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

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning **APR 1, 2013**, and ending **MAR 31, 2014**

Name of foundation OPPENSTEIN BROTHERS FOUNDATION		A Employer identification number 43-6203035
Number and street (or P O box number if mail is not delivered to street address) COMMERCE BANK, TRUSTEE, 118 W. 47TH ST	Room/suite	B Telephone number (816) 234-2000
City or town, state or province, country, and ZIP or foreign postal code KANSAS CITY, MO 64112		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 32,926,058.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		759,934.	753,126.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,371,015.			STATEMENT 1
b Gross sales price for all assets on line 6a 10,765,780.					
7 Capital gain net income (from Part IV, line 2)			1,380,953.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		2,130,949.	2,134,079.		
13 Compensation of officers, directors, trustees, etc		222,817.	153,950.		68,867.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes OGDEN, UT		32,367.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		1,795.	-392.		407.
24 Total operating and administrative expenses. Add lines 13 through 23		256,979.	153,558.		69,274.
25 Contributions, gifts, grants paid		1,510,000.			1,510,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,766,979.	153,558.		1,579,274.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		363,970.			
b Net investment income (if negative, enter -0-)			1,980,521.		
c Adjusted net income (if negative, enter -0-)				N/A	

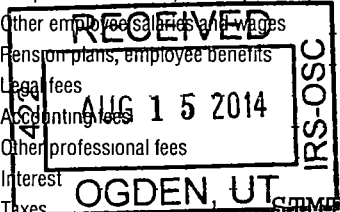
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LHA For Paperwork Reduction Act Notice, see instructions.

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2013.04000 OPPENSTEIN BROTHERS FOUNDAT OPPE3031



Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			303,443.	650,173.	650,173.
	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 ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations STMT 5			1,523,411.	1,618,478.	1,691,184.
	b Investments - corporate stock STMT 6			16,248,204.	14,092,653.	17,121,262.
	c Investments - corporate bonds STMT 7			4,298,967.	4,260,068.	404,091.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 8			8,315,863.	10,432,486.	13,059,291.
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶					
	15 Other assets (describe ▶ MISC. ASSETS-STMT C)			57.	57.	57.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			30,689,945.	31,053,915.	32,926,058.
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			30,689,945.	31,053,915.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.	
	30 Total net assets or fund balances			30,689,945.	31,053,915.	
	31 Total liabilities and net assets/fund balances			30,689,945.	31,053,915.	

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	30,689,945.
2 Enter amount from Part I, line 27a	2	363,970.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	31,053,915.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,053,915.

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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		P	VARIOUS	VARIOUS
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 10,765,780.		9,384,827.	1,380,953.
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			1,380,953.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,380,953.
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) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,474,764.	32,111,160.	.045927
2011	1,383,052.	31,984,983.	.043241
2010	1,660,576.	31,236,133.	.053162
2009	1,518,660.	28,664,162.	.052981
2008	1,856,089.	30,600,293.	.060656

2 Total of line 1, column (d)	2	.255967
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	.051193
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	35,083,976.
5 Multiply line 4 by line 3	5	1,796,054.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,805.
7 Add lines 5 and 6	7	1,815,859.
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	1,579,274.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	39,610.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	39,610.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	39,610.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	29,972.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	29,972.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	9,638.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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

N/A

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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? Website address ► N/A	13	X	
14	The books are in care of ► COMMERCE BANK, N.A. Located at ► 118 W. 47TH STREET KANSAS, CITY, MO Telephone no. ► (816) 234-2568 ZIP+4 ► 64112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 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, 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 ►	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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ► , , ,		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 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. ► , , ,		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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 expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 NA, INV.MGMT P.O. BOX 419248 KANSAS CITY, MO 64141-6248	CORP. TRUSTEE 40.00	153,950.	0.	0.
COMMERCE BANK NA, CHARITY OFFICE P.O. BOX 419248 KANSAS CITY, MO 64141-6248	CORP. TRUSTEE 40.00	51,761.	0.	0.
COMMERCE BANK NA, CHARITY MGMT P.O. BOX 419248 KANSAS CITY, MO 64141-6248	CORP. TRUSTEE 10.00	17,106.	0.	0.

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

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

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

0

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."

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

Total number of others receiving over \$50,000 for professional services

0

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 N/A	
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 investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	34,970,628.
b	Average of monthly cash balances	1b	647,622.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	35,618,250.
e	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	35,618,250.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	534,274.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,083,976.
6	Minimum investment return. Enter 5% of line 5	6	1,754,199.

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

1	Minimum investment return from Part X, line 6	1	1,754,199.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	39,610.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	39,610.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,714,589.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,714,589.
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	1,714,589.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,579,274.
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	1,579,274.
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	1,579,274.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,714,589.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,522,481.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,579,274.				
a Applied to 2012, but not more than line 2a			1,522,481.	
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.			
d Applied to 2013 distributable amount				56,793.
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))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				1,657,796.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

BETH RADTKE, PROGRAM OFFICER, (816) 234-2577
922 WALNUT, SUITE 200, KANSAS CITY, MO 64106-1809

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

NONE SPECIFIED

c Any submission deadlines:

NONE

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

AWARDS ARE FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, AND EDUCATIONAL PURPOSES
IN THE UNITED STATES.

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				
STATEMENT A	NONE	PUBLIC CHARITY	SEE STATEMENT	1,510,000.
Total			3a	1,510,000.
b Approved for future payment				
STATEMENT B	NONE	PUBLIC CHARITY	SEE STATEMENT	59,000.
Total			3b	59,000.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,765,780.	9,394,765.	0.	0.	1,371,015.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				1,371,015.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS & INTEREST	759,934.	0.	759,934.	753,126.	
TO PART I, LINE 4	759,934.	0.	759,934.	753,126.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX ESTIMATE	29,972.	0.		0.
FEDERAL EXCISE TAX FOR 2011 TAX RETURN	2,395.	0.		0.
TO FORM 990-PF, PG 1, LN 18	32,367.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSE	407.	0.		407.
FEEs ALLOCABLE TO TAX EXEMPT INTEREST	0.	-392.		0.
CURRENT TAX Yr	1,388.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,795.	-392.		407.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US & STATE GOVERNMENT OBLIGATIONS-STMT C		X	1,618,478.	1,691,184.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,618,478.	1,691,184.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,618,478.	1,691,184.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS-STMT C	14,092,653.	17,121,262.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,092,653.	17,121,262.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS-STMT C	4,260,068.	404,091.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,260,068.	404,091.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS AND OTHER INVESTMENTS-STMT C	COST	10,432,486.	13,059,291.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,432,486.	13,059,291.

