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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

, and ending

Name of foundation JOHN J. SULLIVAN, JR. FOUNDATION JOHN HOULEHAN & MARK HENKE-TRUSTEES		A Employer identification number 74-2815203
Number and street (or P.O. box number if mail is not delivered to street address) 11914 SUMMIT	Room/suite	B Telephone number (see instructions) 816-225-4524
City or town, state, and ZIP code KANSAS CITY MO 64145		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"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,820,121	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

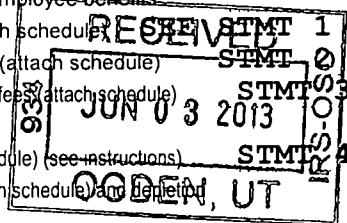
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	86,712	86,712		
4	Dividends and interest from securities	117,757	117,757		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	300,087			
b	Gross sales price for all assets on line 6a	1,664,036			
7	Capital gain net income (from Part IV, line 2)		300,087		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	504,556	504,556	0	
13	Compensation of officers, directors, trustees, etc.	58,084	29,042		29,042
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	500	250		250
b	Accounting fees (attach schedule)	4,200	2,100		2,100
c	Other professional fees (attach schedule)	28,141	25,141		3,000
17	Interest				
18	Taxes (attach schedule) (see instructions)	4,647	2,398		
19	Depreciation (attach schedule) (see instructions)				
20	Occupancy				
21	Travel, conferences, and meetings	1,202			1,202
22	Printing and publications				
23	Other expenses (attach schedule)	3,887	2,169		1,718
24	Total operating and administrative expenses. Add lines 13 through 23	100,661	61,100	0	37,312
25	Contributions, gifts, grants paid	364,305			364,305
26	Total expenses and disbursements. Add lines 24 and 25	464,966	61,100	0	401,617
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	39,590			
b	Net investment income (if negative, enter -0-)		443,456		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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 SCANNED JUN 05 2013 Revenue
 Operating and Administrative Expenses


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	33,973	195,456	195,456
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule) STMT 6	789,329	753,267	820,772
	b Investments – corporate stock (attach schedule) SEE STMT 7	3,035,076	3,016,389	3,514,262
	c Investments – corporate bonds (attach schedule) SEE STMT 8	1,202,378	1,132,792	1,263,579
	11 Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) SEE STATEMENT 9			23,301
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
15 Other assets (describe ▶ SEE STATEMENT 10)	3,000	2,751	2,751	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	5,063,756	5,100,655	5,820,121	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	5,063,756	5,100,655	
	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)	5,063,756	5,100,655	
31 Total liabilities and net assets/fund balances (see instructions)	5,063,756	5,100,655		

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	5,063,756
2 Enter amount from Part I, line 27a	2	39,590
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,103,346
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	2,691
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,100,655

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 WORKSHEET				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) 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			
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**300,087****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**15,153****Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	393,704	5,985,136	0.065780
2010	385,452	5,875,020	0.065609
2009	382,213	5,532,990	0.069079
2008	352,838	6,111,388	0.057735
2007	381,869	6,764,409	0.056453

2 Total of line 1, column (d)**2****0.314656****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****0.062931****4** Enter the net value of noncharitable-use assets for 2012 from Part X, line 5**4****5,790,783****5** Multiply line 4 by line 3**5****364,420****6** Enter 1% of net investment income (1% of Part I, line 27b)**6****4,435****7** Add lines 5 and 6**7****368,855****8** Enter qualifying distributions from Part XII, line 4**8****401,617**

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 <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	4,435
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	4,435
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,435
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,751
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	2,751
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	1,684
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

6/15 INT

4

FTP

8 TOT

1,696

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ JOHN G. HOULEHAN 11914 SUMMIT Located at ▶ KANSAS CITY	Telephone no ▶ 816-360-8639 MO ZIP+4 ▶ 64145		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	▶ 15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes X	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 checked="" type="checkbox"/> Yes	<input 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ▶ 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A		5b
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b
	If "Yes" to 6b, file Form 8870			X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).					
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances	
JOHN HOULEHAN 11914 SUMMIT	KANSAS CITY MO 64145	TRUSTEE 8.00	29,042	0	0
MARK HENKE 6717 WILLOW LANE	MISSION HILLS KS 66208-2267	TRUSTEE 8.00	29,042	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

▶ **0**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	5,756,688
b	Average of monthly cash balances	1b	119,529
c	Fair market value of all other assets (see instructions)	1c	2,751
d	Total (add lines 1a, b, and c)	1d	5,878,968
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	5,878,968
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	88,185
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,790,783
6	Minimum investment return. Enter 5% of line 5	6	289,539

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	289,539
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,435
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,435
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	285,104
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	285,104
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	285,104

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	401,617
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	401,617
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	4,435
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	397,182

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				285,104
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	49,436			
b From 2008	50,390			
c From 2009	108,415			
d From 2010	97,355			
e From 2011	98,945			
f Total of lines 3a through e	404,541			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 401,617				
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				285,104
e Remaining amount distributed out of corpus	116,513			
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	521,054			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	49,436			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	471,618			
10 Analysis of line 9				
a Excess from 2008	50,390			
b Excess from 2009	108,415			
c Excess from 2010	97,355			
d Excess from 2011	98,945			
e Excess from 2012	116,513			

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

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

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

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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
N/A

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 12				364,305
Total			► 3a	364,305
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	86,712		
4 Dividends and interest from securities			14	117,757		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			14	300,087		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0		504,556		0
13 Total. Add line 12, columns (b), (d), and (e)				13		504,556

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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?

(1) Cash

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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
--------------	---------------------	---	--

[illegible]☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
--------------------------	--------------------------	---------------------------------

N/A		

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, this return and the information provided is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

Signature of officer or trustee John G. Haulen co-trustee Date 1/5/28/13

Title

Post/Type proceeds same	Prepared's signature	Date	<input type="checkbox"/>
-------------------------	----------------------	------	--------------------------

Paid KELLY N. BOAN, CPA	KELLY N. BOAN, CPA	05/23/13	Check <input type="checkbox"/> if self-employed
----------------------------	--------------------	----------	---

Preparer Use Only	Firm's name ▶	KMB-CPAS, LLC	PTIN	P01386178
	Firm's address ▶	8717 W. 110TH STREET, SUITE 540 OVERLAND PARK, KS 66210-2126	Firm's EIN ▶	27-4417132
			Phone no	913-912-7052

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2012

For calendar year 2012, or tax year beginning

, and ending

Name

**JOHN J. SULLIVAN, JR. FOUNDATION
JOHN HOULEHAN & MARK HENKE-TRUSTEES**

Employer Identification Number

74-2815203

(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.)
(1) SEE STMT ATTACHED-COUNTRY CLUB TRUST	P	VARIOUS	VARIOUS
(2) SEE STMT ATTACHED-COUNTRY CLUB TRUST	P	VARIOUS	VARIOUS
(3) SEE STMT ATTACHED-COUNTRY CLUB TRUST	P	VARIOUS	VARIOUS
(4) SEE STMT ATTACHED-COUNTRY CLUB TRUST	P	VARIOUS	VARIOUS
(5) SEE STMT ATTACHED-COUNTRY CLUB TRUST	P	VARIOUS	VARIOUS
(6) COUNTRY CLUB TRUST CO. - CGD			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 226,225		211,181	15,044
(2) 177,939		163,014	14,925
(3) 82		87	-5
(4) 1,259,055		989,592	269,463
(5) 189		75	114
(6) 546			546
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

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))
(1)			15,044
(2)			14,925
(3)			-5
(4)			269,463
(5)			114
(6)			546
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
R. REUTER-FDTN LEGAL SERVICES	\$ 500	\$ 250	\$	\$ 250
TOTAL	\$ 500	\$ 250	\$ 0	\$ 250

