION OF
GREATER KANSAS CITY
ADDRESS:
5801 WEST 115 STREET #101
LEAWOOD, KS 66211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 125,000.

RECIPIENT NAME:
BAPTIST TRINITY LEGACY FOUNDATION
ADDRESS:
6601 ROCKHILL RD
KANSAS CITY, MO 64131
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
KANSAS CITY SYMPHONY
ADDRESS:
1020 CENTRAL, SUITE 300
KANSAS CITY, MO 64105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
MUSICAL THEATRE HERITAGE
ADDRESS:
2450 GRAND BOULEVARD
KANSAS CITY, MO 64108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
MIDWESTERN INNOCENCE PROJ
ADDRESS:
6320 BROOKSIDE PLAZA
KANSAS CITY, MO 64113
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ST. LUKE'S HOSPITAL FOUNDATION
ADDRESS:
5830 NORTHWEST BARRY ROAD
KANSAS CITY, MO 64154
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 100,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
KAUFFMAN CENTER FOR THE PERFORMING ARTS
ADDRESS:
906 GRAND BLVD # 11
KANSAS CITY, MO 64106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
KANSAS CITY CHORALE
ADDRESS:
5601 WYANDOTTE ST, STE 412
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
TRUMAN MEDICAL CENTER
ADDRESS:
7900 LEE'S SUMMIT ROAD
KANSAS CITY, MO 64139
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 20,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
KANSAS CITY ART INSTITUTE
ADDRESS:
4415 WARWICK BLVD
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
POWELL GARDENS
ADDRESS:
1609 N.W. U.S. HIGHWAY 50
KINGSVILLE, MO 64061
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CLL GLOBAL RESEARCH
ADDRESS:
P.O. BOX 301402, UNIT 428
HOUSTON, TX 77230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
FIRST CALL ALCOHOL/DRUG PREVENTION
& RECOVERY
ADDRESS:
633 E 63RD ST
KANSAS CITY, MO 64110
RELATIONSHIP:
NONE
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
TEACH FOR AMERICA - KANSAS CITY
ADDRESS:
3100 BROADWAY WUITE 1114
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SYNERGY SERVICES INC
ADDRESS:
400 E 6TH ST
PARKVILLE, MO 64152
RELATIONSHIP:
NONE
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
JEWISH COMMUNITY FOUNDATION
ADDRESS:
5801 WEST 115 STREET #101
LEAWOOD, KS 66211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CASA JACKSON COUNTY
ADDRESS:
2546 HOLMES STREET
KANSAS CITY, MO 64108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
ARTS COUNCIL OF JOHNSON COUNTY
ADDRESS:
15301 WEST 87TH STREET PKWY, SUITE
LENEXA, KS 66219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MOCSA
ADDRESS:
3100 BROADWAY STREET
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ANDREW DRUMM FARM FOR CHILDREN
ADDRESS:
3210 S LEE'S SUMMIT ROAD
INDEPENDENCE, MO 64055
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CROSSROADS ACADEMY
ADDRESS:
1015 CENTRAL STREET
KANSAS CITY, MO 64105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ACADEMY FOR INTEGRATED ARTS
ADDRESS:
5604 TROOST AVENUE
KANSAS CITY, MO 64110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 100,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
REHABILITATION INSTITUTE
ADDRESS:
1020 EAST 12TH STREET
KANSAS CITY, MO 64106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
KU ENDOWMENT ASSOCIATION
ADDRESS:
P.O. BOX 928
LAWRENCE, KS 66044
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
KC AUTISM TRAINING CENTER
ADDRESS:
4805 WEST 67TH STREET
PRAIRIE VILLAGE, KS 66208
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
1301 EAST 10TH STREET
KANSAS CITY, MO 64106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

TOTAL GRANTS PAID: 1,711,000.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
D-M-G TULSA PROPERTI	63,898.			63,898.
QUIVIRA PROPERTIES,	104,806.			104,806.
WAL-GO ASSOCIATES, L	174,004.		32,544.	141,460.
TOTALS	342,708.		32,544.	310,164.