Oppenstein Brothers Foundation
Attachment of Fiscal Year Payments for IRS 990PF
March 31, 2014

Recipient Name and Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Paid Date
Alphapointe 7501 Prospect Kansas City, MO 64132		PC	Purchase van	15,000.00	1 of 1	9/18/2013
Amethyst Place 2732 Troost Kansas City, MO 64109		PC	Support Client Services Coordinator	10,000.00	1 of 1	9/18/2013
Amvotrophic Lateral Sclerosis (ALS) Association - Keith Worthington Chapter 6950 Squibb Rd , Ste 210 Mission, KS 66202		PC	Care Services program	6,000.00	1 of 1	12/16/2013
Associated Youth Services 803 Armstrong Ave P O Box 171234 Kansas City, KS 66117-0234		PC	Partial salary for the GED instructor/coordinator position at the AYS Academy for 2013/2014	10,000.00	1 of 1	12/16/2013
Avila University 11901 Wornall Rd Kansas City, MO 64145-1698		PC	Capital campaign additional support over 2 years	12,500.00	1 of 2	3/13/2014
Benilde Hall 3220 E 23rd St Kansas City, MO 64127-4201		PC	Used for program support at the discretion of the Board of Directors or Trustees as they see fit for their organization	7,500.00	1 of 1	12/16/2013
Boy Scouts of America - Heart of America Council 10210 Holmes Rd Kansas City, MO 64131-4212		PC	Urban Scouting program	13,000.00	1 of 1	3/13/2014
Boys & Girls Club of Greater Kansas City 6301 Rockhill Rd , Ste 303 Kansas City, MO 64131		PC	Project Learn educational enhancement program	20,000.00	1 of 1	3/13/2014
Boys Hope Girls Hope of Kansas City 7930 State Line Rd , Ste 120 Prairie Village, KS 66208		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	5,000.00	1 of 1	3/13/2014
Brain Injury Association of Kansas and Greater Kansas City 6405 Metcalf Ave , Ste 302 Overland Park, KS 66202		PC	Information & Referral and Prevention programs	4,000.00	1 of 1	12/16/2013
Camps for Kids 4727 Logan Ave Kansas City, MO 64136-1161		PC	Camps for Kids campaign 2014	16,000.00	1 of 1	3/13/2014

Recipient Name and Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Paid Date
CASA of Johnson & Wyandotte Counties 5700 Broadmoor Street, Ste 201 Mission, KS 66202		PC	Child Advocate program	9,000.00	1 of 1	12/16/2013
Charlotte Street Foundation P O Box 10263 Kansas City, MO 64171-0263		PC	Urban Culture Project Studio Residency program	4,000.00	1 of 1	5/30/2013
Child Protection Center 3101 Broadway, Ste 750 Kansas City, MO 64111		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	10,000.00	1 of 1	3/13/2014
Children's Center for the Visually Impaired 3101 Main St Kansas City, MO 64111		PC	Scholarships for pre-school students	13,000.00	1 of 1	12/16/2013
Children's Place 2 E 59th St Kansas City, MO 64113		PC	Day Treatment Services program	25,000.00	1 of 1	9/18/2013
Children's TLC 3101 Main St Kansas City, MO 64111		PC	Therapeutic preschool	20,000.00	1 of 1	12/16/2013
Community of the Good Shepherd 10101 James A Reed Rd Kansas City, MO 64134		PC	Update IT system	5,000.00	1 of 1	9/18/2013
Community Services League 404 N Noland Rd Independence, MO 64050		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization.	7,500.00	1 of 1	9/18/2013
Coterie 2450 Grand Blvd , Ste 144 Kansas City, MO 64108-2520		PC	Used for program support at the discretion of the Board of Directors or Trustees as they see fit for their organization	8,000.00	1 of 1	12/16/2013
Cross-Lines Community Outreach 736 Shawnee Ave Kansas City, KS 66105		PC	Emergency Assistance program	7,500.00	1 of 1	3/13/2014
DeLaSalle Education Center 3737 Troost Ave Kansas City, MO 64109		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	25,000.00	1 of 1	3/13/2014
Don Bosco Community Center 580 Campbell St Kansas City, MO 64124		PC	2013 Emergency Assistance program	18,000.00	1 of 1	12/16/2013
Donnelly College 608 N 18th St Kansas City, KS 66102		PC	English as a Second Language program	12,500.00	1 of 1	9/18/2013

Recipient Name and Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Paid Date
Downtown Outreach 1307 Holmes Kansas City, MO 64106-2845		PC	Used for program support at the discretion of the Board of Directors or Trustees as they see fit for their organization	6,000.00	1 of 1	9/18/2013
Duchesne Clinic 636 Taumonee Kansas City, KS 66101-3042		PC	Support direct patient care for uninsured patients	12,000.00	1 of 1	9/18/2013
ECH Every Child's Hope - Kansas City 5100 Noland Rd Kansas City, MO 64133		PC	Multi-purpose facility furnishings/electronics	5,000.00	1 of 1	9/18/2013
Episcopal Community Services 11 E 40th St Kansas City, MO 64111		PC	Food Rescue program	30,000.00	1 of 1	12/16/2013
Folly Theater 1020 Central, Ste 200 P O Box 26505 Kansas City, MO 64196		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	3,500.00	1 of 1	5/30/2013
Friends of Chamber Music 4635 Wyandotte, Ste 201 Kansas City, MO 64112-1542		PC	Young Friends program	10,000.00	1 of 1	3/13/2014
Girl Scouts - NE Kansas & NW Missouri Council 8383 Blue Pkwy Dr Kansas City, MO 64133		PC	Girl Scout Leadership Experience for urban girls	12,500.00	1 of 1	12/16/2013
Good Samaritan Project 3030 Walnut Kansas City, MO 64108-3811		PC	Women of Color HIV/AIDS and STDs Prevention program	3,000.00	1 of 1	5/30/2013
Habitat for Humanity Kansas City 1423 E Linwood Blvd Kansas City, MO 64109		PC	2013/2014 Habitat home builds	10,000.00	1 of 1	9/18/2013
Habitat for Humanity Kansas City Kansas 1401 Fairfax Tfwy., Ste 323D Kansas City, KS 66115		PC	Purchase equipment for ReStore	13,000.00	1 of 1	5/30/2013
HappyBottoms 1941 Central St Kansas City, MO 64108-2029		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	2,000.00	1 of 1	9/18/2013
Harriman-Jewell Series 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		PC	2013/2014 education events	25,000.00	1 of 1	12/16/2013

