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 APR 1, 2012 **, and ending** MAR 31, 2013

Name of foundation: OPPENSTEIN BROTHERS FOUNDATION

A Employer identification number: 43-6203035

Number and street (or P O box number if mail is not delivered to street address): COMMERCE BANK, TRUSTEE, 118 W. 47TH STR

Room/suite:

B Telephone number: (816) 234-2000

City or town, state, and ZIP code: KANSAS CITY, MO 64112

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 34,209,031.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

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

			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	730,016.	722,757.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	546,528.			
	b	Gross sales price for all assets on line 6a 12,180,651.				
	7	Capital gain net income (from Part IV, line 2)		214,496.		
	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)				
	11	Other income	827.	0.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	1,277,371.	937,253.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	205,367.	143,285.		62,082.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	23,567.	67		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	844.	-468.		682.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	229,778.	142,884.		62,764.
	25	Contributions, gifts, grants paid	1,412,000.			1,412,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,641,778.	142,884.		1,474,764.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-364,407.			
	b	**Net investment income** (if negative, enter -0-)		794,369.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			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	159,603.	303,443.	303,443.
	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			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 5	1,745,618.	1,523,411.	1,693,774.
	b	Investments - corporate stock STMT 6	4,762,328.	16,248,204.	17,876,820.
	c	Investments - corporate bonds STMT 7	3,473,753.	4,298,967.	4,390,104.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	20,912,991.	8,315,863.	9,944,833.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ MISC. ASSETS-STMT C)	57.	57.	57.
	16	**Total assets** (to be completed by all filers)	31,054,350.	30,689,945.	34,209,031.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	31,054,350.	30,689,945.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	31,054,350.	30,689,945.	
	31	**Total liabilities and net assets/fund balances**	31,054,350.	30,689,945.	

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	31,054,350.
2	Enter amount from Part I, line 27a	2	-364,407.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	2.
4	Add lines 1, 2, and 3	4	30,689,945.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,689,945.

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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		VARIOUS	VARIOUS
b	SALES SOLD IN 2011 TY, POSTED IN 2012	P	VARIOUS	VARIOUS
c	SOLD 2765 SH SPDR GOLD TRUST	P	02/05/13	03/31/13
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	12,280,651.		11,734,122.	546,529.
b	-526,780.		-204,685.	-322,095.
c	427,014.		436,952.	-9,938.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			546,529.
b			-322,095.
c			-9,938.
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	214,496.
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). If (loss), enter -0- in Part I, line 8 }	3	N/A

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	1,383,052.	31,984,983.	.043241
2010	1,660,576.	31,236,133.	.053162
2009	1,518,660.	28,664,162.	.052981
2008	1,856,089.	30,600,293.	.060656
2007	1,576,892.	38,496,175.	.040962

2 **Total** of line 1, column (d)	2	.251002
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	.050200
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	32,111,160.
5 Multiply line 4 by line 3	5	1,611,980.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,944.
7 Add lines 5 and 6	7	1,619,924.
8 Enter qualifying distributions from Part XII, line 4	8	1,474,764.

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	15,887.
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	15,887.
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	15,887.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 13,492.		
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	13,492.
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	2,395.
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** ▶ **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 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T.			
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?	7	X	
	If "Yes," complete Part II, col. (c), and Part XV.			
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

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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 ▶ COMMERCE BANK, N.A. Telephone no. ▶ (816) 234-2568

Located at ▶ 118 W. 47TH STREET KANSAS, CITY,, MO ZIP+4 ▶ 64112

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 N/A

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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.) 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. ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
COMMERCE BANK NA,INV.MGMT P.O. BOX 419248 KANSAS CITY, MO 64141-6248	CORP. TRUSTEE 40.00	143,285.	0.	0.
COMMERCE BANK NA, CHARITY OFFICE P.O. BOX 419248 KANSAS CITY, MO 64141-6248	CORP. TRUSTEE 40.00	46,161.	0.	0.
COMMERCE BANK NA, CHARITY MGMT P.O. BOX 419248 KANSAS CITY, MO 64141-6248	CORP. TRUSTEE 10.00	15,921.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	31,497,687.
b	Average of monthly cash balances		1b	1,102,475.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	32,600,162.
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	32,600,162.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	489,002.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	32,111,160.
6	**Minimum investment return.** Enter 5% of line 5		6	1,605,558.

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	1,605,558.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 15,887.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	15,887.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,589,671.
4	Recoveries of amounts treated as qualifying distributions		4	827.
5	Add lines 3 and 4		5	1,590,498.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,590,498.

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	1,474,764.
b	Program-related investments - total from Part IX-B	1b	0.
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	1,474,764.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,474,764.

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				1,590,498.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,406,747.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,474,764.				
a Applied to 2011, but not more than line 2a			1,406,747.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				68,017.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,522,481.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a 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:

BETH RADTKE, PROGRAM OFFICER, (816) 234-2577
922 WALNUT, SUITE 200, KANSAS CITY, MO 64106-1809

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

NONE SPECIFIED

c Any submission deadlines:

NONE

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

AWARDS ARE FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, AND EDUCATIONAL PURPOSES IN THE UNITED STATES.

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*				
STATEMENT A	NONE	PUBLIC CHARITY	SEE STATEMENT	1,412,000.
Total			▶ 3a	1,412,000.
b *Approved for future payment*				
STATEMENT B	NONE	PUBLIC CHARITY	SEE STATEMENT	60,000.
Total			▶ 3b	60,000.

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
	(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	730,016.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	546,528.	0.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a RETURN OF CHARITABLE					
b DISTRIBUTION					827.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,276,544.	827.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,277,371.

