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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Serviceor 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**Open to Public Inspection**

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation SPRATT LEAH CHARITABLE TRUST		A Employer identification number 43-6809669
Number and street (or P O box number if mail is not delivered to street address) PO BOX 419248		B Telephone number (see instructions) 816-234-2000
City or town, state or province, country, and ZIP or foreign postal code KANSAS CITY, MO 64141-6248		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,118,724.	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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	20,276.	20,021.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	32,200.			
b	Gross sales price for all assets on line 6a 348,899.				
7	Capital gain net income (from Part IV, line 2)		32,200.		
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)	91,010.	91,010.		STMT 2
12	Total. Add lines 1 through 11	143,486.	143,231.		
13	Compensation of officers, directors, trustees, etc.	9,402.	6,622.		2,780.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	28,297.	27,297.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 4	7,540.	7,540.		
24	Total operating and administrative expenses. Add lines 13 through 23	45,239.	41,459.	NONE	2,780.
25	Contributions, gifts, grants paid	125,000.			125,000.
26	Total expenses and disbursements. Add lines 24 and 25	170,239.	41,459.	NONE	127,780.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-26,753.			
b	Net investment income (if negative, enter -0-)		101,772.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			
		Beginning of year (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	10,569.	40,427.	40,427.
	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 ▶			NONE
	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) STMT A	453,884.	463,447.	624,520.
	c	Investments - corporate bonds (attach schedule) STMT A	261,406.	194,244.	198,784.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT A	534,618.	534,618.	254,993.
	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)	1,260,477.	1,232,736.	1,118,724.	
Liabilities	17	Accounts payable and accrued expenses	4,750.	3,642.	
	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)	4,750.	3,642.	
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, ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,255,727.	1,229,094.	
	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)	1,255,727.	1,229,094.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,260,477.	1,232,736.	

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	1,255,727.
2	Enter amount from Part I, line 27a	2	-26,753.
3	Other increases not included in line 2 (itemize) ▶ BOOK TO TAX ADJUSTMENT	3	124.
4	Add lines 1, 2, and 3	4	1,229,098.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	4.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,229,094.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
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 348,899.		316,699.	32,200.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			32,200.		
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	32,200.	
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	80,680.	1,014,515.	0.079526
2011	111,376.	1,178,170.	0.094533
2010	118,497.	1,145,990.	0.103401
2009	180,588.	1,380,356.	0.130827
2008	238,585.	1,486,740.	0.160475
2 Total of line 1, column (d)			2 0.568762
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 0.113752
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,267,210.
5 Multiply line 4 by line 3			5 144,148.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,018.
7 Add lines 5 and 6			7 145,166.
8 Enter qualifying distributions from Part XII, line 4 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.			8 127,780.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,035.
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	2,035.
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	2,035.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,331.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	300.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,631.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	596.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ▶ 596. Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		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?		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?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		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	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.	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.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> COMMERCE BANK Telephone no <input type="checkbox"/> (816) 234-2000 Located at <input type="checkbox"/> P.O. BOX 419248, KANSAS CITY, MO ZIP+4 <input type="checkbox"/> 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 <input type="checkbox"/> 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob 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 ☒ NoOrganizations 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 ☒ Nob 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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VII** 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
COMMERCE BANK PO BOX 419248, KANSAS CITY, MO 64141-6248	TRUSTEE 2	9,402	-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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (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	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,011,813.
b	Average of monthly cash balances	1b	19,702.
c	Fair market value of all other assets (see instructions)	1c	254,993.
d	Total (add lines 1a, b, and c)	1d	1,286,508.
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	1,286,508.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,298.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,267,210.
6	Minimum investment return. Enter 5% of line 5	6	63,361.

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	63,361.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,035.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,035.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	61,326.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	61,326.
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	61,326.

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	127,780.
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	127,780.
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	127,780.

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				61,326.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	168,490.			
b From 2009	113,296.			
c From 2010	63,741.			
d From 2011	55,215.			
e From 2012	32,050.			
f Total of lines 3a through e	432,792.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>127,780.</u>				
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				61,326.
e Remaining amount distributed out of corpus	66,454.			
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	499,246.			
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)	168,490.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	330,756.			
10 Analysis of line 9				
a Excess from 2009	113,296.			
b Excess from 2010	63,741.			
c Excess from 2011	55,215.			
d Excess from 2012	32,050.			
e Excess from 2013	66,454.			

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).)

N/A

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.

N/A

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

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		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
MISSOURI WESTERN STATE UNIVERSITY FOUNDATION, 4525 DOWNS DRIVE, SPRATT HALL 111 ST. JOSEPH		NONE	PC	\$250,000 PLEDGE OVER SIX YEARS BEGINNING 2008	40,000.
COMMUNITY FOUNDATION OF NORTHWEST MISSOURI 1014 W ST. MAARTENS DR ST JOSEPH MO 64506		NONE	PC	ST JOSEPH SCHOOL DISTRICT FD CHS STADIUM FD	53,000.
ARTS FUND 118 S 8TH STREET St. Joseph MO 64501		NONE	PC	2013 ARTS FUND CAMPAIGN; TRAILS WEST	10,000.
COTILLION FOR ACHIEVEMENT P.O. BOX 8323 ST JOSEPH MO 64508		NONE	PC	COTILLION FOR ACHIEVEMENT 2013	1,000.
SAMARITAN COUNSELING CENTER INC 902 EDMOND, SUITE 203 ST JOSEPH MO 64501		NONE	PC	TO CARING PARTNERS	2,000.
PONY EXPRESS PUMPKINFEST 914 PENN ST. JOSEPH MO 64503		NONE	PC	FREE ARTS FESTIVAL FOR CHILDREN	10,000.
YWCA ATTN JEAN BROWN 304 N 8TH STREET ST. JOSEPH MO 64501		NONE	PC	2013 HEARTBEAT CAMPAIGN	2,000.
ST JOSEPH SYMPHONY 120 SOUTH EIGHTH STREET ST JOSEPH MO 64501-2		NONE	PC	2012-2013 SYMPHONY FUND	2,000.
MOUNT MORA CEMETERY PRESERVATION AND RESTORAT P.O. BOX 1589 ST. JOSEPH MO 64502		NONE	PC	GENERAL OPERATION-REPAIRS	3,000.
SOCIAL WELFARE BOARD 904 SOUTH 10TH STREET, STE A ST JOSEPH MO 64		NONE	PC	MEDICAL COVERAGE FOR UNISURED PATIENTS	2,000.
Total					125,000.
b Approved for future payment					
Total					3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	20,276.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	32,200.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	ROYALTY INCOME			15	90,999.	
c	ROYALTY INTEREST			14	11.	
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				143,486.	
13	Total. Add line 12, columns (b), (d), and (e)				13	143,486.

(See worksheet in line 13 instructions to verify calculations.)

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

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST FROM SECURITIES	20,021.	20,021.
NON DIVIDEND DISTRIBUTION	255.	
TOTAL	20,276.	20,021.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MINERAL INCOME	90,999.	90,999.
OTHER INCOME	11.	11.
	-----	-----
TOTALS	91,010.	91,010.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX FOR YR END	1,000.	
FOREIGN TAXES	47.	47.
PRODUCTION TAXES	15,960.	15,960.
AD VALOREM TAXES	11,290.	11,290.
	-----	-----
TOTALS	28,297.	27,297.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MINERAL EXPENSES	280.	280.
MINERAL MANAGEMENT FEE	7,260.	7,260.
TOTALS	----- 7,540. =====	----- 7,540. =====

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

NAME OF ORGANIZATION:
LOCAL CEDAR HILL CEMETERY ASSOC
TYPE OF ORGANIZATION:
501 (C) (4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

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

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

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

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

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

|

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

NAME OF ORGANIZATION:

MARY HARTMANN FOUNDATION

TYPE OF ORGANIZATION:

501 (C) (4)

DESCRIPTION OF RELATIONSHIP:

COMMON TRUSTEE

NAME OF ORGANIZATION:

SHAARE SHOLEM CEMETERY TRUST

TYPE OF ORGANIZATION:

501(C) (13)

DESCRIPTION OF RELATIONSHIP:

COMMON TRUSTEE

NAME OF ORGANIZATION:

ADATH JOSSEPH CEMETERY FUND

TYPE OF ORGANIZATION:

501(C) (13)

DESCRIPTION OF RELATIONSHIP:

COMMON TRUSTEE

NAME OF ORGANIZATION:

NINA BOZARTH T/U/W/FBO KAMPF CEMETE

TYPE OF ORGANIZATION:

501(C) (13)

DESCRIPTION OF RELATIONSHIP:

COMMON TRUSTEE

LEAH SPRATT CHARITABLE TRUST

As of December 31, 2013

EIN: 43-6809669

Group	Description	Units	Book Value	Market Value
1	FINANCIAL SQUARE TR GOVERNMENT FD	40,427	40,426.86	40,426.86
1 Total		40,427	40,426.86	40,426.86
2	AT&T INC	285	8,456.77	10,020.60
	EXXON MOBIL CORPORATION	140	7,483.39	14,168.00
	GENERAL ELECTRIC CO	490	16,309.91	13,734.70
	JOHNSON AND JOHNSON	120	6,765.38	10,990.80
	UNITED TECHNOLOGIES CORP	140	6,030.66	15,932.00
	WELLS FARGO & CO	200	6,164.04	9,080.00
	DANAHER CORP	120	5,392.20	9,264.00
	GOOGLE INC CL A	15	9,004.95	16,810.65
	INTERNATIONAL BUSINESS MACHINES	25	2,056.69	4,689.25
	JP MORGAN CHASE & CO	200	8,288.04	11,696.00
	MCDONALDS CORP	100	9,336.00	9,703.00
	MCKESSON CORP COMMON STOCK	65	5,211.56	10,491.00
	MICROSOFT CORP	230	6,354.44	8,604.30
	ORACLE CORPORATION	230	7,056.35	8,799.80
	PROCTER & GAMBLE CO	80	2,968.77	6,512.80
	QUALCOMM INC	45	2,524.72	3,341.25
	SCHLUMBERGER LTD	110	7,930.58	9,912.10
	US BANCORP	160	4,188.72	6,464.00
	BAXTER INTERNATIONAL INC	50	3,516.26	3,477.50
	CHEVRON CORPORATION	75	8,997.49	9,368.25
	CHURCH & DWIGHT CO INC	125	6,573.66	8,285.00
	OCCIDENTAL PETROLEUM CORP	90	8,571.30	8,559.00
	VISA INC CLASS A SHARES	35	4,831.05	7,793.80
	GOLDMAN SACHS GROUP INC	50	5,872.70	8,863.00
	MFS RESEARCH INTERNATIONAL FUND-I	1,200	18,742.50	22,140.00
	AMERICAN EXPRESS CO	115	5,644.77	10,433.95
	AMERIPRISE FINANCIAL INC	75	3,485.10	8,628.75
	APPLE INC	35	13,208.05	19,635.70
	AQR DIVERSIFIED ARBITRAGE FUND-I	2,900	32,558.00	31,610.00
	BB & T CORP	210	7,487.70	7,837.20
	CME GROUP INC	110	7,006.15	8,630.60
	CONTINENTAL RESOURCES INC OK	40	3,414.90	4,500.80
	COSTCO WHSL CORP NEW	65	7,236.35	7,736.30
	DISNEY WALT CO	110	4,813.85	8,404.00
	DOVER CORP	80	6,029.64	7,723.20
	EOG RES INC	25	2,448.25	4,196.00
	EXPRESS SCRIPTS HOLDING CO	135	7,325.26	9,482.40
	HERTZ GLOBAL HOLDINGS INC	290	6,802.62	8,299.80
	INTEL CORP	185	2,663.29	4,801.68

LEAH SPRATT CHARITABLE TRUST

As of December 31, 2013

EIN: 43-6809669				
Group	Description	Units	Book Value	Market Value
	INVESCO LTD	265	6,826 61	9,646 00
	ISHARES NASDAQ BIOTECH INDX FD	60	7,746 19	13,623 60
	ISHARES RUSSELL MIDCAP VALUE ETF	350	18,195 42	22,998 50
	ISHARES US BASIC MATERIALS ETF	225	15,993 00	18,321 75
	ISHARES US PREFERRED STOCK ETF	280	11,452 00	10,312 40
	JARDEN CORP	220	8,293 43	13,497 00
	KINDER MORGAN INC	120	3,587 81	4,320 00
	KRAFT FOODS GROUP INC	148	6,488 49	7,978 68
	LOCKHEED MARTIN CORP	50	3,790 00	7,433 00
	MERCK & CO INC	175	5,928 97	8,758 75
	MOHAWK INDS INC	40	2,936 01	5,956 00
	MONDELEZ INTERNATIONAL INC	315	8,199 78	11,119 50
	NEWELL RUBBERMAID INC	285	7,585 33	9,236 85
	NORTHEAST UTILITIES	200	8,595 43	8,478 00
	PEPSICO INC	85	4,243 92	7,049 90
	PERRIGO CO PLC	45	7,005 15	6,905 70
	PFIZER INC	335	5,692 31	10,261 05
	T ROWE PRICE NEW HORIZONS FUND INC	225	7,744 50	10,410 75
	TARGET SMALL CAP VALUE PT	385	7,651 15	10,333 40
	TUPPERWARE BRANDS CORPORATION	75	4,042 60	7,089 75
	UNION PACIFIC CORP	80	8,455 80	13,440 00
	VANTIV INC-CL A	365	9,032 84	11,902 65
	WESTAR ENERGY INC	150	5,208 32	4,825 50
2 Total		13,233	463,447.12	624,519.91

3	COMMERCE BOND FUND #333	1,650	33,610 00	33,016 50
	GE CAP CORP NT 2 25% 11/9/15	25,000	24,312 50	25,765 25
	GOLDMAN SACHS NT 5 125% 1/15/15	25,000	24,780 00	26,114 75
	HARTFORD FLOATING RATE FUND-Y	3,550	32,055 50	32,021 00
	MICROSOFT CORP NT 1 625% 9/25/15	15,000	14,936 49	15,312 45
	VANGUARD INTM TERM INV G-ADM	1,500	15,315 00	14,505 00
	WACHOVIA BK NT 5 6% 3/15/16	25,000	25,030 25	27,378 25
	ABSOLUTE STRATEGIES FUND-I	1,125	12,519 00	12,341 25
	BLACKROCK HIGH YIELD BD-PORTFOLIO	1,500	11,685 00	12,330 00
3 Total		99,325	194,243.74	198,784.45

6	SPRATT CHAR TRUST MINERAL VALUE	1	0 00	0 00
	VARIOUS MINERAL ASSETS	52	534,618 00	254,993 00
6 Total		53	534,618.00	254,993.00

Grand Total 153,036.86 1,232,735.72 1,118,724.22