Recipient Name and Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Paid Date
Harry S Truman Library Institute 500 W U S Hwy 24 Independence, MO 64050-1798		PC	Develop a Truman and Israel module for the White House Decision Center	25,000.00	1 of 1	5/30/2013
Harvesters 3801 Topping Ave. Kansas City, MO 64129		PC	Childhood Hunger Initiative	30,000.00	1 of 1	3/13/2014
Heartland Chamber Music 5960 Dearborn, Ste 214 Mission, KS 66202		PC	Festival Scholars program and Hall Pass concerts	3,000.00	1 of 1	5/30/2013
Hope House P O Box 520409 Lee's Summit, MO 64063		PC	Children's Services Program	25,000.00	1 of 1	3/13/2014
Hope Network of Raytown 10500 E 350 Hwy Raytown, MO 64138		PC	Expand Mission of Hope Clinic	5,000.00	1 of 1	3/13/2014
ITN Greater Kansas City % Research Medical Ctr 6601 Rockhill Rd , Ste 101 Kansas City, MO 64131		PC	Transportation services for seniors and sight impaired adults	5,000.00	1 of 1	12/16/2013
Jackson County CASA 2544 Holmes Kansas City, MO 64108		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	12,500.00	1 of 1	3/13/2014
Jewish Family Services of Greater Kansas City 5801 W 115th St, Ste 103 Overland Park, KS 66211-1824		PC	Older Adult Services program	10,000.00	1 of 1	12/16/2013
Jewish Federation of Greater Kansas City 5801 W 115th St, Ste 201 Overland Park, KS 66211-1824		PC	Annual support (2015)	100,000.00	1 of 1	3/13/2014
Kansas City Art Institute 4415 Warwick Blvd Kansas City, MO 64111-1874		PC	Children & Youth and Community Arts & Service Learning (CASL) programs	15,000.00	1 of 1	9/18/2013
Kansas City Ballet 500 W Pershing Rd Kansas City, MO 64108-2430		PC	Reach Out and Dance (ROAD) program	15,000.00	1 of 1	4/2/2013
Kansas City Community Gardens 6917 Kensington Kansas City, MO 64132		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	7,500.00	1 of 1	5/30/2013
Kansas City Hospice 9221 Ward Parkway, Ste 100 Kansas City, MO 64114		PC	Patient Charity Care	10,000.00	1 of 1	9/18/2013

Recipient Name and Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Paid Date
Kansas City Metropolitan Crime Commission 3100 Broadway, Ste 226 Kansas City, MO 64111		PC	Second Chance program	8,000.00	1 of 1	12/16/2013
Kansas City Repertory Theatre 4825 Troost Ave, Ste 101 Kansas City, MO 64110-2030		PC	2013/2014 education programs	7,500.00	1 of 1	9/18/2013
Kansas City Rescue Mission 1520 Cherry St Kansas City, MO 64108-1530		PC	Capital campaign	15,000.00	1 of 1	11/5/2013
Kansas City Symphony 1703 Wyandotte St, Ste 200 Kansas City, MO 64108		PC	Support of youth education and community engagement programs	25,000.00	1 of 1	3/13/2014
Kansas City Young Audiences 5601 Wyandotte Kansas City, MO 64113		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	20,000.00	1 of 1	12/16/2013
Kauffman Center for the Performing Arts 1601 Broadway Blvd Kansas City, MO 64108		PC	Open Doors program	10,000.00	1 of 1	9/18/2013
Kids tlc Transforming Lives in Crisis 480 S Rogers Rd Olathe, KS 66062-1706		PC	Renovation of HVAC system	15,000.00	1 of 1	12/16/2013
Lazarus Ministries 205 E Ninth St Kansas City, MO 64106-2004		PC	Purchase van	14,500.00	1 of 1	9/18/2013
Lyric Opera of Kansas City 1725 Holmes St Kansas City, MO 64108-1538		PC	Youth education programming over 2 years	25,000.00	2 of 2	12/5/2013
Mattie Rhodes Center 1740 Jefferson St Kansas City, MO 64108		PC	Latino Family Domestic Violence Prevention program	10,000.00	1 of 1	5/30/2013
Metropolitan Lutheran Ministry 3031 Holmes St Kansas City, MO 64109-1435		PC	MLM Breakfast Ministry	30,000.00	1 of 1	9/18/2013
Midwest Center for Holocaust Education 5801 W 115th St., Ste 106 Overland Park, KS 66211-1800		PC	"State of Deception The Power of Nazi Propaganda" exhibition	7,500.00	1 of 1	9/18/2013

Recipient Name and Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Paid Date
Midwest Foster Care and Adoption Association 18600 E 37th Terr. Box 11 Independence, MO 64057		PC	30 Days to Family program	10,000.00	1 of 1	12/16/2013
Miles of Smiles 6301 N Oak Trfy, Ste 204 Kansas City, MO 64118		PC	Oral healthcare kits for low-income children	5,000.00	1 of 1	3/13/2014
MOCSA 3100 Broadway, Ste 400 Kansas City, MO 64111		PC	Enhancement of reception area	16,000 00	1 of 1	12/16/2013
n2n P O Box 32913 Kansas City, MO 64171		PC	Used for program support at the discretion of the Board of Directors or Trustees as they see fit for their organization	5,000 00	1 of 1	3/13/2014
National Association of Intercollegiate Athletics 1200 Grand Blvd Kansas City, MO 64106		SO III FI	Champions of Character program support	5,000 00	1 of 1	12/16/2013
National Council of Jewish Women, Kansas City Section 5311 West 75th St Shawnee Mission, KS 66208		PC	Back to School Store	3,000 00	1 of 1	3/13/2014
Nelson-Atkins Museum of Art 4525 Oak St Kansas City, MO 64111-1873		PC	Acquisition of artwork in memory of Laura Kemper Fields	100,000 00	1 of 1	3/13/2014
Newhouse 660 Brooklyn P O Box 240019 Kansas City, MO 64124-0019		PC	On-Site school building renovations	20,000 00	1 of 1	9/18/2013
Niles Home for Children 1911 E 23rd St Kansas City, MO 64127-3701		PC	Second Chances program	15,000 00	1 of 1	9/18/2013
Northland Assistance Center 2018 Gentry North Kansas City, MO 64116		PC	Emergency assistance program	7,500 00	1 of 1	5/30/2013
Northland Early Education Center 8630 N Oak Trfy Kansas City, MO 64155		PC	Early Intervention Services program	6,000 00	1 of 1	12/16/2013