(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).
11A	RETURN OF CHARITABLE DISTRIBUTION ISSUED IN PREVIOUS YEAR

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
		N/A	

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
STATEMENT D		

Sign Here

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

Signature of officer or trustee

Date: 10/6/2013

Title: Officer, The Commerce Trust Company a Division of Commerce Bank

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SELF-PREPARED				

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

Form **990-PF** (2012)

223622
12-05-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	730,016.	0.	730,016.
TOTAL TO FM 990-PF, PART I, LN 4	730,016.	0.	730,016.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
RETURN OF CHARITABLE DISTRIBUTION	827.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	827.	0.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX ESTIMATE	3,500.	0.		0.
FEDERAL EXCISE TAX FOR 2011 TAX RETURN	20,000.	0.		0.
FOREIGN TAX	67.	67.		0.
TO FORM 990-PF, PG 1, LN 18	23,567.	67.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINSTRATIVE EXPENSE	682.	0.		682.
ACCRUED INTEREST-INTEREST PAYMENT DUE AFTER CURRENT TAX YE	162.	0.		0.
FEES ALLOCABLE TO TAX EXEMPT INTEREST	0.	-468.		0.
TO FORM 990-PF, PG 1, LN 23	844.	-468.		682.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US & STATE GOVERNMENT OBLIGATIONS-STMT C		X	1,523,411.	1,693,774.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,523,411.	1,693,774.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,523,411.	1,693,774.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS-STMT C	16,248,204.	17,876,820.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,248,204.	17,876,820.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS-STMT C	4,298,967.	4,390,104.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,298,967.	4,390,104.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS AND OTHER INVESTMENTS-STMT C	COST	8,315,863.	9,944,833.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,315,863.	9,944,833.

Oppenstein Brothers Foundation
Attachment of Fiscal Year Payments for IRS 990PF
March 31, 2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Academie Lafayette 6903 Oak St. Kansas City, MO 64113		EDU	15,000.00	1 of 1	3/12/2013
Associated Youth Services 803 Armstrong Ave. P O Box 171234 Kansas City, KS 66117-0234		EDU	10,000.00	1 of 1	9/12/2012
Avila University 11901 Wornall Rd. Kansas City, MO 64145-1698		EDU	12,500.00	2 of 2	7/3/2012
Big Brothers and Sisters of Greater Kansas City 3908 Washington Kansas City, MO 64111-2925		HUM	30,000.00	1 of 1	9/12/2012
Boy Scouts of America - Heart of America Council 10210 Holmes Rd Kansas City, MO 64131-4212		HUM	13,000 00	1 of 1	12/12/2012
Boys Club of Greater Kansas City 6301 Rockhill Rd., Ste. 303 Kansas City, MO 64131		HUM	20,000 00	1 of 1	3/12/2013
Brain Injury Association of Kansas and Greater Kansas City Inc. 6405 Metcalf Ave , Ste 302 Overland Park, KS 66202		HEA	4,000.00	1 of 1	12/12/2012
Camps for Kids 4727 Logan Ave Kansas City, MO 64136-1161		HUM	16,000 00	1 of 1	4/4/2012