Statement of Investment Position

Units	Description	Symbol / Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Equity Securities									
Common Stock									
3,100	3M Corp	MMM 88579Y101	32.05	99,345.00	92.85	287,835.00	188,490.00	7,316	2.54
5,000	Abbott Laboratories	ABT 002824100	37.97	189,840.07	65.50	327,500.00	137,659.93	2,800	0.85
1,200	Air Products and Chemicals Inc	APD 009158106	64.68	77,610.90	84.02	100,824.00	23,213.10	3,072	3.05
600	Apple Inc	AAPL 037833100	102.99	61,791.26	532.17	319,303.74	257,512.48	6,360	1.99
6,750	AT & T Inc	T 00206R102	28.97	195,540.51	33.71	227,542.50	32,001.99	12,150	5.34
3,150	BHP Billiton Ltd One ADR Represents 2 Ord Shrs	BHP 088606108	36.48	114,912.00	78.42	247,023.00	132,111.00	7,056	2.86
2,575	Caterpillar Inc Del	CAT 149123101	36.05	92,828.97	89.61	230,741.89	137,912.92	5,356	2.32
1,500	Celgene Corp	CELG 151020104	69.30	103,950.00	78.47	117,705.00	13,755.00	0	
3,425	Cenovus Energy Inc	CVE 15135U109	9.16	31,357.97	33.54	114,874.50	83,516.53	3,035	2.64
4,000	Cerner Corp	CERN 156782104	29.19	116,779.95	77.51	310,040.00	193,260.05	0	
3,000	Chevron Corp	CVX 166764100	21.56	64,677.14	108.14	324,420.00	259,742.86	10,800	3.33
7,650	Cisco Systems Inc	CSCO 17275R102	23.86	182,528.97	19.65	150,317.91	(32,211.06)	4,284	2.85
4,150	ConocoPhillips	COP 20825C104	23.88	99,102.50	57.99	240,658.50	141,556.00	10,956	4.55
1,450	Costco Wholesale Corp	COST 22160K105	57.69	83,650.50	98.73	143,158.50	59,508.00	1,595	1.11
2,560	Cullen Frost Bankers Inc	CFR 229899109	38.02	97,321.73	54.27	138,931.20	41,609.47	4,915	3.54
5,550	CVS Caremark Corporation	CVS 126650100	40.68	225,757.00	48.35	268,342.50	42,585.50	4,995	1.86
2,575	Deere & Company	DE [illegible]	40.29	103,747.16	86.42	222,531.50	118,784.34	4,738	2.13

Statement of Investment Position (continued)

Units	Description	Symbol / Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Equity Securities *(continued)*									
Common Stock *(continued)*									
3,450	Encana Corp (USD)	ECA 292505104	9.72	33,540.69	19.76	68,172.00	34,631.31	2,760	4.05
1,200	ExxonMobil Corp	XOM 30231G102	14.67	17,608.50	86.55	103,860.00	86,251.50	2,736	2.63
900	Franklin Res Inc	BEN 354613101	116.72	105,047.73	125.70	113,130.00	8,082.27	1,044	0.92
4,850	Gallagher Arthur J & CO	AJG 363576109	27.34	132,611.00	34.65	168,052.50	35,441.50	6,596	3.92
2,425	General Dynamics Corp	GD 369550108	32.57	78,977.50	69.27	167,979.75	89,002.25	4,947	2.94
2,650	General Electric Co	GE 369604103	24.68	65,399.79	20.99	55,623.50	(9,776.29)	2,014	3.62
1,600	Gilead Sciences Inc	GILD 375558103	44.06	70,496.00	73.45	117,520.00	47,024.00	0	
2,000	Goldman Sachs Group Inc	GS 38141G104	161.33	322,658.42	127.56	255,120.00	(67,538.42)	4,000	1.57
500	Gottlieb Oil & Gas Corp KS	38349Z912	0.00	0.00	29.52	14,762.00	14,762 00	0	
3,250	Great Plains Energy Inc	GXP 391164100	18.46	59,987.20	20.31	66,007.50	6,020.30	2,828	4.28
4,900	Halliburton Co	HAL 406216101	29.19	143,018.78	34.69	169,981.00	26,962.22	1,764	1.04
2,450	Harris Corp Del	HRS 413875105	59.94	146,854.47	48.96	119,952.00	(26,902 47)	3,626	3.02
3,250	Heinz H J Co	HNZ 423074103	37.32	121,305.50	57.68	187,460.00	66,154.50	6,695	3.57
2,250	Home Depot Inc	HD 437076102	47.57	107,024.40	61.85	139,162.50	32,138.10	2,610	1.88
8,300	Hormel Foods Corp	HRL 440452100	17.93	148,808.62	31.21	259,043.00	110,234.38	5,644	2.18
14,400	Intel Corp	INTC 458140100	9.64	138,807.25	20.62	296,928.00	158,120.75	12,960	4.36
4,600	Johnson & Johnson	JNJ 478160104	35.70	164,226.65	70.10	322,460.00	158,233.35	11,224	3.48

