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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

► 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.

	LOL C	alendar year 2013 or tax year beginning		, and ending		
		ne of foundation	TON		A Employer identification	number
		HARLES A. SULLIVAN FOUNDAT /O BANK OF BLUE VALLEY, CO			48-1196696	
		ber and street (or P O box number if mail is not delivered to street as	Room/suite	B Telephone number	<u> </u>	
	Р	.O. BOX 26128			816-751-42	85
	City	or town, state or province, country, and ZIP or foreign pos	stal code		C If exemption application is p	pending, check here
	O.	VERLAND PARK, KS 66225-61	L28		·	
	G C	heck all that apply: Initial return	Initial return of a fo	rmer public charity	D 1. Foreign organization:	s, check here
		Final return	Amended return		2 Favoren arganyzatione mi	noting the 9594 tart
		Address change	Name change		Foreign organizations me check here and attach co	omputation
	H_C	heck type of organization: X Section 501(c)(3) exe			E If private foundation sta	
	<u> </u>		Other taxable private founda		under section 507(b)(1	
		ir market value of all assets at end of year J Accounting	g method: X Cash er (specify)	Accrual	F If the foundation is in a	
	(<i>tro</i>			nasis l	under section 507(b)(1)(B), check here
	Pa	+ 1 Analysis of Revenue and Expenses	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements
		(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	expenses per books	income	income	for charitable purposes (cash basis only)
		1 Contributions, gifts, grants, etc., received			N/A	
		2 Check X if the foundation is not required to attach Sch. B				
14		3 Interest on savings and temporary cash investments	91,997.	91,997.		STATEMENT 1
2 2 2014		4 Dividends and interest from securities	208,844.	208,844.		STATEMENT 2
		5a Gross rents		 .		
		b Net rental income or (loss)	9,329.			
₹	e	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all 749,774.	9,329.		ļ <u>.</u>	
Ž	Revenue	7 Capital gain net income (from Part IV, line 2)		9,329.		
9	8	8 Net short-term capital gain				1
SCANNED MAY		9 Income modifications	-			
Z		Gross sales tess returns and allowances				
Š		D Less Cost of goods sold				
QD		c Gross-profit (1655) FIVED	-11 400	4 057	ļ <u></u>	(m) mn) (m) m
		11 Other Income LULTV	11,400. 321,570.	4,057. 314,227.	ļ <u> </u>	STATEMENT 3
	\dashv	12 Total Add lines 1 through 11 13 Compensation of philips, directors trustees, etc. (2)	<u> </u>	<u> </u>		0.
		14 Other employee salaries and wages				
		15 Pension plans-employee henefits			 	
	suses	16a Legal fees				
	en	L h Assounting food STMT /	5,110.	5,110.		0.
	Expe	c Other professional fees STMT 5	70,089.	67,391.		2,698.
	tive	17 Interest	4 246	4 246		4 346
	stra	18 Taxes STMT 6	4,346.	4,346.		4,346.
	ini	19 Depreciation and depletion 20 Occupancy				
	Adn	21 Travel, conferences, and meetings				
	and Administrative	22 Printing and publications				
	g	23 Other expenses STMT 7	1,611.	0.		1,611.
	atir	24 Total operating and administrative				
	Operating	expenses. Add lines 13 through 23	81,156.	76,847.		8,655.
	0	25 Contributions, gifts, grants paid	411,500.			411,500.
		26 Total expenses and disbursements.	102 656	76 047		120 155
		Add lines 24 and 25 27 Subtract line 26 from line 12:	492,656.	76,847.	\ 	420,155.
		27 Subtract line 20 from line 12: a Excess of revenue over expenses and disbursements	-171,086.			
		b Net investment income (if negative, enter -0-)		237,380.		
	_	c Adjusted net income (if negative, enter -0-)			N/A	

323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

10 611

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-wear amounts only		Balance Sheets Attached schedules and amounts in the description	Beginning of year	End o	of year		
드	art	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value		
	1	Cash - non-interest-bearing					
	2	Savings and temporary cash investments	220,584.	73,257.	73,257.		
	3	Accounts receivable					
		Less; allowance for doubtful accounts					
	4	Pledges receivable	·				
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other			· · · · · · · · · · · · · · · · · · ·		
		disqualified persons					
	7	Other notes and loans receivable					
		Less: allowance for doubtful accounts]				
ţ	8	Inventories for sale or use					
Assets	9	Prepaid expenses and deferred charges	-				
Ä	10a	Investments - U.S. and state government obligations STMT 8	96,040.	96,951.	94,738.		
	Ь	Investments - corporate stock STMT 9	4,115,576.	4,448,337.	7,715,421.		
	c	Investments - corporate bonds STMT 10	1,952,914.	1,592,296.	1,718,105.		
	11	Investments - land, buildings, and equipment basis					
		Less accumulated depreciation		-			
	12	Investments - mortgage loans					
	13	Investments - other STMT 11	63,600.	77,000.	170,630.		
	14	Land, buildings, and equipment basis ▶					
		Less accumulated depreciation					
	15	Other assets (describe ►					
	16	Total assets (to be completed by all filers - see the					
		instructions. Also, see page 1, item 1)	6,448,714.	6,287,841.	9,772,151.		
	17	Accounts payable and accrued expenses					
	18	Grants payable			;		
Ś	19	Deferred revenue					
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			1		
abi	21	Mortgages and other notes payable					
	22	Other liabilities (describe >			i		
	İ				ı		
	23	Total liabilities (add lines 17 through 22)	0.	0.			
		Foundations that follow SFAS 117, check here					
		and complete lines 24 through 26 and lines 30 and 31.					
ces	24	Unrestricted					
an	25	Temporarily restricted					
Fund Balan	26	• • • • • • • • • • • • • • • • • • • •			'		
Ę		Foundations that do not follow SFAS 117, check here					
		and complete lines 27 through 31.			ī		
ls or	27	Capital stock, trust principal, or current funds	6,448,714.	6,287,841.			
se	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
Net Assets	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.			
Š	30	Total net assets or fund balances	6,448,714.	6,287,841.			
_	31	Total liabilities and net assets/fund balances	6,448,714.	6,287,841.			
P	art	III Analysis of Changes in Net Assets or Fund B	alances				
1	Tota	I net assets or fund balances at beginning of year - Part II, column (a), line	30				
•		st agree with end-of-year figure reported on prior year's return)		1	6,448,714.		
2	-	r amount from Part I, line 27a		2	-171,086.		
		r increases not included in line 2 (itemize) CRESTWOOD E	OUITY PARTNERS		12,898.		
		lines 1, 2, and 3		4	6,290,526.		
		eases not included in line 2 (itemize) QR ENERGY, LP	K-1	. 5	2,685.		
		I net assets or fund balances at end of year (line 4 minus line 5) - Part II, co		6	6,287,841.		
					Form 990-PF (2013)		

Form 990-PF (2013) C/O BANK OF BLUE VALLEY, CO-TRUSTEE

Part IV Capital Gains a	nd Losses for Tax on li	nvestment	t Income						CC CC
	be the kınd(s) of property sold (e.g ehouse; or common stock, 200 sh		_	(Б) I	How acqu - Purchas - Donatio	ired (d se) Date a (mo., da	acquired ay, yr.)	(d) Date sold (mo., day, yr.)
1a	•								
b SEE ATTACHED	STATEMENTS								
C									
_d				-		_			
<u>.e </u>	(f) Depresention allowed	(a) Coo	at or other bears	Ц,			(b) C	un or (loon)	\
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale					ain or (loss) (f) minus (
a				\dashv		·· ·		<u> </u>	
b						_			
С									
d									
e 749,774.		<u> </u>	740,44	5.				_	9,329
Complete only for assets showing	gain in column (h) and owned by	т		_				ol. (h) gain ot less thai	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (i) col. (j), if any			COI. (F	osses	(from col. (h))
a]					
b									
C		ļ							
d		<u> </u>							9,329
<u>e</u>				╮					3,343
2 Capital gain net income or (net cap	oital loss) $\begin{cases} If gain, also enteroreal \\ If (loss), enteroreal \\ \end{cases}$	er in Part I, line D- in Part I, line	.7 :7	}	2				9,329
3 Net short-term capital gain or (loss			•						
If gain, also enter in Part I, line 8, 0		iiu (o).		J					
If (loss), enter -0- in Part I, line 8					3			N/A	
	nder Section 4940(e) fo					nt Inco	me		
(For optional use by domestic private	foundations subject to the section	4940(a) tax on	net investment in	come	e.)				
If section 4940(d)(2) applies, leave th	ıs part blank.								
Was the foundation liable for the secti	on 4042 tay on the distributable or	mount of any w	aar in the been no	riod?					Yes X No
If "Yes," the foundation does not quali				illuu :					165 NU
	ach column for each year; see the			entries					
(a)	(b)			(c))		-	Dietrik	(d) oution ratio
Base period years Calendar year (or tax year beginnin			Net value of no	ncha	rıtable-us	e assets		(col. (b) div	rided by col. (c))
2012		22,189.				,880.			.04970
2011		L3,762.				,819.			.05036
2010		7,273.				,225.			.06025
2009		5,686.				,402.			.05825
2008	. 4.	36,787.	<u>.</u>	6	, 256	,525.		-	.06981
2 Total of line 1, column (d)							ا ا		.28839
3 Average distribution ratio for the 5	Lyear hace period - divide the total	on line 2 hy 5	or by the number	of ve	are		2		• 20039
the foundation has been in existen	•	on line 2 by 5,	or by the number	or ye	iai 3		3		.05767
the foundation has been in existen	oc ii icoo tilali o youro						٣		- 103707
4 Enter the net value of noncharitable	e-use assets for 2013 from Part X	, line 5					4		9,156,970
		,							<u></u>
5 Multiply line 4 by line 3							5		528,165
6 Enter 1% of net investment incom	e (1% of Part I, line 27b)						6		2,374
									506 565
7 Add lines 5 and 6							7		530,539
8 Enter qualifying distributions from	Part XII, line 4						8		420,155
	line 7, check the box in Part VI, lin	e 1b. and com	plete that nart usin	10 a 1	% tax rat	e.	لـــَــ		
See the Part VI instructions.		,		. '					

	CHARLES A. SULLIVAN FOUNDATION n 990-PF (2013) C/O BANK OF BLUE VALLEY, CO-TRUSTEE 48	110	6606		
	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 494	-119			Page 4
	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.	7 266	IIIStru	Clioi	15)
18					
				4 7	40
	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	4—		4,7	40.
	of Part I, line 27b				
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				•
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	+			0.
3	Add lines 1 and 2			4,7	48.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				<u>0.</u>
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		4,7	48.
6	Credits/Payments:				
8	a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a 4,880.				
t	Exempt foreign organizations - tax withheld at source				
	Tax paid with application for extension of time to file (Form 8868)				
	1 Backup withholding erroneously withheld 6d				
	Total credits and payments. Add lines 6a through 6d	, -		4,8	an.
	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached	_		1 ,0	00.
		_			
	·			1	32.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid				
	Enter the amount of line 10 to be Credited to 2014 estimated tax ► 132 . Refunded ► 1 art VII-A Statements Regarding Activities	1]			0.
				Vaa	NI.
18	a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in			Yes	
	any political campaign?		1a		X
t	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 of	r			
	distributed by the foundation in connection with the activities				
C	Did the foundation file Form 1120-POL for this year?		1c		X
(f Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:				
	(1) On the foundation. \blacktriangleright \$ 0 . (2) On foundation managers. \blacktriangleright \$ 0 .				
•	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				
	managers.▶\$ 0.				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		- 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				
٠	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		=		Х
۸.	a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		3		X
		N/A	4a		^
		TA \ Y	4b		77
D	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		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?		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	Х	
88	a Enter the states to which the foundation reports or with which it is registered (see instructions)				
	MO				
t	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)			ļ	
	of each state as required by General Instruction G? If "No," attach explanation		85	х	

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10

CHARLES A. SULLIVAN FOUNDATION

_	1990-PF (2013) C/O BANK OF BLUE VALLEY, CO-TRUSTEE 48-11	<u> </u>		Page 5
Pa	art 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		Х
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	L	Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ► N/A			
14	The books are in care of ▶ BANK OF BLUE VALLEY Telephone no. ▶913-			
	Located at ▶PO BOX 26128, OVERLAND PARK, KS ZIP+4 ▶	66225		
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	N	[/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16	L	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			
P	art 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
18	a 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?	,		
	(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?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?)		
	(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)?)		
	(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.))		
	o If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	i		
	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] [
	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)):			
1	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		1	
	before 2013?)		
	If "Yes," list the years \blacktriangleright			
	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	- 1.		l
	statement - see instructions.) N/A	. 2b		
	c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	ĺ		
	>			
3	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?	۱ ،		
	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) N/A	. Зь	1	
4	a 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	1	X

CHARLES A. SULLIVAN FOUNDATION C/O BANK OF BLUE VALLEY, CO-TRUSTEE Form 990-PF (2013) 48-1196696 Page 6 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: Yes X No (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (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 Yes 🗓 No 509(a)(1), (2), or (3), or section 4940(d)(2)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for Yes X No. the prevention of cruelty to children or animals? b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A 5b Organizations relying on a current notice regarding disaster assistance check here c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained U Yes D No expenditure responsibility for the grant? N/A 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 Yes X No a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X If "Yes" to 6b, file Form 8870 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes X No b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 7b Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors List all officers, directors, trustees, foundation managers and their compensation. (d) Contributions to employee benefit plans and deferred compensation (b) Title, and average hours per week devoted (c) Compensation (e) Expense account, other (If not paid, enter -0-) (a) Name and address to position allowances CHARLES SULLIVAN TRUSTEE 2120 W 117TH ST LEAWOOD, KS 66211 0 0.00 0 0. JACQUELINE SULLIVAN TRUSTEE 2120 W 117TH ST LEAWOOD, KS 66211 0.00 0. 0 0 TIMOTHY SULLIVAN TRUSTEE 14501 S. BLACKFOOTE DR. OLATHE, KS 66062 0.00 0 0. 0. BANK OF BLUE VALLEY TRUSTEE 13401 MISSION ROAD LEAWOOD, KS 66211 2.00 0 0. 0. 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (b) Title, and average (d) Contributions to employee benefit plans and deferred compensation (e) Expense account, other (a) Name and address of each employee paid more than \$50,000 hours per week devoted to position (c) Compensation allowances NONE

Total number of other employees paid over \$50,000

CHARLES A. SULLIVAN FOUNDATION C/O BANK OF BLUE VALLEY. CO-TRUSTEE

		1196696 Page 7
Paid Employees, and Contractors (continued)		
	"NONE."	
	(b) Type of service	(c) Compensation
NONE		
		
	-	
		
	ㅓ	
	7	
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued) 3 Five highest-paid independent contractors for professional services. If none, enter "NONE."	▶ 0	
		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statist	ical information such as the	Expenses
	uceu, etc.	
III/ III		
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on	lines 1 and 2.	Amount
1 N/A		
2		
All other program related injunctionals Conjunctions		
·		
		l

Total. Add lines 1 through 3

	Willimum investment Return (All domestic foundations must complete this part. Foreign four	idations, s	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	8,926,365.
b	Average of monthly cash balances	1b	199,421.
	Fair market value of all other assets	10	170,630.
d	Total (add lines 1a, b, and c)	1d	9,296,416.
	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation) 1e 0 .		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,296,416.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	139,446.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,156,970.
6	Minimum investment return. Enter 5% of line 5	6	457,849.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an	d certain	
_	foreign organizations check here and do not complete this part.)		
1	Mınımum investment return from Part X, line 6	1	457,849.
2a	Tax on investment income for 2013 from Part VI, line 5		
b	Income tax for 2013 (This does not include the tax from Part VI.)		
	Add lines 2a and 2b	- 2c	4,748.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	453,101.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	453,101.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	453,101.
P	art 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	420,155.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		-
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	420,155.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	420,155.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	ualifies 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,	30.1			
line 7				453,101.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:				
, ,		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 129,127.				
b From 2009 60,622.				
c From 2010 72,336.				
dFrom 2011 9,082.				
eFrom 2012 2,341.				
f Total of lines 3a through e	273,508.			L
4 Qualifying distributions for 2013 from				
Part XII, line 4: ►\$ 420,155.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior				
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				***
(Election required - see instructions)	0.			<u> </u>
d Applied to 2013 distributable amount				420,155.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	32,946.			32,946.
6 Enter the net total of each column as indicated below:				
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	240,562.			,
b Prior years' undistributed income. Subtract				
line 4b from line 2b		0.		
c Enter the amount of prior years'				
undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously				
assessed		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2012. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract				
lines 4d and 5 from line 1. This amount must				•
be distributed in 2014		· "		0.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by	0.			
section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2008	96,181.			
not applied on line 5 or line 7	90,101.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	144,381.			
10 Analysis of line 9:			<u> </u>	
a Excess from 2009 60,622.				
b Excess from 2010 72,336.				
c Excess from 2011 9,082.				
d Excess from 2012 2,341.				
e Excess from 2013				
			<u> </u>	·

CHARLES A. SULLIVAN FOUNDATION

Form 990-PF (2013) C/O BANK OF BLUE VALLEY, CO-TRUSTEE 48-1196696 Page 10 Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9) N/A 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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) 2 a Enter the lesser of the adjusted net Tax year Prior 3 years (a) 2013 (b) 2012 (c) 2011 (d) 2010 (e) Total 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 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.) 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).) SEE STATEMENT 12 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 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:

C/O BANK OF BLUE VALLEY, CO-TRUSTEE 48-1196696 Page 11

Part XV Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Purpose of grant or contribution Foundation show any relationship to Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor a Paid during the year ADVICE & AID PREGNANCY CENTER NONE EXEMPT GENERAL 11031 W 75TH TERRACE OVERLAND PARK, KS 66214 10,000. ALEXANDRA'S HOUSE NONE EXEMPT GENERAL 638 WEST 39TH TERRACE KANSAS CITY, MO 64111 5,000. ARCHBISHOP'S CALL TO SHARE NONE EXEMPT GENERAL PO BOX 2568 SHAWNEE MISSION, KS 66201 10,000. ARCHDIOCESE OF KANSAS CITY NONE EXEMPT GENERAL 12615 PARALLEL PKWY KANSAS CITY, KS 66109 40,000. BETHANY HOUSE NONE EXEMPT GENERAL PO BOX 5930 TOLEDO, OH 43613 10,000. SEE CONTINUATION SHEET(S) Total ➤ 3a 411,500. b Approved for future payment NONE **▶** 3b Total

Part XVI-A Analysis of Income-Producing Activities

	Haralatad	business income	T E	hy english E40 E40 - E41	
Enter gross amounts unless otherwise indicated. 1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	(e) Related or exempt function income
a	Code		-		
b	— 		 		
	- -		 		- ·
d	— 	<u> </u>	 		··
	- -	 	 		
f			 	· · · · ·	
g Fees and contracts from government agencies	- 		 -		
2 Membership dues and assessments			 		
3 Interest on savings and temporary cash			1		
investments			14	91,997	
4 Dividends and interest from securities			14	91,997.	
5 Net rental income or (loss) from real estate:			 	200,022	
a Debt-financed property					
b Not debt-financed property					·
6 Net rental income or (loss) from personal			 		<u>-</u> .
property					
7 Other investment income			14	4,057.	
8 Gain or (loss) from sales of assets other			 		
than inventory			18	9,329.	
9 Net income or (loss) from special events		-			
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a SEE STATEMENT 13		7,343.			
b		· · · · · · · · · · · · · · · · · · ·			
C					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		7,343.		314,227.	0.
13 Total. Add line 12, columns (b), (d), and (e)			·	13	321,570.
(See worksheet in line 13 instructions to verify calculations	s.)				
Part XVI-B Relationship of Activitie		mplichment of Ex	commt I	Durmaga	
Relationship of Activitie	es to the Accor	npushment of Ex	kempt i	Purposes	
Line No. Explain below how each activity for which i	income is reported in	column (e) of Part XVI-A	contribute	ed importantly to the accomp	lishment of
▼ the foundation's exempt purposes (other the foundation)	han by providing fund	ds for such purposes).			
N/A		-			
					_

	ES A. SULLIVAN				
	ANK OF BLUE VAL			<u>48-1196696</u>	Page 13
Part XVII Information Re Exempt Organ	egarding Transfers To a lizations	and Transactions a	nd Relationships W	/ith Noncharitable	
1 Did the organization directly or indi	rectly engage in any of the followin	g with any other organizatio	n described in section 501(c) of	Yes No
the Code (other than section 501(c)(3) organizations) or in section 52	7, relating to political organ	izations?		
a Transfers from the reporting found	ation to a noncharitable exempt or	ganization of:			
(1) Cash				1a(1)	X
(2) Other assets				1a(2)	X
b Other transactions:					
(1) Sales of assets to a noncharita	ble exempt organization			1b(1)	X
(2) Purchases of assets from a no	ncharitable exempt organization			1b(2)	X
(3) Rental of facilities, equipment,	or other assets			1b(3)	Х
(4) Reimbursement arrangements	•			1b(4)	Х
(5) Loans or loan guarantees				1b(5)	X
(6) Performance of services or me	embership or fundraising solicitatio	ins		1b(6)	X
c Sharing of facilities, equipment, ma	uling lists, other assets, or paid em	ployees		1c	X
d If the answer to any of the above is	"Yes," complete the following sche	dule. Column (b) should alv	vays show the fair market val	ue of the goods, other asse	ets,
or services given by the reporting f	oundation. If the foundation receive	ed less than fair market valu	e in any transaction or sharir	ig arrangement, show in	
column (d) the value of the goods,					
(a)Line no (b) Amount involved	(c) Name of noncharitable	e exempt organization	(d) Description of transfer	s, transactions, and sharing arra	ingements
	N/A				
			_		
		<u> </u>			
		•			
2a Is the foundation directly or indirect	tly affiliated with, or related to, one	or more tax-exempt organi	zations described		
in section 501(c) of the Code (othe	r than section 501(c)(3)) or in sect	tion 527?		Yes	X No
b If Yes," complete the following sch			··		
(a) Name of or	ganization	(b) Type of organization	(c) Descr	iption of relationship	
N/A					
			- 		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge May the IRS discuss this return with the preparer shown below (see instr.)? 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 Bank of Blue Valley, & Tree

By Jahrua Willalan VPD

O5-14-2014

TREASURER Sign Here X Yes Signature of officer or trustee Date Title Print/Type preparer's name Check if Preparer's signature Date self- employed STEVEN W. REED, **Paid** CPA/ABV/CFF P00109135 **Preparer** Firm's name ▶ BGBC PARTNERS Firm's EIN ► 20-5804172 **Use Only** Firm's address ▶ 300 N. MERIDIAN ST. STE. 1100 INDIANAPOLIS, IN 46204 (317)633-4700Phone no. Form **990-PF** (2013) Part IV | 'Capital Gains and Losses for Tax on Investment Income

(b) How acquired P - Purchase (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mó., day, yr.) D - Donation 1a THIRD AVENUE SMALL CAP 04/29/13 VARTOUS b GENERAL MOTORS CO 05/09/1112/06/13 c HILLSHIRE BRANDS CO 01/19/1104/29/13 d OR ENERGY LP 05/05/1104/29/13 e OR ENERGY LP 05/05/1107/03/13 AVON PRODUCTS INC 10/28/1002/12/13 O AVON PRODUCTS INC 10/28/1004/29/13 h COCA COLA CO SENIOR NOTE 03/04/09|12/03/13 FRONTIER COMMUNICATIONS VARIOUS 04/29/13 GENERAL ELECTRIC CO NOTE 01/09/04/02/01/13 k GENERAL ELECTRIC CAPITAL CORP 06/09/0601/02/13 | GENERAL ELECTRIC CAPITAL CORP 01/09/0401/02/13 m GE CAPITAL INERNOTES 09/09/0805/15/13 n INERGY MIDSTREAM LP 07/18/0806/25/13 o JP MORGAN CHASE 01/09/0405/08/13 (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 4,869 4,416. 453. а 23. 22. b 1. 3,882. 3,327. 555. C 18,210. 18,854. ď -644. 7,980. 9,014. -1,034.15,420. 21,870. -6,450. 16,500. -5,370. 21,870. g 50,461 h 50,057. 404. 2,909 7,891. -4.982.50,000. 49,813. 187. 12,500 12,500. 0. 25,000 25,000 0. 150,000 148,350 1,650. m Ō. n 25,000. 25,000 Ō. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) (j) Adjusted basis Gains (excess of col. (h) gain over col. (k), (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any <u>453.</u> 1. 555. C -644.d -1,034. е -6,450.-5.370.g 404. h -4,982.187.Ō. 0. 1,650. m Ō. Π 0 0. { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8

CONTINUATION FOR 990-PF, PART IV 48-1196696 PAGE 2 OF 3

Tart TT Oupitar dams and Lo	5505 TOT TAX ON THEODERICH THOUSE	<u> </u>	
	describe the kind(s) of property sold		(b) How acquired (c) Date acquired (d) Date sold
	rick warehouse; or common stock, 20		D - Donation (110., day, yr.) (110., day, yr.)
	INTERNATIONAL IN	<u>e</u>	10/17/08 05/16/13
b SUBURBAN PROPA		F73.575	09/14/12/04/29/13
	MALL CAP VALUE F	עמט	VARIOUS 04/29/13
d WALGREEN CO	EDIDIG DIG IMEDG		01/06/09/08/01/13
	EBIDAS DAS AMERS		05/21/12/11/15/13
GENERAL MOTORS			05/09/11/12/03/13
g INERGY LP			VARIOUS 06/25/13
INERGY MIDSTRE	AM ID	<u></u>	VARIOUS 10/08/13
WINDSTREAM COR		·	VARIOUS 10/08/13 02/01/1009/03/13
•	ENERGY PARTNERS,	LP	05/20/0912/31/13
	TY PARTNERS, LP	шЕ	VARIOUS 12/31/13
m FERRELLGAS PAR			06/15/11/12/31/13
n FERRELLGAS PAR			06/15/11/12/31/13
ONEOK PARTNERS			03/20/13/12/31/13
	(f) Depreciation allowed	(g) Cost or other basis	(h) Gain or (loss)
(e) Gross sales price	(or allowable)	plus expense of sale	(e) plus (f) minus (g)
a 50,000.		47,244.	2,756.
b 15,604.		18,822.	-3,218.
c 45,131.		28,597.	16,534.
d 50,000.		52,655.	-2,655.
e 37,590.		37,590.	0.
f 49,560.		49,560.	0.
g 22,005.		22,005.	0.
h 32,903.		32,903.	0.
22,002.		22,002.	0.
31,017.		31,017.	0.
<u>k</u>		29.	-29.
<u> </u>		1.	-1.
<u>m</u> 1.			1.
n 67.		2.0	67.
0		32.	-32.
Complete only for assets snowl	ng gain in column (h) and owned by	, ·	(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k),
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (ı) over col. (j), if any	but not less than "-0-")
	25 01 12/01/05	Over coi. (j), it ally	2,756.
<u>a</u>			-3,218.
<u>b</u>			16,534.
c d			-2,655.
e	 		2,033.
f	 		0.
			0.
<u>g</u> h			0.
1	· · · · · · · · · · · · · · · · · · ·		0.
<u></u>			0.
<u>k</u>			-29.
<u></u>			-1.
<u>.</u>	<u> </u>		
<u>n</u>	<u> </u>		67.
0			-32.
		Doubling 7	
2 Capital gain net income or (net c	apital loss) { If gain, also enter	r in Part I, line 7)-" in Part I, line 7	2
	ess) as defined in sections 1222(5) an		
If gain, also enter in Part I, line 8) · · · · · · · · · · · · · · · · · · ·	
If (loss), enter "-0-" in Part I, line		J	3

CHARLES A. SULLIVAN FOUNDATION C/O BANK OF BLUE VALLEY, CO-TRUSTEE Part IV | Capital Gains and Losses for Tax on Investment Income

CONTINUATION FOR 990-PF, PART IV 48-1196696 PAGE 3 OF 3

(a) List and 2-story bi	d describe the kind(s) of property so rick warehouse; or common stock, 2	ld, e.g., real estate,		(b) How acquired P - Purchase	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAINS				D - Donation		<u> </u>
b	221222122					
С						·
d						
е						
f			_			
g						
h						
		<u> </u>				
					ļi	
<u>k</u>						
					 	
<u>m</u>			_		 	
0					 	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h (e) r) Gain or (loss) plus (f) minus (g)	
a 11,136.	(5. 25112510)	Proc oxpanio or only	+		(9)	11,136.
a 11,130.			+			11,130.
<u> </u>	 	 	-			
<u>d</u>			+			
e			+			
f			1			
9			1			
h						
1						
1						
<u>k</u>						
<u> </u>	ļ	·	—			
<u>m</u>		<u> </u>	+			
<u>n</u>		 -	+			
Complete only for assets show	ng gain in column (h) and owned by	the foundation on 12/31/69	+-	(1) Los	sses (from col. (h))	
	(j) Adjusted basis	(k) Excess of col. (i)	┥	Gains (excess	of col. (h) gain over	col (k),
(i) F.M.V. as of 12/31/69	as of 12/31/69	over col. (j), if any		but r	ot less than "-0-")	
a		,				11,136.
b			1			
С						
d						
е						
f			1_			
<u>g</u>	ļ		1			
<u>h</u>	<u> </u>		 			
<u></u>	 		+			
]	 		+			
<u>k</u>	 	 	+			
<u> </u>			+			<u>-</u>
n	 					
0		 	+			
			+	<u> </u>		
2 Capital gain net income or (net c		er in Part I, line 7 O-" in Part I, line 7	2	ļ	<u> </u>	9,329.
3 Net short-term capital gain or (lo if gain, also enter in Part I, line 8 if (loss), enter "-0-" in Part I, line	oss) as defined in sections 1222(5) a , column (c). 8	ind (6):	3		N/A	

Part XV Supplementary Information	n			
3 Grants and Contributions Paid During the	Year (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Contribution	, anount
BIRTHRIGHT OF KANSAS CITY 6309 WALNUT STREET	NONE	EXEMPT	GENERAL	
KANSAS CITY, MO 64113				5,000.
BISHOP SULLIVAN CENTER 6435 TRUMAN ROAD KANSAS CITY, MO 64126	NONE	EXEMPT	GENERAL	10,000.
CATHOLIC CHARITIES 9720 W 87TH STREET OVERLAND PARK, KS 66212	NONE	EXEMPT	GENERAL	15,000.
CATHOLIC CHARITIES OF KANSAS CITY 301 E ARMOUR BLVD, SUITE 620 KANSAS CITY, MO 64111	NONE	EXEMPT	GENERAL	10,000.
CATHOLIC FOUNDATION 257 EAST BROAD STREET COLUMBUS, OH 43215	NONE	EXEMPT	GENERAL	5,000.
CATHOLIC RELIEF SERVICES PO BOX 17152 BALTIMORE, MD 21298	NONE	EXEMPT	GENERAL	5,000.
COMPASSION PREGNANCY CENTERS 37540 GRATIOT, STE 100 CLINTON TOWNSHIP, MI 48036	NONE	EXEMPT	GENERAL	5,000.
CRISIS PREGNANCY CENTERS PO BOX 908, 250 S MAIN FLORENCE, AZ 85232	NONE	EXEMPT	GENERAL	10,000.
CRISTO REY KANSAS CITY 211 LINWOOD BLVD KANSAS CITY, MO 64111	NONE	EXEMPT	GENERAL	5,000.
DIOCESE OF PHOENIX PO BOX 13600 PHOENIX, AZ 85002	NONE	EXEMPT	GENERAL	2,000.
Total from continuation sheets				336,500.

Part XV Supplementary Information	n			
3 Grants and Contributions Paid During the	Year (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Contribution	, and an
EPHESUS FOUNDATION	NONE	EXEMPT	GENERAL	
6222 MCGEE STREET				
KANSAS CITY, MO 64113				3,000.
FLORENCE CRITTENTON SERVICES	NONE	EXEMPT	GENERAL	
PO BOX 36392				
CHARLOTTE, NC 28236				5,000.
GRACE LYNCH SCHOLARSHIP C/O NOTRE	NONE	EXEMPT	GENERAL	
DAME				
1100 GRACE HALL				
NOTRE DAME, IN 46556				3,000.
HARVESTERS	NONE	EXEMPT	GENERAL	
3801 TOPPING AVENUE			SENERAL	
KANSAS CITY, MO 64129				5,000.
WELLER OF TAXABLE				
HEARTBEAT OF TOLEDO	NONE	EXEMPT	GENERAL	
2130 MADISON AVENUE TOLEDO, OH 43624				
100000, 011 43024				20,000.
HOLY NAME CATHOLIC SCHOOL	NONE	EXEMPT	GENERAL	
1007 SOUTHWEST BLVD				
KANSAS CITY, KS 66103		 		5,000.
HOPE HOUSE	NONE	EXEMPT	GENERAL	
PO BOX 577				
LEE S SUMMIT, MO 64063		<u> </u>		10,000.
KANSANS FOR LIFE	NONE	EXEMPT	GENERAL	
2501 E. CENTRAL				
WICHITA, KS 67214				5,000.
KIDS UNLIMITED	NONE	EXEMPT	GENERAL	
8927 ROYAL OAK DRIVE				
HOLLAND, OH 43528				12,500.
LIFE CHOICES WOMEN'S CLINIC	NONE	EXEMPT	GENERAL	
9303 N 7TH STREET, SUITE 4				
PHOENIX, AZ 85020		<u> </u>		5,000.
Total from continuation sheets				

PO BOX 1102 PHOENIX, AZ 85001 MARY'S CHOICE PREGNANCY CENTER C/O CATFOLIC ASCHDIOCESE 12615 PARALLEL DRIVE EXEMPT DENERAL CATHOLIC ASCHDIOCESE 12615 PARALLEL DRIVE EXEMPT MIDDLE WAY HOUSE NO BOX 95 BLOOMINGTON, IN 47402 NONE EXEMPT DENERAL CENERAL S.,000. MOM'S HOUSE NONE EXEMPT DENERAL CENERAL CENERAL S.,000. MOM'S HOUSE NONE EXEMPT DENERAL CENERAL ACHIEVE STANKLIN AVENUE TOLEDO, OH 43610 NONE EXEMPT DENERAL ACHIEVE STANKLIN SUITE 220 INDEPENDENCE, MO 64055 NONE EXEMPT DENERAL JENERAL JENERAL OFFICE DAME ACADEMY 731 GRACE HALL NOTRE DAME ACADEMY 731 GRACE HALL NOTRE DAME, IN 46556 NONE EXEMPT DENERAL JENERAL JENERAL TO,000. PREGNANCY CENTER OF GREATER TOLEDO 716 IN WESTWOOD AVENUE TOLEDO, OH 46307 FREGNANCY CENTER OF GREATER TOLEDO 716 IN WESTWOOD AVENUE TOLEDO, OH 46307 FREGNANCY GENTER OF SANTA CRUZ SINTO SOQUEL DRIVE SANTA CRUZ, CA 95065 3,000. ROOM AT THE INN TONE EXEMPT DENERAL JENERAL JE	Part XV Supplementary Informatio				
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KANSAS CITY, MO 64132 5,000.	PO BOX 320599	TOTAL STATE OF THE	EAGIF 1	DENEKAL	
	KANSAS CITY, MO 64132				5.000.
	Total from continuation sheets				

Part XV Supplementary Informati 3 Grants and Contributions Paid During the				1
Recipient	If recipient is an individual,	1		· · · · · · · · · · · · · · · · · · ·
Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
name and address (nome or business)	or substantial contributor	recipient		
SAFEHOME PO BOX 4563	NONE	EXEMPT	GENERAL	
OVERLAND PARK, KS 66204				15,000
SOJOURNER CENTER	NONE	EXEMPT	GENERAL	
PO BOX 20156				
PHOENIX, AZ 85036				10,000
STRONG CITY SCHOOL FUND PO BOX 419037	NONE	EXEMPT	GENERAL	
KANSAS CITY, MO 64141				5,000
THE SISTERS, SERVANTS OF MARY	NONE	EXEMPT	GENERAL	
800 N 18TH STREET				
KANSAS CITY, KS 66102		 		1,000
VITAE FOUNDATION	NONE	EXEMPT	GENERAL	
1731 SOUTHRIDGE DRIVE, SUITE D JEFFERSON CITY, MO 65109				5,000
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WYANDOTTE PREGNANCY CLINIC	NONE	EXEMPT	GENERAL	
3021 N 54TH STREET	NONE	DAEMF I	GENERALI	
KANSAS CITY, KS 66104		<u> </u>		50,000
	-			<u> </u>
			 	-
Total from continuation sheets	·			

FORM 990-PF INTERES	ST ON SAVING	S AND T	EMPOR.	ARY (CASH	IN	VESTMENTS	SI	ATEMENT	1
SOURCE			(A) VENUE BOOK		NET	IN	(B) VESTMENT COME	N	(C) ADJUSTED IET INCOME	E
BANK OF BLUE VALLEY			90,1	15.			90,115.			
BANK OF BLUE VALLEY GOVERNMENT	- U.S.		1,8	82.			1,882.			
TOTAL TO PART I, LI	NE 3		91,9	97.			91,997.			
FORM 990-PF	DIVIDENDS	AND INT	EREST	FRO	M SEC	UR	ITIES	នា	ATEMENT	2
SOURCE	GROSS AMOUNT	CAPIT GAIN DIVIDE	S	RE	(A) VENUE BOOK		(B) NET INVES MENT INCO		(C) ADJUSTE NET INCO	
BANK OF BLUE VALLEY CRESTWOOD EQUITY	219,931.	11,	136.	2	08,79	95.	208,79	5.		
PARTNERS, LP	7.		0.			7.		7.		
FERRELLGAS PARTNERS, LP KINDER MORGAN	1.		0.			1.		1.		
ENERGY PARTNERS, LP	39.		0.		3	39.		9.		
ONEOK PARTNERS, LP SUBURBAN PROPANE	1.		0.			1.		1.		
PARTNERS, LP	1.		0.			1.		1.		
TO PART I, LINE 4	219,980.	11,	136.	2	08,84	4.	208,84	4.		
FORM 990-PF		OTHER	INCO	ME				sī	PATEMENT	3
DESCRIPTION			RE	(A) VENU: BOO			(B) ET INVEST- ENT INCOME		(C) ADJUSTEI NET INCOM	
BANK OF BLUE VALLEY INVESTMENT INCOME BANK OF BLUE VALLEY		END		2	538.		538			
DISTRIBUTION KINDER MORGAN ENERGY CRESTWOOD EQUITY PAI QR ENERGY, LP		LP		-1	,519. ,514. -697. -158.	,	3,519 0 0 0	•		

CHARLES A. SULLIVAN FOUNDAT	TION C/O BAN	К		48-1196696
SUBURBAN PROPANE PARTNERS, LE FERRELLGAS PARTNERS, LP ONEOK PARTNERS, LP PTP SALE ORD GAIN - QR PARTNE PTP SALE ORD GAIN - SUBURBAN PROPANE PARTNERS, LP CRESTWOOD MIDSTREAM PARTNERS,	ERS, LP	562. -441. -7,650. 4,256. 13,618. -633.	0. 0. 0. 0.	
TOTAL TO FORM 990-PF, PART I,				
TOTAL TO FORM 990-PF, PART 1,	===	11,400.	4,057.	
FORM 990-PF	ACCOUNTI	NG FEES	S	FATEMENT 4
DESCRIPTION		(B) NET INVEST- MENT INCOME		(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,110.	5,110.		0.
TO FORM 990-PF, PG 1, LN 16B	5,110.	5,110.		0.
FORM 990-PF (OTHER PROFES	SIONAL FEES	S	FATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	70,089.	67,391.		2,698.
TO FORM 990-PF, PG 1, LN 16C	70,089.	67,391.		2,698.
FORM 990-PF	TAX	ES	S'	FATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENT INCOME PD	3,646.	3,646.		3,646.
BANK OF BLUE RIVER TAXES - FOREIGN	697.	697.		697.
KINDER MORGAN ENERGY PARTNERS, LP - FOREIGN	2.	2.		2.
FERRELLGAS PARTNERS, LP - FOREIGN	1.	1.		1.
TO FORM 990-PF, PG 1, LN 18	4,346.	4,346.		4,346.

OTHER EXPENSES 1,611. 0. 1,611. TO FORM 990-PF, PG 1, LN 23 1,611. 0. 1,611. FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8 DESCRIPTION U.S. OTHER GOV'T GOV'T BOOK VALUE FAIR MARKET VALUE US/STATE GOVT X 96,951. 94,738. TOTAL U.S. GOVERNMENT OBLIGATIONS 96,951. 94,738. TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS 0. 0. 1.611. FORM 990-PF CORPORATE STOCK STATEMENT 9 FORM 990-PF CORPORATE STOCK STATEMENT 9 CORPORATE STOCK 4,448,337. 7,715,421. TOTAL TO FORM 990-PF, PART II, LINE 10B 4,448,337. 7,715,421. FORM 990-PF CORPORATE BONDS STATEMENT 10 DESCRIPTION BOOK VALUE FAIR MARKET VALUE	FORM 990-PF	OTHER E	XPENSES			STATEMENT
TO FORM 990-PF, PG 1, LN 23 1,611. 0. 1,611. FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8 DESCRIPTION U.S. OTHER GOV'T GOV'T BOOK VALUE VALUE US/STATE GOVT X 96,951. 94,738. TOTAL U.S. GOVERNMENT OBLIGATIONS 96,951. 94,738. TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS TOTAL TO FORM 990-PF, PART II, LINE 10A 96,951. 94,738. FORM 990-PF CORPORATE STOCK STATEMENT 9 DESCRIPTION BOOK VALUE FAIR MARKET VALUE CORPORATE STOCK 4,448,337. 7,715,421. TOTAL TO FORM 990-PF, PART II, LINE 10B 4.448,337. 7,715,421. FORM 990-PF CORPORATE BONDS STATEMENT 10 DESCRIPTION BOOK VALUE FAIR MARKET VALUE CORPORATE BONDS STATEMENT 10	DESCRIPTION	EXPENSES	NET INVE		ADJUSTEI	CHARITABL
FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8 U.S. OTHER GOV'T GOV'T BOOK VALUE FAIR MARKET VALUE US/STATE GOVT X 96,951. 94,738. TOTAL U.S. GOVERNMENT OBLIGATIONS 96,951. 94,738. TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS TOTAL TO FORM 990-PF, PART II, LINE 10A 96,951. 94,738. FORM 990-PF CORPORATE STOCK STATEMENT 9 DESCRIPTION BOOK VALUE FAIR MARKET VALUE CORPORATE STOCK 4,448,337. 7,715,421. TOTAL TO FORM 990-PF, PART II, LINE 10B 4,448,337. 7,715,421. FORM 990-PF CORPORATE BONDS STATEMENT 10 DESCRIPTION BOOK VALUE FAIR MARKET VALUE CORPORATE BONDS STATEMENT 10	OTHER EXPENSES	1,611.		0.		1,611
U.S. OTHER BOOK VALUE FAIR MARKET VALUE	TO FORM 990-PF, PG 1, LN 23	1,611.	-	0.		1,611
DESCRIPTION GOV'T GOV'T BOOK VALUE VALUE US/STATE GOVT X 96,951. 94,738. TOTAL U.S. GOVERNMENT OBLIGATIONS 96,951. 94,738. TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS TOTAL TO FORM 990-PF, PART II, LINE 10A 96,951. 94,738. FORM 990-PF CORPORATE STOCK STATEMENT 9 DESCRIPTION BOOK VALUE FAIR MARKET VALUE CORPORATE STOCK 4,448,337. 7,715,421. TOTAL TO FORM 990-PF, PART II, LINE 10B 4,448,337. 7,715,421. FORM 990-PF CORPORATE BONDS STATEMENT 10 DESCRIPTION BOOK VALUE FAIR MARKET VALUE CORPORATE BONDS 1,592,296. 1,718,105.	FORM 990-PF U.S. AND S	STATE/CITY G	OVERNMENT	OBLIGA	ATIONS	STATEMENT
TOTAL U.S. GOVERNMENT OBLIGATIONS TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS TOTAL TO FORM 990-PF, PART II, LINE 10A DESCRIPTION CORPORATE STOCK TOTAL TO FORM 990-PF, PART II, LINE 10B DESCRIPTION TOTAL TO FORM 990-PF, PART II, LINE 10B TATEMENT STATEMENT OUT OF THE PROPERT OF THE PART II, LINE 10B DESCRIPTION TOTAL TO FORM 990-PF, PART II, LINE 10B DESCRIPTION TOTAL TO FORM 990-PF, PART II, LINE 10B DESCRIPTION TOTAL TO FORM 990-PF, PART II, LINE 10B DESCRIPTION TOTAL TO FORM 990-PF, PART II, LINE 10B TATEMENT OUT OF THE PART OF THE PART II OUT OF THE PART OF THE PART OUT OUT OUT OUT OUT OUT OUT OUT OUT OU	DESCRIPTION			воок	VALUE	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS TOTAL TO FORM 990-PF, PART II, LINE 10A 96,951. 94,738. FORM 990-PF CORPORATE STOCK STATEMENT 9 DESCRIPTION BOOK VALUE VALUE CORPORATE STOCK 4,448,337. 7,715,421. TOTAL TO FORM 990-PF, PART II, LINE 10B 4,448,337. 7,715,421. FORM 990-PF CORPORATE BONDS STATEMENT 10 DESCRIPTION BOOK VALUE FAIR MARKET VALUE CORPORATE BONDS 1,592,296. 1,718,105.	US/STATE GOVT	X			96,951.	94,738
TOTAL TO FORM 990-PF, PART II, LINE 10A 96,951. 94,738. FORM 990-PF CORPORATE STOCK STATEMENT 9 DESCRIPTION BOOK VALUE VALUE CORPORATE STOCK 4,448,337. 7,715,421. TOTAL TO FORM 990-PF, PART II, LINE 10B 4,448,337. 7,715,421. FORM 990-PF CORPORATE BONDS STATEMENT 10 DESCRIPTION BOOK VALUE FAIR MARKET VALUE CORPORATE BONDS 1,592,296. 1,718,105.	TOTAL U.S. GOVERNMENT OBLIGAT	TIONS	•		96,951.	94,738
FORM 990-PF CORPORATE STOCK STATEMENT 9 DESCRIPTION BOOK VALUE CORPORATE STOCK 4,448,337. 7,715,421. TOTAL TO FORM 990-PF, PART II, LINE 10B 4,448,337. 7,715,421. FORM 990-PF CORPORATE BONDS STATEMENT 10 DESCRIPTION BOOK VALUE CORPORATE BONDS 1,592,296. 1,718,105.	TOTAL STATE AND MUNICIPAL GOV	VERNMENT OBL	IGATIONS		-	
DESCRIPTION CORPORATE STOCK TOTAL TO FORM 990-PF, PART II, LINE 10B DESCRIPTION CORPORATE BONDS TATEMENT 10 BOOK VALUE FAIR MARKET VALUE TOTAL TO FORM 990-PF CORPORATE BONDS STATEMENT 10 FAIR MARKET VALUE TOTAL TO FORM 990-PF CORPORATE BONDS TATEMENT 10 TOTAL TO FORM 990-PF TOTAL TO FORM 990-PF TOTAL TO FORM 990-PF CORPORATE BONDS TATEMENT 10 TOTAL TO FORM 990-PF TOTAL T	TOTAL TO FORM 990-PF, PART II	, LINE 10A	:		96,951.	94,738
DESCRIPTION CORPORATE STOCK TOTAL TO FORM 990-PF, PART II, LINE 10B FORM 990-PF CORPORATE BONDS TATEMENT 10 BOOK VALUE VALUE 4,448,337. 7,715,421. FAIR MARKET VALUE CORPORATE BONDS 1,592,296. 1,718,105.	FORM 990-PF	CORPORAT	E STOCK			STATEMENT
TOTAL TO FORM 990-PF, PART II, LINE 10B 4,448,337. 7,715,421. FORM 990-PF CORPORATE BONDS STATEMENT 10 BOOK VALUE CORPORATE BONDS 1,592,296. 1,718,105.	DESCRIPTION			воок	VALUE	
FORM 990-PF CORPORATE BONDS STATEMENT 10 DESCRIPTION BOOK VALUE FAIR MARKET VALUE CORPORATE BONDS 1,592,296. 1,718,105.	CORPORATE STOCK		-	4,4	48,337.	7,715,421
DESCRIPTION BOOK VALUE CORPORATE BONDS FAIR MARKET VALUE 1,592,296. 1,718,105.	TOTAL TO FORM 990-PF, PART II	I, LINE 10B	-	4,4	48,337.	7,715,421
DESCRIPTION BOOK VALUE VALUE CORPORATE BONDS 1,592,296. 1,718,105.	FORM 990-PF	CORPORAT	E BONDS			STATEMENT 1
	DESCRIPTION			воок	VALUE	
TOTAL TO FORM 990-PF, PART II, LINE 10C 1,592,296. 1,718,105.	CORPORATE BONDS		•	1,5	92,296.	1,718,105
	TOTAL TO FORM 990-PF, PART II	, LINE 10C	-	1,5	92,296.	1,718,105

FORM 990-PF	OTHER	INVESTMENTS		STATEMENT 11
DESCRIPTION		VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN	CRESTWOOD EQUITY	COST		
PARTNERS, LP	KINDER MORGAN ENERGY,	COST	21,426.	41,490.
LP	KINDER HORGAN ENERGI,	COSI	-1,808.	24,198.
INVESTMENT IN	QR ENERGY, LP	COST	7,891.	8,560.
INVESTMENT IN	FERRELLGAS PARTNERS,	COST		
LP			6,323.	11,475.
	ONEOK PARTNERS, LP	COST	42,399.	52,650.
INVESTMENT IN	CRESTWOOD MIDSTREAM	COST		
PARTNERS, LP		_	769.	32,257.
TOTAL TO FORM	990-PF, PART II, LINE	13	77,000.	170,630.
		<u> </u>		
FORM 990-PF		- LINE 1A		STATEMENT 12
	LIST OF FOUN	DATION MANAGE:	RS	

NAME OF MANAGER

CHARLES SULLIVAN
JACQUELINE SULLIVAN

FORM 990-PF	OTHER REVENUE			STATEMENT 13
DESCRIPTION	BUS CODE	UNRELATED EXBUSINESS INC CO	XCL EXCLUDED ODE AMOUNT	
KINDER MORGAN ENERGY	211110			
PARTNERS, LP		-1,514.		
CRESTWOOD EQUITY	211110			
PARTNERS, LP		-697.		
QR ENERGY, LP	211110	-158.		
SUBURBAN PROPANE	211110			
PARTNERS, LP		562.		
FERRELLGAS PARTNERS, LP	211110	-441.		
ONEOK PARTNERS, LP	211110	-7,650.		
PTP SALE ORD GAIN - QR	211110	,,,,,,		
PARTNERS, LP		4,256.		
PTP SALE ORD GAIN -	211110	-,		
SUBURBAN PROPANE				
PARTNERS, LP		13,618.		

CHARLES A. SULLIVAN	FOUNDATION C/O BANK		48-1196696
CRESTWOOD MIDSTREAM	211110	-	
PARTNERS, LP		-633. 	
TOTAL TO FORM 990-PF,	PG 12, LN 11	7,343.	