STATEMENT A

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Camps for Kids 4727 Logan Ave. Kansas City, MO 64136-1161		HUM	16,000 00	1 of 1	3/12/2013
CASA of Johnson & Wyandotte Counties Inc. 6901 Shawnee Mission Pkwy , Ste 112 Overland Park, KS 66202		HUM	8,000 00	1 of 1	12/12/2012
Catholic Charities of KC-St. Joseph Inc. 20 W. 9th St , Ste. 600 Kansas City, MO 64105		HUM	5,000.00	1 of 1	9/12/2012
Catholic Charities of Northeast Kansas Inc 9720 W 87th St. Overland Park, KS 66212		HUM	7,500.00	1 of 1	3/12/2013
Charlie's House Inc 6324 N Chatham Ave., Ste. 223 Kansas City, MO 64151-2473		HUM	5,000 00	1 of 1	4/4/2012
Charlotte Street Foundation P.O Box 10263 Kansas City, MO 64171-0263		ART	4,000.00	1 of 1	6/13/2012
Child Abuse Prevention Association 503 E. 23rd St. Independence, MO 64055		HUM	6,000 00	1 of 1	4/4/2012
Child Advocacy Services Center Inc DBA Children's Place 2 E 59th St. Kansas City, MO 64113		HUM	25,000.00	1 of 1	9/12/2012
Child Protection Center Inc. 3101 Broadway, Ste 750 Kansas City, MO 64111		HUM	10,000 00	1 of 1	9/12/2012
Children's Center for the Visually Impaired 3101 Main St. Kansas City, MO 64111		HUM	13,000.00	1 of 1	12/12/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Children's SPOT 4333 Pennsylvania Kansas City, MO 64111	St. Luke's Hospital of Kansas City	HUM	7,500 00	1 of 1	4/4/2012
Community Linc 4012-14 Troost Kansas City, MO 64110		HUM	10,000 00	1 of 1	9/12/2012
Coterie Inc 2450 Grand Blvd., Ste. 144 Kansas City, MO 64108-2520		ART	8,000.00	1 of 1	12/12/2012
Cultivate Kansas City Inc. 4223 Gibbs Rd Kansas City, KS 66106		EDU	7,500 00	1 of 1	4/4/2012
Cultivate Kansas City Inc 4223 Gibbs Rd Kansas City, KS 66106		HUM	7,500.00	1 of 1	3/12/2013
De La Salle Education Center 3740 Forest Ave Kansas City, MO 64109		EDU	25,000.00	1 of 1	3/12/2013
Donnelly College 608 N 18th St. Kansas City, KS 66102		EDU	12,500 00	1 of 1	9/12/2012
Downtown Outreach Inc. 1307 Holmes Kansas City, MO 64106-2845		HUM	5,000.00	1 of 1	12/12/2012
Duchesne Clinic - A Division of Caritas Clinics Inc. 636 Tauromee Kansas City, KS 66101-3042		HEA	12,000 00	1 of 1	9/12/2012
Episcopal Community Services Inc *Kansas City Community Kitchen* 11 E. 40th St. Kansas City, MO 64111		HUM	28,000 00	1 of 1	12/12/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Friends of Chamber Music 4635 Wyandotte, Ste. 201 Kansas City, MO 64112-1542		ART	10,000 00	1 of 1	3/12/2013
Gillis Center Inc 8150 Wornall Rd. Kansas City, MO 64114-5898		HUM	10,000 00	1 of 1	12/12/2012
Girl Scouts of Northeast Kansas and Northwest Missouri Inc. 8383 Blue Pkwy. Dr Kansas City, MO 64133		HUM	12,500 00	1 of 1	6/13/2012
Guadalupe Center Inc 1015 Avenida Cesar E Chavez Kansas City, MO 64108		HUM	30,000.00	1 of 1	3/12/2013
Harvesters-The Community Food Network 3801 Topping Ave. Kansas City, MO 64129		HUM	30,000.00	1 of 1	3/12/2013
Have a Heart Inc. 5220 Northern Ave. Raytown, MO 64133-2228		HUM	3,000.00	1 of 1	4/4/2012
Have a Heart Inc. 5220 Northern Ave Raytown, MO 64133-2228		HUM	3,000 00	1 of 1	3/12/2013
Heart of America Community AIDS Partnership c/o Heart of America United Way 1080 Washington Kansas City, MO 64105-2249	United Way of Greater Kansas City Inc	HEA	2,500 00	1 of 1	9/12/2012
Heart of America Shakespeare Festival 3619 Broadway, Ste. 2 Kansas City, MO 64111		ART	4,000 00	1 of 1	4/4/2012
Heart of America Shakespeare Festival 3619 Broadway, Ste 2 Kansas City, MO 64111		ART	4,000 00	1 of 1	3/12/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Heartland Chamber Music Ltd. 5960 Dearborn, Ste. 214 Mission, KS 66202		ART	2,000.00	1 of 1	6/13/2012
Hope Faith Ministries Inc. 705 Virginia Kansas City, MO 64106		HEA	5,000.00	1 of 1	6/13/2012
Hope House Inc P O Box 520409 Lee's Summit, MO 64063		HUM	25,000 00	1 of 1	4/4/2012
Horizon Academy 4901 Reinhardt Dr. Roeland Park, KS 66205		EDU	5,000.00	1 of 1	9/12/2012
Jackson County Casa 2544 Holmes Kansas City, MO 64108		HUM	12,500.00	1 of 1	3/12/2013
Jewish Family Services 5801 W 115th St , Ste. 103 Overland Park, KS 66211-1824		HUM	7,500 00	1 of 1	12/12/2012
Jewish Federation of Greater Kansas City 5801 W. 115th St , Ste. 201 Overland Park, KS 66211-1824		HUM	100,000 00	1 of 1	3/12/2013
Jewish Federation of Greater Kansas City 5801 W 115th St , Ste. 201 Overland Park, KS 66211-1824		HUM	100,000.00	1 of 1	3/12/2013
Kansas Children's Service League (Kansas City Office) 15717 College Blvd Lenexa, KS 66219		HUM	15,000 00	1 of 1	3/12/2013
Kansas City Art Institute 4415 Warwick Blvd. Kansas City, MO 64111-1874		ART	15,000.00	1 of 1	6/13/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Kansas City Ballet Association 500 W. Pershing Rd. Kansas City, MO 64108-2430		ART	15,000.00	1 of 1	4/4/2012
Kansas City Chamber Orchestra Incorporated 11 E. 40th St Kansas City, MO 64111		ART	3,000 00	1 of 1	3/12/2013
Kansas City Chapter of Young Audiences Inc. DBA Kansas City Young Audiences 5601 Wyandotte Kansas City, MO 64113		ART	20,000 00	1 of 1	12/12/2012
Kansas City Community Gardens Inc 6917 Kensington Kansas City, MO 64132		HUM	5,000.00	1 of 1	6/13/2012
Kansas City Free Health Clinic DBA Kansas City CARE Clinic 3515 Broadway Kansas City, MO 64111		HEA	25,000 00	1 of 1	12/14/2012
Kansas City Friends of Alvin Ailey 1714 E. 18th St Kansas City, MO 64108		ART	25,000 00	1 of 1	6/14/2012
Kansas City Friends of Alvin Ailey 1714 E. 18th St. Kansas City, MO 64108		ART	25,000 00	1 of 1	3/12/2013
Kansas City Hospice Inc. 9221 Ward Parkway, Ste 100 Kansas City, MO 64114		HEA	20,000.00	1 of 1	6/13/2012
Kansas City Repertory Theatre Inc. 4949 Cherry St. Kansas City, MO 64110-2499		ART	5,000.00	1 of 1	9/12/2012