Statement of Investment Position (continued)

Units	Description	Symbol / Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Equity Securities *(continued)*									
Common Stock *(continued)*									
7,650	Microsoft Corp	MSFT 594918104	34.03	260,337.62	26.71	204,329.21	(56,008.41)	7,038	3.44
3,150	Noble Corporation	NE H5833N103	21.99	69,259.33	34.82	109,683.00	40,423.67	1,707	1.56
2,250	Nucor Corp	NUE 670346105	40.60	91,339.80	43.16	97,110.00	5,770.20	3,308	3.41
6,900	Oracle Corp	ORCL 68389X105	4.07	28,075.00	33.32	229,908.00	201,833.00	1,656	0.72
2,075	Pepsico Inc	PEP 713448108	23.53	48,822.46	68.43	141,992.25	93,169.79	4,461	3.14
2,250	Philip Morris International Inc	PM 718172109	63.84	143,650.35	83.64	188,190.00	44,539.65	7,650	4.07
2,075	Phillips 66	PSX 718546104	14.19	29,448.12	53.10	110,182.50	80,734.38	2,075	1.88
3,150	Procter & Gamble Co	PG 742718109	32.79	103,300.68	67.89	213,853.50	110,552.82	7,081	3.31
4,150	Qualcomm Inc	QCOM 747525103	25.02	103,845.25	61.86	256,717.34	152,872.09	4,150	1.62
4,150	Sanofi-Aventis - ADR Sponsored ADR Repstg .5 Ord Sh	SNY 80105N105	44.96	186,584.00	47.38	196,627.00	10,043.00	5,939	3.02
2,000	Schlumberger Ltd	SLB 806857108	28.66	57,314.22	69.30	138,597.20	81,282.98	2,200	1.59
4,000	Starbucks Corp	SBUX 855244109	48 82	195,262.52	53.63	214,520.00	19,257.48	3,360	1.57
4,150	Texas Instruments Inc	TXN 882508104	29.80	123,650.00	30.89	128,193.50	4,543.50	3,486	2.72
1,600	Thermo Fisher Scientific Inc	TMO 883556102	65.30	104,476.96	63.78	102,048.00	(2,428.96)	960	0.94
1,900	Toronto Dominion Bank	TD 891160509	42.63	80,987.87	84.33	160,227.00	79,239.13	5,901	3.68
4,800	UMB Financial Corp	UMBF 902788108	14.38	69,013.06	43.82	210,336.00	141,322.94	4,128	1.96
3,100	United Technologies Corp	UTX 913017109	31.65	98,117.00	82.01	254,231.00	156,114.00	6,634	2.61

