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 JUL 1, 2013 , and ending JUN 30, 2014

Name of foundation: NORMAN J. STUPP FOUNDATION

A Employer identification number: 43-6027433

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 11356 | Room/suite:

B Telephone number: (314) 746-7329

City or town, state or province, country, and ZIP or foreign postal code: CLAYTON, MO 63105

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)* ▶$ 21,770,417.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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	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)
Revenue	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	424,862.	424,862.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,490,158.			
	b	Gross sales price for all assets on line 6a 7,300,277.				
	7	Capital gain net income (from Part IV, line 2)		1,490,158.		
	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	1,915,020.	1,915,020.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	128,363.	102,690.		25,673.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 2	17,333.	9,066.		8,267.
	17	Interest				
	18	Taxes STMT 3	11,598.	108.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	27,688.	0.		27,688.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	184,982.	111,864.		61,628.
	25	Contributions, gifts, grants paid	868,233.			868,233.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,053,215.	111,864.		929,861.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	861,805.			
	b	**Net investment income** (if negative, enter -0-)		1,803,156.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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		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	163,681.	546,544.	546,544.
	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			
	b	Investments - corporate stock STMT 5	11,833,088.	12,895,456.	16,918,430.
	c	Investments - corporate bonds STMT 6	4,649,074.	4,065,525.	4,305,443.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	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)	16,645,843.	17,507,525.	21,770,417.
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	16,645,843.	17,507,525.	
	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**	16,645,843.	17,507,525.	
	31	**Total liabilities and net assets/fund balances**	16,645,843.	17,507,525.	

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	16,645,843.
2	Enter amount from Part I, line 27a	2	861,805.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	17,507,648.
5	Decreases not included in line 2 (itemize) ▶ ACCRUED INTEREST CARRYOVER	5	123.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,507,525.

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		
b	CAPITAL GAINS DIVIDENDS			
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	7,142,982.		5,810,119.	1,332,863.
b	157,295.			157,295.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col. (h))
	(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	
a				1,332,863.
b				157,295.
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 1,490,158.

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	959,725.	18,978,422.	.050569
2011	1,054,695.	18,260,172.	.057759
2010	894,274.	18,636,391.	.047985
2009	597,241.	17,374,414.	.034375
2008	883,911.	15,788,990.	.055983

2	**Total** of line 1, column (d)	2	.246671
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	.049334
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	20,668,611.
5	Multiply line 4 by line 3	5	1,019,665.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,032.
7	Add lines 5 and 6	7	1,037,697.
8	Enter qualifying distributions from Part XII, line 4	8	929,861.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)** b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ 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).			1	36,063.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	36,063.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	36,063.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,000.		
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	8,000.
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	28,063.
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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE COMMERCE TRUST COMPANY Telephone no. ▶ (314) 746-7322
Located at ▶ 8000 FORSYTH BLVD, CLAYTON, MO ZIP+4 ▶ 63105

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

		Yes	No
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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

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

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 ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

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

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

(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
THE COMMERCE TRUST COMPANY P.O. BOX 11356 CLAYTON, MO 63105	TRUSTEE 25.00	128,363.	0.	0.
THE COMMERCE TRUST COMPANY P.O. BOX 11356 CLAYTON, MO 63105	CHARITABLE 10.00	27,688.	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.

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	20,333,511.
b	Average of monthly cash balances	1b	649,850.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	20,983,361.
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	20,983,361.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	314,750.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,668,611.
6	**Minimum investment return.** Enter 5% of line 5	6	1,033,431.

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	1,033,431.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 36,063.		
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	36,063.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	997,368.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	997,368.
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	997,368.

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	929,861.
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	929,861.
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	929,861.

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.

Form **990-PF** (2013)

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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					997,368.
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					
b From 2009					
c From 2010					
d From 2011					
e From 2012	8,707.				
f Total of lines 3a through e		8,707.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶$ 929,861.					
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.			
d Applied to 2013 distributable amount					929,861.
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).)		8,707.			8,707.
6 Enter the net total of each column as indicated below:					
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					58,800.
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					

323581
10-10-13

Form 990-PF (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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

CINDY LEWIS, THE COMMERCE TRUST COMPANY, (314) 746-7322
8000 FORSYTH BLVD, CLAYTON, MO 63105

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

APPLICATION IS AVAILABLE BY CONTACTING CINDY LEWIS AT ADDRESS IN 2A.

c Any submission deadlines:

MARCH 1ST; SEPTEMBER 1ST.

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

THE FOUNDATION FUNDS ONLY ST. LOUIS BASED INITIATIVES; NO GRANTS TO INDIVIDUALS OR SPONSORSHIPS.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED P.O. BOX 11356 CLAYTON, MO 63105	NONE	PC	GENERAL CHARITABLE PURPOSES	868,233.
Total			▶ 3a	868,233.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	424,862.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,490,158.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,915,020.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,915,020.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☒ Yes ☐ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
SEE ATTACHED		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Thomas W.

Signature of officer or trustee

7/30/2014

Date

OFFICER

Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
(SELF-PREPARED)				

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

Form **990-PF** (2013)