Kansas City Rescue Mission 1520 Cherry St. Kansas City, MO 64108-1530		HUM	15,000 00	1 of 1	6/13/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Kansas City Symphony 1703 Wyandotte St., Ste. 200 Kansas City, MO 64108		ART	25,000.00	1 of 1	3/12/2013
Kidstlc Inc. 480 S. Rogers Rd Olathe, KS 66062-1706		HUM	25,000 00	1 of 1	2/5/2013
Leukemia & Lymphoma Society Inc. (Mid-America Chapter) 6811 Shawnee Mission Pkwy Cloverleaf Bldg , #1, Ste. 202 Mission, KS 66202-4001		HEA	5,000.00	1 of 1	3/12/2013
Literacy Kansas City 211 W. Armour Blvd , 3rd fl Kansas City, MO 64111		EDU	10,000 00	1 of 1	3/12/2013
Lyric Opera of Kansas City Inc. 1725 Holmes St Kansas City, MO 64108-1538		ART	25,000 00	1 of 2	12/12/2012
Mattie Rhodes Center 1740 Jefferson St Kansas City, MO 64108		HUM	10,000 00	1 of 1	6/13/2012
Metropolitan Ensemble Theatre 3614 Main St. Kansas City, MO 64111		ART	3,000.00	1 of 1	9/12/2012
Metropolitan Lutheran Ministry 3031 Holmes St Kansas City, MO 64109-1435		HUM	20,000.00	1 of 1	9/12/2012
Metropolitan Organization to Counter Sexual Assault DBA MOCSA 3100 Broadway, Ste. 400 Kansas City, MO 64111		HUM	10,000 00	1 of 1	12/12/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Midwest Foster Care and Adoption Association 3210 S. Lee's Summit Rd, Bldg. 6 Independence, MO 64055		HUM	10,000 00	1 of 1	12/12/2012
Miles of Smiles Inc 6301 N Oak Trfy., Ste. 204 Kansas City, MO 64118		HEA	5,000.00	1 of 1	3/12/2013
MO Kan 20-20 Vision Inc. DBA 20/20 Leadership 4223 N. 127th St. Kansas City, KS 66109		HUM	5,000.00	1 of 1	12/12/2012
N2N P O. Box 32913 Kansas City, MO 64171		HUM	5,000 00	1 of 1	9/12/2012
National Association of Intercollegiate Athletics 1200 Grand Blvd Kansas City, MO 64106		CIV	5,000.00	1 of 1	4/4/2012
Neighborhood Self Help Fund % United Way of Greater Kansas City 1080 Washington Kansas City, MO 64105	United Way of Greater Kansas City Inc.	CIV	6,000.00	1 of 1	9/12/2012
Northland Assistance Center 2018 Gentry North Kansas City, MO 64116		HUM	5,000.00	1 of 1	6/13/2012
Northland Early Education Center 8630 N. Oak Trfy. Kansas City, MO 64155		EDU	5,000.00	1 of 1	12/12/2012
Ozanam 421 E 137th St Kansas City, MO 64145		HUM	7,500 00	1 of 1	12/12/2012
Paul Mesner Puppets Inc. 1006 Linwood Blvd. Kansas City, MO 64109		ART	7,000 00	1 of 1	9/12/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Pets for Life Inc. 7240 Wornall Rd Kansas City, MO 64114		HUM	3,000 00	1 of 1	9/12/2012
Redemptorist Social Services Center Inc 207 W Linwood Blvd Kansas City, MO 64111-1327		HUM	15,000 00	1 of 1	3/12/2013
Ronald McDonald House Charities of Kansas City Inc 2502 Cherry St Kansas City, MO 64108		HEA	10,000.00	1 of 1	4/4/2012
S.A V E Foundation Inc. P.O. Box 45301 Kansas City, MO 64171-8301		HUM	10,000.00	1 of 1	6/13/2012
Safehome Inc. P.O Box 4563 Overland Park, KS 66204-0563		HUM	12,000 00	1 of 1	9/12/2012
Saint Lukes College of Health Sciences 8320 Ward Pkwy , Ste. 300 Kansas City, MO 64114-2042		EDU	25,000.00	1 of 1	6/13/2012
Science Pioneers Inc. 30 W. Pershing Rd., Ste. 410 Kansas City, MO 64108		EDU	4,000 00	1 of 1	9/12/2012
Seton Center Inc 2816 E 23rd St Kansas City, MO 64127		HUM	15,000.00	1 of 1	1/3/2013
Sheffield Place 6604 E. 12th St Kansas City, MO 64126-2208		HUM	15,000 00	1 of 1	12/12/2012
Shepherds Center Of Kansas City Central 5200 Oak Street Kansas City, MO 64112		HUM	10,000 00	1 of 1	12/12/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Shepherd's Center of Kansas City Kansas Inc 757 Armstrong Ave Kansas City, KS 66101		HUM	8,000 00	1 of 1	9/12/2012
Strong City School Fund P O. Box 419037 Kansas City, MO 64141-6037	Greater Kansas City Community Foundation	EDU	7,500 00	1 of 1	6/13/2012
Sunflower House 15440 W 65th St Shawnee, KS 66217		HUM	10,000 00	1 of 1	12/12/2012
Synergy Services Inc. 400 E 6th St Parkville, MO 64152-3703		HUM	5,000 00	1 of 1	12/12/2012
The Family Conservancy 444 Minnesota Ave , Ste. 200 Kansas City, KS 66101		HUM	10,000 00	1 of 1	4/4/2012
The Family Conservancy 444 Minnesota Ave., Ste. 200 Kansas City, KS 66101		HUM	10,000 00	1 of 1	3/12/2013
The Society of Saint Andrew Inc West Headquarters 3801 Topping Ave. Kansas City, MO 64129		HUM	10,000.00	1 of 1	12/12/2012
Theatre for Young America Inc. P.O. Box 356 Mission, KS 66201		ART	5,000.00	1 of 1	6/13/2012
Truman Medical Center Incorporated 2310 Holmes Kansas City, MO 64108		HEA	25,000.00	2 of 2	5/2/2012
Turning Point the Center for Hope and Healing 8900 State Line Rd., Ste 240 Shawnee Mission, KS 66206		HUM	5,000 00	1 of 1	3/12/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Unicorn Theatre 3828 Main St. Kansas City, MO 64111		ART	8,000.00	1 of 1	3/12/2013
University of Missouri-Kansas City - Office of the Chancellor *School of Education* 5100 Rockhill Rd. Kansas City, MO 64110-2499		EDU	20,000 00	1 of 1	3/12/2013
Wayside Waifs Inc P.O. Box 9791 3901 Martha Truman Rd (E. 119th St.) Kansas City, MO 64134-0791		CIV	25,000.00	2 of 2	9/5/2012
Wildwood Outdoor Education Center Inc. 7095 W. 399th St. LaCygne, KS 66040		EDU	5,000 00	1 of 1	4/4/2012
William Jewell College (Harriman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		ART	9,000.00	1 of 1	12/12/2012
Women's Employment Network 920 Main St , Ste. 100 Kansas City, MO 64105-2000		HUM	10,000.00	1 of 1	12/12/2012
Youth Symphony Association of Kansas City Inc 5960 Dearborn, Ste. 206 Mission, KS 66202		ART	15,000.00	1 of 1	4/4/2012
Youth Symphony Association of Kansas City Inc. 5960 Dearborn, Ste. 206 Mission, KS 66202		ART	15,000 00	1 of 1	3/12/2013
Total Contributions for the Year:			**1,412,000.00**		