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Equity Securities *(continued)*								
	Common Stock *(continued)*								
6,080	Verizon Communications Inc	VZ 92343V104	30.04	182,632.36	43.27	263,081.60	80,449.24	12,525	4.76
1,900	Wal Mart Stores Inc	WMT 931142103	50.08	95,159.50	68.23	129,637.00	34,477.50	3,021	2.33
4,000	Williams Companies Inc	WMB 969457100	18.24	72,971.16	32.74	130,960.00	57,988.84	5,200	3.97
	Total Common Stock			**6,463,726.96**		**10,764,678.49**	**4,300,951.53**	**283,052**	
	Total Equity Securities			**6,463,726.96**		**10,764,678.49**	**4,300,951.53**	**283,052**	
	Equity Funds								
	Equity Fund								
6,721.608	Allianz Fund Closed 8/31/09 NFJ Small-Cap Value Fund CL A	PCVAX 018918714	28.42	191,043.50	28.43	191,095.32	51.82	0	
51,150.163	AQR Multi-Strategy Alt Fd Cl - I	ASAIX 00203H792	9.80	501,279.37	9.90	506,386.61	5,107.24	0	
17,720.062	Baron Small Cap Fund	BSCFX 068278308	20.98	371,686.90	26.22	464,620.03	92,933.13	0	
8,000	First Trust Energy Income and Grwth Fund	FEN 33738G104	30.58	244,624.25	30.65	245,200.00	575.75	16,000	6.53
80,000	iShares Gold Trust	IAU 464285105	11.98	958,068.75	16.28	1,302,336.00	344,267.25	0	
18,877.252	Lazard Emerging Markets Equity Instl	LZEMX 52106N889	20.23	381,894.76	19.54	368,861.50	(13,033.26)	6,720	1.82
23,338.695	LKCM Small Cap Equity Fund Instl. Class	LKSCX 501885107	18.07	421,744.05	22.69	529,554.99	107,810.94	2,987	0.56
29,556.883	Scout International Discovery Fund	UMBDX 81063U602	9.27	274,019.70	9.80	289,657.45	15,637.75	4,788	1.65
85,183.932	Scout International Fund	UMBWX 81063U503	20.74	1,766,620.09	33.35	2,840,884.13	1,074,264.04	45,062	1.59
73,424.735	Scout Mid Cap Fund	UMBMX 81063U206	11.22	823,700.04	13.67	1,003,716.13	180,016.09	7,930	0.79

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Equity Funds *(continued)*								
	Equity Fund *(continued)*								
13,493	Tortoise Energy Infrastructure Corp	TYG 89147L100	31.67	427,385.57	37.90	511,386.05	84,000.48	30,494	5.96
	Total Equity Fund			**6,362,066.98**		**8,253,698.21**	**1,891,631.23**	**113,982**	
	Total Equity Funds			**6,362,066.98**		**8,253,698.21**	**1,891,631.23**	**113,982**	
	Fixed Income Securities								
	Government & Agency Bonds								
300,000	Federal Home Loan Bank DTD 11/4/2005 5.000% Ser VB15 12/21/2015 AA+	3133XDTL5	0.99	297,669.00	113.54	340,629.00	42,960.00	15,000	5.10
300,000	Federal Home Loan Bank DTD 2/15/2006 5.000% Ser 5713 3/8/2013 AA+	3133XES91	0.99	297,885.00	100.89	302,682.00	4,797.00	15,000	5.12
75,583.965	Govt National Mtg Assn DTD 10/1/2003 5.0000% 10/15/2018 Pool # 781656	36225BZV3	1.02	77,473.54	107.92	81,571.63	4,098.09	3,779	4.63
85,544.88	Govt National Mtg Assn DTD 11/1/2003 5.0000% 11/15/2018 Pool # 429732	36207ELM4	1.03	87,723.59	109.58	93,738.48	6,014.89	4,277	4.56
62,942.255	Govt National Mtg Assn DTD 11/1/2003 5.0000% 11/20/2018 Pool # 003466	36202DZ79	1.02	64,387.98	109.63	69,000.45	4,612.47	3,147	4 56
13,243.4276	Govt National Mtg Assn DTD 11/1/2003 5.5000% 11/15/2013 Pool # 623163	36291BJG3	1.01	13,359.31	108.03	14,307.04	947.73	728	5.09
28,069.368	Govt National Mtg Assn DTD 12/1/2002 5.0000% 12/15/2017 Pool # 584126	36201H4K6	1.04	29,130.74	109.58	30,757.89	1,627 15	1,403	4.56
66,659.322	Govt National Mtg Assn DTD 3/1/2006 5.5000% 12/20/2020	36241KJN9	1.01	67,075.94	107.42	71,606.69	4,530.75	3,666	5.12