323622
10-10-13

EIN 43-6027433

Norman J. Stupp Foundation
Attachment of Fiscal Year Payments for IRS 990PF
June 30, 2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
A Million Stars Inc. DBA College Bound 110 N Jefferson St. Louis, MO 63103		PC	Academic & Cultural Enrichment programs	7,500 00	1 of 1	5/21/2014
Aim High-St Louis 755 S Price Rd St Louis, MO 63124		PC	Partial support of newly approved Director of Programs position over 2 years	15,000 00	1 of 2	5/21/2014
Alive Inc P.O Box 11201 St Louis, MO 63105		PC	Children's Treatment program	10,000 00	1 of 1	5/21/2014
Almost Home 3200 St. Vincent Ave. St Louis, MO 63104		PC	Transitional Living program	8,500 00	1 of 1	5/21/2014
Angels Arms 12128A Tesson Ferry Road St Louis, MO 63128		PC	Family Fund	8,500 00	1 of 1	1/8/2014
Area Resources for Community and Human Services 539 N Grand Ave. St. Louis, MO 63103		PC	After School for All Partnership (ASAP)	10,000.00	1 of 1	5/21/2014
Assistance League of St Louis 30 Henry Ave Ellisville, MO 63011		PC	Operation School Bell	7,500 00	1 of 1	5/21/2014
Beyond Housing Inc 4156 Manchester Ave St Louis, MO 63110		PC	Youth programming	20,000 00	1 of 1	5/21/2014
Big Brothers Big Sisters of Eastern Missouri 501 N Grand, Ste 100 St Louis, MO 63103		PC	ABCToday! Partnership program	20,000 00	1 of 1	1/7/2014
Board for Inner-City Missions of the United Church of Christ in Met DBA Neighborhood Houses 5621 Delmar Blvd., Ste 104 St Louis, MO 63112		PC	Caroline Mission Early Childhood Education program	7,000 00	1 of 1	5/21/2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
Center of Creative Arts 524 Trinity Ave University City, MO 63130		PC	Urban Arts and Interchange program at Jefferson and Mason Elementary schools	8,500 00	1 of 1	5/21/2014
Child Center Marygrove 2705 Mullanphy Ln Florissant, MO 63031		PC	Therapeutic Foster Home program	5,000 00	1 of 1	1/7/2014
Child Day Care Association of Saint Louis DBA United 4 Children 12 N Newstead Ave St Louis, MO 63108		PC	Afterschool Quality Initiative	6,500 00	1 of 1	5/21/2014
City Academy Inc 4175 N. Kingshighway Blvd St. Louis, MO 63115		PC	Math Program Summer Boot Camp and Professional Development	8,500.00	1 of 1	1/7/2014
College Summit Inc 801 N 11th St. St Louis, MO 63101		PC	Peer Leadership Program	8,500 00	1 of 1	1/7/2014
Community Helping Ministry 3770 McKelvey Rd Bridgeton, MO 63044-2001		PC	Strengthening Families and Communities	7,000 00	1 of 1	5/21/2014
Connections to Success Inc 3000 Little Hills Expressway, Ste 102 St Charles, MO 63301		PC	Pathways to Prosperity program	7,500 00	1 of 1	5/21/2014
Covenant House Missouri 2727 N Kingshighway Blvd St Louis, MO 63113		PC	Crisis program over 2 years	10,000 00	1 of 2	5/21/2014
Crider Health Center Inc 1032 Crosswinds Ct. Wentzville, MO 63385		PC	Partnership with Families program over 2 years	15,000.00	2 of 2	12/5/2013
Crime Victim Advocacy Center of St Louis 539 N Grand Blvd , Ste 400 St. Louis, MO 63103		PC	Court Order of Protection Assistance (COPA) project	5,000.00	1 of 1	1/7/2014
De La Salle Middle School Inc. 4145 Kennerly Ave. St. Louis, MO 63113		PC	Graduate Support program	10,000 00	1 of 1	1/7/2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
Fathers Support Center St Louis 4411 N Newstead St. Louis, MO 63115		PC	Family Formation program	8,500 00	1 of 1	5/21/2014
Focus St Louis 815 Olive St , Ste 110 St Louis, MO 63101		PC	General operations and Emerging Leaders and Connect With St Louis programs over 2 years	12,500 00	2 of 2	5/7/2014
Fontbonne University 6800 Wydown Blvd St Louis, MO 63105-3098		PC	Technology Equipment support over 3 years	33,333 00	2 of 3	12/5/2013
Forest Park Forever Inc 5595 Grand Dr St. Louis, MO 63112		PC	2013 Forest Park Voyage of Learning Teacher's Academy over 2 years	20,000 00	2 of 2	5/7/2014
Foster Care Coalition of Greater St Louis Inc 1750 S. Brentwood Blvd , Ste. 210 St Louis, MO 63144		PC	Groundbreaking Adoption/Permanency programs over 2 years	10,000 00	1 of 2	1/7/2014
Friends of Madison County Child Advocacy Center-Nfp 101 E Edwardsville Rd. Wood River, IL 62095-1369		PC	Forensic Interviews and Case Management Services	5,000 00	1 of 1	1/7/2014
Grace Hill Settlement House 2600 Hadley St. St Louis, MO 63106		PC	College Hill Project Part III	10,000 00	1 of 1	1/7/2014
Grand South Grand Growth Association 3203 A South Grand Blvd St Louis, MO 63118		PC	South Grand Pocket Park	8,000 00	1 of 1	6/3/2014
Great Circle 330 N. Gore Ave St Louis, MO 63119		PC	Specialized Services	22,500 00	1 of 1	5/21/2014
Haven of Grace 1225 Warren St St Louis, MO 63106		PC	Residential program over 2 years	10,000 00	1 of 2	1/7/2014
Herbert Hoover Boys and Girls Club of St Louis Inc. DBA Boys & Girls Clubs of Greater St Louis 2901 N Grand Ave St. Louis, MO 63107-2608		PC	Project Learn	15,000 00	1 of 1	5/21/2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
Home Works - Thvp 225 Linden Ave St. Louis, MO 63105		PC	Program support	5,000 00	1 of 1	1/14/2014
Immigrant & Refugee Womens Program 3672 B Arsenal St St Louis, MO 63116		PC	Home based tutoring program	7,500 00	1 of 1	5/21/2014
Interfaith Residence DBA Doorways 4385 Maryland Ave St Louis, MO 63108		PC	Residential program support over 2 years	12,500.00	2 of 2	12/5/2013
Jefferson County Rescue Mission 8943 Commercial Blvd. P O Box 211 Pevely, MO 63070-0211		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	1/7/2014
Junior Achievement of Greater St Louis 17339 N Outer Forty Rd Chesterfield, MO 63005		PC	Program support	8,500.00	1 of 1	5/21/2014
Loyola Academy of St Louis 3851 Washington Blvd. St Louis, MO 63108		PC	Encore music/art programs	8,500.00	1 of 1	5/21/2014
Lutheran Family and Children's Services of Missouri 9666 Olive Blvd., Ste 400 St Louis, MO 63132		PC	IPedge Telephone System	10,000.00	1 of 1	5/21/2014
Lydia's House Inc P.O Box 2722 St Louis, MO 63116-0722		PC	Transitional Housing and Family Support Services program	8,000 00	1 of 1	1/7/2014
Marian Middle School 4130 Wyoming St St. Louis, MO 63116		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	8,500 00	1 of 1	5/21/2014