Oppenstein Brothers Foundation - List of Future Commitments as of March 31, 2013

Organization		FYE 03/31/2014
Kansas City Ballet	April	15,000
Lyric Opera of Kansas City (2 of 2)	December	25,000
National World War I Museum**	March	20,000
Fiscal Year Total		**60,000**

**-Contingency Grant

STATEMENT B

OPPENSTEIN BROS. FOUNDATION EIN: 43-6203035

As of March 31, 2013

Group	Description	Units	Book Value	Market Value
	SAVINGS AND TEMPORARY INVESTMENTS			
	FINANCIAL SQUARE TR GOVERNMENT FD	303,443	303,443 08	303,443 08
	TOTAL SAVINGS AND TEMPORARY INVESTMENTS	**303,443**	**303,443.08**	**303,443.08**
	US & STATE GOVERNMENT OBLIGATIONS			
	FFCB NT 4.875% 12/21/26	75,000	89,086.50	92,174 25
	~~FFCB NT 5 19% 4/22/21~~	~~180,000~~	~~181,494 00~~	~~226,915 20~~
	FHLMC GOLD #G30022 6% 12/01/13	2,106	2,167 76	2,299 20
	FHLMC GOLD POOL # G01839 5% 6/1/35	23,613	22,059.73	25,515.78
	FHLMC GOLD POOL # P10021 6% 11/1/17	9,884	10,409 49	10,468 25
	FHLMC POOL # 1B3915 V/R 9/1/35	58,618	57,116 35	62,672 49
	FHLMC POOL # 781530 V/R 5/1/34	8,168	7,888 12	8,655 06
	FHLMC POOL # 847512 V/R 1/1/36	11,533	11,453 31	12,366 29
	FHR 2110 CL PG 6% 1/15/29	45,863	47,188.85	51,184.80
	FHR 2126 CL CB 6 25% 2/15/29	25,605	26,209.62	26,466 35
	FHR 2632 CL A 4% 1/15/18	8,227	7,889 06	8,379.42
	FHR 2677 CL BC 4% 9/15/18	6,955	6,129 76	7,343 85
	FHR 2808 CL VA 5 5% 5/15/15	37,080	37,351 52	38,658 20
	FHR 3775 CL EM 3 5% 11/15/25	42,825	43,868.86	46,829.02
	FNMA POOL # 490365 V/R 12/1/28	7,667	7,935.30	7,821.14
	FNMA POOL # 50847 6% 12/1/13	2,828	2,898.45	2,917.33
	FNMA POOL # 675570 6% 12/1/32	8,137	8,365 41	9,128 17
	FNMA POOL # 704605 5% 6/1/18	11,954	12,286 21	12,930 02
	FNMA POOL # 735648 V/R 02/01/34	27,371	27,302 12	29,109 43
	FNMA POOL # 802650 5.109% 10/1/34	8,308	8,454 45	8,861 70
	FNMA POOL # 816308 V/R 2/1/35	8,681	8,656.67	9,205 76
	FNMA POOL #539256 6% 09/01/29	44,761	46,017.33	49,899 94
	FNR 2003-117 CL KB 6% 12/25/33	75,000	77,251 95	90,607 35
	FNR 2003-14 CL AP 4% 3/25/33	6,907	7,000 93	7,392.90
	FNR 2006-77 CL PC 6 5% 8/25/36	55,759	63,042.07	63,827 59
	FREMONT CA S/D GO 0% 8/1/31	210,000	53,098.50	84,157 50
	GNMA II POOL #002056 7.5% 8/20/25	7,483	7,917.83	8,924.01
	GNMA II POOL #002248 7.5% 7/20/26	17,738	18,779 91	22,105.37
	GNMA POOL # 603566 5 5% 4/15/33	17,612	17,894.38	19,607.46
	GNMA POOL # 622123 5 5% 10/15/33	12,203	12,643 40	13,831.67
	KENT CNTY MI GO 5% 1/1/25	70,000	74,741 80	79,771.30
	MA ST HSG REV 3.9% 6/1/20	75,000	75,000.00	79,051 50
	MO JT ELEC TAX REV 5 25% 1/1/14	80,000	80,000 00	82,423 20
	NC ST UNIV REV 3 825% 10/1/33	50,000	50,000 00	50,483 00
	ST LOUIS MO PKG REV 5 14% 12/15/14	100,000	97,811 00	104,619 00
	TENN VY NT 6 15% 1/15/38	40,000	46,563.44	56,298 00
	U S TREASURY BONDS 4.75% 2/15/37	25,000	24,436.52	32,914.25
	UNIV CA CA REV 0.966% 5/15/17	50,000	50,000.00	49,982.00
	UNIVERSITY IL COP 4.74% 2/15/14	5,000	5,000.00	5,160.45
	UNIVERSITY IL COP 4 8% 2/15/15	5,000	5,000 00	5,325.45
	WI HSG REV 5.727% 9/1/37	15,000	15,000.00	15,163.95