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
KMB - CPAS, LLC	\$	\$	\$	\$
-ACCOUNTING, TAX & CONSULTING	4,200	2,100		2,100
TOTAL	\$ 4,200	\$ 2,100	\$ 0	\$ 2,100

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
COUNTRY CLUB TRUST CO	\$	\$	\$	\$
-INV AGENCY / TRUST ADM FEES	25,141	25,141		
ANNE E. HOULEHAN				2,400
-ADMINISTRATIVE SERVICES	2,400			600
JOHN E. HOULEHAN	600			
-ADMINISTRATIVE SERVICES				
TOTAL	\$ 28,141	\$ 25,141	\$ 0	\$ 3,000

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 2,398	\$ 2,398	\$	\$
FEDERAL EXCISE TAX ON INV INCOME	2,249			
TOTAL	\$ 4,647	\$ 2,398	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
INSURANCE	1,376	621		755
FOUNDATION ASSOCIATION DUES	695			695
INVESTMENT EXPENSES	1,548	1,548		
OFFICE SUPPLIES	268			268
TOTAL	<u>\$ 3,887</u>	<u>\$ 2,169</u>	<u>\$ 0</u>	<u>\$ 1,718</u>

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
F H L B DEBENTURES	\$ 74,584	\$ 39,778	COST	\$ 45,376
F N M A DEBENTURES	24,085	21,145	COST	21,222
FPL GROUP CAP TR PFD TR SECS 5.875%	40,194	51,682	COST	51,080
G N M A DEBENTURES	198,353	148,846	COST	163,365
UNITED STATES TREASURY NOTE 2.0%	68,724	70,178	COST	71,087
COLUMBIA MO SPL OBLIG 4.70% BD	50,573	50,573	COST	57,111
JOHNSON COUNTY KS USD 4.50% BD	50,000	50,000	COST	56,138
MERAMEC VY SCH DIST NO R 4.791% BD	75,000	75,000	COST	84,125
ST CHARLES CO MO SPL OBLIG 5.155% BD	51,347	51,347	COST	59,239
ST CHARLES CO MO SPL OBLIG 5.805% BD	40,885	40,885	COST	46,369
STANFORD LELAND JR UNIV BD 4.25% BD	115,584	115,584	COST	127,601
DALLAS TX GO PENSION BONDS		38,249	COST	38,059
TOTAL	\$ 789,329	\$ 753,267		\$ 820,772

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE STATEMENTS ATTACHED - EQUITIES	\$ 3,035,076	\$ 3,016,389	COST	\$ 3,514,262
TOTAL	\$ 3,035,076	\$ 3,016,389		\$ 3,514,262

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE STMTS ATTACHED - CORP SECS & BDS	\$ 1,202,378	\$ 1,132,792	COST	\$ 1,263,579
TOTAL	\$ 1,202,378	\$ 1,132,792		\$ 1,263,579

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ACCRUED INCOME	\$	\$	COST	\$ 23,301
TOTAL	\$ 0	\$ 0		\$ 23,301

Federal Statements

Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
PREPAID FEDERAL EXCISE TAX/INV INC	\$ 3,000	\$ 2,751	\$ 2,751
TOTAL	\$ 3,000	\$ 2,751	\$ 2,751

Statement 11 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
BOOK/TAX REPORTING DIFF ON ASSET SALES -BASIS ADJS	\$ 2,691
TOTAL	\$ 2,691

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

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

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

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
N/A

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
N/A

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
N/A

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
Address							
ABNORMAL SOCIETY		P.O. BOX 480361					
KANSAS CITY MO 64148	N/A	PUB. CHARITY	FINCL SUPPORT OF CHARITABLE ORG.				1,000
ACTION INSTITUTE		161 OTTAWA AVE NW STE 301					
GRAND RAPIDS MI 49503	N/A	PUB. CHARITY	FINCL SUPPORT OF GENERAL USE FD				1,000
ADVICE & AID PREGNANCY CT		11031 W. 75TH TERRACE					
SHAWNEE KS 66214	N/A	PUB. CHARITY	FINCL SUPPORT OF GENERAL USE FD				1,000
ALZHEIMERS'S ASSOCIATION		3599 RAINBOW BLVD.					
KANSAS CITY KS 66103	N/A	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				250
ARCHDIOCESE OF KC-KS		12615 PARALLEL PARKWAY					
KANSAS CITY KS 66109	N/A	RELIG. ORG.	FINCL SUPPORT OF RELIGIOUS ORG.				1,500
ARTHRITIS FOUNDATION		1900 W. 75TH ST., #200					
PRAIRIE VILLAGE KS 66208	N/A	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				1,000
AMDG FUND		P.O. BOX 414410					
KANSAS CITY MO 64141	N/A	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				500
ANGEL FLIGHT CENTRAL		10 RICHARDS RD.					
KANSAS CITY MO 64116	N/A	PUB. CHARITY	FINCL SUPPORT OF CHARITABLE ORG.				1,500
AVILA UNIVERSITY		11901 WORNALL ROAD					
KANSAS CITY MO 64145	N/A	EDUC. ORG.	FINCL SUPPORT/GEN FD				3,400
BACCHUS FOUNDATION		1055 BROADWAY					
KANSAS CITY MO 64105	N/A	PUB. CHARITY	FINCL SUPPORT OF CHARITABLE FUND				500
BENEDICTINE COLLEGE		1020 NORTH 2ND ST.					
ATCHISON KS 66002	N/A	EDUC. ORG.	FINCL SUPPORT OF EDUCATIONAL ORG.				2,550
BENILDE HALL PROGRAM		1600 PASEO BLVD.					
KANSAS CITY MO 64108	N/A	PUB. CHARITY	FINCL SUPPORT OF CHARITABLE ORG.				500
BISHOP MIEGE HIGH SCHOOL		5041 REINHARDT DR.					
SHAWNEE MISSION KS 66205	N/A	EDUC. ORG.	FINCL SUPPORT OF SCHOOL/AUCT/MAINT.				4,531
BISHOP MIEGE HIGH SCHOOL		5041 REINHARDT DR.					
SHAWNEE MISSION KS 66205	N/A	EDUC. ORG.	FINCL SUP OF CAPTL CAMP/ATHLETIC FD				40,750
BISHOP MIEGE HIGH SCHOOL		5041 REINHARDT DR.					
SHAWNEE MISSION KS 66205	N/A	EDUC. ORG.	FINCL SUPPORT OF SCHOLARSHIP FD				2,500
BISHOP SULLIVAN CTR		6435 E TRUMAN ROAD					
KANSAS CITY MO 64126	N/A	PUB. CHARITY	FINCL SUPPORT OF CHARITABLE ORG.				2,500
BISHOP WARD HIGH SCHOOL		708 N. 18TH STREET					
KANSAS CITY KS 66102	N/A	EDUC. ORG.	FINCL SUPPORT OF EDUCATIONAL ORG.				10,500
BOYS & GIRLS CLUBS OF KC		2405 ELMWOOD AVE.					
KANSAS CITY MO 64127	N/A	PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				2,000
BRAIN INJURY ASSOC.		1100 PENNSYLVANIA					
KANSAS CITY MO 64105	N/A	PUB. CHARITY	FINCL SUP FOR MED RESEARCH/TREATMENT				2,500

