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 RICHARD J. STERN FOUNDATION FOR THE ARTS	A Employer identification number 43-6313811
Number and street (or P O box number if mail is not delivered to street address) / Room/suite COMMERCE BANK, TRUSTEE, 118 W. 47TH STR	B Telephone number (816) 234-2568
City or town, state or province, country, and ZIP or foreign postal code KANSAS CITY, MO 64112-1601	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: [X] 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) ▶$ 55,245,964. J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,053,441.	1,039,161.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,008,020.			STATEMENT 1
	b Gross sales price for all assets on line 6a 17,037,342.				
	7 Capital gain net income (from Part IV, line 2)		1,915,902.		
	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	1,000.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	3,062,461.	2,955,063.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	422,822.	190,665.		232,157.
	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 STMT 4	22,030.	30.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5		-692.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	444,852.	190,003.		232,157.
	25 Contributions, gifts, grants paid	2,201,279.			2,201,279.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,646,131.	190,003.		2,433,436.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	416,330.			
	b **Net investment income** (if negative, enter -0-)		2,765,060.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED SEP 30 2014 OGDEN, UT IRS-OSC

SCANNED OCT 6 2014

323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

14470910 143085 RICH3811 2013.04021 RICHARD J. STERN FOUNDATION RICH3811

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	364,523.	1,158,515.	1,158,515.
	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 6	33,481,246.	35,007,040.	45,207,069.
	c Investments - corporate bonds STMT 7	10,333,839.	8,430,383.	8,880,380.
	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 I)	44,179,608.	44,595,938.	55,245,964.
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	44,179,608.	44,595,938.	
	30 **Total net assets or fund balances**	44,179,608.	44,595,938.	
	31 **Total liabilities and net assets/fund balances**	44,179,608.	44,595,938.	

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	44,179,608.
2 Enter amount from Part I, line 27a	2	416,330.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	44,595,938.
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	44,595,938.

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	WASH SALE ADJUSTMENTS		VARIOUS	VARIOUS
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	17,036,915.		15,121,440.	1,915,475.
b	427.			427.
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				1,915,475.
b				427.
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	1,915,902.
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	2,326,868.	47,850,076.	.048628
2011	2,198,509.	45,908,225.	.047889
2010	1,920,777.	46,613,926.	.041206
2009	1,978,928.	42,772,002.	.046267
2008	2,053,937.	39,982,238.	.051371

2 **Total** of line 1, column (d)	2	.235361
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	.047072
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	51,887,834.
5 Multiply line 4 by line 3	5	2,442,464.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,651.
7 Add lines 5 and 6	7	2,470,115.
8 Enter qualifying distributions from Part XII, line 4	8	2,433,436.

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			1	55,301.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	55,301.
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	55,301.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	53,153.		
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	53,153.
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	2,148.
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ COMMERCE BANK Telephone no. ▶ (816) 234-2568

Located at ▶ 118 W 47TH ST, KANSAS CITY, MO 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

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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
COMMERCE BANK NA,INV. MGMT PO BOX 419248 KC, MO 64141	CORPORATE TRUSTEE 40.00	190,665.	0.	0.
COMMERCE BANK NA,CHARITY OFFICE PO BOX 419248 KC, MO 64141	CORPORATE TRUSTEE 40.00	210,972.	0.	0.
COMMERCE BANK NA,CHARITY MGMT PO BOX 419248 KC, MO 64141	CORPORATE TRUSTEE 10.00	21,185.	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	0.
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	51,817,268.
b	Average of monthly cash balances		1b	860,736.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	52,678,004.
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	52,678,004.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	790,170.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	51,887,834.
6	**Minimum investment return.** Enter 5% of line 5		6	2,594,392.

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	2,594,392.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 55,301.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	55,301.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,539,091.
4	Recoveries of amounts treated as qualifying distributions		4	1,000.
5	Add lines 3 and 4		5	2,540,091.
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	2,540,091.

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	2,433,436.
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	2,433,436.
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	2,433,436.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,540,091.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,211,510.	
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: ▶ $ 2,433,436.				
a Applied to 2012, but not more than line 2a			2,211,510.	
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				221,926.
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:**				
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				2,318,165.
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				

Form **990-PF** (2013)

323581
10-10-13

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:

SEE STATEMENT 8

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
STATEMENT 10A	NONE	SEE STMT 10A	SEE STATEMENT 10A	2,201,279.
Total			▶ **3a**	2,201,279.
b *Approved for future payment*				
STATEMENT 11	NONE	SEE STMT 11	SEE STATEMENT 11	1,103,975.
Total			▶ **3b**	1,103,975.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	1,053,441.	
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	2,008,020.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a GRANT REPAYMENT					1,000.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,061,461.	1,000.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,062,461.

(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).
11A	GRANT REPAYMENT

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? [X] Yes [ ] No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
SEE STATEMENT 9		SEE STATEMENT 10

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

Signature of officer or trustee: [signature] Date: 9/15/2014 Title: Vice President, The Commerce Trust Company a Division of Commerce Bank, Trustee

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

Firm's name ▶	Firm's EIN ▶
Firm's address ▶	Phone no.

Form 990-PF (2013)

323622
10-10-13

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
17,036,915.	15,029,322.	0.	0.	2,007,593.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WASH SALE ADJUSTMENTS			VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
427.	0.	0.	0.	427.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,008,020.

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	1,053,441.	0.	1,053,441.	1,039,161.	
TO PART I, LINE 4	1,053,441.	0.	1,053,441.	1,039,161.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GRANT REPAYMENT	1,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,000.	0.	

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX ESTIMATES	22,000.	0.		0.
FOREIGN TAXES	30.	30.		0.
TO FORM 990-PF, PG 1, LN 18	22,030.	30.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES APPLICABLE TO TAX EXEMPT INCOME	0.	-692.		0.
TO FORM 990-PF, PG 1, LN 23	0.	-692.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS AND MUTUAL FUNDS - STATEMENT A	35,007,040.	45,207,069.
TOTAL TO FORM 990-PF, PART II, LINE 10B	35,007,040.	45,207,069.