OPPENSTEIN BROS. FOUNDATION EIN: 43-6203035

As of March 31, 2013

Group	Description	Units	Book Value	Market Value
	WV ST HSG REV 2.559% 5/1/17	70,000	70,000.00	72,326.80
	TOTAL US & STTE GOVERNEMENT OBLIGATIONS	1,642,884	1,523,410 60	1,693,774.40
	STOCKS			
	ABBVIE INC	450	14,302 16	18,351 00
	ALLERGAN INC	200	9,368 19	22,326.00
	ALTRIA GROUP INC	600	19,070 04	20,634.00
	AMAZON COM INC	70	16,027 70	18,654.30
	AMERICAN CAMPUS COMMUNITIES	700	32,126 18	31,738.00
	~~AMERICAN EXPRESS CO~~	~~400~~	~~20,835 16~~	~~26,984 00~~
	AMGEN INC	200	17,911 54	20,502.00
	ANSYS INC	300	20,507 82	24,426 00
	APPLE INC	300	179,924.97	132,798 00
	AUTOMATIC DATA PROCESSING INC	300	17,266 23	19,509 00
	BALLY TECHNOLOGIES INCORPORATED	500	22,453 05	25,985 00
	BARD C R INC	200	17,910.79	20,156 00
	BLACKROCK INC	50	9,474 34	12,844 00
	CADENCE DESIGN SYSTEMS INC	1,400	18,852 82	19,502 00
	CLEARBRIDGE SMALL CAP	20,584	415,630 15	492,580 19
	COCA COLA	1,100	32,547.98	44,484 00
	COLGATE PALMOLIVE	150	14,715 37	17,704 50
	COLUMBIA ACORN INTL FUND-Z	16,200	631,061 91	708,117 34
	COMCAST CORPORATION CL-A	600	21,535 74	25,188.00
	COMMERCE MIDCAP GROWTH FUND	13,446	445,854 81	463,627 87
	COMMERCE VALUE FUND INSTITUTIONAL	45,153	997,464 94	1,209,185 90
	CROWN CASTLE INTL CORP	300	21,296.52	20,892.00
	DIRECTV	400	19,822 44	22,636 00
	DISH NETWORK CORP-A	600	20,890.14	22,740 00
	DONALDSON INC	600	19,319 40	21,714 00
	EBAY INC	400	19,929 68	21,688 00
	EQUIFAX INC	400	18,610 20	23,036 00
	EQUINIX INC	100	20,705.69	21,631.00
	EXPRESS SCRIPTS HOLDING CO	400	21,338 32	23,048 00
	EXTRA SPACE STORAGE INC	500	18,078 90	19,635 00
	FASTENAL CO	400	20,231 60	20,532 00
	FLOWSERVE CORP	100	14,429 16	16,771.00
	GOOGLE INC CL A	35	10,491 26	27,796.58
	GRACE W R & CO	300	23,210.13	23,253.00
	GRAINGER W W INC	100	19,945 00	22,498 00
	HOME DEPOT INC	300	20,865 75	20,934 00
	HONEYWELL INTL INC	300	19,182 06	22,605.00
	ILLINOIS TOOL WORKS INC	300	18,678 51	18,282 00
	INTEL CORP	1,000	20,184 97	21,835 00
	INTERNATIONAL BUSINESS MACHINES	250	52,202.00	53,325.00
	INTUIT	300	17,805.87	19,698 00
	JARDEN CORP	450	16,462 80	19,282 50
	JOHNSON AND JOHNSON	300	21,079.65	24,459.00
	JP MORGAN ALERIAN MLP INDEX ETN	9,000	324,081.00	409,320.00
	KIMBERLY CLARK CORP	300	25,074 60	29,394 00

OPPENSTEIN BROS. FOUNDATION EIN: 43-6203035

As of March 31, 2013

Group	Description	Units	Book Value	Market Value
	KINDER MORGAN INC	600	20,107 62	23,208 00
	LAUDER ESTEE COS INC CL A	300	17,440 71	19,209 00
	LAUDUS GROWTH INVESTORS US L/C	44,060	600,821 55	686,449 99
	LAZARD EMERGING MARKETS EQUITY PORT	35,763	740,817 92	690,944 44
	LOCKHEED MARTIN CORP	200	19,450 39	19,304 00
	LOWES COMPANIES INC	800	15,934 48	30,336 00
	MACYS INC	500	18,459 25	20,920.00
	MASTERCARD INCORPORATED CLASS A	50	23,002 30	27,056.50
	MCDONALDS CORP	350	33,508.20	34,891.50
	~~MCKESSON CORP. COMMON STOCK~~	~~200~~	~~15,798.18~~	~~21,592.00~~
	MEAD JOHNSON NUTRITION COMPANY	300	22,308.24	23,235.00
	MEDTRONIC INC	550	23,963 33	25,828 00
	MFS RESEARCH INTERNATIONAL FUND-I	158,798	2,666,233.37	2,601,112.67
	MICROSOFT CORP	1,680	54,263 83	48,056 40
	MONSANTO CO	200	18,239 10	21,126 00
	MORGAN STANLEY INS M/C GR-IN	23,083	751,437 16	875,765 42
	MOTOROLA SOLUTIONS INC	400	19,936 96	25,612.00
	NATIXIS LOOMIS SAYLES VALUE FUND Y	71,419	1,355,957 60	1,682,629 02
	NIKE INC CLASS B	400	20,595 16	23,604 00
	NORDSON CORP	300	20,433 18	19,785 00
	ORACLE CORPORATION	1,050	13,456 59	33,946 50
	PACKAGING CORP OF AMERICA	500	14,587 00	22,435 00
	PALL CORP	300	18,215 01	20,511.00
	PAYCHEX INC	600	19,670 46	21,036 00
	PEPSICO INC	550	36,918 99	43,510 50
	PHILIP MORRIS INTERNATIONAL	500	23,982 15	46,355 00
	PIMCO ALL ASSET ALL AUTH-IS	91,358	943,719 57	998,544 25
	PRUDENTIAL GLOBAL REAL EST-Z	26,509	546,857 48	607,846 90
	PUBLIC STORAGE	100	14,467.77	15,232.00
	QUALCOMM INC	500	29,666 45	33,470.00
	REYNOLDS AMERICAN INC	500	21,390 25	22,245 00
	SCHLUMBERGER LTD	350	25,340 39	26,211.50
	SHERWIN WILLIAMS CO	100	15,511 55	16,889.00
	SIMON PPTY GROUP INC	100	11,605.98	15,856.00
	SYNOPSYS INC	800	25,362 72	28,704 00
	T ROWE PRICE GROUP INC	300	18,334 40	22,461.00
	T ROWE PRICE NEW HORIZONS FUND INC	8,682	302,718 20	326,611 08
	TARGET SMALL CAP VALUE PT	41,391	850,056 70	996,291 82
	THORATEC CORP	600	21,480 84	22,498 80
	TIME WARNER CABLE	200	19,229 12	19,212.00
	TOTAL SYSTEM SERVICES INC	0	0 00	0 00
	TRIMBLE NAV LTD	600	17,982.72	17,988 00
	UNION PACIFIC CORP	100	7,674.57	14,241.00
	UNITED TECHNOLOGIES CORP	250	14,884 47	23,357.50
	VANGUARD FTSE ALL WO X-US SC	7,200	647,189.21	680,032 80
	VANGUARD MORGAN GROWTH FD-AD	26,309	1,571,778.04	1,769,267.94
	VANGUARD MSCI EAFE ETF	17,955	653,705 64	654,100 65
	VERIZON COMMUNICATIONS	1,000	45,028 10	49,150.00
	VISA INC CLASS A SHARES	100	13,428.04	16,984 00