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status		Purpose	Amount
Address								
BRIAN ANSELMO FOUNDATION KANSAS CITY MO 64145	N/A	901 W. 121ST ST. PUB. CHARITY	FINCL SUPPORT OF CHARITABLE ORG.					7,500
BRIAN PATRICK EUSTON FOUNDATION KANSAS CITY MO 64113	N/A	1005 W. 66TH TERRACE PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY					500
CARITAS CLINICS, INC. KANSAS CITY KS 66101	N/A	636 TAUROMEE PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY					1,000
CATHOLIC EDUCATION FDTN. SHAWNEE KS 66227	N/A	7726 HEDGE LANE TERRACE EDUC. ORG.	FINCL SUPPORT OF EDUC. ORG.					4,000
CATHOLIC CHARITIES FDTN. KANSAS CITY KS 66102	N/A	2220 CENTRAL AVENUE PUB. CHARITY	FINCL SUPPORT OF CHARITABLE ORG.					2,500
CATHOLIC CHARITIES KANSAS CITY KS 66102	N/A	2220 CENTRAL AVENUE PUB. CHARITY	FINCL SUP OF CHAR FUNDRAISER EVENTS					2,500
CATHOLIC CHARITIES OF KC-ST JOSEPH KANSAS CITY MO 64105	N/A	20 W. 9TH ST., #400 PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY					5,000
CATHOLIC RADIO NETWORK EXCELSIOR SPRINGS MO 6402	N/A	201 N. INDUSTRIAL PARK RD RELIG. ORG.	FINCL SUPPORT OF RELIGIOUS RADIO NET					1,000
CHILDREN'S MERCY HOSPITAL KANSAS CITY MO 64108	N/A	2401 GILLHAM RD. HOSPITAL	FINCL SUPPORT OF HOSPITAL					2,050
CONCEPTION ABBEY SEMINARY CONCEPTION MO 64433	N/A	P.O. BOX 501 EDUC. ORG.	FINCL SUPPORT OF GENERAL USE FD					2,000
COMMUNITY-GOOD SHEPHERD KANSAS CITY MO 64134	N/A	10101 JAMES A REED RD PUB. CHARITY	FINCL SUPPORT OF CHARITABLE ORG					9,000
C.O.R.E. KANSAS CITY MO 64145	N/A	C/O M MILLER; 118 W 119TH PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY					500
CORPUS CHRISTI CATHOLIC CHURCH LAWRENCE KS 66049	N/A	6001 BOB BILLINGS PKWY CHURCH	FINCL SUPPORT OF CHURCH					1,500
CRISTO REY KANSAS CITY KANSAS CITY MO 64111	N/A	211 W. LINWOOD BLVD. EDUC. ORG.	FINCL SUPPORT OF EDUCATIONAL ORG.					1,000
CURE OF ARS LEAWOOD KS 66206	N/A	9401 MISSION RD. CHURCH	FINCL SUPPORT OF CHURCH ORG.					15,000
DELLA LAMB KANSAS CITY MO 64106	N/A	500 WOODLAND AVE. PUB. CHARITY	FINCL SUPPORT OF CHARITABLE ORG.					1,000
DELASALLE EDUCATION CTR. KANSAS CITY MO 64109	N/A	3740 FOREST EDUC. ORG.	FINCL SUPPORT OF EDUCATIONAL ORG.					5,000
DIOCESE OF KC - ST. JOSEPH KANSAS CITY MO 64111	N/A	300 E. 36TH ST. CHURCH	FINCL SUPPORT OF RELIGIOUS ORG.					2,500

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status		Purpose	Amount
Address								
DONNELLY COLLEGE KANSAS CITY KS 66102		N/A	608 N. 18TH ST. EDUC ORG			FINCL SUPPORT OF EDUCATIONAL ORG.		1,250
GILLIS CENTER KANSAS CITY MO 64114		N/A	8150 WORNALL RD. PUB. CHARITY			FINCL SUPPORT OF PUBLIC CHARITY		1,000
IRISH MUSEUM AND CULTURAL CTR KANSAS CITY MO 64108		N/A	30 W. PERSHING RD. PUB. CHARITY			FINCL SUPPORT OF MUSEUM		6,395
HALO FOUNDATION KANSAS CITY MO 64102		N/A	1600 GENESSEE #528 PUB. CHARITY			FINCL SUPPORT OF CHARITABLE ORG.		1,000
HAZELDEN FOUNDATION CENTER CITY MN 55012		N/A	P.O. BOX 11 PUB. CHARITY			FINCL SUPPORT OF PUBLIC CHARITY		500
HEARTLAND HABITAT FOR HUMANITY KANSAS CITY KS 66115		N/A	1401 FAIRFAX TRAFFICWAY PUB. CHARITY			FINCL SUPPORT OF PUBLIC CHARITY		4,000
HOLY CROSS CATHOLIC SCHOOL OVERLAND PARK KS 66212		N/A	8101 W. 95TH ST. EDUC. ORG.			FINCL SUPPORT OF SCHOOL		900
FAIRVIEW ELEM SCHOOL OLATHE KS 66061		N/A	600 N. MARION EDUC. ORG.			FINCL SUPPORT OF SCHOOL NURSE FD.		1,000
FIRE FOUNDATION KANSAS CITY MO 64113		N/A	P.O. BOX 22515 RELIG. ORG.			FINCL SUPPORT OF RELIGIOUS ORG.		3,000
FOSS KANSAS CITY MO 64111		N/A	201 WESTPORT RD. PUB. CHARITY			FINCL SUPPORT OF PUBLIC CHARITY		1,000
JOHN PAUL II HIGH SCHOOL SHAWNEE MISSION KS 66204		N/A	6915 W. 71ST ST. RELIG. ORG			FINCL SUPPORT OF RELIGIOUS ORG		1,050
KANSAS CITY HOSPICE KANSAS CITY MO 64114		N/A	9221 WARD PKWY STE 100 PUB. CHARITY			FINCL SUPPORT OF CHARITABLE ORG.		1,000
KIDS TLC OLATHE KS 66062		N/A	480 ROGERS ROAD PUB. CHARITY			FINCL SUPPORT OF PUBLIC CHARITY		1,000
LADIES OF CHARITY KANSAS CITY MO 64148		N/A	P.O. BOX 480753 PUB. CHARITY			FINCL SUPPORT OF PUBLIC CHARITY		2,000
LAKEMARY CENTER PAOLA KS 66071		N/A	100 LAKEMARY DRIVE PUB. CHARITY			FINCL SUPPORT OF HOMES FOR CHILDREN		6,000
L'ARCHE HEARTLAND OVERLAND PARK KS 66204		N/A	8001 CONSER PUB. CHARITY			FINCL SUPPORT OF CHARITABLE ORG.		1,000
LOS OLIVOS-CIS SAINT PAUL MN 55126		N/A	1026 SHERWOOD RD. PUB. CHARITY			FINCL SUPPORT OF PUBLIC CHARITY		500
LITTLE SISTERS OF THE LAMB KANSAS CITY KS 66101		N/A	36 S. BOEKE ST. RELIG. ORG.			FINCL SUPPORT OF RELIGIOUS ORG.		5,000