Recipient Name and Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Paid Date
Operation Breakthrough St Vincent's Family Services Center 3039 Troost Kansas City, MO 64109		PC	Social services programs	30,000.00	1 of 1	9/18/2013
Ozanam 421 E 137th St Kansas City, MO 64145		PC	Pathways Alternative Living Solutions program	7,500.00	1 of 1	12/16/2013
Paul Mesner Puppets 1006 Linwood Blvd Kansas City, MO 64109		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	8,000.00	1 of 1	12/16/2013
Pets for Life 7240 Wornall Rd Kansas City, MO 64114		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	3,000.00	1 of 1	9/18/2013
Planned Parenthood of Kansas City 4401 W 109th, Ste 200 Overland Park, KS 66211		PC	Sexual health education programs	30,000.00	1 of 1	12/16/2013
Reconciliation Services 3101 Troost Ave Kansas City, MO 64109		PC	Emergency Services program	5,000.00	1 of 1	9/18/2013
Redemptorist Center 207 W Linwood Blvd Kansas City, MO 64111-1327		PC	Emergency client assistance	20,000.00	1 of 1	3/13/2014
ReDiscover 901 N E Independence Ave Lee's Summit, MO 64086-5544		PC	Capital Campaign - Security equipment for Friendship House and Catherine's Place	15,000.00	1 of 1	12/16/2013
reStart 918 East 9th St Kansas City, MO 64106-3072		PC	Adult Shelter program	20,000.00	1 of 1	9/18/2013
Ronald McDonald House Charities of Kansas City 2502 Cherry St Kansas City, MO 64108		PC	Furnishings and appliances	10,000.00	1 of 1	9/18/2013
Rose Brooks Center P O Box 320599 Kansas City, MO 64132-0599		PC	Establish an on-site health clinic (SafeCARE Health Clinic) on the Rose Brooks Campus	25,000.00	1 of 1	5/30/2013
Rotary Club Youth Camp Association 22310 E Colbern Rd Lee's Summit, MO 64086		PC	Run electricity and install exhaust fans to all cabins	10,000.00	1 of 1	5/30/2013
Safehome P O Box 4563 Overland Park, KS 66204-0563		PC	Capital campaign	25,000.00	1 of 1	9/18/2013

Recipient Name and Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Paid Date
SAVE Foundation P O Box 45301 Kansas City, MO 64171-8301		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	10,000.00	1 of 1	9/18/2013
Science Pioneers 30 W Pershing Rd , Ste 410 Kansas City, MO 64108		PC	"ScienceWise" and "Strategic STEM Instruction" teacher development programs	3,000.00	1 of 1	9/18/2013
Shepherd's Center of Kansas City Central 5200 Oak St Kansas City, MO 64112		PC	Faith-Based Caregiving Teams (FBCT) project	10,000.00	1 of 1	3/13/2014
Shepherd's Center of Kansas City Kansas 757 Armstrong Ave Kansas City, KS 66101		PC	Minor home repair program	10,000.00	1 of 1	9/18/2013
Shepherd's Center of the Northland 4805 N E Antioch Rd, Ste 9 Kansas City, MO 64119		PC	Respite Care program	5,000.00	1 of 1	9/18/2013
Society of St Andrew West Headquarters 3801 Topping Ave Kansas City, MO 64129		PC	Used for program support at the discretion of the Board of Directors or Trustees as they see fit for their organization	12,500.00	1 of 1	12/16/2013
St Luke's Hospital P O Box 119000 Kansas City, MO 64171-9000		PC	Campaign for St Luke's Neuroscience Institute -create an Advanced Neuro-Rehab Assisted and Robotic Gym	50,000.00	1 of 1	5/30/2013
Strong City School Fund P O Box 419037 Kansas City, MO 64141-6037	Greater Kansas City Community Foundation	PC	School operations and tuition assistance for the 2013/2014 school year	7,500.00	1 of 1	3/13/2014
Sunflower House 15440 W 65th St Shawnee, KS 66217		PC	Prevention Education program	12,000.00	1 of 1	12/16/2013
Synergy Services 400 E 6th St Parkville, MO 64152-3703		PC	Youth Resiliency Center Teen Clinic	10,000.00	1 of 1	12/16/2013
The Whole Person 3710 Main St Kansas City, MO 64111-1913		PC	The Whole Family Project	2,500.00	1 of 1	9/18/2013
Theatre for Young America P O Box 356 Mission, KS 66201		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	5,000.00	1 of 1	3/13/2014
Toy and Miniature Museum of Kansas City Fund 5235 Oak St Kansas City, MO 64112	Greater Kansas City Community Foundation	PC	Capital campaign	50,000.00	1 of 1	12/16/2013

Recipient Name and Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Paid Date
Turner House Children's Clinic 21 N 12th St, Ste 300 Kansas City, KS 66102		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	10,000.00	1 of 1	9/18/2013
Urban Ranger Corps 5908 Swope Pkwy Kansas City, MO 64130		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	7,500.00	1 of 1	5/30/2013
Wildwood Outdoor Education Center 7095 W 399th St LaCygne, KS 66040		PC	2013 Summer Adventure program	6,000.00	1 of 1	5/30/2013
Women's Employment Network 920 Main St, Ste 100 Kansas City, MO 64105-2000		PC	Employment Preparation and Career Transition Training program	12,000.00	1 of 1	12/16/2013
Young Women on the Move 10940 Parallel Pkwy, Ste K-180 Kansas City, KS 66109		PC	Used for program support at the discretion of the Board of Directors or Trustees as they see fit for their organization	5,000.00	1 of 1	12/16/2013
Youth Symphony Association of Kansas City 5960 Dearborn, Ste 206 Mission, KS 66202		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	15,000.00	1 of 1	3/13/2014
Total Contributions for the Year:				1,510,000.00		

