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 08/01 , **2012, and ending** 07/31 , 20 13

Name of foundation
J.P. HUMPHREYS FOUNDATION

A Employer identification number
43-1244445

Number and street (or P O box number if mail is not delivered to street address)
P.O. BOX 1404

Room/suite

B Telephone number (see instructions)
(417) 624-6644

City or town, state, and ZIP code
JOPLIN, MO 64803

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)* ▶ $ 18,251,893.

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) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,250,000.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	850.	850.		ATCH 1
	4 Dividends and interest from securities	528,412.	528,412.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	154,995.			
	b Gross sales price for all assets on line 6a 2,698,366.				
	7 Capital gain net income (from Part IV, line 2)		154,995.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	5,762.			
	12 **Total.** Add lines 1 through 11	1,940,019.	684,257.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	1,204.	602.		602.
	c Other professional fees (attach schedule) *	66,234.	66,234.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	67,438.	66,836.		602.
	25 Contributions, gifts, grants paid	966,000.			966,000.
	26 Total expenses and disbursements Add lines 24 and 25	1,033,438.	66,836.	0	966,602.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	906,581.			
	b **Net investment income** (if negative, enter -0-)		617,421.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,894,408.	5,439,963.	5,439,963.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	13,080,307.	12,440,254.	12,811,930.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	16,974,715.	17,880,217.	18,251,893.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	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	16,974,715.	17,880,217.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	16,974,715.	17,880,217.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	16,974,715.	17,880,217.	

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	16,974,715.
2	Enter amount from Part I, line 27a	2	906,581.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	-1,079.
4	Add lines 1, 2, and 3	4	17,880,217.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,880,217.

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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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	154,995.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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	931,777.	17,172,683.	0.054259
2010	955,215.	17,924,407.	0.053291
2009	825,645.	14,306,673.	0.057710
2008	449,753.	8,487,395.	0.052991
2007	506,581.	9,733,819.	0.052043

2	**Total** of line 1, column (d)	2	0.270294
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.054059
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,611,570.
5	Multiply line 4 by line 3	5	952,064.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,174.
7	Add lines 5 and 6	7	958,238.
8	Enter qualifying distributions from Part XII, line 4	8	966,602.

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	6,174.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	6,174.
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	6,174.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a	4,400.		
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	4,400.
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	1,774.
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 the definition)? . . . . *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
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? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ DAVID JONES Telephone no ▶ 417-624-6644

Located at ▶ P O BOX 1404 JOPLIN, MO ZIP+4 ▶ 64803

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here . N/A ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Yes	No
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ N/A			

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NOT APPLICABLE		
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	NONE

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	14,531,541.
b	Average of monthly cash balances	1b	3,348,226.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	17,879,767.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	17,879,767.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	268,197.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,611,570.
6	**Minimum investment return.** Enter 5% of line 5	6	880,579.

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	880,579.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,174.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,174.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	874,405.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	874,405.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	874,405.

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	966,602.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	966,602.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	6,174.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	960,428.

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					874,405.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010					
e From 2011	5,332.				
f **Total** of lines 3a through e		5,332.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 966,602.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2012 distributable amount					874,405.
e Remaining amount distributed out of corpus		92,197.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		97,529.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		97,529.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011	5,332.				
e Excess from 2012	92,197.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

ATTACHMENT 9

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient 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*				
ATCH 10				
Total . . . . . ▶ **3a**				966,000.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	850.	
4 Dividends and interest from securities			14	528,412.	
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	154,995.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b ATCH 11				5,762.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				690,019.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 690,019.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	N/A

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
N/A		

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 | 12/11/2013 Date | ▶ President Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN R. HARPOLE	Steven R Harpole	12/5/2013		P00745777

Firm's name ▶ ERNST & YOUNG U.S. LLP | Firm's EIN ▶ 34-6565596

Firm's address ▶ 190 CARONDELET PLAZA, SUITE 1300
CLAYTON, MO 63105 | Phone no 314-290-1000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization
J.P. HUMPHREYS FOUNDATION

Employer identification number
43-1244445

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Name of organization	Employer identification number
J.P. HUMPHREYS FOUNDATION	43-1244445

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ETHELMAE C. HUMPHREYS PO BOX 1404 JOPLIN, MO 64803	$ 1,250,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization J.P. HUMPHREYS FOUNDATION

Employer identification number 43-1244445

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

Name of organization J.P. HUMPHREYS FOUNDATION

Employer identification number 43-1244445

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					424.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,115.	
		ST CAPITAL GAINS (LOSSES) - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
393,206.		354,311.					38,895.	
		LT CAPITAL GAINS (LOSSES) - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
2,302,621.		2,189,060.					113,561.	
TOTAL GAIN(LOSS)							154,995.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COMMERCE BANK		850.	850.
	TOTAL	850.	850.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBS INSIGHT - INTEREST	70,863.	70,863.
GOLDMAN SACHS 028-238251/G1 - INTEREST	56.	56.
GOLDMAN SACHS 028-23829-3/G3 - INTEREST	341,215.	341,215.
GOLDMAN SACHS 028-23516-6/G6 - INTEREST	400.	400.
GOLDMAN SACHS 003-66099-0/G0 - INTEREST	32.	32.
GOLDMAN SACHS 003-66097-4/G4 - INTEREST	7.	7.
TIR UBS PMP IE/E - INTEREST	1,750.	1,750.
GOLDMAN SACHS 238251/G1 - DIVIDENDS	16,645.	16,645.
GOLDMAN SACHS 66099-0/G0 - DIVIDENDS	7,335.	7,335.
UBS INSIGHT - DIVIDENDS	54,806.	54,806.
UBS PMP IE/E - DIVIDENDS	21,434.	21,434.
UBS INSIGHT - FOREIGN DIVIDENDS	10,742.	10,742.
ACCRUED INTEREST RECEIVED	2,117.	2,117.
GOLDMAN SACHS 66097-4/G4 - DIVIDENDS	5,351.	5,351.
ACCRUED INTEREST PAID	-4,341.	-4,341.
TOTAL	528,412.	528,412.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
2011 FORM 990PF TAX REFUND		5,762.
	TOTALS	5,762.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	1,204.	602.		602.
TOTALS	1,204.	602.		602.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BROKER MANAGEMENT FEES	17,444.	17,444.
BROKER TRANSACTION FEES	48,790.	48,790.
TOTALS	66,234.	66,234.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED DETAIL	12,440,254.	12,811,930.
TOTALS	12,440,254.	12,811,930.

J. P. HUMPHREYS FOUNDATION
ENDING ASSETS JOURNAL
FY 07/31/2013

			MARKET VALUE	BOOK VALUE	
ASSET DESCRIPTION	Units	@	NET VALUE OF NONCHARITABLE-USE ASSETS	ORIGINAL PRINCIPAL COST OF SECURITY	UNREALIZED GAIN OR LOSS
MONEY MARKET ACCOUNTS					
COMMERCE BANK			$3,686,089.36	$3,686,089.36	$0.00
UBS INSIGHT ONE			$545,759.31	$545,759.31	$0.00
UBS PMP / IE			$25,586.78	$25,586.78	$0.00
GS 028-23516-6			$1,010,101.56	$1,010,101.56	$0.00
GS 006-66096-6			$0.00	$0.00	$0.00
GS 028-23829-3			$65,913.02	$65,913.02	$0.00
GS 003-66100-6			$0.00	$0.00	$0 00
GS 003-66099-0			$47,063.81	$47,063 81	$0 00
GS 028-23825-1			$52,476.28	$52,476.28	$0.00
GS 003-66105-5			$0.00	$0 00	$0.00
GS 003-66097-4			$6,972.86	$6,972 86	$0.00
GS 003-66098-2			$0.00	$0.00	$0.00
SUBTOTAL			$5,439,962.98	$5,439,962.98	$0.00
COMMERCE CAPITAL MARKETS					
UNITED STATESTREASURIES			$0.00	$0.00	$0 00
SUBTOTAL			$0.00	$0.00	$0.00
UBS FINANCIAL SERVICES					
INSIGHT ONE			$2,568,192.95	$2,456,335.37	$111,857.58
PMP / IE			$532,710.68	$524,607.70	$8,102 98
GS 028-23516-6			$857,170.19	$664,706.70	$192,463 49
GS 006-66096-6			$2,604.42	$2,555.28	$49.14
GS 028-23829-3			$7,808,688.32	$7,912,707.50	($104,019.18)
GS 003-66100-6			$0.00	$0.00	$0 00
GS 003-66099-0			$320,812.41	$240,916.28	$79,896.13
GS 028-23825-1			$326,328.13	$345,408.67	($19,080.54)
GS 003-66105-5			$0.00	$0.00	$0.00
GS 003-66097-4			$395,423.32	$293,016.39	$102,406.93
GS 003-66098-2			$0.00	$0.00	$0.00
SUBTOTAL			$12,811,930.42	$12,440,253.89	$371,676.53
TOTAL PORTFOLIO VALUE			$18,251,893.40	$17,880,216.87	$371,676.53