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
MOST PURE HEART OF MARY TOPEKA KS 66604		1800 SW STONE AVE. RELIG. ORG.		N/A		FINCL SUPPORT OF RELIGIOUS ORG.	900
NORTHLAND COMMUNITY FDTN. KANSAS CITY MO 64105		1055 BROADWAY, #130 PUB. CHARITY		N/A		FINCL SUPPORT OF CHARITABLE FUND	500
NOTRE DAME DE SION KANSAS CITY MO 64114		10631 WORNALL EDUC. ORG.		N/A		FINCL SUPPORT & CAPITAL CAMPAIGN	27,950
NOTRE DAME UNIVERSITY NOTRE DAME IN 46556		100 ECK CENTER EDUC. ORG.		N/A		FINCL SUPPORT OF EDUCATIONAL ORG.	5,000
OUR LADY OF PERPETUAL HLP KANSAS CITY MO 64111		3333 BROADWAY RELIG. ORG.		N/A		FINCL SUPPORT OF RELIGIOUS ORG	15,000
RAYTOWN EMERG ASSIST PROG RAYTOWN MO 64138		9300 E. 75TH PUB CHARITY		N/A		FINCL SUPPORT OF ASSISTANCE PROGRAM	2,000
REDEMPTRIST CENTER KANSAS CITY MO 64111		207 W. LINWOOD BLVD. PUB. CHARITY		N/A		FINCL SUPPORT OF PUBLIC CHARITY	250
REDISCOVER KANSAS CITY MO 64134		6801 E. 117TH ST. PUB. CHARITY		N/A		FINCL SUPPORT OF PUBLIC CHARITY	1,000
ROBERT MOHART EDUC FDTN KANSAS CITY MO 64113		6407 MORNINGSIDE DR EDUC. ORG.		N/A		FINCL SUPPORT OF EDUCATIONAL ORG.	500
ROCKHURST UNIVERSITY KANSAS CITY MO 64110		1100 ROCKHURST ROAD EDUC. ORG.		N/A		FINCL SUPPORT OF EDUCATIONAL ORG.	1,000
ROCKHURST HIGH SCHOOL KANSAS CITY MO 64110		9301 STATE LINE RD. EDUC. ORG.		N/A		FINCL SUPPORT OF EDUCATIONAL ORG.	44,029
ROSE BROOKS CENTER KANSAS CITY MO 64132		3350 EAST 77TH ST. PUB. CHARITY		N/A		FINCL SUPPORT OF CHARITABLE ORG.	500
SOC OF OUR LADY MOST HOLY TRINITY KANSAS CITY MO 64109		3738 TRACY AVE. RELIG. ORG.		N/A		FINCL SUPPORT OF RELIGIOUS ORG.	10,000
ST. AGNES SCHOOL FAIRWAY KS 66205		5130 MISSION RD. EDUC. ORG.		N/A		FINCL SUPPORT OF EDUCATIONAL ORG.	500
ST. ALEXANDER'S PARISH PALOS HEIGHTS IL 60463		7025 W. 126TH ST. RELIG. ORG.		N/A		FINCL SUPPORT OF CHURCH	1,050
ST. ANN'S CATHOLIC SCHOOL PRAIRIE VILLAGE KS 66208		7241 MISSION RD. EDUC. ORG.		N/A		FINCL SUPPORT OF EDUCATIONAL ORG.	250
ST. BENEDICT'S ABBEY ATCHISON KS 66002		1020 N. 2ND ST. RELIG. ORG.		N/A		FINCL SUPPORT OF RELIGIOUS ORG.	2,500
ST. JAMES FOOD KITCHEN ST. JAMES MO 65559		P.O. BOX 515 PUB. CHARITY		N/A		FINCL SUPPORT OF CHARITABLE ORG.	1,500

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
ST. JOSEPH SISTERS OF CARONDELET ST. LOUIS MO 63111	N/A	6400 MINNESOTA AVE. RELIG. ORG.	FINCL SUPPORT OF RELIGIOUS ORG.				1,000
ST. LAWRENCE CATHOLIC CTR LAWRENCE KS 66044	N/A	1631 CRESCENT RD. PUB. CHARITY	FINCL SUPPORT OF CHARITABLE ORG.				2,000
ST. PETER'S CHURCH & SCHOOL KANSAS CITY MO 64131	N/A	6415 HOLMES ST. RELIG ORG.	FINCL SUPPORT OF CHURCH & SCHOOL				4,000
ST. TERESA'S ACADEMY KANSAS CITY MO 64113	N/A	5600 MAIN EDUC. ORG.	FINCL SUP OF CHAR AUCTION/ GEN FD				900
ST. THOMAS MORE SCHOOL KANSAS CITY MO 64131	N/A	11822 HOLMES RD. RELIG SCHOOL	FINCL SUPPORT OF RELIGIOUS SCHOOL				1,500
STRONG CITY SCHOOL FUND KANSAS CITY MO 64104	N/A	20 W. NINTH ST. EDUC. ORG.	FINCL SUPPORT OF EDUCATIONAL ORG.				5,000
SUPPORT OUR SEMINARIANS OVERLAND PARK KS 66210	N/A	11312 KING ST. PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				1,050
SCHOOL OF FAITH OVERLAND PARK KS 66214	N/A	11400 W. 103RD STREET RELIG SCHOOL	FINCL SUPPORT OF RELIGIOUS SCHOOL				1,000
SISTERS OF CHARITY KANSAS CITY KS 66106	N/A	1331 S. 30TH ST. PUB. CHARITY	FINCL SUPPORT OF RELIGIOUS/CHAR ORG.				900
SISTER SERVANTS OF MARY KANSAS CITY KS 66102	N/A	800 N. 18TH ST. PUB. CHARITY	FINCL SUPPORT OF RELIGIOUS/CHAR ORG.				11,500
SUNFLOWER HOUSE SHAWNEE KS 66217	N/A	15440 W. 65TH ST. PUB. CHARITY	FINCL SUPPORT OF CHARITABLE ORG.				500
THE THOMAS FAHEY FAMILY FDTN LEAWOOD KS 66206	N/A	9701 OVERBROOK RD. NONPROFIT	FINCL SUPPORT OF CHARITABLE FUND				1,000
THE PLAZA ACADEMY KANSAS CITY MO 64111	N/A	4050 PENNSYLVANIA AVE EDUC. ORG.	FINCL SUPPORT OF EDUCATIONAL ORG.				2,000
TURNING POINT SHAWNEE MISSION KS 66206	N/A	8900 STATE LINE, STE 240 PUB. CHARITY	FINCL SUPPORT OF GENERAL USE FD				6,000
UNITED CEREBRAL PALSY KANSAS CITY MO 64111	N/A	3100 BROADWAY BLVD. PUB. CHARITY	FINCL SUPPORT OF PUBLIC CHARITY				1,000
UMKC KANSAS CITY MO 64110	N/A	5100 ROCKHILL ROAD EDUC. ORG.	FINCL SUPPORT OF SCHOLARSHIP FD				1,000
UNION GOSPEL MISSION OF TARRANT CO FORT WORTH TX 76102	N/A	1321 E. LANCASTER AVE. PUB. CHARITY	FINCL SUPPORT OF CHARITABLE ORG.				5,000
UNIV OF KS CANCER CENTER KANSAS CITY KS 66460	N/A	3901 RAINBOW BLVD. MED. CARE	FINCL SUPPORT OF MEDICAL RES/CARE				10,000

Federal Statements

**Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
Address							
UNIV OF KS BREAST CANCER CTR		3901 RAINBOW BLVD.				FINCL SUPPORT OF MEDICAL RES/CARE	1,000
KANSAS CITY KS 66460	N/A	MED. CARE					
UNIVERSITY OF ST. MARY		4100 S. 4TH ST.				FINCL SUPPORT OF EDUCATIONAL ORG.	900
LEAVENWORTH KS 66048	N/A	EDUC. ORG.					
URBAN RANGERS		5908 SWOPE PARKWAY				FINCL SUPPORT OF CHARITABLE ORG.	1,000
KANSAS CITY MO 64130	N/A	PUB. CHARITY					
VITAE SOCIETY		621B E. MCCARTY ST.				FINCL SUPPORT OF CHARITABLE ORG.	3,000
JEFFERSON CITY MO 65102	N/A	PUB. CHARITY					
WELCOME HOUSE		1414 E. 27TH ST.				FINCL SUPPORT OF GENERAL USE FD	7,500
KANSAS CITY MO 64108	N/A	PUB. CHARITY					
TOTAL							<u>364,305</u>

