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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning APR 1, 2012, and ending MAR 31, 2013

Name of foundation HARRY L RUST & HELEN M RUST CHARITABLE FOUNDATION		A Employer identification number 43-6929733
Number and street (or P O box number if mail is not delivered to street address) A RUST & COMMERCE BK CO-TTEES, 118 W 47		B Telephone number (816) 234-2568
City or town, state, and ZIP code KANSAS CITY, MO 64112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 4,960,567.	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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		124,055.	124,111.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		112,000.			
b Gross sales price for all assets on line 6a 829,403.					
7 Capital gain net income (from Part IV, line 2)			112,000.		
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					
12 Total. Add lines 1 through 11		236,055.	236,111.		
13 Compensation of officers, directors, trustees, etc		59,773.	30,579.		29,194.
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 1		6,340.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		3,383.	0.		3,383.
22 Printing and publications					
23 Other expenses STMT 2		50.	0.		50.
24 Total operating and administrative expenses. Add lines 13 through 23		69,546.	30,579.		32,627.
25 Contributions, gifts, grants paid		229,150.			229,150.
26 Total expenses and disbursements. Add lines 24 and 25		298,696.	30,579.		261,777.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-62,641.			
b Net investment income (if negative, enter -0-)			205,532.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED JUL 26 2013

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		30,168.	-41,773.	-41,773.
	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				
	b	Investments - corporate stock	STMT 3	2,617,247.	2,735,990.	3,522,131.
	c	Investments - corporate bonds	STMT 4	1,439,120.	1,329,679.	1,480,209.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		4,086,535.	4,023,896.	4,960,567.	
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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		4,086,535.	4,023,896.	
	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		4,086,535.	4,023,896.		
31	Total liabilities and net assets/fund balances		4,086,535.	4,023,896.		

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	4,086,535.
2	Enter amount from Part I, line 27a	2	-62,641.
3	Other increases not included in line 2 (itemize) ▶ <u>ROUNDING</u>	3	2.
4	Add lines 1, 2, and 3	4	4,023,896.
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	4,023,896.

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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	P	VARIOUS	03/31/12
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 829,403.		717,403.	112,000.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			112,000.
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	112,000.
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	254,265.	4,707,429.	.054014
2010	263,096.	4,533,331.	.058036
2009	203,949.	4,053,935.	.050309
2008	141,875.	4,111,478.	.034507
2007	307,745.	4,984,368.	.061742

2 Total of line 1, column (d)	2	.258608
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	.051722
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,723,866.
5 Multiply line 4 by line 3	5	244,328.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,055.
7 Add lines 5 and 6	7	246,383.
8 Enter qualifying distributions from Part XII, line 4	8	261,777.

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.

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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	2,055.
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	2,055.
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	2,055.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,880.	
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	3,880.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,825.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,825. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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		<input checked="" type="checkbox"/>
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	<input checked="" type="checkbox"/>	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		<input checked="" type="checkbox"/>
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/>	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<input checked="" type="checkbox"/>

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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 ► COMMERCE BANK-CHRISTOPHER BLAIR Telephone no. ► (816) 234-2568 Located at ► 118 WEST 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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <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?	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

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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, INVESTMENT 118 WEST 47TH ST, KANSAS CITY, MO 64112	CO-TRUSTEE 5.00	31,779.	0.	0.
ADAM RUST 911 URBAN AVE, DURHAM, NC 27701	CO-TRUSTEE 5.00	0.	0.	0.
COMMERCE BANK, CHARITY 118 WEST 47TH ST, KANSAS CITY, MO 64112	CO-TRUSTEE 5.00	27,994.	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."

[illegible]**Total number of others receiving over \$50,000 for professional services** $\overline{0}$

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	4,738,205.
b	Average of monthly cash balances	1b	57,598.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,795,803.
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	4,795,803.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	71,937.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,723,866.
6	Minimum investment return. Enter 5% of line 5	6	236,193.

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	236,193.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,055.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,055.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	234,138.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	234,138.
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	234,138.

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	261,777.
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	261,777.
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	2,055.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	259,722.

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.

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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				234,138.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			22,676.	
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: ▶ \$ 261,777.				
a Applied to 2011, but not more than line 2a			22,676.	
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				234,138.
e Remaining amount distributed out of corpus	4,963.			
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	4,963.			
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				0.
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	4,963.			
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	4,963.			