Maryville University of St Louis 650 Maryville University Dr. St Louis, MO 63141		PC	Pre-Construction costs for the new School of Health Professions Building over 3 years	15,000 00	2 of 3	12/5/2013
Mathews-Dickey Boys & Girls Club 4245 N Kingshighway Blvd St Louis, MO 63115		PC	Education Programs	10,000 00	1 of 1	1/7/2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
Metro Theater Company 3311 Washington Ave St. Louis, MO 63103-1118		PC	Artistic Leadership Succession	10,000 00	1 of 1	1/7/2014
National Conference for Community and Justice of Metro St Louis 1405 Pine St , Ste 203 St. Louis, MO 63103		PC	Anytown and ALLY programs	8,000 00	1 of 1	1/7/2014
National Council of Jewish Women Incorporated 295 N Lindbergh St. Louis, MO 63141		PC	Back-to-School Store	6,500 00	1 of 1	1/7/2014
Northside Youth and Senior Service Center Inc 4120 Maffitt Ave St Louis, MO 63113		PC	Computer Center	8,500 00	1 of 1	5/21/2014
Notre Dame High School 320 East Ripa St. Louis, MO 63125		PC	NDHS Apple iPad Initiative	5,000 00	1 of 1	5/21/2014
Nurses for Newborns Foundation 7259 Lansdowne, Ste 100 St Louis, MO 63119		PC	Teen Parent program	9,000 00	1 of 1	5/21/2014
Parents as Teachers National Center Inc 2228 Ball Dr St Louis, MO 63146		PC	School Readiness and Success 3 Years through Kindergarten Curriculum	10,000 00	1 of 1	1/7/2014
Peter and Paul Community Services Inc 1025 Park Ave , Ste. 1023 St Louis, MO 63104		PC	Garfield Place project	10,000 00	1 of 1	1/7/2014
Places for People Incorporated 4130 Lindell Blvd. St Louis, MO 63108		PC	Outreach to the homeless and hospitalized with a serious mental illness	9,400 00	1 of 1	5/21/2014
Puentes de Esperanza-Bridges of Hope-Nfp 5601 State St. East St Louis, IL 62203		PC	Used for program support at the discretion of the Board of Directors or Trustees as they see fit for their organization	4,000 00	1 of 1	5/21/2014
Ready Readers 1974 Innerbelt Business Center Dr St. Louis, MO 63114		PC	Ready Readers in North St Louis City	6,500 00	1 of 1	1/7/2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
Rebuilding Together St. Louis 357 Marshall Ave., Ste 2 St Louis, MO 63119		PC	Major Repairs program	12,500 00	1 of 1	5/21/2014
Scholarship Foundation of St Louis 8215 Clayton Rd St Louis, MO 63117		PC	St. Louis Graduates Professional Development Institute	15,000 00	1 of 1	5/21/2014
Scottish Rite Clinic for Childhood Language Disorders of St. Louis Inc 3632 Olive St. St Louis, MO 63108		PC	KidTalk	8,500 00	1 of 1	1/7/2014
Shalom House 1040 S Taylor Ave St. Louis, MO 63110		PC	Emergency, transitional and permanent supportive housing for homeless women	10,000 00	1 of 1	1/7/2014
Sister Thea Bowman Catholic School 8213 Church Ln. East St Louis, IL 62203		PC	Extended Day program	7,000 00	1 of 1	1/7/2014
St. Louis Area Food Bank Inc 70 Corporate Woods Dr St Louis, MO 63044		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization over 2 years	25,000 00	2 of 2	5/7/2014
St Louis County Library Foundation 1640 S Lindbergh Blvd St Louis, MO 63131		PC	Sweet Reads program	5,000 00	1 of 1	1/7/2014
St Louis Internship Program 4232 Forest Park Ave , Rm #1027 St Louis, MO 63108		PC	Internship program	10,000 00	1 of 1	5/23/2014
St. Louis Regional Public Media Inc. DBA Nine Network of Public Media 3655 Olive St St Louis, MO 63108-3601		PC	American Graduate High School Intern program	20,000 00	1 of 1	5/21/2014
St Louis Science Center Foundation 5050 Oakland Ave St Louis, MO 63110		PC	Youth Exploring Science program	5,000 00	1 of 1	1/7/2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
St Louis University Eye Institute 1755 S Grand Blvd St. Louis, MO 63104	St Louis University	PC	Annual bequest	50,000 00	1 of 1 Annual Bequest	6/3/2014
Stages St. Louis 1023 Chesterfield Parkway East Chesterfield, MO 63017		PC	Urban Arts Initiative	8,500 00	1 of 1	5/21/2014
The Salvation Army (Midland Division - St Louis) 1130 Hampton Ave St Louis, MO 63139		PC	Tree of Lights campaign	12,000 00	1 of 1	12/19/2013
The Tower Grove Park Foundation 4256 Magnolia Ave St Louis, MO 63110		PC	Tower Grove park Recreational Trails Improvement Plan	10,000 00	1 of 1	5/21/2014
Today and Tomorrow Educational Foundation 20 Archbishop May Dr St Louis, MO 63119		PC	Help for Today - Hope for Tomorrow K-4th Grade Scholarship program	6,000 00	1 of 1	5/21/2014
Trailnet Inc 411 N 10th St , Ste 200 St Louis, MO 63101		PC	Organizational Outcome Impact Plan	10,000 00	1 of 1	5/21/2014
University of Missouri-St. Louis - Office of the Chancellor 8001 Natural Bridge Rd St Louis, MO 63121-4499			Bridge Program Saturday Academy	9,000 00	1 of 1	5/21/2014
Vision for Children at Risk Inc 2433 N Grand Blvd St Louis, MO 63106		PC	Regional Early Childhood Council and Children's Policy Forum website	10,000.00	1 of 1	1/7/2014
Voices for Children 920 N Vandeventer St. Louis, MO 63108		PC	Healing and prevention for young children in foster care program over 2 years	20,000.00	1 of 2	1/7/2014
Women's Support and Community Services DBA Safe Connections 2165 Hampton Ave St Louis, MO 63139		PC	Safe Connections on Campus program/Crisis Services program	10,000 00	1 of 1	1/7/2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
Wyman Center Inc 600 Kiwanis Dr Eureka, MO 63025		PC	Teen leadership program over 2 years	10,000.00	1 of 2	1/7/2014
Young Men's Christian Association of Greater St Louis 1528 Locust St St Louis, MO 63103-9956		PC	Learning Lab Digital Communication project	10,000 00	1 of 1	5/21/2014
Young Womens Christian Association of Metropolitan St Louis Missouri 3820 W Pine Blvd St Louis, MO 63108		PC	YW-Teens programs	15,000 00	1 of 1	5/21/2014
Youth and Family Center 818 Cass Ave St Louis, MO 63106		PC	After School program	5,000.00	1 of 1	1/7/2014
Youth in Need 1815 Boone's Lick Rd. St Charles, MO 63301		PC	Transitional Living program	10,000.00	1 of 1	5/21/2014
Youth Learning Center 4471 Olive St St Louis, MO 63108		PC	Lego Robotics program	6,500 00	1 of 1	1/7/2014
Total Contributions for the Year:				**868,233.00**		