JOHN J SULLIVAN JR CHAR TR IMA-MAIN

Account Number:
Statement Period:61-1563-00-8
01/01/12 - 12/31/12

Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Cash Equivalents				
Money Market Sweep	195,456.470	195,456.47 195,456.47	75.00 3.27	0.04%
Total Cash Equivalents		\$ 195,456.47 \$ 195,456.47	75.00 3.27	0.04%
Equities				
AT&T Inc Com	950.000	32,024.50 22,439.00	1,710.00	5.34%
Abbott Labs Com	1,000.000	65,500.00 40,409.60	560.00	0.85%
Affiliated Managers Group Com	400.000	52,060.00 36,503.76		
Apache Corp Com	800.000	62,800.00 77,571.75	544.00	0.87%
Archer Daniels Midland Co Com	1,500.000	41,085.00 40,617.42	1,050.00	2.56%
Astrazeneca PLC Sponsored ADR	1,300.000	61,451.00 63,596.90	3,705.00	6.03%
Bank Hawaii Corp Com	1,250.000	55,062.50 57,490.30	2,250.00	4.09%
Bank New York Mellon Corp Com	1,500.000	38,550.00 37,944.60	780.00	2.02%
Barrick Gold Corp Com	1,500.000	52,515.00 60,177.10	1,200.00	2.29%
Boeing Co Com	1,000.000	75,360.00 70,912.40	1,940.00	2.57%
CVS Caremark Corp Com	1,600.000	77,360.00 58,704.98	1,440.00	1.86%
Centurylink Inc	1,500.000	58,680.00 52,299.85	4,350.00	7.41%
Chevron Corporation	700.000	75,698.00 32,326.72	2,520.00	3.33%
Cisco Sys Inc Com	4,000.000	78,597.60 84,745.60	2,240.00	2.85%



JOHN J SULLIVAN JR CHAR TR IMA-MAIN

Account Number:
Statement Period:

61-1563-00-8
01/01/12 - 12/31/12

Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Disney Walt Co Com	1,400.000	69,706.00 35,199.05	1,050.00	1.51%
Donnelley R R & Sons Co Com	4,000.000	35,960.00 69,370.75	4,160.00	11.57%
Du Pont E I De Nemours & Co Com	1,500.000	67,467.75 54,685.26	2,580.00	3.82%
EMC Corp Mass Com	2,500.000	63,250.00 64,498.95		
Exxon Mobil Corp Com	850.000	73,567.50 47,256.12	1,938.00	2.63%
General Elec Co Com	3,500.000	73,465.00 79,941.94	2,660.00 665.00	3.62%
Gilead Sciences Inc Com	1,000.000	73,450.00 35,850.00		
Google Inc Cl A	50.000	35,369.00 33,259.76		
Hasbro Inc Com	1,800.000	64,620.00 53,102.67	2,592.00	4.01%
Intel Corp Com	3,000.000	61,860.00 61,342.50	2,700.00	4.36%
International Business Machs Corp Com	400.000	76,620.00 44,656.71	1,360.00	1.77%
Ishares Inc Msci Pacific Ex Japan Index Fd	2,000.000	94,280.00 81,337.35	3,964.00	4.20%
Ishares Msci Germany Index Fd	2,000.000	49,400.00 40,682.59	1,162.00	2.35%
Ishares Tr Msci EAFE Growth Index Fd	2,000.000	120,080.00 116,875.63	2,750.00	2.29%
Jacobs Engr Group Inc Com	1,500.000	63,855.00 62,632.28		
Johnson & Johnson Com	1,100.000	77,110.00 67,234.43	2,684.00	3.48%
Kemper Corp Del Com	1,500.000	44,250.00 42,524.55	1,440.00	3.25%
L-3 Communications Hldgs Inc Com	750.000	57,465.00 52,567.19	1,500.00	2.61%

JOHN J SULLIVAN JR CHAR TR IMA-MAIN

Account Number:
Statement Period:61-1563-00-8
01/01/12 - 12/31/12

Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Linear Technology Corp Com	1,500.000	51,450.00 47,894.40	1,560.00	3.03%
Microsoft Corp Com	2,500.000	66,774.25 65,933.17	2,300.00	3.44%
Nextera Energy Inc Com	500.000	34,595.00 23,173.69	1,200.00	3.47%
Novartis Ag Sponsored ADR	1,000.000	63,300.00 60,678.13	2,106.00	3.33%
Omnicom Group Com	1,250.000	62,450.00 47,088.74	1,500.00	2.40%
Oracle Corp Com	2,450.000	81,634.00 56,080.50	588.00	0.72%
PPL Corp Com	2,250.000	64,417.50 61,788.15	3,240.00 810.00	5.03%
Powershares Exchange-Traded Fd Tr Intl Divid Achievers Portfolio	5,000.000	79,150.00 75,073.92	2,135.00	2.70%
Procter & Gamble Co Com	700.000	47,523.00 27,867.71	1,573.00	3.31%
Qualcomm Inc Com	1,200.000	74,231.52 47,466.95	1,200.00	1.62%
Spdr Gold Tr Gold Shs	550.000	89,111.22 77,939.11		
Schlumberger LTD Com	1,000.000	69,298.60 46,146.06	1,100.00 275.00	1.59%
Schwab Charles Corp New Com	3,250.000	46,670.00 49,363.28	780.00	1.67%
Sysco Corp Com	1,700.000	53,822.00 50,476.90	1,904.00	3.54%
Teva Pharmaceutical Inds LTD ADR	1,750.000	65,345.00 86,968.49	1,407.00	2.15%
Thermo Fisher Corp Com	1,000.000	63,780.00 41,744.67	600.00 150.00	0.94%
Time Warner Cable Inc Com	750.000	72,892.50 27,293.15	1,680.00	2.30%
Total S A Sponsored ADR	1,350.000	70,213.50 71,862.42	3,384.00 1,033.04	4.82%



JOHN J SULLIVAN JR CHAR TR IMA-MAIN

Account Number:
Statement Period:

61-1563-00-8
01/01/12 - 12/31/12

Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
United Technologies Corp Com	1,000.000	82,010.00 54,326.38	2,140.00	2.61%
Vanguard Intl Equity Index Fds Msci Emerging Mkts Etf	1,500.000	66,795.00 61,026.00	1,462.00	2.19%
Wal Mart Stores Inc Com	1,100.000	75,053.00 64,919.57	1,749.00	2.33%
Waste Management Inc Com	1,000.000	33,740.00 25,774.00	1,420.00	4.21%
Wisdomtree Emerging Markets Equity Income	1,250.000	71,487.50 66,745.78	2,355.00	3.29%
Total Equities		\$ 3,514,262.44 \$ 3,016,388.88	94,212.00 2,933.04	2.68%
Fixed Income				
Boeing Co Sr Nt 4.875% Dtd 07/28/2009 Due 02/15/2020 Callable	30,000.000	36,144.60 30,666.00	1,462.00 552.49	4.05%
Coca Cola Enterprises Inc Nt Zero Cpn Zero Cpn Dtd 06/20/1995 Due 06/20/2020 Putable Non-Callable	65,000.000	53,380.60 52,608.40		
Columbia MO Spl Oblig Taxable Spl Oblig Impt B 2009a Taxable 4.70% Dtd 09/01/2009 Due 03/01/2021 Callable	50,000.000	57,111.00 50,573.00	2,350.00 783.33	4.11%
Conocophillips Gtd Nt 6.00% Dtd 05/21/2009 Due 01/15/2020 Callable	50,000.000	63,451.50 50,877.50	3,000.00 1,383.33	4.73%
Dallas Tex Gopension Bds 2005 B Taxable Zero Cpn Dtd 02/16/2005 Due 02/15/2025 Non-Callable	60,000.000	38,059.20 38,248.80		
FPL Group Cap Tr I Pfd Tr Secs 5.875%	2,000.000	51,080.00 51,681.92	2,938.00	5.75%
Federal Home Loan Bks Cons Bds 5.00% Dtd 11/03/2005 Due 12/11/2015	40,000.000	45,376.40 39,778.40	2,000.00 111.11	4.41%
Federal Natl Mtg Assn Gtd Passthru CTF Pool #75365 Arm Rate Dtd 04/01/89 Due 03/01/2019 IPD24	21,164.600	21,221.53 21,145.37	490.00 40.98	2.31%
Fidelity New Markets Income Fund #331	3,993.289	71,080.54 66,825.00	2,809.00 253.01	3.95%

