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

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning 08/01, 2013, and ending 07/31, 2014

Name of foundation <b>ELMER C. RHODEN CHARITABLE FOUNDATION C/O HUSCH BLACKWELL SANDERS LLP</b>		<b>A Employer identification number</b> 43-1337876
Number and street (or P O box number if mail is not delivered to street address) <b>4801 MAIN STREET, SUITE 1000</b>		<b>B Telephone number (see instructions)</b> 913-341-1930
City or town, state or province, country, and ZIP or foreign postal code <b>KANSAS CITY, MO 64112</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 11,192,193.</b>		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	312,218.	311,939.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	369,995.			
b	Gross sales price for all assets on line 6a <b>2,092,868.</b>				
7	Capital gain net income (from Part IV, line 2)		369,995.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-20,050.			STMT 2
12	Total. Add lines 1 through 11	662,163.	681,934.		
13	Compensation of officers, directors, trustees, etc.		NONE	NONE	
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	2,000.	1,000.	NONE	1,000.
c	Other professional fees (attach schedule) STMT 4	62,117.	24,831.		37,286.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	12,051.	4,051.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	76,168.	29,882.	NONE	38,286.
25	Contributions, gifts, grants paid	505,000.			505,000.
26	Total expenses and disbursements. Add lines 24 and 25	581,168.	29,882.	NONE	543,286.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	80,995.			
b	Net investment income (if negative, enter -0-)		652,052.		
c	Adjusted net income (if negative, enter -0-)				

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	185,935.	465,799.	465,799.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			NONE
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule) . <b>STMT 6.</b>	5,308,181.	5,398,389.	7,251,675.
	c	Investments - corporate bonds (attach schedule) . <b>STMT 7.</b>	3,053,915.	2,950,141.	3,118,391.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ <b>SEE ATTACHED SCHEDULE</b> )	460,000.	274,197.	356,328.
	16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	9,008,031.	9,088,526.	11,192,193.
<b>Liabilities</b>	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 (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	9,008,031.	9,088,526.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	9,008,031.	9,088,526.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	9,008,031.	9,088,526.	

**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	9,008,031.
2	Enter amount from Part I, line 27a . . . . .	2	80,995.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	9,089,026.
5	Decreases not included in line 2 (itemize) ▶ <b>PRIOR PERIOD ADJUSTMENT</b>	5	500.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . .	6	9,088,526.

Form 990-PF (2013)

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 2,092,868.		1,722,873.	369,995.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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))		
<b>a</b>			369,995.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	369,995.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>		

**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	559,379.	10,597,436.	0.052784
2011	546,889.	10,186,449.	0.053688
2010	466,402.	10,530,405.	0.044291
2009	475,386.	9,774,945.	0.048633
2008	568,259.	9,284,470.	0.061205
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.260601
<b>3</b> 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			<b>3</b> 0.052120
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b> 11,075,598.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 577,260.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 6,521.
<b>7</b> Add lines 5 and 6			<b>7</b> 583,781.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			<b>8</b> 543,286.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	13,041.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
3	Add lines 1 and 2 . . . . .	3	13,041.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	13,041.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	16,292.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	16,292.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	3,251.
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> ▶ 3,251. <b>Refunded</b> ▶	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO KS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . . .		X

Form 990-PF (2013)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . Website address <b>▶</b> <u>N/A</u>	13	X	
14	The books are in care of <b>▶</b> <u>SEE STATEMENT 8</u> Telephone no. <b>▶</b> _____ Located at <b>▶</b> _____ ZIP+4 <b>▶</b> _____			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . <b>▶</b> <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>▶</b> <u>15</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>▶</b> _____	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b> _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Form 990-PF (2013)

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ 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)?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? ☐ 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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JANET R. LONGENECKER 3965 W. 83rd. STREET, #350, PRAIRIE VILLAGE, KS 66208	DIRECTOR 50	-0-	-0-	-0-
BRUCE LONGENECKER 3965 W. 83RD. STREET, #350, PRAIRIE VILLAGE, KS 66208	DIRECTOR 50	-0-	-0-	-0-
LOIS D. LACY 2000 DURRY LANE, PRAIRIE VILLAGE, KS 66208	DIRECTOR 50	-0-	-0-	-0-

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

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

**Total** number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2013)

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

Form 990-PF (2013)



**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	11,244,262.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	11,244,262.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	11,244,262.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	168,664.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	11,075,598.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	553,780.

**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	553,780.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	13,041.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,041.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	540,739.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	540,739.
6	Deduction from distributable amount (see instructions)	6	NONE
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	540,739.

**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	543,286.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	543,286.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	6	543,286.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				540,739.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			392,145.	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>543,286.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . .			392,145.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				151,141.
<b>e</b> Remaining amount distributed out of corpus . .	NONE			
<b>5</b> Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				389,598.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . .	NONE			
<b>b</b> Excess from 2010 . . .	NONE			
<b>c</b> Excess from 2011 . . .	NONE			
<b>d</b> Excess from 2012 . . .	NONE			
<b>e</b> Excess from 2013 . . .	NONE			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . .

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year

Prior 3 years

(e) Total

(a) 2013

(b) 2012

(c) 2011

(d) 2010

b 85% of line 2a . . . . .

c Qualifying distributions from Part XII, line 4 for each year listed . . . . .

d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets . . . . .

(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .

(3) Largest amount of support from an exempt organization. . . . .

(4) Gross investment income . . . . .

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
SEE STATEMENT 14				505,000.
<b>Total</b> .....			▶ <b>3a</b>	505,000.
<b>b</b> Approved for future payment				
<b>Total</b> .....			▶ <b>3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities . . . .			14	312,218.	
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	369,995.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue: a _____					
b <u>DEFERRED INCOME</u>			14	-20,050.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e) . . . .				662,163.	
13 Total. Add line 12, columns (b), (d), and (e) . . . . .				13	662,163.

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

[illegible]

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

- |          |  | Yes          | No |
|----------|--|--------------|----|
| <b>1</b> | 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?  |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |    |
|          | (1) Cash . . . . .   | <b>1a(1)</b> | X  |
|          | (2) Other assets . . . . .   | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions:  |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization . . . . .   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization . . . . .   | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets . . . . .   | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements . . . . .   | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees . . . . .   | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations . . . . .   | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | <b>1c</b>    | X  |
| <b>d</b> | 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. |              |    |

[illegible]

- 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

**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 Janet R. Longenecker Date 1/2/15 Title Director

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name <b>Meredith Glenn</b>	Preparer's signature <i>Meredith Glenn</i>	Date <b>12/11/14</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01613620</b>
Firm's name ▶ <b>THE NORTHERN TRUST COMPANY</b>			Firm's EIN ▶ <b>36-1561860</b>	
Firm's address ▶ <b>P.O. BOX 803878 CHICAGO, IL 60680</b>			Phone no	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	312,218.	311,939.
	-----	-----
TOTAL	312,218.	311,939.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME	-20,050.
	-----
TOTALS	-20,050.
	=====



FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION	2,000.	1,000.		1,000.
TOTALS	2,000.	1,000.	NONE	1,000.
	=====	=====	=====	=====

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
TAX SERVICES	3,000.		3,000.
MANAGEMENT	34,286.		34,286.
INVESTMENT ADVISORY	24,831.	24,831.	
	-----	-----	-----
TOTALS	62,117.	24,831.	37,286.
	=====	=====	=====

## FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX	8,000.	
FOREIGN TAXES	4,051.	4,051.
	-----	-----
TOTALS	12,051.	4,051.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED SCHEDULE	5,398,389.	7,251,675.
	-----	-----
TOTALS	5,398,389.	7,251,675.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION

-----

SEE ATTACHED SCHEDULE

ENDING  
BOOK VALUE

-----

ENDING  
FMV

----

2,950,141.

-----

3,118,391.

-----

TOTALS

2,950,141.

=====

3,118,391.

=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: HUSCH BLACKWELL SANDERS LLP  
CHRISTINE DEMAREA  
ADDRESS: 4801 MAIN STREET, SUITE 1000  
KANSAS CITY, MO 64112  
  
TELEPHONE NUMBER: (913)341-1930

ELMER C. RHODEN CHARITABLE FOUNDATION C/O  
FORM 990PF, PART XV - LINES 2a - 2d

43-1337876

=====

RECIPIENT NAME:

CHRISTINE DEMAREA

ADDRESS:

4801 MAIN ST SUITE 1000

KANSAS CITY, MO 64112

FORM, INFORMATION AND MATERIALS:

NAME OF ORGANIZATION; GRANT AMOUNT; PURPOSE  
OF GRANT

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

ORGANIZATIONS LOCATED IN KANSAS CITY METRO-  
POLITAN AREA PREFERRED FBO CHILDREN & WOMEN

RECIPIENT NAME:  
VILLAGE PRESBYTERIAN  
CHURCH  
ADDRESS:  
6641 MISSION ROAD  
PRAIRIE VILLAGE, KS 66208  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FRONT PORCH ALLIANCE & HABITAT FOR HUMANITY  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 150,000.

RECIPIENT NAME:  
JUNIOR GOLF FOUNDATION  
OF GREATER KANSAS CITY  
ADDRESS:  
7501 BLUE RIVER ROAD  
KANSAS CITY, KS 64132  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 40,000.

RECIPIENT NAME:  
THE MATERNAL AND CHILD  
HEALTH COALITION  
ADDRESS:  
6400 PROSPECT AVENUE SUITE 216  
KANSAS CITY, MO 64132  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 20,000.