Oppenstein Brothers Foundation - List of Future Commitments as of March 31, 2014

Organization	FYE 03/31/2015	
Cultivate Kansas City	April	10,000
Family Conservancy	April	10,000
Avila University (2 of 2)	March	12,500
Heart of America Shakespeare Festival	April	5,000
Kansas City Ballet	April	15,000
Wildwood Outdoor Education Center	April	6,500
Fiscal Year Total		59,000

OPPENSTEIN BROS FOUNDATION MAIN A/C
As of March 31, 2014

43-6203035

Group	Description	Units	Book Value	Market Value
	SAVINGS AND TEMPORARY INVESTMENTS			
	FINANCIAL SQUARE TR GOVERNMENT FD	650,173	650,172 58	650,172 58
	TOTAL SAVINGS AND TEMPORARY INVESTMENTS	650,173	650,172 58	650,172 58
	US & STATE GOVERNMENT OBLIGATIONS			
	FHLMC GOLD POOL # G01839 5% 6/1/35	15,914	14,867 54	17,352 13
	FFCB NT 4 875% 12/21/26	75,000	89,086 50	83,595 00
	FFCB NT 5 19% 4/22/21	180,000	181,494 00	211,361 40
	FHLMC GOLD POOL # P10021 6% 11/1/17	6,927	7,294 64	7,226 51
	FHLMC POOL # 1B3915 V/R 9/1/35	32,647	31,810 70	34,947 27
	FHLMC POOL # 781530 V/R 5/1/34	6,757	6,525 88	7,160 55
	FHLMC POOL # 847512 V/R 1/1/36	8,469	8,411 15	9,052 83
	FHR 2110 CL PG 6% 1/15/29	33,901	34,880 48	37,654 36
	FHR 2126 CL CB 6 25% 2/15/29	23,816	24,377 88	26,247 32
	FHR 2632 CL A 4% 1/15/18	2,159	2,070 12	2,171 59
	FHR 2677 CL BC 4% 9/15/18	4,562	4,020 59	4,779 86
	FHR 2808 CL VA 5 5% 5/15/15	20,376	20,524 95	20,780 75
	FHR 3775 CL EM 3 5% 11/15/25	42,824	43,867 42	43,440 62
	FNMA NT 1 625% 10/26/15	70,000	71,845 90	71,461 60
	FNMA POOL # 490365 V/R 12/1/28	7,259	7,513 10	7,447 19
	FNMA POOL # 675570 6% 12/1/32	3,945	4,056 21	4,394 06
	FNMA POOL # 704605 5% 6/1/18	7,732	7,946 54	8,222 32
	FNMA POOL # 735648 V/R 02/01/34	17,683	17,638 63	18,720 85
	FNMA POOL # 802650 5 109% 10/1/34	6,315	6,426 86	6,679 93
	FNMA POOL # 816308 V/R 2/1/35	6,208	6,190 85	6,552 79
	FNMA POOL # AJ4087 3% 10/1/26	43,325	44,719 84	44,533 64
	FNMA POOL #539256 6% 09/01/29	30,897	31,763 73	34,849 08
	FNR 2003-117 CL KB 6% 12/25/33	75,000	77,251 95	84,981 60
	FNR 2003-14 CL AP 4% 3/25/33	5,220	5,290 99	5,482 20
	FNR 2006-77 CL PC 6 5% 8/25/36	42,841	48,437 16	48,486 17
	GNMA II POOL #002056 7 5% 8/20/25	6,050	6,401 89	6,938 88
	GNMA II POOL #002248 7 5% 7/20/26	14,985	15,876 12	17,435 44
	GNMA POOL # 603566 5 5% 4/15/33	12,070	12,263 17	13,428 45
	GNMA POOL # 622123 5 5% 10/15/33	10,220	10,588 58	11,517 49
	HENNEPIN CO MN TXBL GO 4 8% 12/1/35	60,000	62,491 80	63,229 20
	HI ST TAXBL GO 1 95% 8/1/18	55,000	55,000 00	55,697 40
	KENT CNTY MI GO 5% 1/1/25	70,000	74,264 40	76,476 40
	MA ST HSG REV 3 9% 6/1/20	75,000	75,000 00	78,339 00
	OCEAN CITY MD BAB GO 2 7% 11/1/15	80,000	80,278 40	82,161 60
	SCHAUMBURG IL GO 4% 12/1/17	55,000	61,179 25	60,473 05
	TX ST A & M UNIV REV 4 772% 5/15/33	55,000	55,000 00	56,486 10
	U S TREASURY BONDS 4 5% 2/15/36	50,000	56,015 83	58,703 50
	U S TREASURY BONDS 4 75% 2/15/37	25,000	24,436 52	30,390 75
	U S TREASURY NOTE 0 75% 10/31/17	75,000	74,270 76	73,799 25
	U S TREASURY NT 750% 12/31/17	25,000	24,783 29	24,515 75
	U S TREASURY NT 2% 2/15/23	55,000	52,314 67	52,312 70
	WI HSG REV 5 727% 9/1/37	10,000	10,000 00	10,008 50
	WV ST HSG REV 2 559% 5/1/17	70,000	70,000 00	71,689 10
	TOTAL US & ST GOVERNMENT OBLIGATIONS	1,573,111 28	1,618,478 29	1,691,184 18
	STOCKS			
	AUTOMATIC DATA PROCESSING INC	400	24,161 69	30,904 00
	ADOBE SYSTEM INC	400	25,906 56	26,296 00
	ALLISON TRANSMISSION HOLDING	800	23,578 80	23,952 00
	ALTRIA GROUP INC	800	26,358 49	29,944 00
	AMERICAN EXPRESS CO	300	15,626 37	27,009 00
	AMERICAN HOMES 4 RENT A	1,400	23,671 90	23,394 00
	AMETEK AEROSPACE PRODS INC	500	21,121 25	25,745 00
	AMGEN INC	300	27,821 23	37,002 00
	ANSYS INC	400	27,970 89	30,808 00
	APPLE INC	200	119,949 98	107,348 00
	ARCHER DANIELS MIDLAND	700	29,283 10	30,373 00
	AUTOZONE INC	50	26,234 47	26,855 00
	BARD C R INC	200	17,910 79	29,596 00
	BECTON DICKINSON & COMPANY	300	30,230 79	35,124 00
	BLACKROCK INC	50	9,474 34	15,724 00
	CBS CORP-CL B	500	29,401 45	30,900 00
	CERNER CORP	500	24,432 35	28,125 00
	CHARTER COMMUNICATION A	200	24,784 28	24,640 00
	CHUBB CORP	300	25,340 55	26,790 00
	CLEARBRIDGE SMALL CAP	20,584	415,630 15	609,086 83
	COCA COLA	900	25,891 96	34,794 00
	COLGATE PALMOLIVE	400	20,460 37	25,948 00
	COLUMBIA ACORN INTL FUND-Z	19,537	783,141 86	923,137 00
	COMCAST CORPORATION CL-A	600	21,535 74	30,024 00
	COMMERCE MIDCAP GROWTH FUND	13,446	445,854 81	495,226 64
	COMMERCE VALUE FUND INSTITUTIONAL	50,397	1,147,880 97	1,564,330 52
	CROWN CASTLE INTL CORP	400	28,519 59	29,512 00
	DIRECTV	400	19,822 44	30,568 00
	DODGE & COX INTERNATIONAL STOCK FUND	16,129	700,331 97	713,374 35