Group	Description	Units	Book Value	Market Value
	WAL-MART STORES INC	400	28,897 08	29,932 00
	WHOLE FOODS MKT INC	200	18,115.52	17,350 00
	YUM BRANDS INC	300	19,483 08	21,582 00
	TOTAL STOCKS	**689,395**	**16,248,204.16**	**17,876,820.36**
	CORPORATE BONDS			
	ABBOTT LABS NT 6 15% 11/30/37	50,000	49,800 00	67,134 00
	AMCAR 2011-3 CL A2 84% 11/10/14	2,363	2,363 21	2,363.66
	AMGEN INC NT 4 1% 6/15/21	60,000	59,845 20	66,385 20
	~~AT&T INC NT 0 9% 2/12/16~~	~~55,000~~	~~54,964 25~~	~~54,962 60~~
	BB&T CORP NT 3 2% 3/15/16	65,000	66,595 10	69,122.95
	BK OF MONTREAL NT 2 5% 1/11/17	70,000	71,449.70	73,147.90
	BK OF NOVA SCOTIA NT 1 375% 12/18/17	55,000	54,938 95	54,999 45
	CELLCO PART/VERI NT 8.5% 11/15/18	35,000	48,580 35	46,578 00
	CHASE 2003-S13 CL A1 5 5% 11/25/33	20,914	18,142 47	22,020.57
	CHEVRON CORP NT 1 104% 12/5/17	50,000	50,000 00	50,042.50
	CITIGROUP INC NT 5 3% 1/7/16	50,000	44,807 50	55,285 00
	CMSI 2004-5 CL 2A3 4 75% 8/25/34	6,597	6,398.70	6,835 72
	CONVENTION CTR RI REV 5 77% 5/15/14	35,000	35,000 00	36,720 25
	CR BARD INC NT 1 375% 1/15/18	55,000	54,930 15	54,923 00
	CSFB 2003-19 CL 1A4 5 25% 7/25/33	39,728	34,861 66	40,608.30
	CWALT 2004-18CB CL 3A1 5 25% 9/25/19	11,946	12,073 11	12,214 71
	CWHL 2003-J6 CL 1A1 5 5% 8/25/33	28,921	28,975 32	30,265 04
	DBUBS 2011-LC3A CL A1 2 238% 9/10/16	58,921	59,510.06	59,853 83
	DIAGEO CAP PLC NT 5 5% 9/30/16	55,000	54,887 25	63,157.05
	EMERSON ELEC CO NT 5 375% 10/15/17	60,000	59,353.80	70,281 60
	EQUITABLE LIFE ASSUR NT 7 7% 12/1/15	80,000	87,761 20	90,540.00
	FL POWER & LIGHT NT 3.8% 12/15/42	50,000	49,752 00	48,864.50
	FLORIDA PWR NT 5 8% 9/15/17	75,000	90,413 25	89,170 50
	GE CAP TRUST I NT V/R 11/15/67	50,000	50,000 00	53,000 00
	GEN ELEC CAP CORP NT 4.375% 9/16/20	50,000	49,608 50	55,837 00
	GENERAL DYNAMICS NT 2 25% 7/15/16	60,000	59,926 20	62,825.40
	GEORGIA PWR CO NT 5 7% 6/1/17	50,000	49,892.00	59,027 00
	GNR 2004-108 CL C 5 039% 12/16/32	30,378	28,659 75	31,247.78
	GOLDMAN SACHS GP NT 5 95% 1/18/18	40,000	38,242 40	46,636 00
	GSMS 2012-GCJ9 CL A2 1.762% 11/10/17	55,000	56,372 90	56,117.44
	GSR 2005-5F CL 2A8 5 5% 6/25/35	42,037	40,972.91	42,476.89
	GT 1996-4 CL A7 7.9% 6/15/27	7,490	7,330 37	7,812 40
	HARTFORD FLOATING RATE FUND-Y	8,351	74,572 90	75,324 47
	HEWLETT PACKARD CO NT 5 5% 3/1/18	70,000	69,626 90	78,494.50
	IDAHO POWER CO NT 6.025% 7/15/18	70,000	84,410 90	85,214.50
	MASTR 2003-6 CL 7A1 5% 7/25/23	13,252	13,666.26	13,683.70
	MASTR 2004-3 CL 5A1 6.25% 1/25/32	547	559.03	552.80
	METRO LIFE INS NT 7.7% 11/01/15	100,000	107,137.00	115,057.00
	MLMI 2005-A7 CL 2A1 5 4005% 9/25/35	43,578	42,543 24	41,624 95
	MMAF 2011-AA CL A2 9% 4/15/14	3,667	3,666.20	3,667.20
	NORTHERN TR CORP NT 3 375% 8/23/21	70,000	69,694 10	74,722.90
	OCCIDENTAL PETE NT 1 75% 2/15/17	75,000	74,284 50	77,113.50
	OCEAN CITY MD BAB GO 2 7% 11/1/15	80,000	80,412.80	82,871 20

