Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: ARVIN GOTTLIEB CHARITABLE FOUNDATION 100156

A Employer identification number: 43-6380792

Number and street (or P.O box number if mail is not delivered to street address): UMB BANK N.A. P. O. BOX 415044 M/S 1020307

Room/suite:

B Telephone number (see instructions): 816-860-1933

City or town, state or province, country, and ZIP or foreign postal code: KANSAS CITY, MO 64141-6692

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) ▶ $ 36,806,740.

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)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	889,900.	845,765.		
	5a Gross rents	261,574.	261,574.	NONE	
	b Net rental income or (loss) 216,649.				
	6a Net gain or (loss) from sale of assets not on line 10	1,483,980.			
	b Gross sales price for all assets on line 6a 6,637,566.				
	7 Capital gain net income (from Part IV, line 2)		1,483,980.		
	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)				
	12 **Total.** Add lines 1 through 11	2,635,454.	2,591,319.	NONE	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	187,393.	140,545.		46,848.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	4,393.	1,098.		3,295.
	b Accounting fees (attach schedule)	800.			800.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	67,151.	9,089.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 1	64,390.	55,810.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	324,127.	206,542.		50,943.
	25 Contributions, gifts, grants paid	1,837,000.			1,837,000.
	26 Total expenses and disbursements. Add lines 24 and 25	2,161,127.	206,542.		1,887,943.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	474,327.			
	b **Net investment income** (if negative, enter -0-)		2,384,777.		
	c **Adjusted net income** (if negative, enter -0-)			NONE	

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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 (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			
	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)	23,812,171.	24,272,967.	32,704,768.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	2,530,983.	2,530,983.	4,101,972.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	26,343,154.	26,803,950.	36,806,740.
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** ▶ ☐ **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	26,343,154.	26,803,950.	
	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)	26,343,154.	26,803,950.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	26,343,154.	26,803,950.	

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	26,343,154.
2 Enter amount from Part I, line 27a	2	474,327.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	26,817,481.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 2	5	13,531.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,803,950.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
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	6,637,566.		5,153,586.	1,483,980.
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				1,483,980.
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	1,483,980.
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	

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))
2012	1,768,760.	33,655,110.	0.052555
2011	2,157,722.	33,700,098.	0.064027
2010	1,686,755.	33,545,254.	0.050283
2009	1,288,316.	31,096,617.	0.041429
2008	1,620,919.	33,599,641.	0.048242

2	Total of line 1, column (d)	2	0.256536
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	0.051307
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	35,535,236.
5	Multiply line 4 by line 3	5	1,823,206.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	23,848.
7	Add lines 5 and 6	7	1,847,054.
8	Enter qualifying distributions from Part XII, line 4	8	1,887,943.

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 ▶ [X] and enter 1% of Part I, line 27b	1	23,848.
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	23,848.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	23,848.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 62,497.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	62,497.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	38,649.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 23,850. **Refunded** ▶	11	14,799.

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)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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	X	
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 2013 or the taxable year beginning in 2013 (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)*

		Line	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 ▶ UMB BANK, N.A. Telephone no. ▶ (816) 860-1933 Located at ▶ 1010 GRAND, KANSAS CITY, MO ZIP+4 ▶ 64106			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Line	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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*		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 2013?		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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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		
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? *If "Yes," attach the statement required by Regulations section 53.4945-5(d)*	[ ] Yes [ ] No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
UMB BANK, N.A. P.O BOX 419692, KANSAS CITY, MO 64141	CO-TRUSTEE 2	133,949	-0-	-0-
PETER BROWN/ LATHROP AND GAGE 2345 Grand Blvd , Suite 2800, KANSAS CITY, MO 64108	CO-TRUSTEE 2	26,722	-0-	-0-
BARTON J COHEN 9010 SHAWNEE MISSION PARKWAY, MISSION, KS 66202-2820	CO-TRUSTEE 2	26,722.	-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		-0-	-0-	-0-

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	30,292,672.
b	Average of monthly cash balances	1b	1,681,738.
c	Fair market value of all other assets (see instructions)	1c	4,101,972.
d	**Total** (add lines 1a, b, and c)	1d	36,076,382.
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	36,076,382.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	541,146.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,535,236.
6	**Minimum investment return.** Enter 5% of line 5	6	1,776,762.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,776,762.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	23,848.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	23,848.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,752,914.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,752,914.
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	1,752,914.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,887,943.
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	1,887,943.
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	23,848.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,864,095.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,752,914.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 11 ,20___,20___		NONE		
3 Excess distributions carryover, if any, to 2013.				
a From 2008 ...... NONE				
b From 2009 ...... NONE				
c From 2010 ...... 36,602.				
d From 2011 ...... 504,225.				
e From 2012 ...... 130,786.				
f Total of lines 3a through e	671,613.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,887,943.				
a Applied to 2012, but not more than line 2a			NONE	
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 2013 distributable amount				1,752,914.
e Remaining amount distributed out of corpus	135,029.			
5 Excess distributions carryover applied to 2013 *(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	806,642.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	806,642.			
10 Analysis of line 9				
a Excess from 2009 ... NONE				
b Excess from 2010 ... 36,602.				
c Excess from 2011 ... 504,225.				
d Excess from 2012 ... 130,786.				
e Excess from 2013 ... 135,029.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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).)