OPPENSTEIN BROS FOUNDATION MAIN A/C
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43-6203035				
Group	Description	Units	Book Value	Market Value
	DOLLAR TREE INC	400	22,108 76	20,872 00
	DONALDSON INC	600	19,319 40	25,440 00
	ECOLAB INC	300	25,728 15	32,397 00
	EXTRA SPACE STORAGE INC	500	18,078 90	24,255 00
	FISERV INC	400	17 546 36	22,676 00
	FLOWSERVE CORP	300	14,429 16	23,502 00
	GOOGLE INC CL A	35	10,491 26	39,007 85
	GRACE W R & CO	300	23 210 13	29,751 00
	GRAINGER W W INC	100	19 945 00	25,266 00
	HOME DEPOT INC	300	20,865 75	23,739 00
	HONEYWELL INTL INC	300	19 182 06	27,828 00
	IDEXX LABS INC	200	19,594 40	24 280 00
	ILLINOIS TOOL WORKS INC	400	25,614 35	32,532 00
	INTEL CORP	1 100	22 744 36	28,395 40
	INTERCONTINENTAL EXCHANGE GROUP INC	100	20 118 70	19,783 00
	INTERNATIONAL BUSINESS MACHINES	250	52 202 00	48,122 50
	JARDEN CORP	450	16 462 80	26,923 50
	JOHNSON AND JOHNSON	300	21,079 65	29,469 00
	JP MORGAN ALERIAN MLP INDEX ETN	9,000	324,081 00	418,860 00
	KELLOGG CO	500	30 234 52	31 355 00
	KIMBERLY CLARK CORP	300	25 074 60	33 075 00
	KROGER CO	600	20,881 32	26,190 00
	LAM RESH CORP	500	26,108 05	27,500 00
	LAUDER ESTEE COS INC CL A	400	24,764 84	26,752 00
	LAZARD EMERGING MARKETS EQUITY PORT	29 989	601,614 69	557 504 77
	LOCKHEED MARTIN CORP	200	19,450 39	32,648 00
	LOWES COMPANIES INC	600	11,950 86	29 340 00
	MACYS INC	500	18,459 25	29 845 00
	MASTERCARD INCORPORATED CLASS A	500	23,002 30	37,350 00
	MCKESSON CORP COMMON STOCK	200	15,798 18	35 314 00
	MFS RESEARCH INTERNATIONAL FUND-I	160,475	2,643,567 83	2,946,317 14
	MICROCHIP TECHNOLOGY INC	500	18,684 45	23 880 00
	MICROSOFT CORP	1,880	60 996 60	77,061 20
	MONSANTO CO	300	28,098 24	34 131 00
	MOODYS CORPORATION	400	31,870 52	31 728 00
	MORGAN STANLEY INS M/C GR-IN	22,326	723 196 82	1,012,505 19
	NATIXIS LOOMIS SAYLES VALUE FUND Y	73,581	1 417 186 55	2,019,809 65
	NIKE INC CLASS B	400	20 595 16	29 544 00
	PACKAGING CORP OF AMERICA	300	8 752 20	21,111 00
	PALL CORP	300	18,215 01	26 841 00
	PAYCHEX INC	600	19,670 46	25,560 00
	PEPSICO INC	350	24 196 71	29,225 00
	PHILIP MORRIS INTERNATIONAL	400	18,061 13	32,748 00
	PRUDENTIAL GLOBAL REAL EST-Z	15,561	326 035 66	353 069 49
	PUBLIC STORAGE	200	29,863 64	33,698 00
	QUALCOMM INC	400	23,933 30	31,544 00
	REYNOLDS AMERICAN INC	600	29,113 14	32,052 00
	ROBECO BP LNG/SHRT RES-INS	51 440	685,929 02	754 111 88
	RPM INC OHIO	600	21,719 40	25,104 00
	SCHLUMBERGER LTD	250	16,896 10	24,375 00
	SERVICE CORP INTERNATIONAL	1 300	23 455 12	25 844 00
	SHERWIN WILLIAMS CO	100	15,511 55	19,713 00
	STRYKER CORP	400	27,717 92	32,588 00
	T ROWE PRICE GROUP INC	300	18,334 40	24,705 00
	TARGET SMALL CAP VALUE PT	42,336	875,434 47	1,151,113 09
	TECHNE CORP	300	27 331 23	25,511 00
	UNION PACIFIC CORP	100	7,674 57	18,766 00
	UNITED PARCEL SERVICE B	300	26,142 78	29,214 00
	UNITED TECHNOLOGIES CORP	250	14 884 47	29 210 00
	V F CORP	500	30,633 65	30,940 00
	VERIZON COMMUNICATIONS	700	31,334 03	33,299 00
	VIACOM INC-CLASS B	300	24,566 85	25 497 00
	VISA INC CLASS A SHARES	100	13 428 04	21,588 00
	WAL-MART STORES INC	300	21,380 95	22,929 00
	WASTE MGMT INC DEL	700	29,029 05	29 449 00
	WFA PREMIER L/C GROWTH-I	81,553	1 046 741 78	1 180 078 91
	TOTAL STOCKS	641,121 00	14,092,653 13	17,121,261 91