JOHN J SULLIVAN JR CHAR TR IMA-MAINAccount Number:
Statement Period:61-1563-00-8
01/01/12 - 12/31/12**Asset Position As of 12/31/12**

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
GNMA II Passthru CTF Pool #3795 5.000% Dtd 12/01/05 Due 12/20/2035	43,735.260	48,165.20 42,596.49	2,186.00 182.23	4.54%
GNMA II Passthru CTF Pool #3830 5.500% Dtd 03/01/06 Due 03/20/2036	11,193.530	12,341.31 10,995.48	615.00 51.30	4.99%
GNMA II Passthru CTF Pool #3840 5.000% Dtd 04/01/06 Due 04/20/2036	30,549.200	33,605.34 29,054.97	1,527.00 127.28	4.55%
GNMA II Passthru CTF Pool #8031 6.000% Dtd 01/01/85 Due 12/20/2014	3,298.480	3,521.23 3,288.92	197.00 16.49	5.62%
GNMA II Passthru CTF Pool #8195 5.375% Dtd 02/01/87 Due 02/20/2017	8,348.380	8,672.80 8,311.23	135.00 11.30	1.56%
GNMA II Gtd Pass Thru CTF Pool #8417 5.125% Dtd 10/01/88 Due 10/20/2018	5,442.200	5,744.41 5,418.26	217.00 18.14	3.79%
GNMA II Passthru CTF Pool #8811 5.625% Dtd 07/01/91 Due 07/20/2021	5,823.140	6,059.85 5,780.28	145.00 12.13	2.40%
GNMA II Passthru CTF Pool #8950 6.375% Dtd 04/01/92 Due 04/20/2022	3,888.760	4,070.99 3,877.12	68.00 5.67	1.67%
GNMA II Passthru CTF Pool #80031 5.375% Dtd 01/01/97 Due 01/20/2027	4,311.100	4,478.63 4,302.74	70.00 5.83	1.56%
GNMA II Passthru CTF Pool #80093 5.625% Dtd 07/01/97 Due 07/20/2027	11,450.110	11,898.84 11,411.65	200.00 16.69	1.68%
GNMA II Passthru CTF Pool #80094 5.625% Dtd 07/01/97 Due 07/20/2027	14,796.390	15,376.26 14,755.63	258.00 21.57	1.68%
GNMA II Gtd Passthru CTF Pool #80968 5.625% Dtd 07/01/04 Due 07/20/2034	3,412.630	3,546.37 3,404.58	59.00 4.97	1.68%
GNMA II Passthru CTF Pool #81056 5.625% Dtd 09/01/04 Due 09/20/2034	5,662.130	5,884.03 5,648.17	99.00 8.25	1.68%
General Elec Co Nt 5.25% Dtd 12/06/2007 Due 12/06/2017	55,000.000	64,853.25 54,285.00	2,887.00 200.52	4.45%
Goldman Sachs Strategic Income Fund Inst #3716	4,995.117	51,649.51 51,150.00	2,000.00 545.44	3.87%
JPMorgan Chase & Co 6.00% Dtd 12/20/2007 Due 01/15/2018	60,000.000	71,831.40 61,485.60	3,600.00 1,660.00	5.01%
Johnson Cnty Kans Uni Sch Dist GO Sch Bds 2010a Taxable 4.50% Dtd 07/01/2010 Due 09/01/2021 Callable	50,000.000	56,137.50 50,000.00	2,250.00 750.00	4.01%



JOHN J SULLIVAN JR CHAR TR IMA-MAIN

Account Number:
Statement Period:

61-1563-00-8
01/01/12 - 12/31/12

Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Mfs Multimarket Income Tr Sh Ben Int	9,000.000	65,520.00 63,407.30	4,320.00	6.59%
Meramec Vy Sch Dist No R III M Taxable GO Bds 2010a Taxable 4.791% Dtd 08/05/2010 Due 03/01/2021 Callable	75,000.000	84,124.50 75,000.00	3,593.00 1,197.75	4.27%
Merck & Co Inc 4.75% Dtd 02/17/2005 Due 03/01/2015 Callable	50,000.000	54,504.00 50,183.00	2,375.00 791.66	4.36%
Nucor Corp Nt 5.75% Dtd 12/03/2007 Due 12/01/2017 Callable	30,000.000	35,989.20 30,720.00	1,725.00 143.75	4.79%
Pfizer Inc Nt 4.65% Dtd 02/19/2003 Due 03/01/2018 Non-Callable	75,000.000	87,029.25 75,540.00	3,487.00 1,162.50	4.01%
Procter & Gamble Co Sr Nt 4.70% Dtd 02/06/2009 Due 02/15/2019 Callable	50,000.000	59,073.50 50,625.00	2,350.00 887.77	3.98%
St Charles Cnty MO Spl Oblig Spl Oblig Bds 2010c Taxable 5.155% Dtd 05/06/2010 Due 10/01/2020 Non-Callable	50,000.000	59,239.00 51,347.00	2,577.00 644.37	4.35%
St Charles Cnty MO Spl Oblig Spl Oblig Bds 2010c Taxable 5.805% Dtd 05/06/2010 Due 10/01/2025 Callable	40,000.000	46,368.80 40,884.80	2,322.00 580.50	5.01%
Stanford Leland Jr Univ Board Bd 4.25% Dtd 04/29/2009 Due 05/01/2016 Callable	115,000.000	127,600.55 115,583.60	4,887.00 814.58	3.83%
Target Corp Nt 5.375% Dtd 05/01/2007 Due 05/01/2017 Callable	100,000.000	117,712.00 101,900.00	5,375.00 895.83	4.57%
Thermo Fisher Scientific Inc Sr Nt 144a 3.25% Dtd 11/20/2009 Due 11/20/2014 Callable	50,000.000	52,280.50 49,896.50	1,625.00 185.06	3.11%
US Bancorp Del Dep Shs Pfd F 6.50%	2,195.000	62,864.80 63,736.85	3,566.00 891.71	5.67%
US Treasury Note 2.000% Dtd 01/15/04 Due 01/15/2014 Treasury Inflation Protection Security	68,855.050	71,087.33 70,177.79	1,377.00 632.82	1.94%

JOHN J SULLIVAN JR CHAR TR IMA-MAINAccount Number:
Statement Period:61-1563-00-8
01/01/12 - 12/31/12**Asset Position As of 12/31/12**