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 address of the person to whom applications should be addressed.

SEE STATEMENT 3

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

43-6380792

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*				
SEE STATEMENT 17				1,837,000.
Total . . . . ▶ **3a**				1,837,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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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					
4 Dividends and interest from securities			14	889,900.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	216,649.	
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	1,483,980.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				2,590,529.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 2,590,529.

(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.)
	NOT APPLICABLE

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

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

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

▶ Jennifer M. Smith-Lions | 11/17/2014 ▶

Signature of officer or trustee | Date | 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
WESLEY HIRSCHBERG	Wesley Hirschberg	11/17/2014		P00162244

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

Firm's address ▶ 155 N. WACKER CHICAGO, IL 60606 | Phone no 312-879-2000

Form **8582**

Department of the Treasury
Internal Revenue Service (99)

Passive Activity Loss Limitations

▶ See separate instructions.
▶ Attach to Form 1040 or Form 1041.
▶ Information about Form 8582 and its instructions is available at www.irs.gov/form8582.

OMB No. 1545-1008
2013
Attachment Sequence No 88

Name(s) shown on return: Arvin Gottlieb Charitable Foundation

Identifying number: 43-6380792

Part I 2013 Passive Activity Loss

Caution: *Complete Worksheets 1, 2, and 3 before completing Part I.*

Rental Real Estate Activities With Active Participation (For the definition of active participation, see **Special Allowance for Rental Real Estate Activities** in the instructions)				
1a Activities with net income (enter the amount from Worksheet 1, column (a))	1a			
b Activities with net loss (enter the amount from Worksheet 1, column (b))	1b	( )		
c Prior years unallowed losses (enter the amount from Worksheet 1, column (c))	1c	( )		
d Combine lines 1a, 1b, and 1c			1d	
Commercial Revitalization Deductions From Rental Real Estate Activities				
2a Commercial revitalization deductions from Worksheet 2, column (a)	2a	( )		
b Prior year unallowed commercial revitalization deductions from Worksheet 2, column (b)	2b	( )		
c Add lines 2a and 2b			2c	( )
All Other Passive Activities				
3a Activities with net income (enter the amount from Worksheet 3, column (a))	3a	261,574.00		
b Activities with net loss (enter the amount from Worksheet 3, column (b))	3b	(53,505.00)		
c Prior years unallowed losses (enter the amount from Worksheet 3, column (c))	3c	( )		
d Combine lines 3a, 3b, and 3c			3d	208,069.00
4 Combine lines 1d, 2c, and 3d If this line is zero or more, stop here and include this form with your return, all losses are allowed, including any prior year unallowed losses entered on line 1c, 2b, or 3c Report the losses on the forms and schedules normally used			4	208,069.00

If line 4 is a loss and
- Line 1d is a loss, go to Part II.
- Line 2c is a loss (and line 1d is zero or more), skip Part II and go to Part III
- Line 3d is a loss (and lines 1d and 2c are zero or more), skip Parts II and III and go to line 15

Caution: *If your filing status is married filing separately and you lived with your spouse at any time during the year,* **do not** *complete Part II or Part III Instead, go to line 15*

Part II Special Allowance for Rental Real Estate Activities With Active Participation

Note: *Enter all numbers in Part II as positive amounts See instructions for an example.*

5 Enter the **smaller** of the loss on line 1d or the loss on line 4			5	
6 Enter $150,000 If married filing separately, see instructions	6			
7 Enter modified adjusted gross income, but not less than zero (see instructions)	7			
Note: *If line 7 is greater than or equal to line 6, skip lines 8 and 9, enter -0- on line 10. Otherwise, go to line 8*				
8 Subtract line 7 from line 6	8			
9 Multiply line 8 by 50% (.5). **Do not** enter more than $25,000. If married filing separately, see instructions			9	
10 Enter the **smaller** of line 5 or line 9			10	

If line 2c is a loss, go to Part III Otherwise, go to line 15

Part III Special Allowance for Commercial Revitalization Deductions From Rental Real Estate Activities

Note: *Enter all numbers in Part III as positive amounts. See the example for Part II in the instructions.*

11 Enter $25,000 reduced by the amount, if any, on line 10. If married filing separately, see instructions	11	
12 Enter the loss from line 4	12	
13 Reduce line 12 by the amount on line 10	13	
14 Enter the **smallest** of line 2c (treated as a positive amount), line 11, or line 13	14	

Part IV Total Losses Allowed

15 Add the income, if any, on lines 1a and 3a and enter the total	15	
16 **Total losses allowed from all passive activities for 2013.** Add lines 10, 14, and 15 See instructions to find out how to report the losses on your tax return	16	

Caution: The worksheets must be filed with your tax return. Keep a copy for your records.

Worksheet 1 - For Form 8582, Lines 1a, 1b, and 1c (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 1a)	(b) Net loss (line 1b)	(c) Unallowed loss (line 1c)	(d) Gain	(e) Loss
Total. Enter on Form 8582, lines 1a, 1b, and 1c . . . . ▶					

Worksheet 2 - For Form 8582, Lines 2a and 2b (See instructions.)