RECIPIENT NAME:  
UNIVERSITY OF MISSOURI AT  
KANSAS CITY  
ADDRESS:  
2464 CHARLOTTE STREET SUITE 2464  
KANSAS CITY, MO 64108  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOOL OF NURSING - FINANCIAL ASSISTANCE FOR  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
ST. FRANCIS EPISCOPAL  
CHURCH  
ADDRESS:  
P.O. BOX 1220  
PAUMA VALLEY, CA 92061  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FARMERS SCHOLARSHIP FUND  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
A L S ASSOCIATION  
KEITH WORTHINGTON CHAPTER  
ADDRESS:  
6950 SQUIBB ROAD SUITE 210  
MISSION HILLS, KS 66202  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:

OZANAM HOME  
FOR BOYS

ADDRESS:

421 E. 137TH STREET  
KANSAS CITY, MO 64145

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:

SAN DIEGO NORTH COUNTY  
BLUE STAR MOTHERS OF AMERICA

ADDRESS:

P.O. BOX 301456  
ESCONDIDO, CA 92030

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:

ANGEL CHARITY FOR  
CHILDREN

ADDRESS:

P.O. BOX 14225  
TUCSON, AZ 85732

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

YMLA PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
FIRST CALL ALCOHOL /  
DRUG PREVENTION  
ADDRESS:  
633 EAST 63RD STREET  
KANSAS CITY, MO 64110  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
SAINT LUKE'S HOSPITAL FOUNDATION  
ADDRESS:  
4333 PENNSYLVANIA  
KANSAS CITY, MO 64111  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
THE CHILDREN'S SPOT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 40,000.

RECIPIENT NAME:  
THE FOUNDATION FOR SMCC  
ADDRESS:  
7315 FRONTAGE ROAD, SUITE 221  
SHAWNEE MISSION, KS 66204  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
BRITAN CENTER SCHOLARSHIPS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:

LEARNING CLUB OF KCK

ADDRESS:

2225 TROUP AVE.

KANSAS CITY, KS 66104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

SAINT LUKE'S HOME CARE AND HOSPICE

ADDRESS:

3100 BROADWAY, SUITE 1000

KANSAS CITY, KS 64111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:

KU ENDOWMENT ASSOCIATION

ADDRESS:

PO BOX 928

LAWRENCE, KS 66044

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

THE SCHOOL OF SOCIAL WELFARE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 40,000.

TOTAL GRANTS PAID:

505,000.

=====

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

OMB No 1545-0092

**2013**

Name of estate or trust

ELMER C. RHODEN CHARITABLE FOUNDATION C/O

Employer identification number

43-1337876

**Note:** Form 5227 filers need to complete **only** Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>1a</b> Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
<b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .				
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .	234,086.	241,565.		-7,479.
<b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .			<b>4</b>	
<b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .			<b>5</b>	
<b>6</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet . . . . .			<b>6</b>	( )
<b>7</b> Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back . . . . . ▶			<b>7</b>	-7,479.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>8a</b> Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
<b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .				
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .				
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .	1,828,427.	1,481,308.		347,119.
<b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .			<b>11</b>	
<b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .			<b>12</b>	
<b>13</b> Capital gain distributions . . . . .			<b>13</b>	30,355.
<b>14</b> Gain from Form 4797, Part I . . . . .			<b>14</b>	
<b>15</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet . . . . .			<b>15</b>	( )
<b>16</b> Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . . ▶			<b>16</b>	377,474.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2013

**Part III Summary of Parts I and II****Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>17</b> Net short-term gain or (loss) . . . . .	<b>17</b>		-7,479.
<b>18</b> Net long-term gain or (loss):			
a Total for year . . . . .	<b>18a</b>		377,474.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . .	<b>18b</b>		
c 28% rate gain . . . . .	<b>18c</b>		
<b>19</b> Total net gain or (loss). Combine lines 17 and 18a. . . . . ▶	<b>19</b>		369,995.

**Note:** If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

**Part IV Capital Loss Limitation**

**20** Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

    a The loss on line 19, column (3) or **b** \$3,000 . . . . . **20** ( )

**Note:** If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

<b>21</b> Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	<b>21</b>		
<b>22</b> Enter the <b>smaller</b> of line 18a or 19 in column (2) but not less than zero. . . . .	<b>22</b>		
<b>23</b> Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T). . .	<b>23</b>		
<b>24</b> Add lines 22 and 23 . . . . .	<b>24</b>		
<b>25</b> If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-. . . ▶	<b>25</b>		
<b>26</b> Subtract line 25 from line 24. If zero or less, enter -0-. . . . .	<b>26</b>		
<b>27</b> Subtract line 26 from line 21. If zero or less, enter -0-. . . . .	<b>27</b>		
<b>28</b> Enter the <b>smaller</b> of the amount on line 21 or \$2,450 . . . . .	<b>28</b>		
<b>29</b> Enter the <b>smaller</b> of the amount on line 27 or line 28 . . . . .	<b>29</b>		
<b>30</b> Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . . . ▶	<b>30</b>		
<b>31</b> Enter the smaller of line 21 or line 26 . . . . .	<b>31</b>		
<b>32</b> Subtract line 30 from line 26. . . . .	<b>32</b>		
<b>33</b> Enter the <b>smaller</b> of line 21 or \$11,950 . . . . .	<b>33</b>		
<b>34</b> Add lines 27 and 30 . . . . .	<b>34</b>		
<b>35</b> Subtract line 34 from line 33. If zero or less, enter -0-. . . . .	<b>35</b>		
<b>36</b> Enter the <b>smaller</b> of line 32 or line 35 . . . . .	<b>36</b>		
<b>37</b> Multiply line 36 by 15%. . . . . ▶	<b>37</b>		
<b>38</b> Enter the amount from line 31 . . . . .	<b>38</b>		
<b>39</b> Add lines 30 and 36 . . . . .	<b>39</b>		
<b>40</b> Subtract line 39 from line 38. If zero or less, enter -0-. . . . .	<b>40</b>		
<b>41</b> Multiply line 40 by 20% . . . . . ▶	<b>41</b>		
<b>42</b> Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . . .	<b>42</b>		
<b>43</b> Add lines 37, 41, and 42 . . . . .	<b>43</b>		
<b>44</b> Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . . .	<b>44</b>		
<b>45</b> Tax on all taxable income. Enter the <b>smaller</b> of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). . . . . ▶	<b>45</b>		

Schedule D (Form 1041) 2013

**Sales and Other Dispositions of Capital Assets**► Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://www.irs.gov/form8949)

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

**2013**Attachment  
Sequence No **12A**

Name(s) shown on return

ELMER C. RHODEN CHARITABLE FOUNDATION C/O

Social security number or taxpayer identification number

43-1337876

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

**Part I** **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

**Note.** You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

**You must check Box A, B, or C below. Check only one box.** If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the <b>Note</b> below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
60.	AMERICAN TOWER CORP	06/25/2013	08/21/2013	4,150.00	4,343.00			-193.00
50.	C R BARD INC	03/15/2013	08/21/2013	5,662.00	5,086.00			576.00
400.	CISCO SYS INC	03/14/2013	08/21/2013	9,732.00	8,654.00			1,078.00
110.	EMERSON ELECTRIC CO	12/14/2012	08/21/2013	6,760.00	5,716.00			1,044.00
180.	EXELON CORP	04/24/2013	08/21/2013	5,386.00	6,683.00			-1,297.00
3000.	MFC FLEXSHARES TR MO GLOBAL UPSTREAM NAT RES	03/15/2013	02/11/2014	101,971.00	107,220.00			-5,249.00
70.	GILEAD SCIENCES INC	05/06/2013	08/21/2013	4,073.00	3,835.00			238.00
200.	MERCK & CO INC	03/14/2013	08/21/2013	9,522.00	8,871.00			651.00
140.	METLIFE INC	02/22/2013	08/21/2013	6,690.00	4,993.00			1,697.00
65.	MONSANTO CO COM	06/19/2013	08/21/2013	6,226.00	6,886.00			-660.00
249.	PETSMART INC	11/19/2013	06/12/2014	14,360.00	18,570.00			-4,210.00
245.	PETSMART INC	11/15/2013	06/13/2014	14,173.00	18,062.00			-3,889.00
143.	PETSMART INC	01/29/2014	06/16/2014	8,272.00	9,546.00			-1,274.00
68.	PETSMART INC	01/29/2014	06/17/2014	3,961.00	4,296.00			-335.00

**2 Totals.** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

**Note.** If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

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► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

ELMER C. RHODEN CHARITABLE FOUNDATION C/O

Social security number or taxpayer identification number

43-1337876

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**Note.** You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

**You must check Box A, B, or C below. Check only one box.** If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	470. PFIZER INC	12/04/2012	08/21/2013	13,367.00	11,847.00			1,520.00
	120. ST JUDE MEDICAL INC	09/24/2012	08/21/2013	6,210.00	5,162.00			1,048.00
	120. EATON CORP PLC COM US	12/03/2012	08/21/2013	7,861.00	6,145.00			1,716.00
	150. #REORG/NOBLE STOCK ME CO 2R1JA21 EFF 11-20-20	10/17/2012	08/21/2013	5,710.00	5,650.00			60.00
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►				234,086.	241,565.			-7,479.

**Note.** If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.



Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

ELMER C. RHODEN CHARITABLE FOUNDATION C/O

43-1337876

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**Part II Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

**Note.** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

**You must check Box D, E, or F below. Check only one box.** If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	140. AMERICAN EXPRESS CO	07/06/2011	08/21/2013	10,325.00	7,358.00			2,967.00
	80. AMERICAN WTR WKS CO IN	02/06/2012	08/21/2013	3,240.00	2,716.00			524.00
	70. AMGEN INC	02/06/2012	08/21/2013	7,383.00	4,788.00			2,595.00
	40. APPLE COMPUTER INC	06/11/2008	08/21/2013	20,181.00	7,328.00			12,853.00
	22. APPLE COMPUTER INC	12/04/2012	06/03/2014	13,975.00	12,642.00			1,333.00
	13. APPLE COMPUTER INC	12/04/2012	06/04/2014	8,382.00	7,470.00			912.00
	8. APPLE COMPUTER INC	06/11/2008	06/05/2014	5,167.00	1,466.00			3,701.00
	7. APPLE COMPUTER INC	06/11/2008	06/06/2014	4,546.00	1,282.00			3,264.00
	60. BHP LTD SPONSORED ADR	02/22/2010	08/21/2013	3,861.00	4,518.00			-657.00
	205. BHP LTD SPONSORED ADR	02/22/2010	10/23/2013	14,624.00	14,993.00			-369.00
	127. BHP LTD SPONSORED ADR	05/27/2009	10/24/2013	9,139.00	6,751.00			2,388.00
	78. BHP LTD SPONSORED ADR	05/27/2009	10/25/2013	5,600.00	4,146.00			1,454.00
	170. CVS CORP	04/27/2012	08/21/2013	9,945.00	7,654.00			2,291.00
	90. CHEVRONTXACO CORP	09/02/2009	08/21/2013	10,631.00	6,169.00			4,462.00
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

**Note.** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

ELMER C. RHODEN CHARITABLE FOUNDATION C/O

43-1337876

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**Part II Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

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- ☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the <b>Note</b> below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
125.	CHEVRONTXACO CORP	09/02/2009	04/01/2014	14,891.00	8,567.00			6,324.00
60.	CITRIX SYS INC	07/23/2010	08/21/2013	4,303.00	2,864.00			1,439.00
140.	CITRIX SYS INC	07/23/2010	06/03/2014	8,520.00	6,683.00			1,837.00
93.	CITRIX SYS INC	07/23/2010	06/04/2014	5,623.00	4,439.00			1,184.00
67.	CITRIX SYS INC	07/23/2010	06/05/2014	4,077.00	3,198.00			879.00
50.	CITRIX SYS INC	07/23/2010	06/06/2014	3,091.00	2,387.00			704.00
230.	COCA COLA CO	08/30/2011	08/21/2013	8,843.00	8,037.00			806.00
80.	COSTCO WHSL CORP NEW	02/02/2011	08/21/2013	8,980.00	4,444.00			4,536.00
150.	COSTCO WHSL CORP NEW	09/02/2009	09/18/2013	17,643.00	7,514.00			10,129.00
9881.42	MFO DFA INVT DIMEN INC INTL REAL ESTATE SE	09/18/2012	02/11/2014	50,000.00	52,696.00			-2,696.00
8960.57	MFO DFA INVT DIMEN INC INTL REAL ESTATE SE	07/18/2012	06/02/2014	50,000.00	43,622.00			6,378.00
1805.71	MFO DFA INVT DIMEN INC REAL ESTATE SECS PO	07/18/2012	02/11/2014	50,000.00	48,718.00			1,282.00
1650.71	MFO DFA INVT DIMEN INC REAL ESTATE SECS PO	09/18/2012	06/02/2014	50,000.00	42,508.00			7,492.00
180.	DANAHER CORP	02/10/2009	08/21/2013	11,934.00	5,026.00			6,908.00
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

**Note.** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

ELMER C. RHODEN CHARITABLE FOUNDATION C/O

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☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
120.	WALT DISNEY CO	09/02/2009	08/21/2013	7,387.00	3,051.00			4,336.00
380.	E M C CORP MASS COM	07/23/2010	08/21/2013	9,758.00	7,671.00			2,087.00
620.	E M C CORP MASS COM	12/04/2012	07/30/2014	18,339.00	14,434.00			3,905.00
140.	EXPRESS SCRIPTS HLDG	06/20/2012	08/21/2013	9,027.00	7,541.00			1,486.00
140.	EXXON MOBIL CORP	07/05/2001	08/21/2013	12,167.00	6,153.00			6,014.00
255.	EXXON MOBIL CORP	07/05/2001	04/01/2014	24,855.00	11,207.00			13,648.00
6000.	MFC FLEXSHARES TR MO GLOBAL UPSTREAM NAT RES	07/18/2012	02/11/2014	203,941.00	203,929.00			12.00
1000.	MFC FLEXSHARES TR MO GLOBAL UPSTREAM NAT RES	03/15/2013	06/02/2014	36,058.00	35,740.00			318.00
180.	FRANKLIN RESOURCES IN	07/07/2011	08/21/2013	8,379.00	8,082.00			297.00
370.	FRANKLIN RESOURCES IN	07/06/2011	09/23/2013	18,876.00	13,857.00			5,019.00
410.	GENERAL ELECTRIC CO	01/12/2010	08/21/2013	9,717.00	6,839.00			2,878.00
10.	GOOGLE INC CL A	01/13/2012	08/21/2013	8,716.00	6,248.00			2,468.00
155.	HOME DEPOT INC	02/06/2012	08/21/2013	11,586.00	7,010.00			4,576.00
125.	HOME DEPOT INC	02/06/2012	01/29/2014	9,672.00	5,653.00			4,019.00
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

**Note.** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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Social security number or taxpayer identification number

ELMER C. RHODEN CHARITABLE FOUNDATION C/O

43-1337876

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☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the <b>Note</b> below and see <b>Column (e)</b> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
220.	INTEL CORP COM	05/07/2012	08/21/2013	4,922.00	6,132.00			-1,210.00
30.	#REORG/INTERCONTINEN N INTERCONTI 2R1HAZ1 EFF	06/07/2012	08/21/2013	5,487.00	3,847.00			1,640.00
30.	INTL BUSINESS MACHINES	11/04/2008	08/21/2013	5,550.00	2,793.00			2,757.00
260.	J P MORGAN CHASE & CO	03/13/2012	08/21/2013	13,487.00	10,570.00			2,917.00
90.	MCDONALDS CORP	08/01/2012	08/21/2013	8,587.00	8,064.00			523.00
90.	NATIONAL-OILWELL INC	05/27/2009	08/21/2013	6,409.00	3,318.00			3,091.00
90.	NIKE INC CLASS B	12/08/2009	08/21/2013	5,826.00	2,872.00			2,954.00
100.	NORFOLK SOUTHN CORP C	08/10/2011	08/21/2013	7,262.00	6,750.00			512.00
170.	NORFOLK SOUTHN CORP C	08/10/2011	09/18/2013	13,070.00	11,476.00			1,594.00
49.	NOW INC COM	05/27/2009	06/12/2014	1,620.00	709.00			911.00
46.	NOW INC COM	05/27/2009	06/13/2014	1,539.00	665.00			874.00
31.	NOW INC COM	05/27/2009	06/16/2014	1,025.00	448.00			577.00
19.	NOW INC COM	05/27/2009	06/17/2014	625.00	275.00			350.00
80.	NUCOR CORP	02/06/2012	08/21/2013	3,690.00	3,611.00			79.00
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if <b>Box D</b> above is checked), line 9 (if <b>Box E</b> above is checked), or line 10 (if <b>Box F</b> above is checked) ▶								

**Note.** If you checked **Box D** above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See **Column (g)** in the separate instructions for how to figure the amount of the adjustment.

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Social security number or taxpayer identification number

ELMER C. RHODEN CHARITABLE FOUNDATION C/O

43-1337876

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- ☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
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- ☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
110.	OMNICOM GRP INC COM	01/11/2011	08/21/2013	6,870.00	5,104.00			1,766.00
196.	OMNICOM GRP INC COM	01/11/2011	11/14/2013	13,579.00	9,095.00			4,484.00
247.	OMNICOM GRP INC COM	01/11/2011	11/15/2013	17,336.00	11,461.00			5,875.00
219.	OMNICOM GRP INC COM	01/11/2011	11/18/2013	15,328.00	10,162.00			5,166.00
48.	OMNICOM GRP INC COM	01/11/2011	11/19/2013	3,357.00	2,227.00			1,130.00
210.	ORACLE CORPORATION	10/05/2010	08/21/2013	6,810.00	5,717.00			1,093.00
30.	PRECISION CASTPARTS CO	10/25/2011	08/21/2013	6,476.00	5,158.00			1,318.00
60.	PROCTER & GAMBLE CO	03/02/1990	08/21/2013	4,752.00	473.00			4,279.00
150.	QUALCOMM INC	01/17/2012	08/21/2013	10,015.00	8,596.00			1,419.00
200000.	SBC COMMUNICATIONS 06-15-201606-15-2016/08	03/10/2008	07/15/2014	218,951.00	204,564.00			14,387.00
124.	ST JUDE MEDICAL INC	09/19/2012	12/11/2013	7,257.00	5,333.00			1,924.00
81.	ST JUDE MEDICAL INC	09/19/2012	12/12/2013	4,695.00	3,484.00			1,211.00
440.	ST JUDE MEDICAL INC	09/21/2012	01/14/2014	29,149.00	18,836.00			10,313.00
83.	ST JUDE MEDICAL INC	09/18/2012	01/15/2014	5,483.00	3,538.00			1,945.00
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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ELMER C. RHODEN CHARITABLE FOUNDATION C/O

43-1337876

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
12.	ST JUDE MEDICAL INC	09/18/2012	01/15/2014	792.00	512.00			280.00
80.	SCHLUMBERGER LTD ISIN 6	02/28/2011	08/21/2013	6,419.00	7,415.00			-996.00
50.	SIMON PPTY GROUP INC N	11/02/2010	08/21/2013	7,240.00	4,980.00			2,260.00
75.	SIMON PPTY GROUP INC N	11/02/2010	09/23/2013	11,352.00	7,281.00			4,071.00
102.	SIMON PPTY GROUP INC	07/23/2010	10/23/2013	16,175.00	8,876.00			7,299.00
81.	SIMON PPTY GROUP INC N	07/23/2010	10/24/2013	12,876.00	7,049.00			5,827.00
22.	SIMON PPTY GROUP INC N	07/23/2010	10/25/2013	3,499.00	1,914.00			1,585.00
130.	STARBUCKS CORP	08/13/2012	08/21/2013	9,183.00	5,966.00			3,217.00
230.	US BANCORP DEL NEW	01/11/2011	08/21/2013	8,459.00	6,093.00			2,366.00
1400.	US BANCORP DEL NEW	01/11/2011	07/17/2014	58,706.00	27,484.00			31,222.00
300000.	US TSY 4.75 15MAY1 05-15-2014 REG	10/24/2006	05/15/2014	300,000.00	298,793.00			1,207.00
60.	UNITED TECHNOLOGIES CO	02/25/2009	08/21/2013	6,113.00	2,506.00			3,607.00
255.	UNITED TECHNOLOGIES C	02/25/2009	07/30/2014	27,210.00	10,652.00			16,558.00
105.	UNITED TECHNOLOGIES C	02/25/2009	07/31/2014	11,111.00	4,386.00			6,725.00
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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					(f) Code(s) from instructions	(g) Amount of adjustment	
120. UNITEDHEALTH GROUP IN	12/17/2009	08/21/2013	8,630.00	3,863.00			4,767.00
295. UNITEDHEALTH GROUP IN	12/17/2009	09/18/2013	21,491.00	9,496.00			11,995.00
274. UNITEDHEALTH GROUP IN	11/16/2012	12/11/2013	19,851.00	14,192.00			5,659.00
201. UNITEDHEALTH GROUP IN	11/16/2012	12/12/2013	14,349.00	7,470.00			6,879.00
55. V F CORP	06/27/2011	08/21/2013	10,550.00	5,831.00			4,719.00
66. V F CORP	06/27/2011	01/14/2014	4,002.00	1,741.00			2,261.00
83. V F CORP	06/27/2011	01/15/2014	5,024.00	2,189.00			2,835.00
71. V F CORP	06/27/2011	01/16/2014	4,216.00	1,873.00			2,343.00
200. V F CORP	06/27/2011	01/29/2014	11,596.00	5,237.00			6,359.00
100. VERIZON COMMUNICATION	09/28/2011	08/21/2013	4,754.00	3,713.00			1,041.00
290. WELLS FARGO & CO NEW	03/12/2012	08/21/2013	12,290.00	9,119.00			3,171.00
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶			1,828,427.	1,481,308.			347,119.

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# Portfolio Statements

31 JUL 14

Account number 2375543

RHODEN CHAR FDN ELMER C-D

Page 1 of 14

## ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
ALTERA CORP COM	CUSIP 021441100							
1,470 000	32.72	0.00	48,098.40	49,350.74	-1,252.34	0.00		-1,252.34
AMERICAN EXPRESS CO CUSIP 025816109								
860 000	88.00	223.60	75,680.00	39,329.28	36,350.72	0.00		36,350.72
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103								
530 000	47.77	0.00	25,318.10	17,993.14	7,324.96	0.00		7,324.96
AMGEN INC COM CUSIP 031162100								
AMGN								
460 000	127.39	0.00	58,599.40	31,305.83	27,293.57	0.00		27,293.57
APACHE CORP COM CUSIP 037411105								
APA								
465 000	102.66	116.25	47,736.90	38,849.31	8,887.59	0.00		8,887.59
APPLE INC COM STK CUSIP 037833100								
1,400 000	95.57	0.00	133,798.00	36,159.04	97,638.96	0.00		97,638.96
BAXTER INTL INC COM CUSIP 071813109								
700 000	74.69	0.00	52,283.00	46,951.57	5,331.43	0.00		5,331.43
C R BARD CUSIP 067383109								
395 000	149.23	86.90	58,945.85	42,631.29	16,314.56	0.00		16,314.56
CHEVRON CORP COM CUSIP 166764100								
CVX								
425 000	129.24	0.00	54,927.00	29,129.38	25,797.62	0.00		25,797.62

Northern Trust

\*Generated by Northern Trust from reviewed periodic data on 11 Dec 14 B003



# Portfolio Statements

31 JUL 14

Account number 2375543

RHODEN CHAR FDN ELMER C -D

Page 2 of 14

## ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
CISCO SYSTEMS INC	CUSIP 17275R102							
CSCO		25.23	0.00	72,536.25	62,195.28	10,340.97	0.00	10,340.97
CITIGROUP INC COM NEW COM NEW								
	CUSIP 172967424							
		48.91	18.30	89,505.30	91,468.55	-1,963.25	0.00	-1,963.25
COCA COLA CO COM								
	CUSIP 191216100							
		39.29	0.00	55,006.00	48,395.74	6,610.26	0.00	6,610.26
COSTCO WHOLESALE CORP NEW COM								
	CUSIP 22160K105							
		117.54	0.00	39,963.60	17,030.60	22,933.00	0.00	22,933.00
CVS HEALTH CORP COM								
	CUSIP 126650100							
CVS		76.36	288.75	80,178.00	46,916.86	33,261.14	0.00	33,261.14
DANAHER CORP COM								
	CUSIP 235851102							
		73.88	0.00	80,529.20	30,436.45	50,092.75	0.00	50,092.75
DICKS SPORTING GOODS INC OC-COM								
	CUSIP 253393102							
		42.53	0.00	30,621.60	31,890.30	-1,268.70	0.00	-1,268.70
EATON CORP PLC COM USD0.50								
	CUSIP G29183103							
		67.92	352.80	48,902.40	36,740.68	12,161.72	0.00	12,161.72
EMC CORP COM								
	CUSIP 268648102							
EMC		29.30	0.00	50,689.00	32,912.38	17,776.62	0.00	17,776.62