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Fixed Income Securities *(continued)*									
Government & Agency Bonds *(continued)*									
169,691.025	Govt National Mtg Assn DTD 4/1/2006 4.7800% 9/16/2031 Series:2006-15 Class: B	38373MUH1	0.98	166,277.32	100.57	170,662.00	4,384.68	8,111	4.75
42,530.44	Govt National Mtg Assn DTD 5/1/2003 4.5000% 5/15/2018 Pool # 603722	36200KVP9	1.02	43,327.88	106.72	45,387.95	2,060.07	1,914	4.22
97,134.708	Govt National Mtg Assn DTD 5/1/2004 5.0000% 6/15/2019 Pool # 628125	36291GYW0	0.99	95,920.54	109.67	106,529.46	10,608.92	4,857	4 56
20,977.524	Govt National Mtg Assn DTD 6/1/2002 5.5000% 6/20/2017 Pool # 003244	36202DS93	1.01	21,108.64	107.75	22,603.28	1,494 64	1,154	5.10
	Total Government & Agency Bonds			**1,294,034.84**		**1,383,966.35**	**89,931.51**	**64,611**	
Corporate Bonds									
125,000	Berkshire Hathaway Fin Corp DTD 1/11/2005 4.850% 1/15/2015 AA+	084664AT8	0.97	120,855.00	108.49	135,611.25	14,756.25	6,063	5.49
200,000	BP Capital Markets Plc DTD 5/8/2009 3.625% 5/8/2014 A	05565QBL1	1.06	211,842.00	104.09	208,184.00	(3,658.00)	7,250	1.01
125,000	Caterpillar Financial Services Corp DTD 9/26/2008 6.200% Ser F 9/30/2013 Sr Unsecured Notes A	14912L4C2	0.98	122,416.25	104.32	130,396.25	7,980.00	7,750	6.70
200,000	Cisco Systems Inc DTD 3/16/2011 1.625% 3/14/2014 A+	17275RAJ1	1.01	202,704.00	101.50	202,992.00	288.00	3,250	1.12
39,000	Conocophillips DTD 2/3/2009 4.750% 2/1/2014 A	20825CAS3	1.09	42,669.51	104.53	40,765.92	(1,903.59)	1,853	1.11
160,000	Csx Corp DTD 4/25/2007 5.600% 5/1/2017 Sr Unsub Note BBB	126408GJ6	1.17	187,480.16	116.81	186,902.40	(577.76)	8,960	2.08