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Group	Description	Units	Book Value	Market Value
	CORPORATE BONDS			
	ABBOTT LABS NT 6 15% 11/30/37	50,000	49,800 00	62,729 00
	AMER EXPRESS NT 1 3% 7/29/16	55,000	54,987 35	55,428 45
	APPLE INC NT 2 4% 5/3/23	55,000	54,926 85	51,000 40
	AT&T INC NT 0 9% 2/12/16	55,000	54,964 25	54,989 55
	BB&T CORP NT 3 2% 3/15/16	65,000	66,595 10	67,839 20
	BERKSHIRE HATHAWAY NT 1 3% 5/15/18	55,000	54,968 10	54,074 35
	BK OF MONTREAL NT 2 5% 1/11/17	70,000	71,449 70	72,494 80
	BK OF NOVA SCOTIA NT 1 375% 12/18/17	55,000	54,938 95	54,440 10
	BK OF NY MELLON NT 3 65% 2/4/24	60,000	59,781 00	60,468 00
	BP CAPITAL MKTS NT 2 241% 9/26/18	55,000	55,000 00	55,420 20
	BRISTOL MYERS SQUIBB NT 1 75% 3/1/19	55,000	54,747 00	53 975 35
	CHASE 2003-S13 CL A1 5 5% 11/25/33	13,326	11,560 18	14,002 12
	CHEVRON CORP NT 1 104% 12/5/17	50,000	50,000 00	49,562 50
	CITIGROUP INC NT 5 3% 1/7/16	50 000	44,807 50	53 715 50
	CONVENTION CTR RI REV 5 77% 5/15/14	35,000	35,000 00	35 203 70
	CR BARD INC NT 1 375% 1/15/18	55,000	54,930 15	53,947 30
	CSFB 2003-19 CL 1A4 5 25% 7/25/33	26,444	23,204 84	27 234 67
	CWALT 2004-18CB CL 3A1 5 25% 9/25/19	8,800	8,893 34	8 968 44
	CWHL 2003-J6 CL 1A1 5 5% 8/25/33	19,724	19 761 01	20,637 39
	DBUBS 2011 LC3A CL A1 2 238% 9/10/16	41 118	41,528 94	41 639 27
	DIAGEO CAP PLC NT 5 5% 9/30/16	55,000	54,887 25	61,234 25
	EMC CORP NT 2 65% 6/1/20	50 000	48,299 50	49,769 50
	EMERSON ELEC CO NT 5 375% 10/15/17	60,000	59,353 80	68,129 40
	EQUITABLE LIFE ASSUR NT 7 7% 12/1/15	80 000	87,761 20	88,132 80
	FL POWER & LIGHT NT 3 8% 12/15/42	50 000	49 752 00	46 084 00
	FLORIDA PWR NT 5 8% 9/15/17	75,000	90,413 25	85,534 50
	FRANKLIN RES INC NT 2 8% 9/15/22	55,000	52,929 25	52 771 95
	FREMONT CA S/D GO 0% 8/1/31	210 000	53,098 50	83 962 20
	GE CAP TRUST I NT V/R 11/15/67	50,000	50,000 00	55,000 00
	GEN ELEC CAP CORP NT 4 375% 9/16/20	50,000	49,608 50	54,306 50
	GENERAL DYNAMICS NT 2 25% 7/15/16	60,000	59,926 20	61,950 60
	GEORGIA PWR CO NT 5 7% 6/1/17	50,000	49,892 00	56 609 50
	GNR 2004-108 CL C 5 039% 12/16/32	841	792 99	839 75
	GOLDMAN SACHS GP NT 5 95% 1/18/18	40 000	38,242 40	45,299 60
	GOLDMAN SACHS HIGH YIELD-INS	6,887	50,068 87	49,931 13
	GSMS 2012-GCJ9 CL A2 1 762% 11/10/17	55,000	56,372 90	54,940 44
	GSR 2005-SF CL 2A8 5 5% 6/25/35	14,102	13,744 55	14,287 92
	GT 1996-4 CL A7 7 9% 6/15/27	3,110	3,044 33	3,149 37
	HARTFORD FLOATING RATE FUND-Y	8,351	74,572 90	75,240 96
	IDAHO POWER CO NT 6 025% 7/15/18	70,000	84,410 90	79,772 70
	JPMORGAN CHASE CO NT 4 625% 5/10/21	55,000	60,042 95	59,963 20
	MASTR 2003-6 CL 7A1 5% 7/25/23	9,772	10,077 18	10 298 72
	MASTR 2004-3 CL 5A1 6 25% 1/25/32	526	537 66	534 29
	MICROSOFT CORP NT 2 375% 5/1/23	55 000	54 815 20	51,348 00
	MLMI 2005-A7 CL 2A1 5 4005% 9/25/35	33,497	32,701 31	32,130 15
	NC ST UNIV REV 3 825% 10/1/33	50,000	50,000 00	47,025 50
	NORTHERN TR CORP NT 3 375% 8/23/21	70,000	69,694 10	72,742 60
	OCCIDENTAL PETE NT 1 75% 2/15/17	75,000	74,284 50	75 991 50
	PIMCO EMERGING LOCAL BOND FUND IS	11,779	121,440 13	110,603 57
	PRINCIPAL LIFE GLB NT 2 25% 10/15/18	60,000	60,272 40	59,535 00
	PROG ENER CAR NT 3% 9/15/21	75,000	74,871 00	75,276 75
	PUB SVC ELEC & GAS NT 5 5% 3/1/40	45,000	44,784 45	52,946 55
	RAII 2004-QS2 CL CB 5 75% 2/25/34	40,295	32,588 76	42 190 08
	RAMP 2003-RS6 CL A15 5 42% 7/25/33	50,641	50,102 80	48 347 25
	RFMS2 2000-H12 CL A15 V/R 3/25/25	2,822	3,005 49	2,810 93
	RFMS2 2004-H11 CL A5 V/R 4/25/29	49,707	32,309 73	52 425 17
	RFSC 2003-RM2 CL AII 5% 5/25/18	18,927	19,689 68	19 363 64
	RFSC 2003-RM2 CL AIII 6% 5/25/33	2,905	2,971 45	3,059 12
	ROCKWELL COLLINS NT 3 7% 12/15/23	50,000	50,707 00	50 700 00
	SASC 2003-31A 2A7 V/R 10/25/33	50,803	40,261 05	51,071 40
	SASC 2005-NC1 CL A11 V/R 2/25/35	67,593	68,565 09	68 196 17
	SIMON PROPERTY GP LP NT 3 75% 2/1/24	60,000	59,627 40	60 362 40
	SOUTH CAROLINA ELE NT 5 5% 12/15/39	55,000	57,830 85	63,268 15
	SOUTHERN CAL ED NT 5 5% 3/15/40	40,000	39,518 80	46,384 00
	ST LOUIS MO PKG REV 5 14% 12/15/14	100,000	97,811 00	101,838 00
	STATOIL ASA NT 1 15% 5/15/18	55,000	54 880 10	53,477 05
	SWISS BK CORP NY NT 7 375% 6/15/17	80,000	92,252 00	90 027 20
	T ROWE TX FR HIGH YIELD	7,485	85 008 83	85 101 33
	TENN VY NT 6 15% 1/15/38	40,000	46,563 44	50 520 00
	TEXAS INSTRUMENT NT 2 75% 3/12/21	60 000	59 576 40	59 569 80
	TOSCO CORP NT 8 125% 2/15/30	35 000	45 457 30	50 657 60
	TOTAL CAP INTL NT 0 75% 1/25/16	50,000	49,964 00	50,144 00
	TOYOTA MTR CRED NT 2% 9/15/16	70,000	69,636 70	71,861 30
	TRANS-CANADA PL NT 7 25% 8/15/38	40 000	51 287 60	53 520 00
	UBSBB 2012-C3 CL A1 726% 8/10/49	39,914	39,913 57	39,598 53
	UNIV CA CA REV 0 966% 5/15/17	50,000	50,000 00	49,521 50
	UNIVERSITY IL COP 4 8% 2/15/15	5,000	5 000 00	5,154 65
	US BANCORP NT 2 95% 7/15/22	60,000	57,411 00	57 708 00
	VA ST UNIV TXBL REV 3 858% 1/1/24	60,000	60 000 00	60,267 00
	WFA CORE BOND FUND-I	14 068	175,562 70	175,140 67
	WFMBS 2004-W CL A1 V/R 11/25/34	22 380	22,100 16	22,807 47
	WFMBS 2006-AR6 5A1 5 1095% 3/25/36	21 225	20 787 57	20 994 13
	WFRBS 2011-C3 CL A1 1 988% 3/15/44	25,320	25,572 68	25 606 98
	WMALT 2005-4 CL 4A1 5 5% 6/25/20	15,958	15,755 61	16,343 87
	WYETH NT 5 45% 4/1/17	65 000	75,812 75	72 940 40
	CORPORATE BONDS	3,918,316 85	4,260,067 94	4,404,090 98