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 TRUSTE

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS	582,157.	157,295.	424,862.	424,862.	
TO PART I, LINE 4	582,157.	157,295.	424,862.	424,862.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OUTSIDE INVESTMENT FEE	11,333.	9,066.		2,267.
GATEWAY CENTER FOR GIVING	6,000.	0.		6,000.
TO FORM 990-PF, PG 1, LN 16C	17,333.	9,066.		8,267.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRIOR YEAR TAX	3,490.	0.		0.
TAX ESTIMATES	8,000.	0.		0.
FOREIGN TAX	108.	108.		0.
TO FORM 990-PF, PG 1, LN 18	11,598.	108.		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
PAYROLL, SALARIES, AND ALLOWANCES	27,688.	0.		27,688.
TO FORM 990-PF, PG 1, LN 23	27,688.	0.		27,688.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	12,895,456.	16,918,430.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,895,456.	16,918,430.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	4,065,525.	4,305,443.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,065,525.	4,305,443.

NORMAN J. STUPP FOUNDATION
EIN: 43-6027433
As of June 30, 2014

Group	Description	Units	Book Value	Market Value
1	FINANCIAL SQUARE TR GOVERNMENT FD	546,544	546,544 27	546,544 27
1 Total			**546,544.27**	**546,544.27**
2	AUTOMATIC DATA PROCESSING INC	500	28,777 05	39,640 00
	BAKER HUGHES INC	600	43,284 66	44,670.00
	ILLINOIS TOOL WORKS INC	500	31,840 52	43,780.00
	JOHNSON AND JOHNSON	400	28,106 20	41,848 00
	LOWES COMPANIES INC	900	22,000 93	43,191 00
	MICROCHIP TECHNOLOGY INC	600	22,421 34	29,286 00
	UNITED TECHNOLOGIES CORP	300	18,485 42	34,635.00
	VERIZON COMMUNICATIONS	1,200	55,708 16	58,716 00
	CBS CORP-CL B	700	41,484.81	43,498.00
	CERNER CORP	700	34,205 29	36,106 00
	COMCAST CORPORATION CL-A	800	28,714 32	42,944 00
	EBAY INC	800	39,185.12	40,048 00
	GOOGLE INC CL A	50	7,503 20	29,233 50
	INTERNATIONAL BUSINESS MACHINES	300	24,366 00	54,381 00
	MCKESSON CORP COMMON STOCK	200	15,798 18	37,242 00
	MICROSOFT CORP	1,600	38,220 77	66,720 00
	MORGAN STANLEY INS M/C GR-IN	12,341	382,653 50	560,272 86
	QUALCOMM INC	500	29,666 45	39,600 00
	SCHLUMBERGER LTD	400	32,521 02	47,180 00
	STRYKER CORP	500	34,647 40	42,160 00
	AMETEK AEROSPACE PRODS INC	600	25,345 50	31,368 00
	COLGATE PALMOLIVE	600	26,170 23	40,908 00
	VISA INC CLASS A SHARES	200	26,856 08	42,142 00
	BARD C R INC	200	20,386.24	28,602 00
	DOLLAR TREE INC	600	32,856.67	32,676 00
	MFS RESEARCH INTERNATIONAL FUND-I	47,545	930,455 65	903,355 00
	AQR MANAGED FUTURES STRATEGY FUND I	20,410	202,059 00	204,916 40
	ARTISAN MID CAP VALUE FUND-INS	15,507	306,178 30	438,549 39
	COLUMBIA ACORN INTL FUND-Z	6,975	238,126.50	341,426 25
	COMMERCE MIDCAP GROWTH FUND	14,427	299,293 00	547,364 10
	COMMERCE VALUE FUND INSTITUTIONAL	43,675	867,298 90	1,402,841 00
	DWS RREEF REAL EST SEC-INST	21,460	323,145 10	489,073 40
	IPATH DOW JONES-UBS COMMODITY INDEX	2,695	98,232 75	106,290 80
	ISHARES RUSSELL MIDCAP VALUE ETF	17,580	786,698.04	1,276,483 80
	JP MORGAN ALERIAN MLP INDEX ETN	3,555	155,338 88	186,210 90
	LAZARD EMERGING MARKETS EQUITY PORT	10,730	199,470 70	218,677 40
	SPDR S&P INTERNATIONAL SMALL CAP	10,070	253,564 61	355,168 90
	T ROWE PRICE NEW HORIZONS FUND INC	3,326	149,868 90	158,616 84
	TIAA-CREF L/C VAL INDX-INST	182,535	2,957,074 40	3,214,449 40
	VANGUARD FTSE DEVELOPED MARKETS	16,810	534,929 50	715,937.90
	VANGUARD FTSE EMERGING MARKETS-ETF	6,835	316,996 71	294,793 55
	VANGUARD MORGAN GROWTH FD-AD	7,120	400,571 20	590,248 00
	ADOBE SYSTEM INC	600	38,859 84	43,416 00
	ALLISON TRANSMISSION HOLDING	1,100	32,420 85	34,210 00
	ALTRIA GROUP INC	900	29,536 83	37,746 00
	AMERICAN EXPRESS CO	400	20,835 16	37,948 00
	AMGEN INC	300	26,867 31	35,511 00
	APPLE INC	1,800	62,501.19	167,274.00
	ARCHER DANIELS MIDLAND	900	37,649.70	39,699 00
	AUTOZONE INC	75	39,351.70	40,218 00
	BECTON DICKINSON & COMPANY	300	30,230 79	35,490 00

NORMAN J. STUPP FOUNDATION
EIN: 43-6027433
As of June 30, 2014

Group	Description	Units	Book Value	Market Value
2	CHARTER COMMUNICATION-A	300	37,176.42	47,514 00
	CHUBB CORP	500	42,565.53	46,085 00
	COCA COLA	1,100	35,797.96	46,596 00
	CROWN CASTLE INTL CORP	500	35,618.43	37,130 00
	DIRECTV	500	24,778.05	42,505 00
	DONALDSON INC	700	22,539.30	29,624.00
	ECOLAB INC	400	34,304 20	44,536 00
	EOG RES INC	400	45,949.48	46,744 00
	EXTRA SPACE STORAGE INC	600	21,694.68	31,950 00
	FISERV INC	500	21,932.95	30,160 00
	FLOWSERVE CORP	0	0 00	0 00
	GOOGLE INC CLASS C	50	7,484.32	28,764 00
	GRACE W R & CO	400	31,559.86	37,812.00
	GRAINGER W W INC	100	19,945.00	25,427 00
	HOME DEPOT INC	400	27,821.00	32,384 00
	HONEYWELL INTL INC	400	25,576.08	37,180 00
	IDEXX LABS INC	200	19,594 40	26,714 00
	INTEL CORP	1,300	26,471.72	40,170.00
	INTERCONTINENTAL EXCHANGE INC	200	40,237.40	37,780 00
	ISHARES RUSSELL 1000 GROWTH ETF	500	38,121.70	45,465 00
	JARDEN CORP	500	17,965 36	29,675 00
	KELLOGG CO	600	36,242.29	39,420 00
	KIMBERLY CLARK CORP	300	25,074 60	33,366 00
	KROGER CO	800	27,841.76	39,544 00
	LAM RESH CORP	500	26,108 05	33,790 00
	LAUDER ESTEE COS INC CL A	400	24,764.84	29,704 00
	LOCKHEED MARTIN CORP	300	29,670 55	48,219 00
	MACYS INC	700	25,842.95	40,614.00
	MASTERCARD INCORPORATED CLASS A	550	25,302 53	40,408 50
	MONSANTO CO	300	27,358 65	37,422 00
	MOODYS CORPORATION	500	39,838 15	43,830 00
	NIKE INC CLASS B	600	33,324.62	46,530 00
	PACKAGING CORP OF AMERICA	400	11,669.60	28,596 00
	PALL CORP	400	24,286.68	34,156.00
	PAYCHEX INC	700	22,948.87	29,092 00
	PEPSICO INC	500	34,382.66	44,670.00
	PHILIP MORRIS INTERNATIONAL	500	27,832.81	42,155.00
	PUBLIC STORAGE	200	28,935.54	34,270 00
	REYNOLDS AMERICAN INC	700	33,965 33	42,245 00
	RPM INC OHIO	700	25,339 30	32,326 00
	SERVICE CORP INTERNATIONAL	1,600	28,867.84	33,152.00
	SHERWIN WILLIAMS CO	200	31,023.10	41,382 00
	T ROWE PRICE GROUP INC	400	24,238.10	33,764 00
	TECHNE CORP	300	27,331 23	27,771 00
	TYCO INTERNATIONAL LIMITED	900	40,995.54	41,040 00
	UNION PACIFIC CORP	600	30,894.73	59,850 00
	UNITED PARCEL SERVICE B	400	34,857.04	41,064 00
	V F CORP	600	36,760.38	37,800 00
	VIACOM INC-CLASS B	400	32,755.80	34,692 00
	WAL-MART STORES INC	500	36,456 97	37,535.00
	WASTE MGMT INC DEL	900	37,348.01	40,257 00
	AIR METHODS CORP	435	9,907 34	22,467.75
	AMERICAN CAMPUS COMMUNITIES	390	10,119.85	14,913 60
	AMERISAFE INC	280	9,709.31	11,387 60