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Fixed Income Securities *(continued)*									
Corporate Bonds *(continued)*									
200,000	Fortune Brands Inc DTD 1/12/2006 5.375% 1/15/2016 BBB-	349631AL5	1.12	223,158.00	111.71	223,428.00	270.00	10,750	2.28
150,000	Georgia Power Company DTD 11/12/2008 6.000% 11/1/2013 Sr Unsecured Notes A	373334JM4	1.12	167,775.00	104.44	156,654.00	(11,121.00)	9,000	0.96
125,000	Hewlett Packard Co DTD 3/3/2008 4.500% 3/1/2013 BBB+	428236AQ6	0.94	118,022.50	100.53	125,666.25	7,643.75	5,625	5.98
125,000	IBM Corp DTD 9/14/2007 5.700% 9/14/2017 Senior Notes AA-	459200GJ4	0.93	116,776.25	120.77	150,957.50	34,181.25	7,125	6.69
200,000	Starbucks Corp DTD 8/23/2007 6.250% 8/15/2017 Senior Unsecured Notes A-	855244AC3	1.20	239,272.00	120.29	240,572.00	1,300.00	12,500	2.43
125,000	Wal Mart Stores Inc DTD 4/5/2007 5.375% 4/5/2017 Senior Unsecured Notes AA	931142CG6	0.96	119,577.50	118.38	147,978.75	28,401.25	6,719	6.04
125,000	Wells Fargo Bank NA DTD 5/15/2006 5.750% 5/16/2016 Super-Regional Banks-US A+	94980VAE8	0.93	116,765.00	113.54	141,921.25	25,156.25	7,188	6.88
	Total Corporate Bonds			**2,195,543.17**		**2,299,795.57**	**104,252.40**	**99,031**	
	Total Fixed Income Securities			**3,489,578.01**		**3,683,761.92**	**194,183.91**	**163,642**	
Fixed Income Funds									
Fixed Income Funds									
87,719.298	DoubleLine Total Return Bond Fund CL I.	DBLTX	11.39	999,122.80	11.33	993,859.65	(5,263.15)	63,070	6.35

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Fixed Income Funds *(continued)*									
Fixed Income Funds *(continued)*									
44,365.572	Victory Fund for Income Class I	VFFIX 92646A658	11.25	499,112.69	11.15	494,676.13	(4,436.56)	25,732	5.20
	Total Fixed Income Funds			**6,017,545.71**		**6,117,088.16**	**99,542.45**	**221,649**	
	Total Fixed Income Funds			**6,017,545.71**		**6,117,088.16**	**99,542.45**	**221,649**	
Real Estate / Oil & Gas									
Real Estate / Oil & Gas									
1	Quivira Properties LLC A 33 1/3% undivided Membership interest in a Limited Liability Company		116,667.00	116,667.00	440,000.00	440,000.00	323,333.00	0	
1	Wal-Go Associates L.L.C. A 50% undivided Membership interest in A Texas Limited Liability Company		1,414,316.00	1,414,316.00	2,538,750.00	2,538,750.00	1,124,434.00	0	
	Total Real Estate / Oil & Gas			**1,530,983.00**		**2,978,750.00**	**1,447,767.00**	**0**	
	Total Real Estate / Oil & Gas			**1,530,983.00**		**2,978,750.00**	**1,447,767.00**	**0**	
Unique Assets									
Unique Assets									
1	En Trust Capital Diversified Fund QP Ltd (Class D1/Series 0612)		1,000,000.00	1,000,000.00	997,415.00	997,415.00	(2,585.00)	0	
	Total Unique Assets			**1,000,000.00**		**997,415.00**	**(2,585.00)**	**0**	
	Total Unique Assets			**1,000,000.00**		**997,415.00**	**(2,585.00)**	**0**	
Money Markets and Cash									
Money Market Funds									
1,610,298.2	Fidelity Treasury Fund #695	FISXX 316175504	1.00	1,610,298.20	1.00	1,610,298.20		159	0.01
	Total Money Market Funds			**1,610,298.20**		**1,610,298.20**	**0.00**	**159**	

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Money Markets and Cash ***(continued)***								
	Receivable Cash								
6,044.35	Write-Off Receivable Tortoise Energy Infrastructure Corp		1.00	6,044.35	1.00	6,044.35		0	
	Total Receivable Cash			**6,044.35**		**6,044.35**	**0.00**	**0**	
	Payable Cash								
(138,317.4)	Purchased First Trust Energy Income and Grwth Fund		1.00	(138,317.40)	1.00	(138,317.40)		0	
	Total Payable Cash			**(138,317.40)**		**(138,317.40)**	**0.00**	**0**	
	Total Money Markets and Cash			**1,479,253.60**		**1,479,253.60**	**0.00**	**159**	
	Account Total			**26,343,154.26**		**34,274,645.38**	**7,931,491.12**	**782,485**	