OPPENSTEIN BROS FOUNDATION MAIN A/C
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Group	Description	Units	Book Value	Market Value
OTHER INVESTMENTS				
	ARTISAN MID CAP VALUE FUND-INS	24,416	482,034.08	671,427.30
	AQR MANAGED FUTURES STRATEGY FUND I	35,239	350,797.88	350,626.44
	BLACKROCK HIGH YIELD BD-PORTFOLIO	14,586	112,528.65	121,793.96
	FIDELITY ADVI EMRG MKS INC-I	8,318	115,117.16	113,619.97
	INVESCO DEVELOPING MARKET FUND	32,835	1,055,161.68	1,072,076.27
	ISHARES MSCI CANADA ETF	5,000	146,662.00	147,750.00
	ISHARES RUSSELL 1000 GROWTH ETF	700	53,370.38	60,578.00
	ISHARES RUSSELL 1000 VALUE ETF	11,000	642,340.60	1,061,500.00
	ISHARES RUSSELL 2000 VALUE ETF	5,710	358,577.72	575,796.40
	ISHARES RUSSELL MIDCAP GROWTH ETF	7,475	463,688.45	641,355.00
	ISHARES RUSSELL MIDCAP VALUE ETF	28,305	1,232,421.39	1,945,402.65
	ISHARES US PREFERRED STOCK ETF	3,750	146,857.02	146,362.50
	T ROWE PRICE NEW HORIZONS FUND INC	8,682	302,718.20	408,567.72
	TIAA-CREF L/C VAL INDX-INST	111,754	1,843,938.46	1,872,994.46
	VANGUARD FTSE ALL WO X-US SC	7,700	696,917.41	822,822.00
	VANGUARD FTSE DEVELOPED MARKETS	17,955	653,705.64	741,002.85
	VANGUARD MORGAN GROWTH FD-AD	28,791	1,775,648.95	2,305,615.55
	TOTAL OTHER INVESTMENTS	352,215.70	10,432,485.67	13,059,291.07
OTHER ASSETS				
	AMERICAN INTERNATIONAL GROUP INC	1	0.00	0.00
	CITIGROUP INC	1	0.00	0.00
	AIG	2	0.00	0.00
	AIG - PWC	2	0.00	0.00
	AIG-STARR DEFENDANTS	2	0.00	0.00
	ALLIANZ FUNDS	2	0.00	0.00
	DELL COMPUTER CORPORATION	2	0.00	0.00
	JOHNSON & JOHNSON	1	0.00	0.00
	MERCK & COMPANY INC	1	0.00	0.00
	MISC OFFICE EQUIPMENT	1	1.00	1.00
	NORTEL NETWORKS CORP	1	0.00	0.00
	SCHERING-PLOUGH CORPORATION	1	0.00	0.00
	7150 UTS CALLOWAY CNTY KY BD TR CTF	56	56.46	56.46
	TOTAL OTHER ASSETS	73	57.46	57.46
Grand Total		7,135,011	31,053,915	36,926,058

FORM 990PF, PART XVII, LINE 2b -
INFORMATION REGARDING AFFILIATION
WITH TAX-EXEMPT ORGANIZATIONS
DESCRIBED IN SEC. 501(C) OF THE CODE
(OTHER THAN SEC. 501(C)(3)) OR IN SEC. 527

NAME OF ORGANIZATION:
LOCAL CEDAR HILL CEMETERY ASSOC
TYPE OF ORGANIZATION:
501(C)(13)
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

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 JOSEPH CEMETERY FUND
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
NINA BOZARTH T/U/W FBO KAMPF
CEMETERY
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE