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

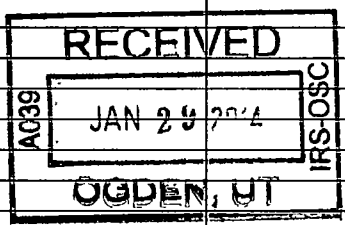
Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning 09/01, 2012, and ending 08/31, 2013

Name of foundation THE BOUTROSS FOUNDATION 100151		A Employer identification number 43-6362504
Number and street (or P O box number if mail is not delivered to street address) Room/suite UMB BANK, P. O. BOX 415044 M/S 1020307		B Telephone number (see instructions) 816- 860-7711
City or town, state, and ZIP code KANSAS CITY, MO 64141-6692		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change	
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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 573,837.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input 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		16,306.	13,502.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		46,287.			
b Gross sales price for all assets on line 6a 332,143.					
7 Capital gain net income (from Part IV, line 2)			46,287.		
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)		264.			STMT 1
12 Total. Add lines 1 through 11		62,857.	59,789.		
13 Compensation of officers, directors, trustees, etc.		6,422.	3,211.		3,211.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 2		800.	NONE	NONE	800.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 3		365.	93.		
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		7,587.	3,304.	NONE	4,011.
25 Contributions, gifts, grants paid		16,010.			16,010.
26 Total expenses and disbursements Add lines 24 and 25		23,597.	3,304.	NONE	20,021.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		39,260.			
b Net investment income (if negative, enter -0-)			56,485.		
c Adjusted net income (if negative, enter -0-)					



POSTMARK DATE JAN 15 2014

SCANNED FEB 26 2014 Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	6,252.	32,370.	32,370.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule),			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule),			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	479,955.	492,946.	541,467.
	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)	486,207.	525,316.	573,837.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <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 and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	486,207.	525,316.	
	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)	486,207.	525,316.		
31	Total liabilities and net assets/fund balances (see instructions)	486,207.	525,316.		

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)	1 486,207.
2	Enter amount from Part I, line 27a	2 39,260.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3 5.
4	Add lines 1, 2, and 3	4 525,472.
5	Decreases not included in line 2 (itemize) ▶ RETURN OF CAPITAL ADJUSTMENT	5 156.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 525,316.

Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns for (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold, (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis, (h) Gain or (loss), (i) F M V as of 12/31/69, (j) Adjusted basis, (k) Excess of col (i) over col (j), and (l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h))).

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? [X] Yes [] No

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

Table with columns for (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, and (d) Distribution ratio.

Table with rows for 2 Total of line 1, column (d); 3 Average distribution ratio for the 5-year base period; 4 Enter the net value of noncharitable-use assets for 2012; 5 Multiply line 4 by line 3; 6 Enter 1% of net investment income; 7 Add lines 5 and 6; 8 Enter qualifying distributions from Part XII, line 4.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 586.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes Yes/No columns. Most 'No' boxes are checked (X).

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? 13 X
Website address N/A
14 The books are in care of UMB BANK, N.A. Telephone no (816) 860-7711
Located at 1010 GRAND BLVD, KANSAS CITY, MO ZIP+4 64141-6692
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country

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

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

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
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 X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
UMB BANK P.O. BOX 415044 M/S 1020307, KANSAS CITY, MO 64141	TRUSTEE 2	6,422.	- 0 -	- 0 -

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	558,846.
b	Average of monthly cash balances	1b	14,385.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	573,231.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	573,231.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,598.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	564,633.
6	Minimum investment return. Enter 5% of line 5	6	28,232.

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	28,232.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,130.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,130.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,102.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	27,102.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	27,102.

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	20,021.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	20,021.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,021.

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				27,102.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			16,010.	
b Total for prior years 20 10, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 20,021.				
a Applied to 2011, but not more than line 2a			16,010.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				4,011.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE	
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE	
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				23,091.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

- 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:
-
- b** The form in which applications should be submitted and information and materials they should include:
-
- c** Any submission deadlines:
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

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
<p><i>a Paid during the year</i></p> <p>ROCKHURST COLLEGE ATTN: GUY SWANSON, V. PR 1100 ROCKHURST RD KANSAS CITY MO 64110-2508</p>	NONE	EXEMPT	CHARITABLE	16,010.
Total ▶ 3a				16,010.
<p><i>b Approved for future payment</i></p>				
Total ▶ 3b				



Account Name: The Boutross Foundation

Account Number: 100151

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Statement Period: Aug. 1 - Aug. 31, 2013

Statement of Investment Position

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Equity Securities							
Common Stock							
50 Abbott Laboratornes	ABT 002824100	31.85	1,592.37	33.33	1,666.50	74.13	28 1.68
35 Accenture Plc - Cl A	ACN G1151C101	56.88	1,990.80	72.25	2,528.75	537.95	57 2.24
60 Allstate Corp	ALL 020002101	29.08	1,744.64	47.92	2,875.20	1,130.56	60 2.09
40 American Express Co	AXP 025816109	51.17	2,046.83	71.91	2,876.40	829.57	37 1.28
8 Apple Inc	AAPL 037833100	412.77	3,302.19	487.22	3,897.73	595.54	98 2.50
50 AT & T Inc	T 00206R102	28.72	1,436.00	33.83	1,691.50	255.50	90 5.32
35 Boeing Co	BA 097023105	46.03	1,610.90	103.92	3,637.20	2,026.30	68 1.87
70 Bristol Myers Squibb Co	BMJ 110122108	33.54	2,347.83	41.69	2,918.30	570.47	98 3.36
25 Caterpillar Inc Del	CAT 149123101	51.74	1,293.49	82.54	2,063.50	770.01	60 2.91
25 Chevron Corp	CVX 166764100	77.63	1,940.72	120.43	3,010.75	1,070.03	100 3.32
25 CME Group Inc	CME 12572Q105	71.78	1,794.52	71.11	1,777.75	(16.77)	45 2.53
60 Coca Cola Co	KO 191216100	23.36	1,401.43	38.18	2,290.80	889.37	67 2.93
35 ConocoPhillips	COP 20825C104	57.11	1,998.96	66.30	2,320.50	321.54	97 4.16
25 Costco Wholesale Corp	COST 22160K105	71.33	1,783.22	111.87	2,796.75	1,013.53	31 1.11
50 CVS Caremark Corporation	CVS 126650100	30.91	1,545.50	58.05	2,902.50	1,357.00	45 1.55
35 Disney Walt Co	DIS 254687106	45.46	1,590.93	60.83	2,129.05	538.12	26 1.23
25 Duke Energy Hldg Corp	DUK 26441C204	46.41	1,160.25	65.60	1,640.00	479.75	78 4.76
40 Eaton Corp Plc Sedol B8KQN82	ETN G29183103	51.95	2,077.80	63.32	2,532.80	455.00	67 2.65
25 Ecolab Inc	ECL 278665100	85.98	2,149.39	91.35	2,283.75	134.36	23 1.01

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Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Equity Securities (continued)							
Common Stock (continued)							
35 ExxonMobil Corp	XOM 30231G102	79.75	2,791.14	87.16	3,050.60	259.46	88 2.89
125 General Electric Co	GE 369604103	21.63	2,703.26	23.14	2,892.50	189.24	95 3.28
25 Gilead Sciences Inc	GILD 375558103	47.53	1,188.16	60.27	1,506.75	318.59	0
2 Google Inc Class A	GOOG 38259P508	873.83	1,747.66	846.90	1,693.80	(53.86)	0
35 Home Depot Inc	HD 437076102	26.40	924.00	74.49	2,607.15	1,683.15	55 2.09
50 Intel Corp	INTC 458140100	13.85	692.67	21.98	1,099.00	406.33	45 4.09
10 International Business Machines	IBM 459200101	87.75	877.50	182.27	1,822.70	945.20	38 2.08
35 Intuit	INTU 461202103	52.06	1,822.21	63.53	2,223.55	401.34	27 1.20
35 Johnson & Johnson	JNJ 478160104	62.65	2,192.75	86.41	3,024.35	831.60	92 3.06
70 Johnson Controls Inc	JCI 478366107	31.40	2,198.10	40.53	2,837.10	639.00	53 1.88
85 JPMorgan Chase & Co	JPM 46625H100	48.76	4,144.31	50.53	4,295.05	150.74	129 3.01
46 Kraft Foods Group Inc	KRFT 50076Q106	46.21	2,125.82	51.77	2,381.42	255.60	92 3.86
60 Lincoln National Corp	LNC 534187109	27.37	1,642.20	42.04	2,522.40	880.20	29 1.14
25 McDonalds Corp	MCD 580135101	54.05	1,351.35	94.36	2,359.00	1,007.65	77 3.26
55 Merck & Co Inc	MRK 58933Y105	36.18	1,989.67	47.29	2,600.95	611.28	95 3.64
25 NextEra Energy Inc	NEE 65339F101	67.87	1,696.65	80.36	2,009.00	312.35	66 3.29
50 Nike Inc	NKE 654106103	40.18	2,008.84	62.82	3,141.00	1,132.16	42 1.34
40 Nucor Corp	NUE 670346105	45.92	1,836.63	45.49	1,819.60	(17.03)	59 3.23
65 Paychex Inc	PAYX 704326107	28.16	1,830.43	38.68	2,514.20	683.77	91 3.62





Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Estimated Annual Yield Income %
		Unit	Total	Unit	Total	
Equity Securities (continued)						
Common Stock (continued)						
35 Price T Rowe Group Inc	TROW 74144T108	48.78	1,707.17	70.14	2,454.90	53 2.17
30 Procter & Gamble Co	PG 742718109	48.23	1,446.90	77.89	2,336.70	72 3.09
35 Qualcomm Inc	QCOM 747525103	29.00	1,015.17	66.28	2,319.80	49 2.11
20 Schlumberger Ltd	SLB 806857108	73.74	1,474.77	80.94	1,618.80	25 1.54
80 Spectra Energy Corp	SE 847560109	21.13	1,690.00	33.11	2,648.80	98 3.68
30 Starwood Hotels & Resorts Worldwide Inc	HOT 85590A401	69.16	2,074.70	63.94	1,918.20	38 1.95
70 Texas Instruments Inc	TXN 882508104	35.35	2,474.39	38.20	2,674.00	78 2.93
10 Union Pacific Corp	UNP 907818108	139.74	1,397.39	153.54	1,535.40	32 2.06
20 United Parcel Service Inc Class B Shares	UPS 911312106	74.76	1,495.26	85.58	1,711.60	50 2.90
30 United Technologies Corp	UTX 913017109	39.80	1,193.85	100.10	3,003.00	64 2.14
35 UnitedHealth Group Inc	UNH 91324P102	43.82	1,533.73	71.74	2,510.90	39 1.56
15 V F Corp	VFC 918204108	105.77	1,586.62	187.21	2,808.15	52 1.86
25 Verizon Communications Inc	VZ 92343V104	37.12	927.99	47.38	1,184.50	52 4.35
70 Wells Fargo & Co	WFC 949746101	24.42	1,709.50	41.08	2,875.60	84 2.92
80 Weyerhaeuser Co	WY 962166104	20.55	1,643.99	27.38	2,190.40	70 3.21
Total Common Stock			93,942.55		128,030.60	3,202
Total Equity Securities			93,942.55		128,030.60	3,202

Equity Funds

2,447.379 American Century Mid Cap Value Inst.	AVUAX 025076647	14.75	36,098.91	15.09	36,930.95	614 1.66
Total Equity Funds						





Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Equity Funds (continued)							
Equity Fund (continued)							
659.136 Franklin Intl Small Cap Growth Adv	FKSCX 353533888	17.90	11,800.00	20.11	13,255.22	1,455.22	152 1.14
1,408.308 LKCM Small Cap Equity Fund Instl. Class	LKSCX 501885107	21.81	30,715.75	26.52	37,348.33	6,632.58	180 0.48
486.036 Oppenheimer Developing Mkts Cl Y	ODVYX 683974505	32.94	16,010.01	33.62	16,340.53	330.52	121 0.74
1,121.015 Principal Midcap Class I	PCBIX 74253Q747	16.88	18,927.00	18.45	20,682.73	1,755.73	212 1.02
1,417.717 Scout International Fund	UMBWX 81063U503	28.88	40,938.46	33.77	47,876.30	6,937.84	916 1.91
2,358.868 Tax Managed International Admiral Class	VTMGX 921943809	12.01	28,330.00	11.87	27,999.76	(330.24)	1,319 4.71
Total Equity Fund			182,820.13		200,433.82	17,613.69	3,514
Total Equity Funds			182,820.13		200,433.82	17,613.69	3,514

Fixed Income Securities

Government & Agency Bonds							
4,790.794 Govt National Mtg Assn DTD 10/1/2003 5.5000% 10/15/2018 Pool # 616001		1.04	4,994.41	106.69	5,111.18	116.77	263 5.16
Total Government & Agency Bonds			4,994.41		5,111.18	116.77	263
Total Fixed Income Securities			4,994.41		5,111.18	116.77	263

Fixed Income Funds

Fixed Income Funds							
4,974.392 Dodge & Cox Income Fund	DODIX 256210105	13.47	67,020.06	13.48	67,054.80	34.74	2,109 3.15
2,919 DoubleLine Total Return Bond Fund CL I.	DBLTX 258620103	11.39	33,247.41	10.88	31,758.72	(1,488.69)	1,696 5.34
3,964.928 Ridgworth Core Bond Fund Class I	STIGX 76628T876	11.13	44,136.07	10.73	42,543.68	(1,592.39)	757 1.78
3,384.834 Ridgworth Seix Floating Rate High Inc	SAMBX 76628T678	9.04	30,613.00	9.00	30,463.51	(149.49)	1,374 4.51





Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Fixed Income Funds (continued)							
Fixed Income Funds (continued)							
1,135 Scout Core Plus Bond Fund Class I	SCPZX 81063U818	31.87	36,172.45	31.78	36,070.30	(102.15)	621 1.72
Total Fixed Income Funds			211,188.99		207,891.01	(3,297.98)	6,557
Total Fixed Income Funds			211,188.99		207,891.01	(3,297.98)	6,557
Money Markets and Cash							
Money Market Funds							
32,369.7 Fidelity Treasury Fund #695	FISXX 316175504	1.00	32,369.70	1.00	32,369.70		3 0.01
Total Money Market Funds			32,369.70		32,369.70	0.00	3
Total Money Markets and Cash			32,369.70		32,369.70	0.00	3
Account Total			525,315.78		573,636.31	48,520.53	13,540

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FORM 990PF, PART I - OTHER INCOME
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	264.
TOTALS	----- 264. =====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	9.	9.
FEDERAL ESTIMATES - INCOME	272.	
FOREIGN TAXES ON QUALIFIED FOR	84.	84.
TOTALS	365.	93.
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