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Verizon Communications Inc Nt 5.55% Dtd 02/15/2006 Due 02/15/2016 Callable	50,000.000	56,937.00 51,975.00	2,775.00 1,048.33	4.87%
Wal-Mart Stores Inc Nt 5.80% Dtd 08/24/2007 Due 02/15/2018	50,000.000	61,252.50 52,663.50	2,900.00 1,095.55	4.73%
Wal Mart Stores Inc Nt 4.125% Dtd 01/23/2009 Due 02/01/2019 Non-Callable	75,000.000	85,338.00 74,550.00	3,093.00 1,289.06	3.63%
Waste Mgmt Inc Del Gtd Sr 6.375% Dtd 02/26/2009 Due 03/11/2015 Callable	50,000.000	55,918.50 50,234.00	3,187.00 973.95	5.70%
Wells Fargo Bk Natl Assn Sub Nt Accredited Invs 5.75% Dtd 05/15/2006 Due 05/16/2016	50,000.000	56,768.50 49,464.50	2,875.00 367.36	5.06%
Total Fixed Income		\$ 2,084,350.22 \$ 1,886,059.35	85,971.00 20,364.61	4.13%

Cash

Principal Cash	-702,835.22 -702,835.22		
Income Cash	702,835.22 702,835.22		
Total Cash	\$ 0.00 \$ 0.00	0.00 0.00	0.00%
Total Market Value	\$ 5,794,069.13 \$ 5,097,904.70	180,258.00 23,300.92	3.11%
Total Market Value Plus Accruals	\$ 5,817,370.05		

Income Activity

	Date	Income Cash	Principal Cash
Interest Income			
Berkshire Hathaway Fin Corp Gtd Sr Nt 144a 4.00% Dtd 04/02/2009 Due 04/15/2012 Callable Int To 04/15/12 on 47,000	04/16/12	940.00	



JOHN J SULLIVAN JR CHAR TR IMA-MAIN

Account Number:
Statement Period:

61-1563-00-8
01/01/11 - 12/31/11

Asset Position As of 12/31/11

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Schwab Charles Corp New Com	3,250.000	36,595.00 49,363.28	780.00	2.13%
Southern Co Com	1,500.000	69,435.00 53,172.50	2,835.00	4.08%
Sysco Corp Com	1,700.000	49,861.00 50,476.90	1,836.00	3.68%
Teva Pharmaceutical Inds LTD ADR	1,750.000	70,630.00 86,968.49	1,373.00	1.94%
Thermo Fisher Corp Com	1,000.000	44,970.00 41,744.67		
Time Warner Cable Inc Com	900.000	57,213.00 28,927.10	1,728.00	3.02%
Total S A Sponsored ADR	1,000.000	51,110.00 54,826.42	2,635.00 807.51	5.16%
United Technologies Corp Com	750.000	54,817.50 35,393.25	1,440.00	2.63%
Vanguard Intl Equity Index Fds Ftse All World Ex US Index Fd Etf	600.000	23,790.00 25,740.36	821.00	3.45%
Wal Mart Stores Inc Com	1,000.000	59,760.00 55,425.50	1,460.00 365.00	2.44%
Waste Management Inc Com	1,750.000	57,242.50 48,617.93	2,380.00	4.16%
Williams Cos Inc Com	2,350.000	77,597.00 43,106.29	2,350.00	3.03%
Xilinx Inc Com	1,660.000	53,219.60 40,757.65	1,261.00	2.37%
Total Equities		\$ 3,465,248.10 \$ 3,035,076.47	96,415.00 4,267.51	2.78%
Fixed Income				
Berkshire Hathaway Fin Corp Gtd Sr Nt 144a 4.00% Dtd 04/02/2009 Due 04/15/2012 Callable	47,000.000	47,471.41 49,585.00	1,880.00 396.88	3.96%
Boeing Co Sr Nt 4.875% Dtd 07/28/2009 Due 02/15/2020 Callable	75,000.000	87,568.50 76,665.00	3,656.00 1,381.25	4.18%

JOHN J SULLIVAN JR CHAR TR IMA-MAIN

Account Number:
Statement Period:61-1563-00-8
01/01/11 - 12/31/11

Asset Position As of 12/31/11

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Columbia MO Spl Oblig Taxable Spl Oblig Impt B 2009a Taxable 4.70% Dtd 09/01/2009 Due 03/01/2021 Callable	50,000.000	54,946.00 50,573.00	2,350.00 783.33	4.28%
Comcast Corp New Nt Pfd 6.625%	2,510.000	65,485.90 65,003.68	4,156.00	6.35%
Conocophillips Gtd Nt 6.00% Dtd 05/21/2009 Due 01/15/2020 Callable	50,000.000	61,747.00 50,877.50	3,000.00 1,383.33	4.86%
FPL Group Cap Tr I Pfd Tr Secs 5.875%	1,560.000	40,248.00 40,193.92	2,291.00	5.69%
Federal Home Loan Bks Cons Bds 5.00% Dtd 11/03/2005 Due 12/11/2015	75,000.000	86,960.25 74,584.50	3,750.00 208.33	4.31%
Federal Natl Mtg Assn Gtd Passthru CTF Pool #75365 Arm Rate Dtd 04/01/89 Due 03/01/2019 IPD24	24,106.290	24,208.74 24,085.49	618.00 51.66	2.56%
Fidelity New Markets Income Fund #331	2,500.000	39,575.00 40,125.00	1,951.00 314.29	4.93%
GNMA II Passthru CTF Pool #3795 5.000% Dtd 12/01/05 Due 12/20/2035	61,170.890	68,018.36 59,752.90	3,058.00 254.87	4.50%
GNMA II Passthru CTF Pool #3830 5.500% Dtd 03/01/06 Due 03/20/2036	15,904.050	17,935.32 15,659.55	874.00 72.89	4.88%
GNMA II Passthru CTF Pool #3840 5.000% Dtd 04/01/06 Due 04/20/2036	46,197.350	51,354.36 44,251.96	2,309.00 192.48	4.50%
GNMA II Passthru CTF Pool #8031 6.000% Dtd 01/01/85 Due 12/20/2014	5,021.980	5,326.21 5,009.47	301.00 25.10	5.66%
GNMA II Passthru CTF Pool #8195 5.375% Dtd 02/01/87 Due 02/20/2017	11,376.440	11,762.22 11,329.94	270.00 22.51	2.30%
GNMA II Gtd Pass Thru CTF Pool #8417 5.125% Dtd 10/01/88 Due 10/20/2018	7,420.200	7,806.64 7,394.05	296.00 24.73	3.80%
GNMA II Passthru CTF Pool #8811 5.625% Dtd 07/01/91 Due 07/20/2021	6,425.830	6,671.88 6,380.38	160.00 13.38	2.41%
GNMA II Passthru CTF Pool #8950 6.375% Dtd 04/01/92 Due 04/20/2022	4,463.440	4,619.39 4,450.68	106.00 8.83	2.29%
GNMA II Passthru CTF Pool #80031 5.375% Dtd 01/01/97 Due 01/20/2027	4,796.750	4,959.41 4,787.73	113.00 9.49	2.30%
GNMA II Passthru CTF Pool #80093 5.625% Dtd 07/01/97 Due 07/20/2027	13,049.400	13,423.40 13,007.24	212.00 17.67	1.58%



JOHN J SULLIVAN JR CHAR TR IMA-MAIN

Account Number:
Statement Period:

61-1563-00-8
01/01/11 - 12/31/11

Asset Position As of 12/31/11

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
GNMA II Passthru CTF Pool #80094 5.625% Dtd 07/01/97 Due 07/20/2027	16,279.350	16,745.92 16,236.01	264.00 22.04	1.58%
GNMA II Gtd Passthru CTF Pool #80968 5.625% Dtd 07/01/04 Due 07/20/2034	3,819.730	3,929.20 3,811.08	62.00 5.17	1.58%
GNMA II Passthru CTF Pool #81056 5.625% Dtd 09/01/04 Due 09/20/2034	6,297.220	6,477.70 6,281.97	102.00 8.52	1.58%
General Elec Co Nt 5.25% Dtd 12/06/2007 Due 12/06/2017	55,000.000	63,126.80 54,285.00	2,887.00 200.52	4.57%
JPMorgan Chase & Co 6.00% Dtd 12/20/2007 Due 01/15/2018	60,000.000	66,940.80 61,485.60	3,600.00 1,660.00	5.38%
Johnson Cnty Kans Uni Sch Dist GO Sch Bds 2010a Taxable 4.50% Dtd 07/01/2010 Due 09/01/2021 Callable	50,000.000	54,276.50 50,000.00	2,250.00 750.00	4.15%
Mfs Multimarket Income Tr Sh Ben Int	9,000.000	60,480.00 63,407.30	4,590.00	7.59%
Meramec Vy Sch Dist No R III M Taxable GO Bds 2010a Taxable 4.791% Dtd 08/05/2010 Due 03/01/2021 Callable	75,000.000	81,206.25 75,000.00	3,593.00 1,197.75	4.42%
Merck & Co Inc 4.75% Dtd 02/17/2005 Due 03/01/2015 Callable	50,000.000	55,829.50 50,183.00	2,375.00 791.66	4.25%
Nucor Corp Nt 5.75% Dtd 12/03/2007 Due 12/01/2017 Callable	30,000.000	35,345.40 30,720.00	1,725.00 143.75	4.88%
Pepsico Inc Nt 4.65% Dtd 12/04/2007 Due 02/15/2013	100,000.000	104,625.00 103,192.00	4,650.00 1,756.66	4.44%
Pfizer Inc Nt 4.65% Dtd 02/19/2003 Due 03/01/2018 Non-Callable	75,000.000	85,559.25 75,540.00	3,487.00 1,162.50	4.08%
Procter & Gamble Co Sr Nt 4.70% Dtd 02/06/2009 Due 02/15/2019 Callable	50,000.000	59,007.50 50,625.00	2,350.00 887.77	3.98%
St Charles Cnty MO Spl Oblig Spl Oblig Bds 2010c Taxable 5.155% Dtd 05/06/2010 Due 10/01/2020 Non-Callable	50,000.000	57,061.50 51,347.00	2,577.00 644.37	4.52%

JOHN J SULLIVAN JR CHAR TR IMA-MAINAccount Number:
Statement Period:61-1563-00-8
01/01/11 - 12/31/11**Asset Position As of 12/31/11**

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
St Charles Cnty MO Spl Oblig Spl Oblig Bds 2010c Taxable 5.805% Dtd 05/06/2010 Due 10/01/2025 Callable	40,000.000	45,269.60 40,884.80	2,322.00 580.50	5.13%
Stanford Leland Jr Univ Board Bd 4.25% Dtd 04/29/2009 Due 05/01/2016 Callable	115,000.000	120,492.38 115,583.60	4,887.00 814.58	4.06%
Target Corp Nt 5.375% Dtd 05/01/2007 Due 05/01/2017 Callable	100,000.000	117,528.00 101,900.00	5,375.00 895.83	4.57%
Thermo Fisher Scientific Inc Sr Nt 144a 3.25% Dtd 11/20/2009 Due 11/20/2014 Callable	50,000.000	52,946.00 49,896.50	1,625.00 185.06	3.07%
US Treasury Note 2.000% Dtd 01/15/04 Due 01/15/2014 Treasury Inflation Protection Security	67,400.850	71,418.61 68,723.59	1,348.00 621.97	1.89%
Verizon Communications Inc Nt 5.55% Dtd 02/15/2006 Due 02/15/2016 Callable	50,000.000	57,213.50 51,975.00	2,775.00 1,048.33	4.85%
Wal-Mart Stores Inc Nt 5.80% Dtd 08/24/2007 Due 02/15/2018	50,000.000	61,291.50 52,663.50	2,900.00 1,095.55	4.73%
Wal Mart Stores Inc Nt 4.125% Dtd 01/23/2009 Due 02/01/2019 Non-Callable	75,000.000	84,029.25 74,550.00	3,093.00 1,289.06	3.68%
Waste Mgmt Inc Del Gtd Sr 6.375% Dtd 02/26/2009 Due 03/11/2015 Callable	50,000.000	57,046.00 50,234.00	3,187.00 973.95	5.59%
Wells Fargo Bk Natl Assn Sub Nt Accredited Invs 5.75% Dtd 05/15/2006 Due 05/16/2016	50,000.000	54,542.00 49,464.50	2,875.00 367.36	5.27%
Total Fixed Income		\$ 2,172,476.15 \$ 1,991,706.44	96,250.00 22,263.92	4.43%

Cash

Principal Cash

-557,604.69
-557,604.69

Income Cash

557,604.69
557,604.69



Country Club Trust

COMPANY

JOHN J SULLIVAN JR CHAR TR IMA-MAIN

Account Number:
Statement Period:

61-1563-00-8
01/01/11 - 12/31/11

Asset Position As of 12/31/11

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Total Cash		\$ 0.00 \$ 0.00	0.00 0.00	0.00%
Total Market Value		\$ 5,671,697.37 \$ 5,060,756.03	192,667.00 26,532.12	3.40%
Total Market Value Plus Accruals		\$ 5,698,229.49		

Income Activity

	Date	Income Cash	Principal Cash
Interest Income			
Berkshire Hathaway Fin Corp Gtd Sr Nt 144a 4.00% Dtd 04/02/2009 Due 04/15/2012 Callable			
Int To 04/15/11 on 47,000	04/15/11	940.00	
Int To 10/15/11 on 47,000	10/17/11	940.00	
Boeing Co Sr Nt 4.875% Dtd 07/28/2009 Due 02/15/2020 Callable			
Int To 02/15/11 on 75,000	02/15/11	1,828.12	
Int To 08/15/11 on 75,000	08/15/11	1,828.12	
Columbia MO Spl Oblig Taxable Spl Oblig Impt B 2009a Taxable 4.70% Dtd 09/01/2009 Due 03/01/2021 Callable			
Int To 03/01/11 on 50,000	03/01/11	1,175.00	
Int To 09/01/11 on 50,000	09/01/11	1,175.00	
Conocophillips Gtd Nt 6.00% Dtd 05/21/2009 Due 01/15/2020 Callable			
Int To 01/15/11 on 50,000	01/18/11	1,500.00	
Int To 07/15/11 on 50,000	07/15/11	1,500.00	
Federal Home Ln Bks Cons Bds 5.625% Dtd 12/04/2001 Due 11/15/2011			
Int To 05/15/11 on 50,000	05/16/11	1,406.25	
Int To 11/15/11 on 50,000	11/15/11	1,406.25	
Federal Home Loan Bks Cons Bds 5.00% Dtd 11/03/2005 Due 12/11/2015			
Int To 06/11/11 on 75,000	06/13/11	1,875.00	
Int To 12/11/11 on 75,000	12/12/11	1,875.00	

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions JOHN J. SULLIVAN, JR. FOUNDATION JOHN HOULEHAN & MARK HENKE-TRUSTEES	Employer identification number (EIN) or 74-2815203
	Number, street, and room or suite no. If a P O box, see instructions 11914 SUMMIT	Social security number (SSN)
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions KANSAS CITY MO 64145	

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

04

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

**JOHN G. HOULEHAN
11914 SUMMIT**

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

MO 64145Telephone No ▶ **816-360-8639**

FAX No ▶

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15/13**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ▶ ☒ calendar year **2012** or

▶ ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	2,751
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	2,751
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions**For Privacy Act and Paperwork Reduction Act Notice, see instructions.**Form **8868** (Rev. 1-2013)

DAA