FORM 990-PF	CORPORATE BONDS	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS - STATEMENT A	8,430,383.	8,880,380.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,430,383.	8,880,380.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 8
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MICHAEL D FIELDS, COMMERCE BANK
118 WEST 47TH STREET
KANSAS CITY, MO 64112-1601

TELEPHONE NUMBER

(816) 234-2728

FORM AND CONTENT OF APPLICATIONS

APPLICATION SHOULD BE SUBMITTED IN WRITING AND INCLUDE THE PURPOSE AND TAX EXEMPT STATUS OF THE ORGANIZATION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

QUALIFYING CHARITABLE ORGANIZATIONS THAT ARE NOT PRIVATE FOUNDATIONS AND ARE ENGAGED IN SUPPORTING THE ARTS IN THE GREATER KANSAS CITY AREA.

990-PF PART XVII STATEMENT 9

AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS

(A) NAME OF ORGANIZATION	(B) TYPE OF ORGANIZATION
LOCAL CEDAR HILL CEMETERY ASSOCIATION	501 (C) (13)
MOUNT HOPE MAUSOLEUM ENDOWMENT	501 (C) (13)
ANN A TRAVER CHARITALBE TRUST B	501 (C) (4)
IVY J TRIMMER-CHRISTIAN CHURCH	501 (C) (4)
IVY J TRIMMER TRUST	501 (C) (4)
ALICE G OGG TRUST UNDER WILL	501 (C) (4)
MARY HARTMANN FOUNDATION	501 (C) (4)
SHAARE SHOLEM CEMETERY TRUST	501 (C) (13)
ADATH JOSEPH CEMETERY FUND	501 (C) (13)
NINA BOZARTH T/U/W FBO KAMPF CEMETERY	501(C)(13)

990-PF AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS STATEMENT 10
PART XVII, LINE 2, COLUMN (C)

NAME OF AFFILIATED OR RELATED ORGANIZATION

LOCAL CEDAR HILL CEMETERY ASSOCIATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

MOUNT HOPE MAUSOLEUM ENDOWMENT

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ANN A TRAVER CHARITALBE TRUST B

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

IVY J TRIMMER-CHRISTIAN CHURCH

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

IVY J TRIMMER TRUST

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ALICE G OGG TRUST UNDER WILL

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

MARY HARTMANN FOUNDATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

SHAARE SHOLEM CEMETERY TRUST

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ADATH JOSEPH CEMETERY FUND

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

NINA BOZARTH T/U/W FBO KAMPF CEMETERY

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

Richard J. Stern Foundation for the Arts
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 Date
Art in the Loop Foundation 1000 Walnut, Ste 200 Kansas City, MO 64106		PC	Outreach programming	$10,000.00	4/18/2014
Arts Consortium 20 E Gregory Blvd Kansas City, MO 64114	Metropolitan Arts Council of Greater Kansas City DBA ArtsKC - Regional Arts Council	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	$15,000 00	2/13/2014
Arts Engagement Foundation of Kansas City 20 E. Gregory Blvd Kansas City, MO 64114	Metropolitan Arts Council of Greater Kansas City DBA ArtsKC - Regional Arts Council	PC	performARTS	$15,000 00	2/13/2014
Bach Aria Soloists P O Box 7112 Kansas City, MO 64113		PC	2013/2014 season support	$7,000 00	11/8/2013
Charlotte Street Foundation P O Box 10263 Kansas City, MO 64171-0263		PC	Used for program support at the discretion of the Board of Directors or Trustees as they see fit for their organization and to support the upgrade of hardware and software	$37,500 00	11/8/2013
Children's Mercy Hospital 2401 Gillham Rd Kansas City, MO 64108		PC	"Conservatory in the Chapel" program	$6,800 00	5/27/2014
Coterie Inc 2450 Grand Blvd , Ste. 144 Kansas City, MO 64108-2520		PC	2013/2014 season support	$30,000 00	11/8/2013
Coterie Inc 2450 Grand Blvd , Ste 144 Kansas City, MO 64108-2520		PC	2014 Boots & Bow Ties Benefit to support artistic and education programs	$5,000 00	5/27/2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Date
Heart of America Shakespeare Festival 3619 Broadway, Ste 2 Kansas City, MO 64111		PC	2014 season support and production of "The Winter's Tale"	$20,000 00	5/27/2014
Heartland Chamber Music Ltd 5960 Dearborn, Ste 214 Mission, KS 66202		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	$3,000 00	7/2/2013
Heartland Men's Chorus P O Box 32374 Kansas City, MO 64171-5374		PC	2013/2014 season support/Underwrite search for Artistic Director	$15,000 00	11/8/2013
Japan America Society Ltd P O Box 22487 Kansas City, MO 64113-2487		PC	16th Annual Greater Kansas City Japan Festival	$2,000 00	7/2/2013
Jewish Community Center of Greater Kansas City 5801 W 115th St , Ste. 101 Overland Park, KS 66211-1800		PC	2014/2015 Performing Arts Series at the White Theatre	$5,000.00	5/27/2014
Kansas City Actors Theatre Inc. DBA Actors Theatre KC P O Box 22510 Kansas City, MO 64113		PC	2014/2015 season support (10th anniversary)	$30,000 00	5/27/2014
Kansas City Art Institute 4415 Warwick Blvd. Kansas City, MO 64111-1874		PC	Ceramics program support/Asian Studies program 2013/2014	$65,000 00	2/13/2014
Kansas City Art Institute 4415 Warwick Blvd Kansas City, MO 64111-1874		PC	Planning phase of Masters degree program (MBFA)	$25,000 00	2/18/2014
Kansas City Ballet Association 500 W Pershing Rd Kansas City, MO 64108-2430		PC	2013/2014 season support	$30,000 00	2/13/2014
Kansas City Chamber Orchestra Incorporated 11 E 40th St Kansas City, MO 64111		PC	2013/2014 season support	$10,000 00	2/13/2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Date
Kansas City Chapter of Young Audiences Inc DBA 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	$15,000 00	11/8/2013
Kansas City Chorale 5601 Wyandotte St , Ste 412 Kansas City, MO 64113		PC	Underwrite WinterSong concert in Rozzelle Court Nelson-Atkins Museum on December 5, 2013	$20,000 00	7/2/2013
Kansas City Chorale 5601 Wyandotte St , Ste 412 Kansas City, MO 64113		PC	2013/2014 season support	$30,000.00	2/13/2014
Kansas City Friends of Alvin Ailey 1714 E 18th St Kansas City, MO 64108		PC	Ailey II residency	$13,000 00	10/7/2013
Kansas City Repertory Theatre Inc 4825 Troost Ave , Ste 101 Kansas City, MO 64110-2030		PC	2013/2014 season support	$30,000 00	7/2/2013
Kansas City Repertory Theatre Inc 4825 Troost Ave , Ste 101 Kansas City, MO 64110-2030		PC	Partial underwriting for the 2014 Gala , "A Fearless Fête" to support education programs	$10,000.00	5/27/2014
Kansas City Symphony 1703 Wyandotte St , Ste 200 Kansas City, MO 64108		PC	Los Angeles Philharmonic concert March 14, 2014	$75,000 00	11/8/2013
Kansas City Symphony 1703 Wyandotte St , Ste 200 Kansas City, MO 64108		PC	2013/2014 season support	$285,000.00	11/8/2013
Kansas City Wind Symphony Community Arts Enrichment Fund 2610 W 70th Terr Mission Hills, KS 66208	Greater Kansas City Community Foundation	PC	Create and perform a transcription of Sergei Rachmaninoff's "Rhapsody on a Theme of Paganini"	$1,000.00	2/13/2014
Kauffman Center for the Performing Arts 1601 Broadway Blvd Kansas City, MO 64108		PC	Open Doors program	$25,000.00	5/27/2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Date
KC Fringe Festival P O Box 415001 Kansas City, MO 64141-5001		PC	Website re-design	$5,000.00	2/13/2014
KCMetropolis-Org Inc 814 E 33rd St Kansas City, MO 64109		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	$10,000 00	2/13/2014
Lyric Opera of Kansas City Inc 1725 Holmes St Kansas City, MO 64108-1538		PC	2014 Lyric Ball to benefit education programs	$50,000 00	9/12/2013
Lyric Opera of Kansas City Inc 1725 Holmes St Kansas City, MO 64108-1538		PC	2013/2014 season support	$200,000.00	10/2/2013
Lyric Opera of Kansas City Inc 1725 Holmes St Kansas City, MO 64108-1538		PC	2013/2014 season support	$200,000 00	2/18/2014
Lyric Opera of Kansas City Inc 1725 Holmes St Kansas City, MO 64108-1538		PC	2013/2014 season support	$200,000 00	4/2/2014
Lyric Opera of Kansas City Inc 1725 Holmes St Kansas City, MO 64108-1538		PC	2013/2014 season support	$50,000 00	5/14/2014
Metropolitan Arts Council of Greater Kansas City DBA ArtsKC - Regional Arts Council 106 Southwest Blvd Kansas City, MO 64108		PC	Purchase new computers, monitors and network server	$10,000.00	5/27/2014
Metropolitan Ensemble Theatre 3614 Main St Kansas City, MO 64111		PC	2013/2014 season support	$20,000.00	11/8/2013
Mid-America Arts Alliance 2018 Baltimore Ave Kansas City, MO 64108-1914		PC	Technology upgrade	$75,000 00	11/8/2013