ATTACHMENT 7

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

DESCRIPTION		AMOUNT
UNREALIZED INTEREST		-1,078.
ROUNDING		-1.
	TOTAL	-1,079.

J.P. HUMPHREYS FOUNDATION 43-1244445

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
ETHELMAE C. HUMPHREYS P.O. BOX 1404 JOPLIN, MO 64803	PRESIDENT 1.00	0	0	0
DAVID C. HUMPHREYS P.O. BOX 1404 JOPLIN, MO 64803	SECRETARY/TREASURER 1.00	0	0	0
SARAH HUMPHREYS ATKINS P.O. BOX 1404 JOPLIN, MO 64803	VICE PRESIDENT 1.00	0	0	0
DEBRA G. HUMPHREYS P.O. BOX 1404 JOPLIN, MO 64803	DIRECTOR 1.00	0	0	0
PAUL S. ATKINS P.O. BOX 1404 JOPLIN, MO 64803	DIRECTOR 1.00	0	0	0
	GRAND TOTALS			

ATTACHMENT 9

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ETHELMAE HUMPHREYS
SARAH J. HUMPHREYS ATKINS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL RIGHT TO WORK LEGAL DEFENSE FOUNDATION 8001 BRADDOCK ROAD SPRINGFIELD, VA 22160	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	100,000.
FOUNDATION FOR ECONOMIC EDUCATION 30 SOUTH BROADWAY IRVINGTON-ON-HUDSON, NY 10533	NO RELATIONSHIP SEC 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	100,000.
ACTON INSTITUTE 98 E. FULTON STREET GRAND RAPIDS, MI 49503	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	5,000
ALLIANCE FOR CHARITABLE REFORM 1730 M STREET NW, STE 601 WASHINGTON, DC 20036	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	10,000.
ALZHEIMER'S FOUNDATION 4825 TROUSDALE DRIVE, STE 220 NASHVILLE, TN 37220	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	500.
FREE TO CHOOSE NETWORK 2002 FILMORE AVE., SUITE 1 ERIE, PA 16506	NO RELATIONSHIP SEC 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BASTIAT SOCIETY 180 SPRING STREET CHARLESTON, SC 29403	NO RELATIONSHIP SEC. 501(C)(3)	GENERAL ADMINISTRATION	10,000.
BLACK WARRIOR COUNCIL BOY SCOUTS OF AMERICA PO BOX 3088 TUSCALOOSA, AL 35403	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	2,500.
CAPITAL RESEARCH CENTER 1513 16TH STREET, NW WASHINGTON, DC 20036-1401	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	10,000.
CENTER FOR INDEPENDENT THOUGHT 1420 WALNUT STREET, STE 1011 PHILADELPHIA, PA 10102	NO RELATIONSHIP SEC. 509(A)(2)	GENERAL ADMINISTRATION	25,000.
CRITICAL REVIEW FOUNDATION 9639 REQUA ROAD HELOTES, TX 78023	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	15,000
DONOR'S TRUST 109 NORTH HENRY STREET ALEXANDRIA, VA 22314	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	CONSTITUTIONAL CHALLENGES FUND	250,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FIRST UNITED METHODIST CHURCH OF CARL JUNCTION 601 W WELLS STREET CARL JUNCTION, MO 64834	NO RELATIONSHIP SEC. 170(B)(1)(A)(I)	GENERAL ADMINISTRATION	1,000.
FIRST PRESBYTERIAN CHURCH PO BOX 5 ASHLAND, KS 67831	NO RELATIONSHIP SEC 170(B)(1)(A)(I)	GENERAL ADMINISTRATION	1,000.
FUTURE OF FREEDOM FOUNDATION 11350 RANDOM HILLS ROAD, STE 800 FAIRFAX, VA 22030	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	85,000.
GEORGE MASON UNIVERSITY-MERCATUS CENTER 3351 N. FAIRFAX, 4TH FLOOR ARLINGTON, VA 22201	NO RELATIONSHIP SEC. 170(B)(1)(A)(II)	GENERAL ADMINISTRATION	50,000.
GEORGE MASON UNIVERSITY SCHOOL OF LAW 3301 FAIRFAX DRIVE MS 1G3 ARLINGTON, VA 22201	NO RELATIONSHIP SEC 170(B)(1)(A)(II)	LEC RESEARCH ROUNDTABLE	25,000.
GEORGE MASON UNIVERSITY LAW & ECON CENTER 3301 FAIRFAX DRIVE, MS 1G3 ARLINGTON, VA 22201	NO RELATIONSHIP SEC. 170(B)(1)(A)(II)	ARCHIVING PROJECT	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GOLDWATER INSTITUTE 500 E CORONADO ROAD PHOENIX, AZ 85004	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	10,000.
INDEPENDENT WOMEN'S FORUM 1875 I STREET, NW, STE 500 WASHINGTON, DC 20006	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	50,000.
INTERNATIONAL FOUNDATION FOR RESEARCH 2122 E. CAMINO EL GANADO TUSCON, AZ 85718	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	25,000.
MACKINAC CTR PUBLIC POLICY 140 W MAIN STREET, PO BOX 568 MIDLAND, MI 48640	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	10,000.
NATIONAL CENTER FOR PUBLIC POLICY RESEARCH 501 CAPITOL COURT, N.E #200 WASHINGTON, DC 20002	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	10,000.
OZARK TRAIL BOY SCOUTS 1616 S. EAST GATE AVE. SPRINGFIELD, MO 65809	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PHILANTHROPY ROUNDTABLE 1730 M STREET NW, SUITE 601 WASHINGTON, DC 20036	NO RELATIONSHIP SEC 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	10,000.
STATE POLICY NETWORK 2020 NORTH 14TH STREET, STE 250 ARLINGTON, VA 22201	NO RELATIONSHIP SEC 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	50,000.
STUDENTS FOR LIBERTY PO BOX 17321 ARLINGTON, VA 22216	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	GENERAL ADMINISTRATION	10,000.
THE DISCUSSION CLUB 2206 ROSE GARDEN DRIVE ST. LOUIS, MO 63125	NO RELATIONSHIP SEC. 509(A)(2)	GENERAL ADMINISTRATION	1,000
		TOTAL CONTRIBUTIONS PAID	966,000.

J.P. HUMPHREYS FOUNDATION

EIN: 43-1244445

Expenditure Responsibility Statement for the year 2012

Pursuant to IRC Regulation § 53.4945-5(d)(2), the J.P. Humphreys Foundation provides the following information:

(i) Grantee:	Bastiat Society 180 Spring Street Charleston, SC 29403
(ii) Amount of Grant:	December 28, 2012 $10,000 (general support)
(iii) Purpose of Grant:	General support for the Bastiat Society, a foundation that educates other wealth creators as to their right to the moral high ground, in the amount listed above.
(iv) and (vi) Reports:	The Bastiat Society submitted a report on the 2012 general support grant on December 31, 2012. The general support report reflected that the grant was properly added to the foundation's account, the income from which is devoted exclusively to principled wealth creators.
(v) Diversions:	To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
2011 FORM 990PF TAX REFUND			01	5,762.	
TOTALS				5,762.	

SCHEDULE D
(Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T.**
▶ **Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.**

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
J.P. HUMPHREYS FOUNDATION	43-1244445

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS			ATCH 1		424.

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	38,895.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	39,319.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 2		2,115.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	113,561.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	115,676.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			39,319.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			115,676.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			154,995.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) or **b** $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ 21

22 Subtract line 21 from line 20. If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17 If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,400 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?
☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box.
☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?
☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 . . . 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (15) . . . 30

31 Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

Schedule D (Form 1041) 2012

JSA
2F1220 2 000

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: J.P. HUMPHREYS FOUNDATION

Employer identification number: 43-1244445

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a ST CAPITAL GAINS (LOSSES) - SEE ATTACHED	VAR	VAR	393,206.	354,311.	38,895.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 38,895.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a LT CAPITAL GAINS (LOSSES) - SEE ATTACHED	VAR	VAR	2,302,621.	2,189,060.	113,561.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 113,561.

Schedule D-1 (Form 1041) 2012

The J.P. Humphreys Foundation, Inc.
Schedule D - Capital Gains and Losses
As of: July 31, 2013

Quantity	Asset	Date Acquired	Date Sold	Proceeds	Tax Basis	Gain/Loss
	Short-Term Capital Gains and Losses					
201	Federated Retail Hold Inc/G3_sld#1	Jun 20 12	Nov 28 12	240,277.41	232,811.19	7,466.22
400	Microsoft Corp 01/I	Apr 1 13	Jun 14 13	140,505.56	112,612.00	27,893.56
55	PAR Pharmaceutical Cos 2/G4	Jun 29 12	Sep 14 12	2,740.82	1,900.81	840.01
55	PAR Pharmaceutical Cos/G4	Jun 29 12	Sep 14 12	2,740.81	1,881.25	859.56
5	Research in Motion Ltd 4/G0_sld#1	Dec 21 11	Nov 21 12	52.53	67.32	(14.79)
40	Research in Motion Ltd 4/G0_sld#2	Dec 21 11	Nov 23 12	465.03	538.55	(73.52)
45	Research in Motion Ltd 4/G0_sld#3	Dec 21 11	Dec 13 12	609.35	605.87	3.48
45	Research In Motion Ltd 5/G0_sld#1	Aug 27 12	Jan 18 13	710.15	320.51	389.64
60	Research In Motion Ltd 5/G0_sld#2	Aug 27 12	Jan 23 13	1,056.03	427.35	628.68
25	Sourcefire Inc 3/G4	May 29 13	Jul 29 13	1,885.84	1,403.08	482.76
5	Sourcefire Inc 4/G4	May 29 13	Jul 29 13	377.06	285.94	91.12
30	United Therapeutics Corp 3/G4	Mar 29 12	Mar 25 13	1,785.35	1,457.32	328.03
	Total Short-term			393,205.94	354,311.19	38,894.75
	Long-Term Capital Gains and Losses					
150	Abbott Labs 1/G3	Feb 4 10	Nov 13 12	177,522.00	169,827.00	7,695.00
10	American Campus Cmntys, Inc 1/G4_sld#1	Apr 26 11	Dec 24 12	464.49	345.24	119.25
400	Bank of America Corp 1/G3	Jul 15 10	Sep 17 12	400,000.00	419,640.00	(19,640.00)
100	Bank of America Corp 1/I	Jun 14 11	Apr 16 13	111,125.00	103,674.00	7,451.00
175	Bank of Montreal 2.125% 1/G3	Jun 28 10	Jun 28 13	175,000.00	175,379.75	(379.75)
10	Becton Dickinson & Co 1/G0_sld#2	Mar 4 11	Apr 5 13	960.65	803.13	157.52
10	Becton Dickinson & Co 1/G0_sld#3	Mar 4 11	Apr 26 13	952.29	803.13	149.16
150	Berkshire Hathaway Inc 1/G3	Feb 4 10	Feb 11 13	150,000.00	150,105.00	(105.00)
25	Blackberry Ltd 2/G0	Jun 22 11	Nov 21 12	247.66	718.44	(470.78)
45	Blackberry Ltd 3/G0	Jun 24 11	Nov 21 12	450.29	1,260.34	(810.05)
15	Blackberry Ltd 4/G0	Dec 21 11	Jan 18 13	236.71	201.95	34.76
100	BNP Paribas/G1	Jul 14 11	Nov 20 12	96,797.78	100,000.00	(3,202.22)
30	Cisco Systems Inc 3/G0	May 12 11	Jun 25 13	726.08	508.78	217.30
35	Cisco Systems Inc 4/G0_sld#1	May 31 11	Jun 25 13	852.36	583.67	268.69
30	Cleco Corp 1/G4_sld#1	Apr 26 11	Dec 12 12	1,209.11	1,038.90	170.21
15	Clorox Co 1/G0_sld#3	Mar 4 11	Apr 5 13	1,299.37	1,031.15	268.22
20	Clorox Co 1/G0_sld#4	Mar 4 11	May 21 13	1,719.37	1,374.87	344.50
75	Comcast Corp 1/G0_sld#4	Mar 4 11	Aug 2 12	2,494.61	1,820.33	674.28
20	Comcast Corp 1/G0_sld#5	Mar 4 11	Apr 5 13	781.70	485.42	296.28
30	Conoco Phillips 1/G0_sld#4	Mar 4 11	Apr 5 13	1,748.28	1,012.65	735.63
153	CVS Caremark Corporation/G3_sld#1	Aug 30 11	Dec 26 12	185,417.64	176,721.12	8,696.52
100	Dr Pepper Snapple Group 1/G3	Mar 5 10	Dec 21 12	100,000.00	100,890.00	(890.00)
300	Empire Dist Elec Com 1/I	Nov 30 09	Apr 1 13	6,557.85	5,568.00	989.85
1,700	Empire Dist Elec Com 1/I_sld#1	Nov 30 09	Apr 1 13	37,161.37	31,552.00	5,609.37
1,000	Empire Dist Elec Com 1/I_sld#2	Nov 30 09	Apr 1 13	21,860.20	18,560.00	3,300.20
700	Empire Dist Elec Com 2 /I_sld#1	Dec 1 09	Apr 1 13	15,301.66	13,087.83	2,213.83
1,000	Empire Dist Elec Com 2 /I_sld#2	Dec 1 09	Apr 1 13	21,850.36	18,696.90	3,153.46
1,000	Empire Dist Elec Com 2 /I_sld#3	Dec 1 09	Apr 1 13	21,859.80	18,696.90	3,162.90
1,000	Empire Dist Elec Com 2 /I_sld#4	Dec 1 09	Apr 1 13	21,859.78	18,696.90	3,162.88
1,000	Empire Dist Elec Com 2 /I_sld#5	Dec 1 09	Apr 1 13	21,859.56	18,696.90	3,162.66
1,000	Empire Dist Elec Com 2 /I_sld#6	Dec 1 09	Apr 1 13	21,859.55	18,696.90	3,162.65
1,000	Empire Dist Elec Com 2 /I_sld#7	Dec 1 09	Apr 1 13	21,859.51	18,696.90	3,162.61
100	Genl Elec Cap Corp 1/I	Jul 16 09	Oct 19 12	100,000.00	104,149.00	(4,149.00)

The J.P. Humphreys Foundation, Inc.
Schedule D - Capital Gains and Losses
As of: July 31, 2013

Quantity	Asset	Date Acquired	Date Sold	Proceeds	Tax Basis	Gain/Loss
100	Genl Elec Co 1/I	Jul 16 09	Jan 15 13	100,000.00	104,600.00	(4,600.00)
207.163	GS Corp Credit Inv Fund 1/G6_sld#4	Feb 1 10	Jan 1 13	29,907.03	23,894.30	6,012.73
30	Gulfport Energy Corp 1/G4_sld#1	Apr 26 11	May 6 13	1,595.35	1,016.70	578.65
85	H&R Block Inc 2/G0	Sep 2 11	Feb 15 13	2,136.57	1,135.64	1,000.93
110	H&R Block Inc 2/G0_sld#1	Sep 2 11	Dec 24 12	2,038.69	1,469.66	569.03
100	H&R Block Inc 2/G0_sld#2	Sep 2 11	Dec 26 12	1,831.69	1,336.05	495.64
125	Harmonic Inc 1/G4	Apr 26 11	Jun 4 13	783.75	1,171.51	(387.76)
205	Harmonic Inc 1/G4_sld#1	Apr 26 11	Jan 16 13	1,048.44	1,921.28	(872.84)
65	Harmonic Inc 2/G4	Jun 20 11	Jun 4 13	403.75	449.80	(46.05)
25	Hewlett-Packard Co 2/G0	Mar 28 11	Jan 17 13	426.53	1,062.42	(635.89)
25	Hewlett-Packard Co 3/G0	May 17 11	Jul 10 13	648.26	903.77	(255.51)
15	Hewlett-Packard Co 3/G0_sld#1	May 17 11	Jan 17 13	261.43	542.26	(280.83)
40	Hewlett-Packard Co 3/G0_sld#2	May 17 11	Mar 27 13	942.10	1,446.03	(503.93)
35	Hewlett-Packard Co 4/G0_sld#1	Aug 19 11	Jul 10 13	907.44	828.95	78.49
60	HMSC Hldgs Corp 1/G4_sld#1	Apr 26 11	Apr 22 13	1,421.74	1,389.26	32.48
25,000	JP Morgan Chase & Co/I	Aug 23 11	Apr 30 13	29,750.00	28,402.50	1,347.50
30	Kayne Anderson Mlp Invt Co 1/G4	Apr 26 11	Jan 3 13	909.59	910.20	(0.61)
50	Kayne Anderson Mlp Invt Co 1/G4_sld#1	Apr 26 11	Jan 2 13	1,512.72	1,517.00	(4.28)
20	Kayne Anderson Mlp Invt Co 2/G4	Jun 20 11	Jan 3 13	606.40	583.00	23.40
5	Landauer Inc 1/G4	Apr 26 11	May 15 13	245.55	297.05	(51.50)
5	Landauer Inc 1/G4_sld#1	Apr 26 11	Feb 6 13	311.06	297.05	14.01
5	Landauer Inc 1/G4_sld#2	Apr 26 11	Feb 8 13	306.17	297.05	9.12
10	Landauer Inc 1/G4_sld#3	Apr 26 11	Feb 12 13	613.22	594.10	19.12
5	Landauer Inc 1/G4_sld#4	Apr 26 11	Mar 15 13	284.10	297.05	(12.95)
5	Landauer Inc 1/G4_sld#5	Apr 26 11	May 15 13	244.80	297.05	(52.25)
5	Landauer Inc 2/G4	Jun 20 11	May 21 13	256.68	282.40	(25.72)
35	Life Time Fitness Inc 1/G4_sld#1	Apr 26 11	Feb 1 13	1,402.61	1,355.86	46.75
65	Meridian Bioscience Inc 1/G4	Apr 26 11	Oct 31 12	1,285.65	1,596.66	(311.01)
25	Meridian Bioscience Inc 2/G4	Jun 20 11	Oct 31 12	494.29	604.00	(109.71)
40	Microsoft Corp 2/G0_sld#5	Mar 4 11	Oct 9 12	1,179.19	1,046.72	132.47
10	Microsoft Corp 2/G0_sld#6	Mar 4 11	Jun 25 13	335.87	261.68	74.19
40	Microsoft Corp 2/G0_sld#7	Mar 4 11	Jul 5 13	1,345.77	1,046.72	299.05
10	Middleby Corp 1/G4_sld#2	Apr 26 11	Apr 30 13	1,489.89	898.04	591.85
140	News Corp 1/G0_sld#3	Mar 4 11	Nov 13 12	3,431.38	2,513.21	918.17
55	News Corp 1/G0_sld#4	Mar 4 11	Jan 2 13	1,455.06	987.33	467.73
170	News Corp 1/G0_sld#5	Mar 4 11	Feb 21 13	4,826.39	3,051.76	1,774.63
120	News Corp 1/G0_sld#6	Mar 4 11	Apr 24 13	3,737.79	2,154.18	1,583.61
55	News Corp 1/G0_sld#7	Mar 4 11	May 10 13	1,833.20	987.33	845.87
35	Peets Coffee & Tea Inc 1/G4	Apr 26 11	Sep 24 12	2,569.41	1,607.55	961.86
10	Peets Coffee & Tea Inc 2/G4	Jun 20 11	Sep 24 12	734.02	539.90	194.12
25	Pepsico Inc 1/G0_sld#5	Mar 4 11	Apr 5 13	1,967.14	1,594.04	373.10
115	Pfizer Inc 1/G0	Mar 4 11	Apr 26 13	3,430.80	2,277.03	1,153.77
115	Pfizer Inc 1/G0_sld#5	Mar 4 11	Oct 10 12	2,899.90	2,277.04	622.86
95	Pfizer Inc 1/G0_sld#6	Mar 4 11	Jan 30 13	2,615.01	1,881.03	733.98
65	Pfizer Inc 1/G0_sld#7	Mar 4 11	Apr 12 13	1,993.46	1,287.02	706.44
60	Proctor & Gamble Co 1/G0_sld#2	Mar 4 11	Feb 22 13	4,617.92	3,741.27	876.65
35	Schnitzer Steel Industries Inc 1/G4	Apr 26 11	Mar 14 13	1,020.29	2,092.03	(1,071.74)
15	Schnitzer Steel Industries Inc 2/G4	Jun 20 11	Mar 14 13	437.27	799.95	(362.68)
25	Signature Bank 1/G4_sld#1	Apr 26 11	Jul 24 13	2,311.62	1,431.84	879.78

The J.P. Humphreys Foundation, Inc.
Schedule D - Capital Gains and Losses
As of: July 31, 2013

Quantity	Asset	Date Acquired	Date Sold	Proceeds	Tax Basis	Gain/Loss
15	Solera Holdings Inc 1/G4_sld#1	Apr 26 11	Dec 12 12	802.28	818.25	(15.97)
20	Sourcefire Inc 1/G4	Apr 26 11	Jul 29 13	1,508.77	514.00	994.77
15	Sourcefire Inc 2/G4	Jun 20 11	Jul 29 13	1,131.70	397.20	734.50
20	SVB Financial Group 1/G4_sld#1	Apr 26 11	Jul 26 13	1,798.51	1,203.00	595.51
105	Tesco Corp 1/G4_sld#1	Apr 26 11	Jan 23 13	1,266.65	1,994.56	(727.91)
45	Texas Roadhouse Inc 1/G4_sld#1	Apr 26 11	Apr 30 13	1,077.86	737.55	340.31
25	Toro Co (DE) 1/G4_sld#1	Apr 26 11	Oct 10 12	985.22	831.07	154.15
95	Umpqua Hldgs Corp 1/G4_sld#1	Apr 26 11	Jul 26 13	1,587.67	1,142.85	444.82
25	United Therapeutics Corp 1/G4	Apr 26 11	Mar 25 13	1,487.53	1,758.50	(270.97)
30	United Therapeutics Corp 1/G4_sld#1	Apr 26 11	Dec 12 12	1,561.98	2,110.20	(548.22)
10	United Therapeutics Corp 2/G4	Jun 20 11	Mar 25 13	594.86	539.80	55.06
75	UnitedHealth Group 1/G0	Mar 4 11	Aug 20 12	3,987.77	3,344.78	642.99
150	US TBond 912810QA9/I	Dec 6 11	Jan 10 13	165,527.34	164,707.03	820.31
2,500	Verizon Commn 1/I	Nov 30 09	Apr 1 13	123,751.44	74,803.62	48,947.82
800	Verizon Commn 2/I	Nov 30 09	Apr 1 13	39,595.23	21,816.40	17,778.83
71	Viacom Inc 1/G0_sld#2	Mar 4 11	Oct 12 12	3,865.91	3,275.85	590.06
60	Viacom Inc 1/G0_sld#3	Mar 4 11	Oct 15 12	3,247.91	2,768.32	479.59
	Total Long-term			2,302,620.65	2,189,060.35	113,560 30
	TOTAL CAPITAL GAINS			2,695,826.59	2,543,371.54	152,455.05

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 1

SHORT-TERM CAPITAL GAIN DIVIDENDS

GOLDMAN SACHS 825-1/G1 ST CAPITAL GAIN DIST	424.	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		424.

ATTACHMENT 2

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
GOLDMAN SACHS 825-1/G1 LT CAPITAL GAIN DIST	2,115.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		2,115.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		2,115.