**HARRY L RUST & HELEN M RUST CHARITABLE
FOUNDATION**

Form 990-PF (2012)

43-6929733 Page 10

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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:

**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:

APPLICATION MUST BE IN WRITING. CALL FOR GUIDELINES.

- c Any submission deadlines:

PROPOSALS MUST BE RECEIVED ONE MONTH PRIOR TO FOUNDATION'S MEETING.

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

NONE

Form 990-PF (2012)

Part XV	Supplementary Information (continued)
----------------	--

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STATEMENT 8	N/A	NONE	STATEMENT 8	229,150.
Total			► 3a	229,150.
b <i>Approved for future payment</i>				
FSW 475 CLINTON AVE. BRIDGEPORT, CT 06605	N/A	NONE	EXPANSION OF THE PROJECT WIN WORKFORCE DEVELOPMENT PROGRAM FOR LOW-INCOME WOMEN.	10,000.
Total			► 3b	10,000.

Enter gross amounts unless otherwise indicated.

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

[illegible]

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	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.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☒ Yes ☐ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
SEE STATEMENT 5		SEE STATEMENT 6

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.

May the IRS discuss this return with the preparer shown below (see instr)?

☐ Yes ☐ No

**Sign
Here**

Signature of officer or trustee

Date _____

Title	Bank - Co-Trustee
-------	-------------------

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no. _____

FORM 990-PF	TAXES			STATEMENT	1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX ESTIMATE	1,340.	0.			0.
EXCISE TAX BALANCE DUE EXTENSION FOR 2011	5,000.	0.			0.
TO FORM 990-PF, PG 1, LN 18	6,340.	0.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DELIVERY	50.	0.			50.
TO FORM 990-PF, PG 1, LN 23	50.	0.			50.

FORM 990-PF	CORPORATE STOCK		STATEMENT	3
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
EQUITY INVESTMENTS - STATEMENT 7	2,735,990.		3,522,131.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,735,990.		3,522,131.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	4
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
FIXED INCOME INVESTMENTS - -STATEMENT 7	1,329,679.		1,480,209.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,329,679.		1,480,209.	

990-PF

PART XVII
AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS

STATEMENT 5

(A) NAME OF ORGANIZATION	(B) TYPE OF ORGANIZATION
LOCAL CEDAR HILL CEMETERY ASSOCIATION	501(C)(13)
MOUNT HOPE MAUSOLEUM ENDOWMENT	501(C)(13)
ANN A TRAVER CHARITABLE TRUST B	501(C)(4)
IVY J TRIMMER-CHRISTIAN CHURCH	501(C)(4)
IVY J TRIMMER TRUST	501(C)(4)
ALICE G OGG TRUST UNDER WILL	501(C)(4)
MARY HARTMANN FOUNDATION	501(C)(4)
SHAARE SHOLEM CEMETERY TRUST	501(C)(13)
ADATH JOSEPH CEMETERY FUND	501(C)(13)

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS PART XVII, LINE 2, COLUMN (C)	STATEMENT	6
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NAME OF AFFILIATED OR RELATED ORGANIZATION

LOCAL CEDAR HILL CEMETERY ASSOCIATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

MOUNT HOPE MAUSOLEUM ENDOWMENT

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ANN A TRAVER CHARITABLE TRUST B

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

IVY J TRIMMER-CHRISTIAN CHURCH

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

IVY J TRIMMER TRUST

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ALICE G OGG TRUST UNDER WILL