Name of activity	(a) Current year deductions (line 2a)	(b) Prior year unallowed deductions (line 2b)	(c) Overall loss
Total. Enter on Form 8582, lines 2a and 2b . . . . ▶			

Worksheet 3 - For Form 8582, Lines 3a, 3b, and 3c (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 3a)	(b) Net loss (line 3b)	(c) Unallowed loss (line 3c)	(d) Gain	(e) Loss
WAL-GO ASSOCIATES, LLC	261,574.00	32,544.00		229,030.00	
QUIVIRA PROPERTIES, LLC		20,961.00			20,961.00
Total. Enter on Form 8582, lines 3a, 3b, and 3c . . . . ▶	261,574.00	53,505.00			

Worksheet 4 - Use this worksheet if an amount is shown on Form 8582, line 10 or 14 (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Special allowance	(d) Subtract column (c) from column (a)
Total . . . . ▶			1.00		

Worksheet 5 - Allocation of Unallowed Losses (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Unallowed loss
QUIVIRA PROPERTIES, LLC	990-PF lINE 23	20,961.00	1.0000	0.00
Total . . . . ▶		20,961.00	1.00	

Worksheet 6 - Allowed Losses (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Unallowed loss	(c) Allowed loss
QUIVIRA PROPERTIES, LLC	990-PF LINE 23	20,961.00	0.00	20,961.00
Total . . . . ▶		20,961.00		20,961.00

Worksheet 7 - Activities With Losses Reported on Two or More Forms or Schedules (See instructions.)

Name of activity:	(a)	(b)	(c) Ratio	(d) Unallowed loss	(e) Allowed loss
Form or schedule and line number to be reported on (see instructions): ___________					
1a Net loss plus prior year unallowed loss from form or schedule . . ▶					
b Net income from form or schedule . . . . ▶					
c Subtract line 1b from line 1a If zero or less, enter -0- ▶					
Form or schedule and line number to be reported on (see instructions): ___________					
1a Net loss plus prior year unallowed loss from form or schedule . . ▶					
b Net income from form or schedule . . . . ▶					
c Subtract line 1b from line 1a If zero or less, enter -0- ▶					
Form or schedule and line number to be reported on (see instructions): ___________					
1a Net loss plus prior year unallowed loss from form or schedule . . ▶					
b Net income from form or schedule . . . . ▶					
c Subtract line 1b from line 1a If zero or less, enter -0- ▶					
Total . . . . ▶			1.00		

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FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CONSULTANT FEES	10,885.	10,885.
WAL-GO ASSOC,LLC - IRC 754 DED	32,544.	32,544.
QUIVIRA PROP,LLC - RENTAL LOSS	20,961.	12,381.
TOTALS	64,390.	55,810.

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

DESCRIPTION		AMOUNT
FOREIGN TAX TIMING DIFFERENCE		1.
PARTNERSHIP BOOK TAX ADJUSTMENT		13,530.
	TOTAL	13,531.

FORM 990PF, PART XV - LINES 2a - 2d

=================================

RECIPIENT NAME:
  UMB BANK, N.A. C/O JAN LEONARD
ADDRESS:
  PO BOX 419692
  KANSAS CITY, MO 64141-6692
RECIPIENT'S PHONE NUMBER: 816-860-1933
FORM, INFORMATION AND MATERIALS:
  TYPEWRITTEN LETTERS; NAME AND PURPOSE OF ORGANIZATION
SUBMISSION DEADLINES:
  NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  ORGANIZATIONS MUST BE A QUALIFIED CHARITABLE ORGANIZATION

STATEMENT 3

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MEDICAL MISSIONS FOUNDATION
ADDRESS:
2456 LINDEN LN
LEAWOOD, KS 66209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
KEHILATH ISRAEL SYNAGOGUE
ADDRESS:
10501 CONSOR
SHAWNEE MISSION, KS 66212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
LYRIC OPERA OF KANSAS CITY
ADDRESS:
1029 CENTRAL ST
KANSAS CITY, MO 64105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 35,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HARRY S TRUMAN LIBRARY INSTITUTE
ADDRESS:
HWY 24 & DELAWARE STREET
INDEPENDENCE, MO 64050
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
KANSAS CITY BALLET
ADDRESS:
706 WEST 42ND STREET
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 125,000.

RECIPIENT NAME:
BIG BROTHERS BIG SISTERS
OF GREATER KANSAS CITY
ADDRESS:
4200 PENNSYLVANIA
KANSAS CITY, MO 66202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:
STANFORD UNIV SCHOOL OF MEDICINE
ADDRESS:
ROOM 293
STANFORD, CA 94305
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 120,000.

RECIPIENT NAME:
KANSAS CITY FRIENDS OF ALVIN AILEY
ADDRESS:
218 DELAWARE, STE 101
KANSAS CITY, MO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
OZANAM HOME
ADDRESS:
421 E 137TH ST
KANSAS CITY, MO 64145
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

STATEMENT 6

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AFA (AGRICULTURE FUTURE O
F AMERICA)
ADDRESS:
P.O. BOX 414838
KANSAS CITY, MO 64141
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
KEMPER MUSEUM OF CONTEMPORARY
ART & DESIGN
ADDRESS:
4420 WARWICK BLVD
KANSAS CITY, MO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 150,000.