NORMAN J. STUPP FOUNDATION
EIN: 43-6027433
As of June 30, 2014

Group	Description	Units	Book Value	Market Value
2	ANALOGIC CORP	210	19,108 65	16,430 40
	BLACKBAUD INCORPORATED	675	16,508.70	24,124 50
	CANTEL MED CORP	340	11,213 51	12,450 80
	CARDTRONICS INC	500	11,738 05	17,040 00
	CAVIUM INC	330	13,696 01	16,387 80
	CEPHEID INCORPORATED	465	18,888 77	22,292 10
	CLARCOR INC	405	15,168 32	25,049 25
	CLECO CORP NEW	495	13,221 01	29,180 25
	COGNEX CORP	710	6,166 42	27,264 00
	COHEN & STEERS INC	530	11,536 81	22,991.40
	COHU INCORPORATED	600	7,205 82	6,420 00
	COMPASS MINERALS INTERNATIONAL	155	11,484.61	14,839.70
	CORPORATE EXECUTIVE BOARD CO	380	20,838 52	25,923 60
	COSTAR GROUP INC	85	5,961 35	13,444 45
	DRIL-QUIP INC	195	8,943 66	21,301 80
	EPAM SYSTEMS INC	300	11,190 04	13,125 00
	FEI CO	385	15,463 73	34,931 05
	FLOTEK INDUSTRIES INC	575	9,206 04	18,492 00
	FORUM ENERGY TECHNOLOGIES INC	765	22,068 56	27,868 95
	GLACIER BANCORP INCORPORATED	925	13,437 57	26,251 50
	GLOBUS MEDICAL INC-A	740	17,682 84	17,700.80
	GRAND CANYON EDUCATION INC	825	13,586 51	37,925 25
	GROUP 1 AUTOMOTIVE INC	395	16,537 65	33,302 45
	HANGER INC	470	10,191.00	14,781 50
	HEALTHCARE SERVICES GROUP	705	8,818 47	20,755 20
	HEARTLAND EXPRESS INC	1,225	18,051 03	26,141 50
	HIBBETT SPORTS INC	425	13,879 81	23,022 25
	HITTITE MICROWAVE CORP	310	13,967 64	24,164 50
	HMS HOLDINGS CORP	470	8,477 57	9,592.70
	IBERIABANK CORP	375	20,835 02	25,946 25
	ICU MED INC	330	10,558 83	20,067 30
	IPC THE HOSPITALIST CO	400	18,467 11	17,688.00
	KAPSTONE PAPER AND PACKAGING	600	15,673 80	19,878 00
	LIFE TIME FITNESS INC	180	6,161.53	8,773 20
	MARKETAXES HOLDINGS INC	565	13,476 65	30,543 90
	MATADOR RESOURCES COMPANY	720	16,088 73	21,081 60
	MEDIDATA SOLUTIONS INC	325	6,568 44	13,913 25
	MIDDLEBY CORP	345	6,722 14	28,538 40
	MOBILE MINI INC	455	13,583 20	21,789 95
	MONRO MUFFLER BRAKE INCORPORATED	190	4,777.23	10,106 10
	NATIONAL HEALTH INVESTORS INC	275	12,122 98	17,204 00
	NORDSON CORP	155	4,341 58	12,429 45
	NORTHWESTERN CORP	535	20,612 45	27,921 65
	OXFORD INDUSTRIES INCORPORATED	210	15,489 20	14,000.70
	PEBBLEBROOK HOTEL TRUST	610	14,647 07	22,545 60
	PIER 1 IMPORTS INC	725	16,624 28	11,172 25
	PORTFOLIO RECOVERY ASSOCIATE	420	9,153 89	25,002 60
	POWER INTEGRATIONS INC	420	14,547 07	24,166 80
	PRIMORIS SERVICES CORP	525	15,283 12	15,141 00
	PROASSURANCE CORPORATION	400	11,470 94	17,760 00
	PROS HOLDINGS INC	540	5,775.83	14,277 60
	PROTO LABS INC	290	17,162.40	23,756 80
	RBC BEARINGS INC	355	11,769 05	22,737 75
	RITCHIE BROS AUCTIONEERS	875	17,625.67	21,568 75

NORMAN J. STUPP FOUNDATION
EIN: 43-6027433
As of June 30, 2014

Group	Description	Units	Book Value	Market Value
2	ROFIN-SINAR TECHOLOGIES INCORPORATED	490	11,262 08	11,779 60
	RYLAND GROUP INC	605	15,246 19	23,861 20
	SCIQUEST INC	645	12,100 67	11,410.05
	SILGAN HOLDINGS INC	470	13,238 49	23,885 40
	SOLERA HOLDINGS INC	330	14,348 32	22,159 50
	STAG INDUSTRIAL INC	700	16,426 06	16,807 00
	STEINER LEISURE LTD	220	10,245 80	9,523 80
	STIFEL FINL CORP	535	17,688 37	25,332 25
	SUSSER HOLDINGS CORPORATION	330	21,279 20	26,637.60
	TEXAS CAPITAL BANCSHARES INC	335	20,433 34	18,073 25
	TEXAS ROADHOUSE INC	915	13,867 34	23,790 00
	TORO CO	370	8,930 77	23,532.00
	TUMI HOLDINGS INC	800	15,971 84	16,104 00
	TUPPERWARE BRANDS CORPORATION	235	9,239 97	19,669 50
	TYLER TECHNOLOGIES INC	335	14,076 34	30,555 35
	UNIVERSAL FOREST PRODS INC	295	8,943 07	14,239 65
	US ECOLOGY INC	395	5,575 79	19,335 25
	VIEWPOINT FINANCIAL GROUP	725	16,235 60	19,509 75
	WD-40 COMPANY	230	7,796.86	17,300 60
	WEST PHARMACEUTICAL SVCS INC	600	10,883 37	25,308 00
2 Total			**12,895,455.78**	**16,918,430.19**
3	DIAGEO CAP PLC NT 5 5% 9/30/16	30,000	29,937 15	33,084 30
	DUPONT EI NEMOUR NT 6% 7/15/18	20,000	19,991 60	23,366 60
	EQUITABLE LIFE ASSUR NT 7 7% 12/1/15	40,000	43,880 60	43,535 60
	FHR 2790 CL TN 4% 5/15/24	24,488	21,786 91	26,182.34
	FNR 2003-84 CL PG 5% 3/25/32	4,718	4,436.29	4,745 43
	FNR 2003-117 CL KB 6% 12/25/33	50,000	50,986 33	57,302 20
	GEORGIA PWR CO NT 5.7% 6/1/17	30,000	29,935 20	33,803 10
	TN VALLEY AUTHORITY NT 6.75% 11/1/25	20,000	24,052 60	26,709 80
	TOSCO CORP NT 8 125% 2/15/30	20,000	25,975 60	29,542 60
	U S TREASURY BONDS 5 375% 2/15/31	30,000	32,573 43	39,400 80
	U S TREASURY BONDS 4 75% 2/15/37	25,000	24,436 52	31,435.50
	ABSOLUTE STRATEGIES FUND-I	83,132	900,319 56	921,933 88
	ABBOTT LABS NT 6 15% 11/30/37	25,000	24,900 00	32,220 25
	AIR PROD & CHEM NT 4 375% 8/21/19	40,000	45,366 80	44,182.80
	APPLE INC NT 1% 5/3/18	35,000	34,870 85	34,228.60
	AT&T INC NT 0 9% 2/12/16	35,000	34,977 25	35,092 75
	BK OF AMERICA CORP NT 5 875% 1/5/21	20,000	18,994 00	23,399 20
	BK OF MONTREAL NT 2 5% 1/11/17	40,000	40,828 40	41,611.20
	BK OF NY MELLON NT 3 65% 2/4/24	35,000	34,872 25	36,090 60
	BSARM 2003-3 CL 2A2 V/R 5/25/33	27,034	22,100 61	27,181 95
	BEAR STEARNS CO NT 5 3% 10/30/15	15,000	14,290 65	15,900 00
	BHP BILLITON FIN NT 5 25% 12/15/15	35,000	34,728 75	37,422 35
	BP CAPITAL MKTS NT 2.241% 9/26/18	35,000	35,000.00	35,626 50
	CHASE 2003-S13 CL A1 5 5% 11/25/33	6,244	5,416 70	6,373.91
	CHEVRON CORP NT 1.104% 12/5/17	40,000	40,000.00	39,816 00
	CLAYTON MO SPL OBLIG 5 15% 12/1/22	50,000	50,565.50	54,315.50
	COCA-COLA CO NT 3.3% 9/1/21	40,000	39,965.20	41,642 40
	CWALT 2004-18CB CL 3A1 5.25% 9/25/19	5,519	5,577 60	5,623 40
	CWHL 2003-J6 CL 1A1 5 5% 8/25/33	8,417	8,433 10	8,806.47
	CSFB 2003-8 CL 3A4 5.5% 4/25/33	19,335	20,036 41	19,467.37
	CSFB 2003-19 CL 1A4 5.25% 7/25/33	11,238	9,861 48	11,571 24
	CSFB 2003-29 CL 8A1 6% 11/25/18	8,498	7,504 42	8,768 21

NORMAN J. STUPP FOUNDATION
EIN: 43-6027433
As of June 30, 2014

Group	Description	Units	Book Value	Market Value
3	CT ST TXBL GO 1 262% 10/15/17	40,000	40,000 00	40,105 20
	DUKE ENERGY NT 4 2% 3/15/42	40,000	42,801 60	40,130 40
	EMC CORP NT 2 65% 6/1/20	35,000	33,809 65	35,286 30
	EMERSON ELEC CO NT 5 375% 10/15/17	40,000	39,569 20	45,136 80
	EQABS 2003-4 CL AF6 V/R 10/25/34	13,650	13,530 51	14,010 27
	FFCB NT 5 19% 4/22/21	85,000	85,705 50	101,325 10
	FHLB NT 4.75% 12/16/16	50,000	54,625.20	54,974 00
	FHLMC POOL # 1B3915 V/R 9/1/35	9,088	8,854 75	9,737 29
	FHLMC POOL # 847512 V/R 1/1/36	4,617	4,585 63	4,923 37
	FHLMC GOLD POOL # P10021 6% 11/1/17	5,907	6,220 42	6,144 42
	FHLMC GOLD C01116 7 5% 1/01/31	4,366	4,655 46	4,870 02
	FHLMC GOLD #E01139 6% 4/1/17	1,670	1,744.64	1,752 46
	FHR 2126 CL CB 6 25% 2/15/29	15,023	15,377 30	16,703 73
	FHLMC POOL # 781530 V/R 5/1/34	4,455	4,302 80	4,748 48
	FHR 2632 CL A 4% 1/15/18	792	759 88	795 19
	FHR 2672 CL NH 4% 9/15/18	18,160	16,014.86	18,998 63
	FHR 2677 CL BC 4% 9/15/18	1,877	1,654 57	1,963 69
	FHLMC NT 3 75% 3/27/19	40,000	39,896 88	43,979 60
	FHLMC NT 1 25% 10/2/19	50,000	46,999 25	48,561 00
	FNMA NT 5% 2/13/17	40,000	43,826.96	44,377 20
	FNMA POOL # 454505 6 5% 11/1/28	54,614	55,706 67	61,733 93
	FNMA POOL # 675570 6% 12/1/32	2,343	2,408 88	2,664 86
	FNR 2002-73 CL OE 5% 11/25/17	11,624	11,118 77	12,219 92
	FNR 2002-73 CL AN 5% 11/25/17	14,010	14,535 25	14,723 47
	FNR 2003-14 CL AP 4% 3/25/33	4,789	4,854.18	5,074 96
	FNR 2003-83 CL PG 5% 6/25/23	13,397	13,078 70	14,142 55
	FNMA POOL # 704605 5% 6/1/18	3,416	3,511.38	3,625 05
	FNMA POOL # 735648 V/R 02/01/34	9,481	9,457 02	10,072 89
	FNMA POOL # 766027 5% 2/1/34	9,289	9,287 80	10,515 37
	FNMA POOL # 802650 5 109% 10/1/34	3,032	3,085 89	3,231 35
	FNMA POOL # 816308 V/R 2/1/35	3,356	3,346 54	3,557 83
	FREMONT CA S/D GO 0% 8/1/31	130,000	32,870 50	54,720 90
	GENERAL DYNAMICS NT 2 25% 7/15/16	40,000	39,950 80	41,231 20
	G E CAP CORP NT 6 75% 3/15/32	25,000	31,484 00	32,979 00
	GOLDMAN SACHS GP NT 5 95% 1/18/18	20,000	19,121 20	22,721 00
	GNMA POOL # 603566 5 5% 4/15/33	6,937	7,048.31	7,834.86
	GNMA POOL #505725 6 5% 6/15/14	0	0 00	0 00
	GNMA POOL # 622123 5 5% 10/15/33	8,386	8,688.51	9,538 24
	GT 1996-4 CL A7 7 9% 6/15/27	1,360	1,458 26	1,370 82
	GSR 2005-5F CL 2A8 5 5% 6/25/35	5,371	5,234 92	5,412 83
	HENNEPIN CO MN TXBL GO 4 8% 12/1/35	35,000	36,441 65	38,155 60
	HONOLULU HI BAB GO 3 224% 12/1/16	35,000	35,000.00	36,853 95
	IMSA 2006-1 CL 2A1 V/R 5/25/36	25,670	23,039 00	25,443 28
	JOHN DEERE CAP CORP NT 5 5% 4/13/17	35,000	34,803 65	39,199 65
	JOHNSON & JOHNSON NT 5 85% 7/15/38	35,000	35,111 30	44,907 80
	MASTR 2004-3 CL 5A1 6 25% 1/25/32	259	264 69	262.94
	MASTERCARD INC NT 2% 4/1/19	35,000	34,865 95	35,142 45
	MEDTRONIC INC NT 4 45% 3/15/20	35,000	38,341 10	38,762 85
	MERCK & CO NT 2 25% 1/15/16	20,000	19,951 80	20,549 00
	MLMI 2005-A7 CL 2A1 5 4005% 9/25/35	20,893	20,396 52	20,106 77
	MICROSOFT CORP NT 2 375% 5/1/23	35,000	34,882 40	33,508 65
	MIDAMERICAN ENERGY NT 2 4% 3/15/19	35,000	35,311 85	35,656 95
	MO ST TAX REV 3.535% 2/15/33	40,000	40,000.00	37,333 20
	NATL RURAL UTIL NT 5 45% 4/10/17	55,000	54,824 00	61,393 75

NORMAN J. STUPP FOUNDATION

EIN: 43-6027433

As of June 30, 2014

Group	Description	Units	Book Value	Market Value
3	NORTHERN ST PWR NT 4 85% 8/15/40	30,000	34,051 20	33,586 50
	OCEAN CITY MD BAB GO 2 7% 11/1/15	45,000	45,118 35	46,338.75
	OH ST BAB GO 3 625% 11/1/20	45,000	45,116 10	48,206.70
	PEPSICO INC NT 0 7% 2/26/16	35,000	34,987 75	35,083 65
	PUB SVC ELEC & GAS NT 5 5% 3/1/40	40,000	40,700 01	48,620 40
	RALI 2004-QS2 CL CB 5 75% 2/25/34	19,385	15,677 46	20,293 72
	RAMP 2003-RS6 CL AI5 5 42% 7/25/33	26,517	26,235.61	25,342 52
	RFMS2 2000-HI2 CL AI5 V/R 3/25/25	1,544	1,644 30	1,538.07
	RFSC 2003-RM2 CL AIII 6% 5/25/33	1,801	1,842 24	1,896 36
	RFSC 2003-RM2 CL AII 5% 5/25/18	8,437	8,777 24	8,619 39
	RIO TINTO FIN NT 2 25% 12/14/18	35,000	34,680 10	35,677.60
	ROCKWELL COLLINS NT 3 7% 12/15/23	35,000	34,898 50	36,283 80
	SCHAUMBURG IL GO 4% 12/1/17	40,000	43,942 80	44,018.40
	SOUTHERN CAL ED NT 5.5% 3/15/40	20,000	19,759.40	24,134 20
	STATOIL ASA NT 5 25% 4/15/19	30,000	34,444 80	34,443.30
	SASC 2003-31A 2A7 V/R 10/25/33	23,222	18,403 41	23,281.00
	SASC 2005-NC1 CL A11 V/R 2/25/35	23,636	23,975 49	23,761.56
	STRYKER CORP NT 3 375% 5/15/24	35,000	34,693.40	35,024 85
	SWISS BK CORP NY NT 7 375% 6/15/17	45,000	51,891 75	51,378.75
	TENN VLY AUTH NT 1 75% 10/15/18	50,000	50,039 00	50,403.00
	TENN VY NT 6 15% 1/15/38	30,000	34,922 58	40,206 60
	TENN VY NT 4 5% 4/1/18	65,000	64,982 45	72,623 20
	TORONTO-DOMINION NT 2 625% 9/10/18	30,000	30,937 50	30,975 00
	TOYOTA MTR CRED NT 1 25% 11/17/14	40,000	39,912 00	40,159 20
	TRANS-CANADA PL NT 7 25% 8/15/38	25,000	32,054 75	34,914 25
	TX ST A & M UNIV REV 4 772% 5/15/33	35,000	35,000 00	37,057 65
	UBSBB 2012-C3 CL A1 726% 8/10/49	27,116	27,115 51	26,942 21
	UNITED PARCEL SVS NT 2 45% 10/1/22	40,000	39,946 80	38,813 60
	US TREASURY NOTES 1 375% 2/28/19	50,000	49,625 17	49,641 00
	UNIVERSITY IL COP 4 8% 2/15/15	5,000	5,000 00	5,109 90
	UNIV MI BAB REV 3.176% 4/1/18	40,000	40,000 00	41,817 20
	US BANCORP NT 2 95% 7/15/22	40,000	38,274 00	39,391 20
	WFMBS 2006-AR6 5A1 5.1095% 3/25/36	12,765	12,502 15	12,745 31
	WFRBS 2011-C3 CL A1 1 988% 3/15/44	9,331	9,424.04	9,387 34
	WFRBS 2011-C5 CL A1 1 456% 11/15/44	22,760	22,759 60	22,921 71
	WFRBS 2012-C6 CL A1 1 081% 4/15/45	21,172	21,171 49	21,251 00
3 Total			**4,065,525.26**	**4,305,442.76**

Grand Total			**17,507,525.31**	**21,770,417.22**