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

MARY HARTMANN FOUNDATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

SHAARE SHOLEM CEMETERY TRUST

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ADATH JOSEPH CEMETERY FUND

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

RUST CHARITABLE FOUNDATION
As of March 31, 2013

		TIN 43-6929733		
Group	Description	Units	Book Value	Market Value
1	FINANCIAL SQUARE TR GOVERNMENT FD	0	-41,773.24	-41,773.24
1 Total		0	-41,773.24	-41,773.24
2	AT&T INC	1,100	33,748.00	40,359.00
	CATERPILLAR INC	150	10,885.50	13,045.50
	EXXON MOBIL CORPORATION	525	34,242.56	47,307.75
	GENERAL ELECTRIC CO	950	32,732.25	21,964.00
	ISHARES RUSSELL MIDCAP VALUE INDX FD	3,150	84,867.86	179,550.00
	JOHNSON AND JOHNSON	450	27,119.20	36,688.50
	LOWES COMPANIES INC	750	16,503.10	28,440.00
	UNITED TECHNOLOGIES CORP	350	22,686.26	32,700.50
	WELLS FARGO & CO	775	20,892.75	28,667.25
	DANAHER CORP	400	12,411.00	24,860.00
	GOOGLE INC CL A	50	21,709.22	39,709.40
	INTERNATIONAL BUSINESS MACHINES	175	18,652.97	37,327.50
	ISHARES DJ US BASIC MATERIAL	850	42,862.10	59,721.00
	JP MORGAN CHASE & CO	775	30,391.27	36,781.50
	MCDONALDS CORP	350	11,468.00	34,891.50
	MCKESSON CORP COMMON STOCK	275	17,970.73	29,689.00
	MICROSOFT CORP	950	24,841.41	27,174.75
	MORGAN STANLEY INS M/C GR-IN	3,160	130,000.00	119,888.20
	OMNICOM GROUP INC	450	19,899.23	26,505.00
	ORACLE CORPORATION	800	14,435.90	25,864.00
	PROCTER & GAMBLE CO	325	19,223.75	25,044.50
	QUALCOMM INC	350	18,873.23	23,429.00
	SCHLUMBERGER LTD	375	30,160.45	28,083.75
	UNITEDHEALTH GROUP INC	400	23,446.00	22,884.00
	US BANCORP	600	18,720.34	20,358.00
	CHEVRON CORPORATION	300	35,021.34	35,646.00
	CHURCH & DWIGHT CO INC	500	26,625.15	32,315.00
	NATIONAL OILWELL VARCO INC	350	22,974.46	24,762.50
	OCCIDENTAL PETROLEUM CORP	300	20,857.26	23,511.00
	VISA INC CLASS A SHARES	200	27,245.12	33,968.00
	BARD C R INC	150	11,607.09	15,117.00
	DICK'S SPORTING GOODS INC	450	13,233.76	21,285.00
	DOLLAR TREE INC	300	6,258.00	14,529.00
	GOLDMAN SACHS GROUP INC	200	32,502.35	29,430.00
	MFS RESEARCH INTERNATIONAL FUND-I	19,199	255,562.63	314,483.99
	ALERIAN MLP ETF	2,750	46,805.00	48,730.00
	AMERICAN EXPRESS CO	550	25,621.72	37,103.00
	AMERIPRISE FINANCIAL INC	300	13,763.64	22,095.00
	APPLE INC	135	26,408.83	59,759.10
	AQR MANAGED FUTURES STRATEGY FUND I	5,234	49,773.92	52,704.88
	ARTISAN MID CAP VALUE FUND-INS	3,568	68,186.84	86,309.36
	CLEARBRIDGE SMALL CAP	2,882	25,163.21	68,975.02
	COLUMBIA ACORN INTL FUND-Z	1,791	75,000.00	78,292.30