RECIPIENT NAME:
BOYS & GIRLS CLUBS
OF GREATER KANSAS CTY
ADDRESS:
6301 ROCKHILL ROAD, SUITE 303
KANSAS CITY, MO 64131
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE SALVATION ARMY
KANSAS & WESTERN MISSOURI DIVISION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
HABITAT FOR HUMANITY
KANSAS CITY
ADDRESS:
1423 E LINWOOD BLVD
KANSAS CITY, MO 64109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UMKC BLOCH SCHOOL OF BUSINESS
ADDRESS:
5110 CHERRY STREET
KANSAS CITY, MO 64110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 110,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
METROPOLITAN ORGANIZATION
TO COUNTER SEXUAL ASSLT
ADDRESS:
3217 BROADWAY STE 500
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FRIENDS OF THE KANSAS CITY ZOO
ADDRESS:
6800 ZOO DRIVE
KANSAS CITY, MO 64132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
HARVESTERS
ADDRESS:
3801 TOPPING AVENUE
KANSAS CITY, MO 64129
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ROTARY CLUB YOUTH CAMP
ADDRESS:
1219 WYANDOTTE
KANSAS CITY, MO 64105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
DELASALLE EDUCATION CENTER
ADDRESS:
3740 FOREST AVENUE
KANSAS CITY, MO 64109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
UNIVERSITY ACADEMY CHARTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
KANSAS CITY REPERTORY THEATRE
ADDRESS:
4949 CHERRY STREET
KANSAS CITY, MS 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
JEWISH FEDERATION OF
GREATER KANSAS CITY
ADDRESS:
5801 WEST 115 STREET #101
LEAWOOD, KS 66211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
BAPTIST TRINITY LEGACY FOUNDATION
ADDRESS:
6601 ROCKHILL RD
KANSAS CITY, MO 64131
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
KANSAS CITY SYMPHONY
ADDRESS:
1020 CENTRAL, SUITE 300
KANSAS CITY, MO 64105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
MIDWESTERN INNOCENCE PROJ
ADDRESS:
6320 BROOKSIDE PLAZA
KANSAS CITY, MO 64113
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ST. LUKE'S HOSPITAL FOUNDATION
ADDRESS:
5830 NORTHWEST BARRY ROAD
KANSAS CITY, MO 64154
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
KAUFFMAN CENTER FOR THE PERFORMING
ARTS
ADDRESS:
906 GRAND BLVD # 11
KANSAS CITY, MO 64106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500,000.

RECIPIENT NAME:
KANSAS CITY CHORALE
ADDRESS:
5601 WYANDOTTE ST, STE 412
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
KANSAS CITY ART INSTITUTE
ADDRESS:
4415 WARWICK BLVD
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
===

RECIPIENT NAME:
POWELL GARDENS
ADDRESS:
1609 N.W. U.S. HIGHWAY 50
KINGSVILLE, MO 64061
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CLL GLOBAL RESEARCH
ADDRESS:
P.O. BOX 301402, UNIT 428
HOUSTON, TX 77230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
FIRST CALL ALCOHOL/DRUG PREVENTION
& RECOVERY
ADDRESS:
633 E 63RD ST
KANSAS CITY, MO 64110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CASA JACKSON COUNTY
ADDRESS:
2546 HOLMES STREET
KANSAS CITY, MO 64108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
MOCSA
ADDRESS:
3100 BROADWAY STREET
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SOUTHWEST BOULEVARD
FAMILY HEALTHY CARE
ADDRESS:
340 SOUTHWEST BOULEVARD
KANSAS CITY, KS 66103
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
KANSAS CITY CARE CLINIC
ADDRESS:
3515 BROADWAY BOULEVARD
KANSAS CITY, KS 64111
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
KANSAS UNIVERSITY
ENDOWMENT ASSOCIATION
ADDRESS:
1891 CONSTANT AVENUE
LAWRENCE, KS 66047
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
UMKC SCHOOL OF EDUCATION
ADDRESS:
615 E 52ND STREET
KANSAS CITY, MO 64110
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
PARK UNIVERSITY
ADDRESS:
8700 NW RIVER PARK DRIVE
PARKVILLE, MO 64152
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
Kansas City Jewish Museum
Contemporary Art
ADDRESS:
5500 W. 123RD STREET
Overland Park, KS 66209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHRIST COMMUNITY
ADDRESS:
400 W. 67TH STREET
Kansas City, MO 64113
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

TOTAL GRANTS PAID: 1,837,000.

Statement of Investment Position

Units	Description	Symbol / Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Equity Securities									
Common Stock									
2,850	3M Corp	MMM 88579Y101	31.76	90,515.94	140.25	399,712.50	309,196.56	9,747	2.44
4,750	Abbott Laboratories	ABT 002824100	17.77	84,403.82	38.33	182,067.50	97,663.68	4,180	2.30
4,750	Abbvie Inc	ABBV 00287Y109	19.27	91,528.75	52.81	250,847.50	159,318.75	7,600	3.03
1,100	Air Products and Chemicals Inc	APD 009158106	64.59	71,045.40	111.78	122,958.00	51,912.60	3,124	2.54
550	Apple Inc	AAPL 037833100	100.98	55,538.13	561.02	308,561.00	253,022.87	6,710	2.17
6,350	AT & T Inc	T 00206R102	28.65	181,952.51	35.16	223,266.00	41,313.49	11,684	5.23
2,950	BHP Billiton Ltd One ADR Represents 2 Ord Shrs	BHP 088606108	36.48	107,616.00	68.20	201,190.00	93,574.00	6,844	3.40
2,375	Caterpillar Inc Del	CAT 149123101	35.91	85,284.63	90.81	215,673.75	130,389.12	5,700	2.64
1,350	Celgene Corp	CELG 151020104	69.30	93,555.00	168.97	228,106.80	134,551.80	0	
3,175	Cenovus Energy Inc	CVE 15135U109	9.16	29,069.07	28.65	90,963.75	61,894.68	2,959	3.25
3,500	Cerner Corp	CERN 156782104	14.33	50,166.64	55.74	195,090.00	144,923.36	0	
2,800	Chevron Corp	CVX 166764100	21.54	60,320.00	124.91	349,748.00	289,428.00	11,200	3.20
7,150	Cisco Systems Inc	CSCO 17275R102	23.03	164,685.22	22.43	160,374.50	(4,310.72)	4,862	3.03
3,850	ConocoPhillips	COP 20825C104	23.88	91,938.46	70.65	272,002.50	180,064.04	10,626	3.91
1,200	Continental Resources Inc	CLR 212015101	84.60	101,523.84	112.52	135,024.00	33,500.16	0	
1,350	Costco Wholesale Corp	COST 22160K105	57.69	77,881.50	119.02	160,677.00	82,795.50	1,674	1.04
2,410	Cullen Frost Bankers Inc	CFR 229899109	38.02	91,619.28	74.43	179,376.30	87,757.02	4,820	2.69
5,250	CVS Caremark Corporation	CVS 126650100	40.96	215,041.27	71.57	375,742.50	160,701.23	5,775	1.54
2,375	Deere & Company	DE 244199105	40.10	95,248.52	91.33	216,908.75	121,660.23	4,845	2.23

Statement of Investment Position (continued)

Units	Description	Symbol / Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Equity Securities *(continued)*									
Common Stock *(continued)*									
1,933	Duke Energy Hldg Corp	DUK 26441C204	40.96	79,176.82	69.01	133,396.33	54,219.51	6,031	4 52
2,900	Emerson Electric Co	EMR 291011104	29.32	85,017.12	70.18	203,522.00	118,504.88	4,988	2.45
3,150	Encana Corp (USD)	ECA 292505104	9.72	30,624.11	18.05	56,857.50	26,233.39	882	1.55
1,100	ExxonMobil Corp	XOM 30231G102	14.67	16,141.12	101.20	111,320.00	95,178.88	2,772	2.49
2,475	Franklin Res Inc	BEN 354613101	38.91	96,293.75	57.73	142,881.75	46,588.00	1,188	0.83
4,600	Gallagher Arthur J & CO	AJG 363576109	27.30	125,596.00	46.93	215,878.00	90,282.00	6,440	2.98
6,350	General Electric Co	GE 369604103	24.59	156,160.79	28.03	177,990.50	21,829.71	5,588	3.14
3,000	Gilead Sciences Inc	GILD 375558103	22.03	66,090.00	75.10	225,300.00	159,210.00	0	
1,500	Goldman Sachs Group Inc	GS 38141G104	148.45	222,681.17	177.26	265,890.00	43,208.83	3,300	1.24
500	Gottlieb Oil & Gas Corp KS	38349Z912	0.00	0.00	29.52	14,762.00	14,762.00	0	
3,250	Great Plains Energy Inc	GXP 391164100	18.46	59,987.20	24.24	78,780.00	18,792.80	2,990	3.80
4,500	Halliburton Co	HAL 406216101	28.55	128,453.62	50.75	228,375.00	99,921.38	2,700	1.18
3,250	Hartford Financial Services Group Inc	HIG 416515104	31.10	101,075.00	36.23	117,747.50	16,672.50	1,950	1.66
2,100	Home Depot Inc	HD 437076102	47.57	99,889.44	82.34	172,914.00	73,024.56	3,276	1.89
7,900	Hormel Foods Corp	HRL 440452100	17.93	141,637.12	45.17	356,843.00	215,205 88	6,320	1.77
13,650	Intel Corp	INTC 458140100	9.33	127,377.25	25.96	354,285.75	226,908.50	12,285	3.47
4,400	Johnson & Johnson	JNJ 478160104	34.73	152,822.99	91.59	402,996.00	250,173.01	11,616	2.88
2,550	Kimberly Clark Corp	KMB 494368103	41.90	106,848.86	104.46	266,373.00	159,524.14	8,262	3.10
1,650	McDonalds Corp	MCD 580135101	53.63	88,495.32	97.03	160,099.50	71,604.18	5,346	3.34

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Equity Securities *(continued)*								
	Common Stock *(continued)*								
7,250	Microsoft Corp	MSFT 594918104	33.81	245,112.62	37.41	271,222.50	26,109.88	8,120	2.99
2,900	Noble Corp Plc	NE G65431101	21.99	63,762.56	37.47	108,663.00	44,900.44	2,204	2.03
2,100	Nucor Corp	NUE 670346105	40.57	85,199.55	53.38	112,098.00	26,898.45	3,108	2.77
6,400	Oracle Corp	ORCL 68389X105	4.05	25,950.00	38.26	244,864.00	218,914.00	3,072	1.25
1,975	Pepsico Inc	PEP 713448108	23.15	45,724.96	82.94	163,806.50	118,081.54	4,483	2.74
1,100	Philip Morris International Inc	PM 718172109	63.84	70,229.06	87.13	95,843.00	25,613.94	4,136	4.32
1,925	Phillips 66	PSX 718546104	14.19	27,319.34	77.13	148,475.25	121,155.91	3,003	2.02
3,000	Procter & Gamble Co	PG 742718109	32.79	98,381.60	81.41	244,230.00	145,848.40	7,218	2.96
3,850	Qualcomm Inc	QCOM 747525103	24.45	94,132.75	74.25	285,862.50	191,729.75	5,390	1.89
3,950	Sanofi-Aventis - ADR Sponsored ADR Repstg .5 Ord Sh	SNY 80105N105	44.96	177,592.00	53.63	211,838.50	34,246.50	4,957	2.34
1,850	Schlumberger Ltd	SLB 806857108	27.90	51,615.72	90.11	166,703.50	115,087.78	2,313	1.39
3,600	Starbucks Corp	SBUX 855244109	48.25	173,699.64	78.39	282,204.00	108,504.36	3,744	1.33
3,900	Texas Instruments Inc	TXN 882508104	28.92	112,800.00	43.91	171,249.00	58,449.00	4,680	2.73
1,500	Thermo Fisher Scientific Inc	TMO 883556102	65.30	97,947.15	111.35	167,025.00	69,077.85	900	0.54
4,800	UMB Financial Corp	UMBF 902788108	14.38	69,013.06	64.28	308,544.00	239,530.94	4,320	1.40
2,850	United Technologies Corp	UTX 913017109	31.59	90,029.50	113.80	324,330.00	234,300.50	6,726	2.07
3,100	US Bancorp Del	USB 902973304	30.74	95,282.84	40.40	125,240.00	29,957.16	2,852	2.28
2,600	V F Corp	VFC 918204108	13.96	36,293.84	62.34	162,084.00	125,790.16	2,730	1.68
5,730	Verizon Communications Inc	VZ 92343V104	29.94	171,551.89	49.14	281,572.20	110,020.31	12,148	4.31

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Equity Securities *(continued)*									
Common Stock *(continued)*									
1,750	Wal Mart Stores Inc	WMT 931142103	50.05	87,595.75	78.69	137,707.50	50,111.75	3,290	2.39
4,000	Williams Companies Inc	WMB 969457100	18.24	72,971.16	38.57	154,280.00	81,308.84	6,080	3.94
	Total Common Stock			**5,715,506.65**		**12,122,344.63**	**6,406,837.98**	**283,758**	
	Total Equity Securities			**5,715,506.65**		**12,122,344.63**	**6,406,837.98**	**283,758**	
Equity Funds									
Equity Fund									
6,780.521	Allianz Fund Closed 8/31/09 NFJ Small-Cap Value Fund CL A	PCVAX 018918714	28.65	194,272.75	33.16	224,842.08	30,569.33	0	
19,615.643	American Century Mid Cap Value Inst.	AVUAX 025076647	15.90	311,818.17	15.74	308,750.22	(3,067.95)	4,610	1.49
51,770.837	AQR Multi-Strategy Alt Fd Cl - I	ASAIX 00203H792	9.80	507,330.94	9.78	506,318.79	(1,012.15)	0	
16,576.661	Baron Small Cap Fund	BSCFX 068278308	21.46	355,673.19	34.79	576,702.04	221,028.85	0	
38,435.65	Franklin Intl Small Cap Growth Adv	FKSCX 353533888	19.71	757,685.20	22.58	867,876.98	110,191.78	6,073	0.70
17,427.488	Lazard Emerging Markets Equity Instl	LZEMX 52106N889	20.04	349,164.51	18.67	325,371.20	(23,793.31)	6,239	1.92
15,979.593	LKCM Small Cap Equity Fund Instl. Class	LKSCX 501885107	19.30	308,463.77	28.33	452,701.87	144,238.10	55	0.01
31,090.677	Oakmark International Fund Class i	OAKIX 413838202	24.41	759,018.45	26.32	818,306.62	59,288.17	13,556	1.66
6,649.324	Oppenheimer Developing Mkts Cl Y	ODVYX 683974505	37.78	251,185.96	37.56	249,748.61	(1,437.35)	1,084	0.43
15,186.075	Principal Midcap Class I	PCBIX 74253Q747	20.17	306,315.99	20.49	311,162.68	4,846.69	764	0.25
42,241.781	Scout International Fund	UMBWX 81063U503	15.93	672,976.86	37.26	1,573,928.76	900,951.90	18,586	1.18
63,275.782	Scout Mid Cap Fund	UMBMX 81063U206	11.22	709,657.21	17.81	1,126,941.68	417,284.47	2,828	0.25
	Total Equity Fund			**5,483,563.00**		**7,342,651.53**	**1,859,088.53**	**53,795**	
	Total Equity Funds			**5,483,563.00**		**7,342,651.53**	**1,859,088.53**	**53,795**	

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Fixed Income Securities									
Government & Agency Bonds									
300,000	Federal Home Loan Bank DTD 11/4/2005 5.000% Ser VB15 12/21/2015 AA+	3133XDTL5	0.99	297,669.00	108.97	326,901.00	29,232.00	15,000	5.10
53,782.195	Govt National Mtg Assn DTD 10/1/2003 5.0000% 10/15/2018 Pool # 781656	36225BZV3	1.02	55,126.72	106.50	57,278.04	2,151.32	2,689	4.69
59,449.51	Govt National Mtg Assn DTD 11/1/2003 5.0000% 11/15/2018 Pool # 429732	36207ELM4	1.03	60,963.61	106.83	63,508.80	2,545.19	2,972	4.68
45,362.84	Govt National Mtg Assn DTD 11/1/2003 5.0000% 11/20/2018 Pool # 003466	36202DZ79	1.02	46,404.76	106.94	48,509.89	2,105.13	2,268	4.68
21,000.756	Govt National Mtg Assn DTD 12/1/2002 5.0000% 12/15/2017 Pool # 584126	36201H4K6	1.04	21,794.84	106.47	22,359.24	564.40	1,050	4.70
50,665.488	Govt National Mtg Assn DTD 3/1/2006 5.5000% 12/20/2020 Pool # 782069	36241KJN9	1.01	50,982.15	106.97	54,196.24	3,214.09	2,787	5.14
21,054.876	Govt National Mtg Assn DTD 4/1/2003 5.0000% 4/15/2018 Pool # 604238	36200MHP1	1.04	21,870.74	106.48	22,420.15	549.41	1,053	4.70
27,696.44	Govt National Mtg Assn DTD 5/1/2003 4.5000% 5/15/2018 Pool # 603722	36200KVP9	1.02	28,215.74	106.27	29,431.80	1,216.06	1,246	4.23
76,865.454	Govt National Mtg Assn DTD 5/1/2004 5.0000% 6/15/2019 Pool # 628125	36291GYW0	0.99	75,904.63	106.52	81,873.72	5,969.09	3,843	4.69
12,040.08	Govt National Mtg Assn DTD 6/1/2002 5.5000% 6/20/2017 Pool # 003244	36202DS93	1.01	12,115.34	106.94	12,875.36	760.02	662	5.14
	Total Government & Agency Bonds			**671,047.53**		**719,354.24**	**48,306.71**	**33,571**	
Corporate Bonds									
125,000	Berkshire Hathaway Fin Corp DTD 1/11/2005 4.850% 1/15/2015 AA	084664AT8	0.97	120,855.00	104.67	130,840.00	9,985.00	6,063	5.49

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Fixed Income Securities *(continued)*									
Corporate Bonds *(continued)*									
200,000	BP Capital Markets Plc DTD 5/8/2009 3.625% 5/8/2014 A	05565QBL1	1.06	211,842.00	101.10	202,198.00	(9,644.00)	7,250	1.01
200,000	Cisco Systems Inc DTD 3/16/2011 1.625% 3/14/2014 AA-	17275RAJ1	1.01	202,704.00	100.25	200,508.00	(2,196.00)	3,250	1.12
39,000	Conocophillips DTD 2/3/2009 4.750% 2/1/2014 A	20825CAS3	1.09	42,669.51	100.34	39,132.21	(3,537.30)	1,853	1.11
160,000	Csx Corp DTD 4/25/2007 5.600% 5/1/2017 Sr Unsub Note BBB+	126408GJ6	1.17	187,480.16	112.27	179,625.60	(7,854.56)	8,960	2.08
200,000	Dow Chemical Co DTD 11/9/2010 2.500% 2/15/2016 Sr Unsecured Notes BBB	260543CD3	1.03	206,230.00	103.06	206,120.00	(110.00)	5,000	1.70
200,000	Fortune Brands Inc DTD 1/12/2006 5.375% 1/15/2016 BBB-	349631AL5	1.12	223,158.00	108.23	216,450.00	(6,708.00)	10,750	2.28
125,000	IBM Corp DTD 9/14/2007 5.700% 9/14/2017 Senior Notes AA-	459200GJ4	0.93	116,776.25	114.83	143,537.50	26,761.25	7,125	6.69
200,000	Starbucks Corp DTD 8/23/2007 6.250% 8/15/2017 Senior Unsecured Notes A-	855244AC3	1.20	239,272.00	116.52	233,040.00	(6,232.00)	12,500	2.43
125,000	Wal Mart Stores Inc DTD 4/5/2007 5.375% 4/5/2017 Senior Unsecured Notes AA	931142CG6	0.96	119,577.50	112.45	140,560.00	20,982.50	6,719	6.04

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Fixed Income Securities *(continued)*									
Corporate Bonds *(continued)*									
125,000	Wells Fargo Bank NA DTD 5/15/2006 5.750% 5/16/2016 Super-Regional Banks-US A+	94980VAE8	0.93	116,765.00	110.54	138,170.00	21,405.00	7,188	6.88
	Total Corporate Bonds			**1,787,329.42**		**1,830,181.31**	**42,851.89**	**76,656**	
	Total Fixed Income Securities			**2,458,376.95**		**2,549,535.55**	**91,158.60**	**110,227**	
Fixed Income Funds									
Fixed Income Funds									
87,719.298	DoubleLine Total Return Bond Fund CL I.	DBLTX 258620103	11.39	999,122.80	10.78	945,614.03	(53,508.77)	48,860	5.17
104,013.971	Metropolitan West High Yield Bond Fund I	MWHIX 592905848	9.92	1,032,221.31	10.26	1,067,183.34	34,962.03	62,408	5.85
165,565.583	Ridgeworth Seix Floating Rate High Inc	SAMBX 76628T678	9.06	1,500,004.68	9.06	1,500,024.18	19.50	62,749	4.18
223,604.934	Scout Core Bond Fund Class I	SCCIX 81063U834	11.44	2,557,148.21	11.36	2,540,152.05	(16,996.16)	35,330	1.39
42,613.157	Scout Unconstrained Bond Fund Class I	SUBFX 81063U776	11.78	501,999.78	11.84	504,539.78	2,540.00	6,648	1.32
94,377.392	Vanguard Short Term Bond Index Signal CL	VBSSX 921937850	10.61	1,001,318.27	10.49	990,018.84	(11,299.43)	12,175	1.23
44,365.572	Victory Fund for Income Class I	VFFIX 92646A658	11.25	499,112.69	10.40	461,401.95	(37,710.74)	28,261	6.13
	Total Fixed Income Funds			**8,090,927.74**		**8,008,934.17**	**(81,993.57)**	**256,430**	
	Total Fixed Income Funds			**8,090,927.74**		**8,008,934.17**	**(81,993.57)**	**256,430**	
Other Funds									
Other Funds									
8,000	First Trust Energy Income and Grwth Fund	FEN 33738G104	30.58	244,624.25	32.28	258,240.00	13,615.75	16,800	6.51
80,000	iShares Gold Trust	IAU 464285105	11.98	958,068.75	11.68	934,400.00	(23,668.75)	0	

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Other Funds (continued)									
Other Funds (continued)									
10,118	Tortoise Energy Infrastructure Corp	TYG 89147L100	31.19	315,562.65	47.67	482,325.06	166,762.41	23,271	4.82
	Total Other Funds			1,518,255.65		1,674,965.06	156,709.41	40,071	
	Total Other Funds			1,518,255.65		1,674,965.06	156,709.41	40,071	
Real Estate / Oil & Gas									
Real Estate / Oil & Gas									
1	Quivira Properties LLC A 33 1/3% undivided Membership interest in a Limited Liability Company		116,667.00	116,667.00	440,000.00	440,000.00	323,333.00	0	
1	Wal-Go Associates L.L.C. A 50% undivided Membership interest in A Texas Limited Liability Company		1,414,316.00	1,414,316.00	2,538,750.00	2,538,750.00	1,124,434.00	0	
	Total Real Estate / Oil & Gas			1,530,983.00		2,978,750.00	1,447,767.00	0	
	Total Real Estate / Oil & Gas			1,530,983.00		2,978,750.00	1,447,767.00	0	
Unique Assets									
Unique Assets									
1	En Trust Capital Diversified Fund QP Ltd (Class D1/Series 0612)		1,000,000.00	1,000,000.00	1,123,221.74	1,123,221.74	123,221.74	0	
	Total Unique Assets			1,000,000.00		1,123,221.74	123,221.74	0	
	Total Unique Assets			1,000,000.00		1,123,221.74	123,221.74	0	
Money Markets and Cash									
Money Market Funds									
1,002,499.94	Fidelity Treasury Fund #695	FISXX 316175504	1.00	1,002,499.94	1.00	1,002,499.94		99	0.01
	Total Money Market Funds			1,002,499.94		1,002,499.94	0.00	99	
Cash									
(2,207.72)	Cash		1.00	(2,207.72)	1.00	(2,207.72)		0	
	Total Cash			(2,207.72)		(2,207.72)	0.00	0	

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Money Markets and Cash *(continued)*								
	Receivable Cash								
6,044.35	Write-Off Receivable Tortoise Energy Infrastructure Corp		1.00	6,044.35	1.00	6,044.35		0	
	Total Receivable Cash			**6,044.35**		**6,044.35**	**0.00**	**0**	
	Total Money Markets and Cash			**1,008,336.57**		**1,008,336.57**	**0.00**	**99**	
	Account Total			**26,803,949.56**		**36,806,739.25**	**10,002,789.69**	**744,380**	