OPPENSTEIN BROS. FOUNDATION EIN: 43-6203035

As of March 31, 2013

Group	Description	Units	Book Value	Market Value
	PIMCO COMMODITY RR STRAT-INS	81,763	668,677.10	537,183 33
	PIMCO EMERGING LOCAL BOND FUND IS	12,054	124,272.54	130,660 95
	PRAXAIR INC NT 3.25% 9/15/15	85,000	84,781.55	90,371 15
	PROG ENER CAR NT 3% 9/15/21	75,000	74,871.00	78,957 00
	PUB SVC ELEC & GAS NT 5.5% 3/1/40	45,000	44,784.45	56,060 55
	RALI 2004-QS2 CL CB 5.75% 2/25/34	49,315	39,883.85	51,530 65
	RAMP 2003-RS6 CL AI5 5 42% 7/25/33	56,619	56,017 22	52,908.17
	RFMS2 2000-HI2 CL AI5 V/R 3/25/25	5,497	5,853.81	5,364 43
	RFMS2 2004-HI1 CL A5 5.18% 4/25/29	66,320	43,107 81	70,965 47
	~~RFSC 2003-RM2 CL AII 5% 5/25/18~~	~~28,864~~	~~30,027.10~~	~~29,808.19~~
	RFSC 2003-RM2 CL AIII 6% 5/25/33	4,879	4,990 92	5,144 75
	SASC 2003-31A 2A7 V/R 10/25/33	63,833	50,587 48	64,710 68
	SASC 2005-NC1 CL A11 V/R 2/25/35	79,356	80,497 21	78,770.65
	SC ELE & GAS NT 7 125% 6/15/13	60,000	69,282 00	60,792 00
	SCHAUMBURG IL GO 4% 12/1/17	55,000	62,681 30	62,333 70
	SOUTHERN CAL ED NT 5 5% 3/15/40	40,000	39,518 80	49,611 20
	SWISS BK CORP NY NT 7 375% 6/15/17	80,000	92,252 00	92,563 20
	TORONTO DOM BK NT 1 375% 7/14/14	60,000	59,861 40	60,633 60
	TOSCO CORP NT 8.125% 2/15/30	35,000	45,457 30	51,208.85
	TOTAL CAP INTL NT 0 75% 1/25/16	50,000	49,964 00	50,119 50
	TOYOTA MTR CRED NT 2% 9/15/16	70,000	69,636.70	72,478.70
	UBSBB 2012-C3 CL A1 .726% 8/10/49	50,178	50,177.37	50,182.95
	US BANCORP NT 2 45% 7/27/15	60,000	62,443 20	62,555.40
	VERIZON COMM INC NT 1.25% 11/3/14	50,000	50,682 50	50,617 50
	WFMBS 2004-W CL A1 V/R 11/25/34	29,069	28,705 70	29,164.55
	WFMBS 2006-AR6 5A1 5 1095% 3/25/36	27,786	27,212 44	27,542.36
	WFRBS 2011-C3 CL A1 1.988% 3/15/44	36,832	37,199 92	37,534.73
	WISCONSIN PUB SVC NT 4.8% 12/1/13	50,000	49,823 00	51,255 00
	WMALT 2005-4 CL 4A1 5 5% 6/25/20	23,216	22,921 91	24,007.30
	WYETH NT 5 45% 4/1/17	65,000	75,812.75	76,284.65
	TOTAL CORPORTE BONDS	3,484,268	4,298,966.42	4,390,104 12
	OTHER INVESTMENTS			
	ABSOLUTE STRATEGIES FUND-I	105,248	1,108,666 57	1,182,991.16
	AQR MANAGED FUTURES STRATEGY FUND I	66,707	669,574 11	671,743.22
	ARTISAN MID CAP VALUE FUND-INS	23,102	445,324 36	558,826 01
	BLACKROCK HIGH YIELD BD-PORTFOLIO	19,964	154,961.71	164,305.23
	FIDELITY ADVI EMRG MKS INC-I	9,065	125,453 23	131,707.77
	INVESCO DEVELOPING MARKET FUND	30,864	994,420.71	1,068,809.10
	ISHARES RUSSELL 1000 VALUE INDEX FD	34,515	2,015,489.62	2,801,582 55
	ISHARES RUSSELL 2000 VALUE	5,710	358,577.72	478,555 10
	ISHARES RUSSELL MIDCAP GROWTH IN FD	7,475	463,688 45	522,278 25
	ISHARES RUSSELL MIDCAP VALUE INDX FD	29,005	1,265,807.12	1,653,285.00
	ISHARES S&P PREF STK INDX FN	7,000	276,947.70	283,640.00
	SPDR GOLD TRUST	2,765	436,951.86	427,109.55
	TOTAL OTHER INVESTMENTS	341,420	8,315,863 16	9,944,832.94

OPPENSTEIN BROS. FOUNDATION EIN: 43-6203035

As of March 31, 2013

Group	Description	Units	Book Value	Market Value
	OTHER ASSETS			
	AIG - PWC SECURITIES LITIGATION	2	0 00	0 00
	AIG SECURITIES LITIGATION	2	0 00	0 00
	AIG-STARR DEFENDANTS	2	0 00	0 00
	ALLIANZ FUNDS LITIGATION	2	0 00	0 00
	AMBAC FINL GROUP INC	1	0 00	0 00
	DELL COMPUTER CORPORATION	1	0 00	0 00
	MISC OFFICE EQUIPMENT	1	1.00	1 00
	MOTOROLA INC	2	0.00	0 00
	~~NORTEL NETWORKS CORP~~	~~1~~	~~0.00~~	~~0.00~~
	WACHOVIA CORPORATION	1	0.00	0 00
	WASHINGTON MUTUAL INC	1	0.00	0 00
	WELLS FARGO MTG BACKED SEC	1	0.00	0 00
	WYETH SECURITIES LITIGATION	1	0 00	0 00
	7150 UTS CALLOWAY CNTY KY BD TR CTF	56	56.46	56.46
	TOTAL OTHER ASSETS	**74**	**57.46**	**57.46**
Grand Total		**6,461,484**	**30,689,944.88**	**34,209,032.36**

FORM 990PF, PART XVII, LINE 2b - INFORMATION REGARDING TRANSFERS

NAME OF ORGANIZATION:
LOCAL CEDAR HILL CEMETERY ASSOC
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
MOUNT HOPE MAUSOLEUM ENDOWMENT
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
ANN A TRAVER CHARITABLE TRUST B
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
IVY J TRIMMER - CHRISTIAN CHURCH
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
IVY J TRIMMER TRUST
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
ALICE G OGG TRUST UNDER WILL
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTE

NAME OF ORGANIZATION:
MARY HARTMANN FOUNDATION
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
SHAARE SHOLEM CEMETERY TRUST
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
ADATH JOSEPH CEMETERY FUND
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

STATEMENT D