	COMMERCE MIDCAP GROWTH FUND	3,201	91,895.67	110,369.55
	CONTINENTAL RESOURCES INC OK	150	12,921.53	13,039.50
	CROWN HOLDINGS INC	375	9,837.37	15,603.75
	DISNEY WALT CO	450	19,086.84	25,560.00
	DWS RREEF REAL EST SEC-INST	2,461	20,782.68	55,020.69
	EOG RES INC	175	13,833.84	22,412.25
	EXPRESS SCRIPTS HOLDING CO	500	26,578.60	28,810.00
	HESS CORPORATION	175	8,600.48	12,531.75
	INTEL CORP	700	14,726.64	15,284.50
	INVESCO DEVELOPING MARKET FUND	2,893	100,000.00	100,193.94
	INVESCO LTD	1,450	36,474.75	41,992.00
	ISHARES NASDAQ BIOTECH INDX FD	175	21,078.35	27,987.75
	JARDEN CORP	637	22,427.46	27,295.45
	KINDER MORGAN INC	900	24,670.28	34,812.00
	KRAFT FOODS GROUP INC	550	24,041.66	28,341.50
	LAZARD EMERGING MARKETS EQUITY PORT	5,896	89,356.80	113,904.61
	LOCKHEED MARTIN CORP	175	12,967.24	16,891.00
	MERCK & CO INC	950	35,888.88	41,990.00
	MOHAWK INDS INC	150	10,285.89	16,968.00
	MONDELEZ INTERNATIONAL INC	1,200	31,004.79	36,738.00
	MOTOROLA SOLUTIONS INC	475	24,565.29	30,414.25
	NETAPP INC	575	26,082.63	19,642.00
	NORTHEAST UTILITIES	550	22,966.08	23,903.00
	PARTNERRE HLDGS LTD	225	16,574.72	20,949.75
	PEPSICO INC	325	16,773.71	25,710.75
	PFIZER INC	2,100	43,723.24	60,606.00
	PIMCO ALL ASSET ALL AUTH-IS	10,971	116,001.81	119,915.48
	SPDR GOLD TRUST	350	58,474.50	54,064.50
	SPDR S&P INTERNATIONAL SMALL CAP	2,100	53,850.23	64,365.00
	T ROWE PRICE NEW HORIZONS FUND INC	1,821	66,046.10	68,523.29
	TARGET SMALL CAP VALUE PT	6,576	89,920.86	158,288.53
	TIME WARNER CABLE	250	24,770.32	24,015.00
	TUPPERWARE BRANDS CORPORATION	250	13,527.20	20,435.00
	UNION PACIFIC CORP	250	14,900.60	35,602.50
2 Total		107,826	2,735,990.44	3,522,131.14
3	COMMERCE BOND FUND #333	26,269	484,954.18	548,760.85
	BAIRD AGGREGATE BOND FUND IS	18,006	184,361.55	195,546.87
	PIMCO COMMODITY RR STRAT-INS	13,782	96,983.99	90,546.83
	FIDELITY ADVI EMRG MKS INC-I	1,695	20,606.05	24,623.60
	HARTFORD FLOATING RATE FUND-Y	8,605	76,986.30	77,614.44
	PIMCO EMERGING LOCAL BOND FUND IS	2,160	20,635.17	23,411.86
	VANGUARD HIGH YIELD CORPORATE FUND	13,189	66,737.05	80,848.57
	VANGUARD INTM TERM INV G-ADM	23,006	203,112.19	234,434.76
	ABSOLUTE STRATEGIES FUND-I	10,934	113,153.44	122,893.87
	BLACKROCK HIGH YIELD BD-PORTFOLIO	9,906	62,148.60	81,527.81
3 Total		127,551	1,329,678.52	1,480,209.48
ASSET CL SECURITY LEGAL DESCRIPTION LINE 1		0	0.00	0.00
ASSET CLASS CROSS REFERENCE GROUP Total		0	0.00	0.00
8	DELL COMPUTER CORPORATION	1	0.00	0.00
	WACHOVIA CORPORATION	1	0.00	0.00
8 Total		2	0.00	0.00
Grand Total		235,179	4,023,895.72	4,960,567.36

STMT 7

Harry L. and Helen M. Rust Charitable Foundation
Attachment of Fiscal Year Payments for IRS 990PF
March 31, 2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Achievement Academy of Durham 400 West Main St., Ste. 103 Durham, NC 27701		EDU	12,000.00	1 of 1	2/20/2013
American National Red Cross (Greater Kansas City Chapter) 211 W Armour Blvd Kansas City, MO 64111-2094		HUM	10,000.00	1 of 1	2/20/2013
Americas Foundation for Chess 11120 N.E. 33rd Pl., Ste. 105 Bellevue, WA 98004-1478		EDU	6,110.00	2 of 2	2/5/2013
Bridging The Gap Inc. 1427 W. 9th St., 2nd fl. Kansas City, MO 64101		CIV	7,250.00	1 of 1	9/19/2012
Camp Claire Inc. P O. Box 702 Old Lyme, CT 06371		HUM	11,531.00	1 of 1	2/5/2013
Center for Women and Families of Eastern Fairfield County Inc. 753 Fairfield Ave. Bridgeport, CT 06604		HUM	10,000.00	1 of 1	2/20/2013
De La Salle Education Center 3740 Forest Ave. Kansas City, MO 64109		EDU	15,000.00	1 of 1	2/20/2013
Durham At-Risk Youth Collaborative DBA East Durham Children's Initiative (edci) 107 N Driver St., 3rd fl. Durham, NC 27703		HUM	10,000.00	1 of 1	9/19/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
First Place for Youth 426 17th St., Ste. 100 Oakland, CA 94612		HEA	10,000.00	1 of 1	2/20/2013
FSW Inc. 475 Clinton Ave Bridgeport, CT 06605		HUM	10,000.00	1 of 2	2/20/2013
Harvesters-The Community Food Network 3801 Topping Ave Kansas City, MO 64129		HUM	10,500.00	1 of 1	9/19/2012
Homes with Hope Inc. 49 Richmondville Ave., Ste 112 Westport, CT 06880-2052		HUM	12,500.00	1 of 1	2/20/2013
Liberty Memorial Association DBA National World War I Museum 100 W. 26th St. Kansas City, MO 64108-4616		CIV	10,000.00	1 of 1	9/19/2012
Mattie Rhodes Center 1740 Jefferson St Kansas City, MO 64108		HUM	15,000.00	1 of 1	9/19/2012
Medshare International 2937 Alvarado St. San Leandro, CA 94577		HEA	13,759.00	1 of 1	9/19/2012
Metropolitan Lutheran Ministry 3031 Holmes St. Kansas City, MO 64109-1435		HUM	10,000.00	1 of 1	9/19/2012
Notre Dame de Sion School of Kansas City 10631 Wornall Rd Kansas City, MO 64114		EDU	10,000.00	1 of 1	2/20/2013
Shepherds Center Of Kansas City Central 5200 Oak Street Kansas City, MO 64112		HUM	10,000.00	1 of 1	9/19/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Southeastern Efforts Developing Sustainable Spaces Inc. DBA Seeds 706 Gilbert St. Durham, NC 27701		HUM	8,000.00	1 of 1	9/19/2012
Superstars Literacy Inc. 675 Hengenberger Rd., Ste 244 Oakland, CA 94621		EDU	10,000.00	1 of 1	9/19/2012
Wardrobe for Opportunity 570 14th St., Ste. 5 Oakland, CA 94612		HUM	12,500.00	1 of 1	2/20/2013
Wonderscope Inc DBA Wonderscope Children's Museum of Kansas City 5700 King Shawnee, KS 66203		EDU	5,000.00	1 of 1	9/19/2012
Total Contributions for the Year:			229,150.00		

Name of Trust: Harry L Rust & Helen M Rust Charitable Foundation

Name of Fiduciary: Commerce Trust Company

Identification Number: 43-6929733

Year End: March 31, 2013

In accordance with the requirements of IRC Sec. 6012(b) (5) and Reg. 1.6012-3(c), the fiduciary filing this return states that he has sufficient knowledge of the affairs of the above mentioned trust to enable him to execute this return, and that this return is, to the best of his knowledge and belief, true and correct.

**Third Amendment to the
SECOND AMENDED AND RESTATED HARRY L. RUST
REVOCABLE TRUST**

This Third Amendment to the SECOND AMENDED AND RESTATED HARRY L. RUST REVOCABLE TRUST is made and entered into by Adam Mackenzie Rust and The Commerce Trust Company, a division of Commerce Bank, as "Trustees."

WHEREAS, Harry L. Rust, as "Settlor" executed a Trust Agreement dated November 20, 1962, which he subsequently amended and most recently restated by SECOND AMENDED AND RESTATED HARRY L. RUST REVOCABLE TRUST under indenture dated September 11, 1996, as amended by First Amendment thereto dated November 11, 1998, and Second Amendment thereto dated July 10, 2000 (collectively, the "Trust Agreement");

WHEREAS, the Settlor is now deceased;

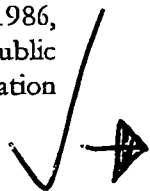
WHEREAS, pursuant to the seventh subparagraph of Article IV, Paragraph (J)(6) of the Trust Agreement, the Trustees may "amend any provisions of this Paragraph (J) of this Article IV to the extent deemed necessary or appropriate for the continued operation of the HARRY L. RUST AND HELEN M. RUST CHARITABLE FOUNDATION consistent with the principles expressed herein; provided however, that the trustee shall not be permitted to amend the terms of the Paragraph (J) of this Article IV in any manner which would cause the trust to be operated inconsistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or its successor provision). Likewise, such amendment shall not authorize the trustees to make any distributions from the HARRY L. RUST AND HELEN M. RUST CHARITABLE FOUNDATION for any purpose other than those authorized under Section 170(c) of the Internal Revenue Code of 1986, as amended (or its successor provision). For any amendment authorized hereunder to be effective, it must be embodied in a written instrument properly executed by all trustees then serving as trustees of the HARRY L. RUST AND HELEN M. RUST CHARITABLE FOUNDATION"; and

WHEREAS, pursuant to such authority, the Trustees desire to amend the Trust Agreement as set forth below.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, it is agreed as follows:

1. Amendment of Article IV. The fifth subparagraph of Paragraph (J)(6) of Article IV of the Trust Agreement is deleted and replaced with the following new fifth subparagraph:

The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, artistic, health related, and/or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended, but only such purposes as also constitute public charitable purposes under the law of trusts of the State of Kansas. Further, no organization

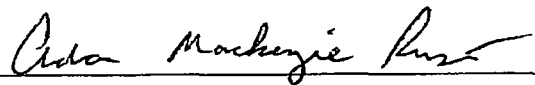


STATEMENT 10

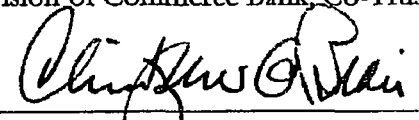
shall be deemed qualified to receive a contribution from the HARRY L. RUST AND HELEN M. RUST CHARITABLE FOUNDATION unless it can establish that at least seventy-five percent (75%) of all expenses of such organization are spent for the charitable purpose or purposes for which such organization was established, as reported in the most recently filed IRS Form 990 for such organization.

2. Remainder of Trust Agreement Unchanged. Except as modified herein, and consistent with the terms of such modification, the SECOND AMENDED AND RESTATED HARRY L. RUST REVOCABLE TRUST, as previously amended, shall remain in full force and effect and for said purpose the terms thereof are incorporated herein by reference.


IN WITNESS WHEREOF, Adam Mackenzie Rust and The Commerce Trust Company, a division of Commerce Bank, as Trustees, have executed and signed this Third Amendment to the SECOND AMENDED AND RESTATED HARRY L. RUST REVOCABLE TRUST dated September 11, 1996, on this 30th day of May, 2013.


Adam Mackenzie Rust, Co-Trustee

The Commerce Trust Company,
a division of Commerce Bank, Co-Trustee

By: 
Christopher G. Blair
Vice President

Attest:


Assistant Secretary

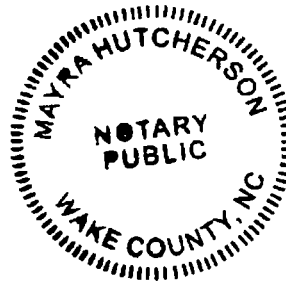
State of North Carolina)
County of Durham) ss.

On this ____ day of May, 2013, before me personally appeared ADAM MACKENZIE RUST, Co-Trustee of the HARRY L. RUST AND HELEN M. RUST CHARITABLE FOUNDATION, established under the foregoing Trust Agreement, known to me to be the person described in and who executed the Third Amendment on behalf of the trust, as Co-Trustee, and acknowledged to me that the Third Amendment was executed by such person for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Mayra Hutcherson
Notary Public
Printed Name Mayra Hutcherson

My Commission expires: 1/29/2018



State of Missouri)
County of Jackson) ss.

On this 11th day of June, 2013, before me personally appeared Christopher G. Blair, a duly authorized Vice President of THE COMMERCE TRUST COMPANY, a division of Commerce Bank, Co-Trustee of the HARRY L. RUST AND HELEN M. RUST CHARITABLE FOUNDATION, established under the foregoing Trust Agreement, known to me to be the person described in and who executed the Third Amendment on behalf of the trust, as Co-Trustee, and acknowledged to me that the Third Amendment was executed by such person for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Wanda A. Thompson
Notary Public
Printed Name MS. WANDA A. THOMPSON



My Commission expires.

Notary Public-Notary Seal
STATE OF MISSOURI
Platte County
My Commission Expires Sept. 24, 2016
Commission # 11385579