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Date
Music-Arts Institute 1010 S Pearl St. Independence, MO 64050		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization and in support of scholarships	$15,000 00	5/27/2014
Nelson Gallery Foundation 4525 Oak St Kansas City, MO 64111-1873		PC	Purchase video camera for the conservation lab	$646.00	5/27/2014
Owen-Cox Dance Group 4230 Holmes St Kansas City, MO 64110		PC	2013/2014 season support	$5,000 00	2/13/2014
Pakistani Cargo Truck Initiative %Atelier CMS Inc 2107 Grand Blvd , #409 Kansas City, MO 64108	Atelier CMS Inc	PC	Educational arts outreach project	$5,000 00	8/2/2013
Paul Mesner Puppets Inc 1006 Linwood Blvd Kansas City, MO 64109		PC	2013/2014 season support	$7,000 00	11/8/2013
Performing Arts Foundation of Kansas City DBA Folly Theater 1020 Central, Ste 200 P O Box 26505 Kansas City, MO 64196		PC	2014/2015 Folly Jazz Series	$10,000 00	5/27/2014
Spinning Tree Theatre Po Box 8647 Kansas City, MO 64114-0647		PC	2013/2014 season support	$2,500 00	11/8/2013
Studios Inc 1708 Campbell St Kansas City, MO 64108		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	$20,000 00	11/8/2013
Summerfest Concerts and-or Recordings Inc P O Box 22697 Kansas City, MO 64113-0697		PC	2014 season support	$7,500 00	5/27/2014
Truman Medical Center Incorporated 2310 Holmes Kansas City, MO 64108		PC	Healing Arts program	$0 00	

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Date
Unicorn Theatre 3828 Main St. Kansas City, MO 64111		PC	2013/2014 season support	$25,000 00	11/8/2013
Unicorn Theatre 3828 Main St Kansas City, MO 64111		PC	Capital campaign over 2 years	$62,500.00	11/8/2013
Unicorn Theatre 3828 Main St Kansas City, MO 64111		PC	Capital campaign over 2 years	$62,500 00	4/2/2014
University of Missouri-Kansas City - College of Arts and SciencesTheatre Department Theatre Department 4949 Cherry St Kansas City, MO 64110		PC	MFA student fellowship in theatre sound design over 3 years	$5,000 00	7/2/2013
University of Missouri-Kansas City - College of Arts and SciencesTheatre Department Theatre Department 4949 Cherry St Kansas City, MO 64110		PC	MFA student fellowships in costume design over 3 years	$10,000 00	7/2/2013
University of Missouri-Kansas City - Conservatory of Music Center for the Performing Arts 4949 Cherry St Kansas City, MO 64110-2299		PC	2013/2014 season support	$20,000 00	11/8/2013
University of Missouri-Kansas City - Conservatory of Music Center for the Performing Arts 4949 Cherry St Kansas City, MO 64110-2299		PC	Crescendo Gala in honor of honorary chairs, Nancy Lee & Jonathan Kemper	$10,000 00	11/8/2013
University of Missouri-Kansas City - KCUR Radio 4825 Troost, Ste 202 Kansas City, MO 64110		PC	Part time salary for digital media specialist and reporter/assignment editor, and fund new position focused on content collaboration and distribution over 2 years	$63,333 00	5/14/2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Date
William Jewell College (Harriman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		PC	2014/2015 season support and anniversary season	$200,000.00	4/7/2014
Wylliams-Henry Contemporary Dance Company DBA Wylliams/Henry Contemporary Dance Company 209 S Olive Kansas City, MO 64124		PC	2013/2014 season support	$10,000 00	11/8/2013
Youth Symphony Association of Kansas City Inc 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	$5,000 00	2/13/2014
Total Contributions for the Year:				**$2,201,279.00**	

EIN: 43-6313811

FUND STATUS
Richard J. Stern Foundation for the Arts

Organization	Purpose (Current Year)	FY14/15		FY15/16	FY16/17	FY17/18	
Barn Players	Musician stipends	3,500	07/14				
Folly Theater - equipment	Purchase production equipment	53,475	07/14				
Heartland Chamber Music	Heartland Chamber Music Academy	5,000	07/14				
Kansas City Ballet (Ballet Ball)		5,000					
Kansas City Dance Festival	2014 KC Dance Festival	10,000	07/14				
Kansas City Jazz Orchestra	2014/2015 Season Support	2,000	07/14				
Kansas City Symphony (Symphony Ball)		35,000	07/14				
Kemper Museum of Contemporary Art Milestone Fund	Exhibit underwriting	20,000	07/14				
Lyric Opera of Kansas City (Season Support)		600,000	10/14				
Lyric Opera of Kansas City (Season Support)		50,000	05/15				
Lyric Opera of Kansas City (Lyric Ball)		50,000					
Nelson-Atkins Museum of Art - Special Project	Purchase Medal Cabinet	100,000		100,000			
Park University	Support the purchase of six pianos	20,000	07/14				
UMKC-Arts & Sciences Theatre Dept (Scholarships-Costume)	MFA Fellowship (Costume Design)	10,000	07/14	10,000			
UMKC-Arts & Sciences Theatre Dept (Scholarships-Sound)	MFA Fellowship (Sound Design)	10,000	07/14	10,000	10,000		
	Total Oustanding:	**973,975**	**-**	**120,000**	**10,000**		
							1,103,975

RICHARD J STERN FOUNDATION MAIN
As of June 30, 2014

EIN: 43-6313811

Group		Description	Units	Book Value	Market Value
	1	FINANCIAL SQUARE TR GOVERNMENT FD	1,174,947	1,174,947 23	1,174,947 23
		CASH	0	-16,431 76	-16,431 76
1 Total			**1,174,947**	**1,158,515.47**	**1,158,515.47**
	2	AUTOMATIC DATA PROCESSING INC	500	29,917 10	39,640 00
		BAKER HUGHES INC	500	36,070 55	37,225 00
		ILLINOIS TOOL WORKS INC	500	31,130 85	43,780 00
		JOHNSON AND JOHNSON	400	29,762 94	41,848 00
		LOWES COMPANIES INC	900	17,926 29	43,191 00
		MICROCHIP TECHNOLOGY INC	1,200	44,321 88	58,572 00
		UNITED TECHNOLOGIES CORP	400	31,731 97	46,180 00
		VERIZON COMMUNICATIONS	1,300	60,007 65	63,609 00
		CBS CORP-CL B	600	35,604 52	37,284 00
		CERNER CORP	700	34,205 29	36,106 00
		COMCAST CORPORATION CL-A	900	33,270 95	48,312 00
		DENTSPLY INTERNATIONAL INC NEW	400	15,726 80	18,940 00
		DUN & BRADSTREET CORP	200	20,159 76	22,040 00
		EBAY INC	800	39,185 12	40,048 00
		GOOGLE INC CL A	100	15,006 40	58,467 00
		INTERNATIONAL BUSINESS MACHINES	284	23,662 82	51,480 68
		MCKESSON CORP COMMON STOCK	300	27,374 34	55,863 00
		MICROSOFT CORP	1,700	40,746 87	70,890 00
		MORGAN STANLEY INS M/C GR-IN	33,378	1,250,340 01	1,515,371 60
		QUALCOMM INC	500	30,166 80	39,600 00
		SCHLUMBERGER LTD	450	33,784 68	53,077 50
		STRYKER CORP	500	34,647 40	42,160 00
		AMETEK AEROSPACE PRODS INC	1,100	43,955 22	57,508 00
		CHURCH & DWIGHT CO INC	300	20,472 84	20,985 00
		COLGATE PALMOLIVE	600	31,357 47	40,908 00
		VISA INC CLASS A SHARES	200	26,856 08	42,142 00
		ALLIANCE DATA SYS CORP	50	2,920 98	14,062 50
		BARD C R INC	300	27,415 30	42,903 00
		DOLLAR TREE INC	1,000	55,037 71	54,460 00
		MFS RESEARCH INTERNATIONAL FUND-I	198,018	3,043,599 54	3,762,337 67
		ADOBE SYSTEM INC	600	38,859 84	43,416 00
		ALLISON TRANSMISSION HOLDING	1,900	56,105 91	59,090 00
		ALTRIA GROUP INC	1,000	33,099 73	41,940 00
		AMERICAN EXPRESS CO	500	26,043 95	47,435 00
		AMGEN INC	400	36,777 00	47,348 00
		AMPHENOL CORP CL-A	200	19,205 48	19,268 00
		APPLE INC	1,850	71,674 34	171,920 50
		AQR MANAGED FUTURES STRATEGY FUND I	66,507	672,458 70	667,726 91
		ARCHER DANIELS MIDLAND	700	29,283 10	30,877 00
		ARTISAN MID CAP VALUE FUND-INS	32,492	636,547 10	918,863 35
		AUTOZONE INC	125	46,293 73	67,030 00
		BECTON DICKINSON & COMPANY	400	40,307 72	47,320 00
		BLACKROCK INC	50	9,474 34	15,980 00
		BROWN & BROWN INC	700	22,442 98	21,497 00
		CABOT CORP	300	17,623 77	17,397 00

RICHARD J STERN FOUNDATION MAIN
As of June 30, 2014

EIN: 43-6313811

Group	Description	Units	Book Value	Market Value
	CARTER'S INC	400	23,166 64	27,572 00
	CBOE HOLDINGS INC	400	18,092 64	19,684 00
	CHARTER COMMUNICATION-A	300	37,176 42	47,514 00
	CHUBB CORP	500	42,565 53	46,085 00
	CLEARBRIDGE SMALL CAP	29,433	563,442 48	860,629 84
	COCA COLA	1,200	34,159 72	50,832 00
	COLUMBIA ACORN INTL FUND-Z	28,271	1,151,777 01	1,383,874 75
	COMMERCE VALUE FUND INSTITUTIONAL	37,858	830,702 48	1,216,003 65
	CONSTELLATION BRANDS INC-CL A	300	24,953 76	26,439 00
	COVANCE INC	300	23,286 78	25,674 00
	CROWN CASTLE INTL CORP	900	63,556 31	66,834 00
	CROWN HOLDINGS INC	400	10,093 08	19,904 00
	DIRECTV	600	30,886 07	51,006 00
	DISCOVERY COMMUNICATIONS-A	300	24,303 06	22,284 00
	DODGE & COX INTERNATIONAL STOCK FUND	39,013	1,673,846 07	1,811,756 10
	DONALDSON INC	800	26,130 88	33,856 00
	DOVER CORP	300	24,638 94	27,285 00
	DR PEPPER SNAPPLE GROUP INC	400	14,690 92	23,432 00
	DUNKIN BRANDS GROUP INC	500	16,723 29	22,905 00
	ECOLAB INC	400	34,304 20	44,536 00
	EOG RES INC	400	45,949 48	46,744 00
	EQT CORPORATION	200	21,389 58	21,380 00
	EQUIFAX INC	300	13,993 32	21,762 00
	EXTRA SPACE STORAGE INC	700	25,310 46	37,275 00
	FEDERAL RLTY INVT TR	150	11,516 35	18,138 00
	FISERV INC	1,000	50,550 66	60,320 00
	FLOWSERVE CORP	300	13,614 05	22,305 00
	GARTNER GROUP INC	300	13,830 66	21,156 00
	GOOGLE INC CLASS C	100	14,968 64	57,528 00
	GRACE W R & CO	400	30,946 84	37,812 00
	GRACO INC	300	23,175 72	23,424 00
	GRAINGER W W INC	275	58,628 31	69,924 25
	HARLEY DAVIDSON INC	300	12,822 18	20,955 00
	HARRIS CORP	340	14,668 33	25,755 00
	HOME DEPOT INC	600	43,464 99	48,576 00
	HONEYWELL INTL INC	400	25,576 08	37,180 00
	IDEX CORP	300	19,386 42	24,222 00
	IDEXX LABS INC	500	48,990 76	66,785 00
	INFORMATICA CORP	500	20,527 25	17,825 00
	INTEL CORP	1,350	26,491 59	41,715 00
	INTERCONTINENTAL EXCHANGE INC	300	48,452 05	56,670 00
	INVESCO DEVELOPING MARKET FUND	31,520	1,042,557 79	1,103,194 51
	ISHARES MSCI CANADA ETF	10,150	307,313 95	326,931 50
	ISHARES RUSSELL MIDCAP VALUE ETF	41,605	1,824,769 69	3,020,939 05
	ISHARES RUSSELL 1000 VALUE ETF	55,110	3,571,146 25	5,580,989 70
	ISHARES US PREFERRED STOCK ETF	4,000	157,350 18	159,640 00
	ITT CORP	500	14,465 12	24,050 00
	JARDEN CORP	950	33,516 46	56,382 50
	JP MORGAN ALERIAN MLP INDEX ETN	12,000	432,108 00	628,560 00

RICHARD J STERN FOUNDATION MAIN

As of June 30, 2014

EIN: 43-6313811

Group	Description	Units	Book Value	Market Value
	KANSAS CITY SOUTHERN	300	25,150 71	32,253 00
	KAR AUCTION SERVICES INC	700	20,291 32	22,309 00
	KELLOGG CO	700	42,250 06	45,990 00
	KIMBERLY CLARK CORP	400	34,825 83	44,488 00
	KROGER CO	900	31,321 98	44,487 00
	LABORATORY CRP OF AMER HLDGS	250	18,902 49	25,600 00
	LAM RESH CORP	800	42,297 64	54,064 00
	LAUDER ESTEE COS INC CL A	400	24,764 84	29,704 00
	LAZARD EMERGING MARKETS EQUITY PORT	55,180	1,053,250 67	1,124,573 39
	LIBERTY INTERACTIVE CORP A	700	13,763 47	20,552 00
	LINEAR TECHNOLOGY CORP	500	14,969 44	23,535 00
	LOCKHEED MARTIN CORP	300	28,680 62	48,219 00
	MACYS INC	700	25,842 95	40,614 00
	MARRIOTT INTL INC NEW CL A	350	9,309 23	22,435 00
	MASTERCARD INCORPORATED CLASS A	850	39,103 91	62,449 50
	MCCORMICK & CO INC NON-VOTING	300	21,320 85	21,477 00
	METTLER-TOLEDO INTL INC	100	21,908 74	25,318 00
	MONSANTO CO	400	37,217 79	49,896 00
	MOODYS CORPORATION	500	39,838 15	43,830 00
	MORNINGSTAR INC	300	23,696 70	21,543 00
	NATIXIS LOOMIS SAYLES VALUE FUND Y	84,614	1,734,805 60	2,417,409 84
	NIKE INC CLASS B	500	25,743 95	38,775 00
	NOBLE ENERGY INC	300	14,132 22	23,238 00
	NORDSTROM INC	300	12,072 13	20,379 00
	OCEANEERING INTL INC	400	23,302 68	31,252 00
	OREILLY AUTOMOTIVE INC	200	16,528 28	30,120 00
	PACKAGING CORP OF AMERICA	700	20,413 94	50,043 00
	PALL CORP	700	42,999 29	59,773 00
	PAYCHEX INC	1,300	42,826 53	54,028 00
	PEPSICO INC	500	33,738 42	44,670 00
	PETSMART INC	350	11,265 53	20,930 00
	PHILIP MORRIS INTERNATIONAL	550	30,508 73	46,370 50
	PRUDENTIAL GLOBAL REAL EST-Z	22,869	458,223 91	562,802 40
	PUBLIC STORAGE	200	28,935 54	34,270 00
	QUANTA SVCS INC	600	15,698 64	20,748 00
	RALPH LAUREN CORP	100	13,944 44	16,069 00
	REGAL ENTERTAINMENT GROUP-A	1,100	20,452 08	23,210 00
	REYNOLDS AMERICAN INC	600	29,113 14	36,210 00
	ROBECO BP LNG/SHRT RES-INS	101,158	1,390,879 02	1,507,252 29
	ROCKWOOD HOLDINGS INC	300	20,010 99	22,797 00
	ROLLINS INCORPORATED	700	20,978 65	21,000 00
	ROSS STORES INC	300	20,405 86	19,839 00
	RPM INC OHIO	1,300	46,999 30	60,034 00
	SBA COMMUNICATIONS CORP	200	7,809 58	20,460 00
	SCRIPPS NETWORKS INTER CL A	300	25,364 97	24,342 00
	SERVICE CORP INTERNATIONAL	3,000	53,480 12	62,160 00
	SHERWIN WILLIAMS CO	300	48,411 36	62,073 00
	SIGMA ALDRICH CORP	200	10,845 28	20,296 00
	SIRONA DENTAL SYSTEMS INCORPORATED	300	20,924 88	24,738 00

RICHARD J STERN FOUNDATION MAIN
As of June 30, 2014

EIN: 43-6313811

Group	Description	Units	Book Value	Market Value
	SMITH (A O) CORP	400	14,367 16	19,832 00
	SOLERA HOLDINGS INC	300	16,005 78	20,145 00
	T ROWE PRICE GROUP INC	750	45,748 58	63,307 50
	T ROWE PRICE NEW HORIZONS FUND INC	12,352	419,700 74	589,065 69
	TARGET SMALL CAP VALUE PT	91,213	1,868,258 33	2,565,810 16
	TECHNE CORP	600	54,955 58	55,542 00
	THE HERSHEY COMPANY	200	19,309 28	19,474 00
	TIAA-CREF L/C GROW INDX-INST	60,000	1,207,800 00	1,212,000 00
	TIAA-CREF L/C VAL INDX-INST	25,982	431,818 73	457,540 78
	TORO CO	400	12,881 26	25,440 00
	TOTAL SYSTEM SERVICES INC	700	16,551 10	21,987 00
	TUPPERWARE BRANDS CORPORATION	200	10,958 50	16,740 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	700	42,887 11	44,100 00
	VANGUARD FTSE ALL WO X-US SC	11,350	1,032,867 39	1,261,666 00
	VANGUARD FTSE DEVELOPED MARKETS	29,625	1,083,977 60	1,261,728 75
	VANGUARD MORGAN GROWTH FD-AD	29,484	1,918,053 54	2,444,240 51
	VIACOM INC-CLASS B	400	32,755 80	34,692 00
	WAL-MART STORES INC	600	42,942 97	45,042 00
	WASTE MGMT INC DEL	1,100	45,579 66	49,203 00
	WFA PREMIER L/C GROWTH-I	91,912	1,160,523 26	1,375,007 95
	WILLIAMS SONOMA INC	300	16,321 17	21,534 00
	WYNDHAM WORLDWIDE CORPORATION	300	16,327 47	22,716 00
	XILINX INC	350	9,283 14	16,558 50
	ZIMMER HOLDINGS INC	200	12,355 00	20,772 00
2 Total		**1,313,117**	**35,007,040.17**	**45,207,069.32**
3	EQUITABLE LIFE ASSUR NT 7 7% 12/1/15	150,000	165,870 19	163,258 50
	FHLMC GOLD POOL # A27987 5% 7/1/34	17,316	17,272 32	19,221 05
	FNR 2003-117 CL KB 6% 12/25/33	100,000	102,281 65	114,604 40
	GEORGIA PWR CO NT 5 7% 6/1/17	65,000	64,859 60	73,240 05
	TN VALLEY AUTHORITY NT 6 75% 11/1/25	40,000	48,105 20	53,419 60
	TOSCO CORP NT 8 125% 2/15/30	50,000	64,939 00	73,856 50
	U S TREASURY BONDS 4 75% 2/15/37	60,000	58,647 66	75,445 20
	ABBOTT LABS NT 6 15% 11/30/37	65,000	64,740 00	83,772 65
	AMGEN INC NT 5 85% 6/1/17	100,000	120,111 00	112,767 00
	APPLE INC NT 1 05% 5/5/17	80,000	79,957 60	80,108 00
	AT&T CORP NT V/R 11/15/31	70,000	95,349 80	102,782 40
	BK OF AMERICA CORP NT 5 875% 1/5/21	55,000	52,233 50	64,347 80
	BANK OF AMERICA NT 5 65% 5/1/18	55,000	54,705 75	62,344 70
	BK OF MONTREAL NT 2 5% 1/11/17	105,000	107,174 55	109,229 40
	BK OF NY MELLON NT 3 55% 9/23/21	100,000	104,952 00	105,112 00
	BB&T CORP NT 3 2% 3/15/16	90,000	92,208 60	93,600 90
	BOEING CO NT 6 875% 3/15/39	100,000	129,986 00	140,678 00
	BP CAPITAL MKTS NT 2 241% 9/26/18	75,000	75,000 00	76,342 50
	BRISTOL MYERS SQUIBB NT 1 75% 3/1/19	80,000	79,632 00	79,325 60
	CRART 2012-1 CL A 1 18% 8/15/17	37,272	37,269 13	37,460 22

RICHARD J STERN FOUNDATION MAIN
As of June 30, 2014

EIN: 43-6313811

Group	Description	Units	Book Value	Market Value
	CANADIAN NATL RR NT 5 55% 3/1/19	75,000	86,625 75	86,654 25
	CHASE 2003-S13 CL A1 5 5% 11/25/33	16,502	14,314 42	16,845 35
	CHASE 2003-S13 CL A16 5% 11/25/33	16,407	15,648 76	16,560 98
	CHEVRON CORP NT 1 104% 12/5/17	80,000	80,000 00	79,632 00
	COLGATE PALM CO NT 5 2% 11/7/16	110,000	109,991 20	121,246 40
	COMM 2012-CR2 CL A2 2 025% 8/15/45	80,000	81,997 90	81,229 20
	CONS EDISON NY NT 5 3% 3/1/35	70,000	76,061 30	80,670 10
	GT 1997-7 CL A7 6 96% 7/15/29	50,703	55,393 54	53,117 94
	CWALT 2004-18CB CL 3A1 5 25% 9/25/19	9,382	9,481 88	9,559 77
	CWHL 2003-J6 CL 1A1 5 5% 8/25/33	22,956	22,999 35	24,017 63
	CR BARD INC NT 1 375% 1/15/18	80,000	79,898 40	79,302 40
	CSFB 2003-19 CL 1A4 5 25% 7/25/33	32,310	28,351 78	33,267 36
	CSFB 2003-29 CL 8A1 6% 11/25/18	22,789	20,125 51	23,514 73
	CT ST TXBL GO 1 032% 10/15/16	70,000	70,000 00	70,463 40
	DBUBS 2011-LC3A CL A1 2 238% 9/10/16	41,963	42,382 10	42,468 29
	DMSI 2004-2 CL A6 4 68% 1/25/34	11,527	11,153 20	11,947 42
	DUKE ENERGY NT 5 3% 2/15/40	110,000	109,530 30	129,644 90
	EL PASO TX GO 5% 8/15/38	75,000	74,535 00	78,314 25
	EMERSON ELEC CO NT 5 375% 10/15/17	85,000	84,084 55	95,915 70
	FFCB NT 1 37% 10/2/17	70,000	70,241 50	70,212 10
	FFCB NT 4 55% 6/8/20	255,000	248,933 00	291,633 30
	FHLB NT 1% 9/25/18	80,000	79,760 00	78,424 80
	FHLMC GOLD POOL # G13098 5 5% 9/1/21	11,858	12,089 13	12,747 56
	FHLMC GOLD POOL # P10021 6% 11/1/17	16,735	17,624 46	17,409 14
	FHLMC GOLD #E01139 6% 4/1/17	3,618	3,780 03	3,797 02
	FHR 2126 CL CB 6 25% 2/15/29	30,046	30,754 61	33,407 48
	FHLMC POOL # 781530 V/R 5/1/34	8,911	8,605 61	9,496 99
	FHR 3775 CL EM 3 5% 11/15/25	64,235	65,800 59	66,029 55
	FHR 2632 CL A 4% 1/15/18	1,664	1,595 73	1,669 89
	FHR 2677 CL BC 4% 9/15/18	5,632	4,963 67	5,891 09
	FHLMC NT 6 75% 3/15/31	105,000	130,172 39	150,664 50
	FHLMC NT 4 75% 11/17/15	60,000	59,379 12	63,669 60
	FNMA POOL # 334595 7 5% 11/1/23	3,682	3,932 56	4,056 73
	FNMA POOL # 675570 6% 12/1/32	6,873	7,064 70	7,816 93
	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	26,794	26,157 35	28,285 04
	FNR 2004-60 CL PA 5 5% 4/25/34	28,324	28,027 01	30,455 76
	FNR 2006-77 CL PC 6 5% 8/25/36	55,126	62,327 11	62,499 15
	FNMA POOL # 704605 5% 6/1/18	7,972	8,193 22	8,458 48
	FNMA POOL # 735648 V/R 02/01/34	23,702	23,642 49	25,182 16
	FNMA POOL # 768364 V/R 12/1/33	9,676	9,565 91	9,709 75
	FNMA POOL # 802650 5 109% 10/1/34	6,065	6,171 76	6,462 72
	FNMA POOL # 816308 V/R 2/1/35	8,390	8,366 29	8,894 47
	FNMA POOL # 817330 V/R 7/1/35	28,192	28,244 56	29,770 46
	FIDELITY ADVI EMRG MKS INC-I	12,379	169,503 45	178,129 77
	FLORIDA PWR & LT NT 5 69% 3/1/40	85,000	84,886 10	106,328 20
	FREMONT CA S/D GO 0% 8/1/31	260,000	65,741 00	109,441 80
	GENERAL DYNAMICS NT 2 25% 7/15/16	90,000	89,889 30	92,770 20
	GOLDMAN SACHS HIGH YIELD-INS	16,294	118,443 62	118,779 93

RICHARD J STERN FOUNDATION MAIN
As of June 30, 2014

EIN: 43-6313811

Group	Description	Units	Book Value	Market Value
	GNMA POOL # 603566 5 5% 4/15/33	14,282	14,511 19	16,130 61
	GNMA POOL # 622123 5 5% 10/15/33	16,772	17,377 04	19,076 49
	GNR 2004-43 CL D 4 994% 3/16/30	17,060	16,270 97	17,313 96
	GT 1996-4 CL A7 7 9% 6/15/27	2,914	3,124 85	2,937 46
	GSR 2005-5F CL 2A8 5 5% 6/25/35	12,353	12,040 34	12,449 52
	HARTFORD FLOATING RATE FUND-Y	14,680	129,182 27	132,558 63
	HENDERSON NV TAX GO 2 216% 6/1/20	75,000	75,000 00	73,164 00
	HI ST TAXBL GO 1 95% 8/1/18	80,000	80,000 00	81,354 40
	IVY MUNICIPAL HIGH INCOME FUND-I	9,960	50,000 00	51,195 22
	JPMCC 2012-CBX CL A2 1 8104% 6/15/45	80,000	80,800 00	81,352 32
	JPMORGAN CHASE CO NT 4 625% 5/10/21	70,000	76,418 30	77,157 50
	MA ST HSG REV 3 9% 6/1/20	90,000	90,000 00	95,407 20
	MASTR 2004-3 CL 5A1 6 25% 1/25/32	776	793 92	788 81
	MASTR 2003-6 CL 7A1 5% 7/25/23	28,950	29,854 59	30,485 34
	MLMI 2005-A7 CL 2A1 5 4005% 9/25/35	44,571	43,512 53	42,894 39
	MICROSOFT CORP NT 2 375% 5/1/23	80,000	79,731 20	76,591 20
	MIDAMERICAN ENERGY NT 2 4% 3/15/19	80,000	80,712 80	81,501 60
	MORGAN CNTY MO GO 6 4% 3/1/15	40,000	40,108 40	41,637 60
	MORGAN CNTY MO GO 7% 12/01/14	40,000	40,000 00	41,018 80
	MSC 2011-C2 CL A1 1 48% 6/15/44	11,939	11,938 91	11,958 55
	NORTHERN TR CORP NT 3 375% 8/23/21	110,000	109,519 30	115,402 10
	NEF 2005-1 CL A5 4 75% 10/28/45	26,937	26,933 82	26,698 41
	OCCIDENTAL PETE NT 1 75% 2/15/17	110,000	108,950 60	112,035 00
	PEPSICO INC NT 0 7% 2/26/16	80,000	79,972 00	80,191 20
	PIMCO EMERGING LOCAL BOND FUND IS	16,058	165,854 80	155,765 94
	PNC FUNDING CORP NT 2 7% 9/19/16	100,000	99,879 00	103,845 00
	PURDUE UNIV IN REV BAB 1 607% 7/1/15	100,000	100,000 00	100,887 00
	RALI 2004-QS2 CL CB 5 75% 2/25/34	51,176	41,388 42	53,575 45
	RAMP 2003-RS6 CL AI5 5 42% 7/25/33	64,399	63,715 11	61,546 15
	RFMS2 2001-HI3 CL AI7 7 56% 7/25/26	5,784	6,218 28	5,755 20
	RFMS2 2004-HI1 CL A5 V/R 4/25/29	60,161	39,104 79	63,358 68
	RFSC 2003-RM2 CL AIII 6% 5/25/33	5,763	5,865 67	6,068 36
	RFSC 2003-RM2 CL AII 5% 5/25/18	21,476	22,342 07	21,940 25
	RIO TINTO FINANC NT 2 25% 9/20/16	100,000	99,400 00	103,102 00
	ROCKWELL COLLINS NT 3 7% 12/15/23	80,000	79,768 00	82,934 40
	SIMON PROPERTY GP LP NT 2 2% 2/1/19	75,000	74,857 50	75,714 00
	SOUTHERN CAL ED NT 5 5% 3/15/40	55,000	54,338 35	66,369 05
	STATE STREET CORP NT 3 1% 5/15/23	70,000	67,705 40	68,739 30
	SASC 2003-31A 2A7 V/R 10/25/33	63,031	49,952 12	63,191 29
	SASC 2005-NC1 CL A11 V/R 2/25/35	57,776	58,606 73	58,083 80
	STRYKER CORP NT 3 375% 5/15/24	80,000	79,299 20	80,056 80
	SWISS BK CORP NY NT 7 375% 6/15/17	110,000	126,846 50	125,592 50
	T ROWE TX FR HIGH YIELD	13,239	150,132 39	154,766 11
	TENN VLY AUTH NT 1 75% 10/15/18	100,000	100,078 00	100,806 00
	TORONTO-DOMINION NT 2 625% 9/10/18	80,000	82,500 00	82,600 00
	TOTAL CAPITAL INTL NT 2 1% 6/19/19	80,000	79,894 40	80,356 80
	TOYOTA MOTOR CREDIT NT 2 1% 1/17/19	80,000	79,932 00	80,709 60
	TRANS-CANADA PL NT 7 25% 8/15/38	55,000	70,520 45	76,811 35
	TX ST A & M UNIV REV 4 772% 5/15/33	75,000	75,000 00	79,409 25

RICHARD J STERN FOUNDATION MAIN

As of June 30, 2014

EIN: 43-6313811

Group	Description	Units	Book Value	Market Value
	UBSBB 2012-C3 CL A1 726% 8/10/49	54,231	54,231 17	53,884 42
	U S TREASURY BONDS 4 5% 2/15/36	70,000	78,422 16	85,044 40
	US TREASURY NOTES 1 375% 2/28/19	100,000	99,250 34	99,282 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	100,000	100,000 00	104,543 00
	US BANCORP NT 1 95% 11/15/18	80,000	79,900 80	80,526 40
	WALT DISNEY CO NT 7% 3/1/32	60,000	84,548 40	82,827 00
	WMALT 2005-4 CL 4A1 5 5% 6/25/20	20,329	20,071 37	20,798 17
	WELLS FARGO & CO NT 1 15% 6/2/17	80,000	79,899 20	79,859 20
	WFCM 2012-LC5 CL A2 1 844% 10/15/45	80,000	81,997 12	80,919 68
	WFMBS 2006-AR6 5A1 5 1095% 3/25/36	27,233	26,671 31	27,189 99
	WFRBS 2012-C7 CL A1 2 3% 6/15/45	65,110	65,758 39	65,219 68
	WV ST HSG REV 2 559% 5/1/17	100,000	100,000 00	103,314 00
	WYETH NT 5 45% 4/1/17	90,000	104,971 50	100,265 40
	BLACKROCK HIGH YIELD BD-PORTFOLIO	14,894	113,127 62	125,853 68
3 Total		**7,621,935**	**8,430,382.53**	**8,880,379.58**
ASSET CLASS CROSS F	SECURITY LEGAL DESCRIPTION LINE 1	0	0 00	0 00
ASSET CLASS CROSS REFERENCE GROUP Total		**0**	**0.00**	**0.00**
8	AMERICAN INTERNATIONAL GROUP INC	2	0 00	0 00
	CITIGROUP INC	2	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
	CHASE 11/25/33 PENDING RECEIVABLE	1	0 00	0 00
	FEDERAL NATIONAL MORTGAGE	2	0 00	0 00
	JOHNSON & JOHNSON	1	0 00	0 00
	LENDER PROCESSING SERVICES INC	1	0 00	0 00
	MERCK & COMPANY INC	1	0 00	0 00
	SCHERING-PLOUGH CORPORATION	1	0 00	0 00
	UNITED RENTALS INC FAIRFUND	1	0 00	0 00
8 Total		**18**	**0.00**	**0.00**
Grand Total		**10,110,017**	**44,595,938.17**	**55,245,964.37**

STMT A