Northern Trust

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# Portfolio Statements

31 JUL 14

Account number 2375543

RHODEN CHAR FDN ELMER C-D

Page 3 of 14

## ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Translation
Total							
Equity Securities							
Common stock							
United States - USD							
EMERSON ELECTRIC CO COM CUSIP 291011104							
	710 000	63.65	0.00	45,191.50	36,786.21	8,405.29	0.00
EXELON CORP COM CUSIP 30161N101							
	1,110 000	31.08	0.00	34,498.80	40,846.25	-6,347.45	0.00
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
	1,040 000	69.65	0.00	72,436.00	57,163.61	15,272.39	0.00
EXXON MOBIL CORP COM CUSIP 30231G102							
	645 000	98.94	0.00	63,816.30	28,346.36	35,469.94	0.00
FRKLN RES INC COM CUSIP 354613101							
	770 000	54.15	0.00	41,695.50	28,354.66	13,340.84	0.00
GENERAL ELECTRIC CO CUSIP 369604103							
GE	2,500 000	25.15	0.00	62,875.00	29,950.91	32,924.09	0.00
GILEAD SCIENCES INC CUSIP 375558103							
GILD	430 000	91.55	0.00	39,366.50	23,559.09	15,807.41	0.00
GOOGLE INC CL A CUSIP 38259P508							
GOOG	70 000	579.55	0.00	40,568.50	15,411.39	25,157.11	0.00
GOOGLE INC COM USD0 001 CLC' CUSIP 38259P706							
	70 000	571.60	0.00	40,012.00	15,362.15	24,649.85	0.00
24,649.85							

Northern Trust

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# Portfolio Statements

31 JUL 14

Account number 2375543

RHODEN CHAR FDN ELMER C-D

Page 4 of 14

## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

### Equity Securities

#### Common stock

##### United States - USD

HOME DEPOT INC COM CUSIP 437076102

805 000	80 85	0 00	65,084 25	36,407 57	28,676 68	0 00	28,676 68
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INTEL CORP COM CUSIP 458140100

1,350 000	33 89	0 00	45,751 50	37,397 20	8,354 30	0 00	8,354 30
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INTERCONTINENTAL EXCHANGE INC COM CUSIP 45866F104

220 000	192 22	0 00	42,288 40	27,884 48	14,403 92	0 00	14,403 92
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INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101

IBM

200 000	191 67	0 00	38,334 00	18,618 00	19,716 00	0 00	19,716 00
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JPMORGAN CHASE & CO COM CUSIP 46625H100

JPM

1,980 000	57 67	0 00	114,186 60	62,481 57	51,705 03	0 00	51,705 03
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MC DONALDS CORP COM CUSIP 580135101

580 000	94 56	0 00	54,844 80	50,116 53	4,728 27	0 00	4,728 27
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MERCK & CO INC NEW COM CUSIP 58933Y105

1,270 000	56 74	0 00	72,059 80	54,871 40	17,188 40	0 00	17,188 40
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METLIFE INC COM STK USD00 01 CUSIP 59156R108

1,195 000	52 60	0 00	62,857 00	45,828 44	17,028 56	0 00	17,028 56
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MONDELEZ INTL INC COM CUSIP 609207105

1,325 000	36 00	0 00	47,700 00	42,942 32	4,757 68	0 00	4,757 68
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Northern Trust

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# Portfolio Statements

31 JUL 14

Account number 2375543

RHODEN CHAR FDN ELMER C -D

Page 5 of 14

## ◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
					Market	Translation	

### Equity Securities

#### Common stock

##### United States - USD

MONSANTO CO NEW COM CUSIP 61166W101

400 000	113 09	0 00	45,236 00	42,326 75	2,909 25	0 00	2,909 25
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NATIONAL OILWELL VARCO COM STK CUSIP 637071101  
NOV

580 000	81 04	0 00	47,003 20	19,284 69	27,718 51	0 00	27,718 51
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NIKE INC CL B CUSIP 654106103

560 000	77 13	0 00	43,192 80	17 869 55	25,323 25	0 00	25,323 25
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NOBLE CORP PLC COMMON STOCK CUSIP G65431101

940 000	31 37	0 00	29,487 80	34 254 28	-4,766 48	0 00	-4,766 48
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NORFOLK SOUTHN CORP COM CUSIP 655844108  
NSC

430 000	101 66	245 10	43,713 80	29,027 01	14,686 79	0 00	14,686 79
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NUCOR CORP COM CUSIP 670346105

520 000	50 22	192 40	26,114 40	23,473 01	2,641 39	0 00	2,641 39
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ORACLE CORP COM CUSIP 68389X105  
ORCL

1,280 000	40 39	0 00	51,699 20	34 847 61	16,851 59	0 00	16,851 59
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PFIZER INC COM CUSIP 717081103

2,860 000	28 70	743 60	82,082 00	68,545 48	13,536 52	0 00	13,536 52
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PRECISION CASTPARTS CORP COM CUSIP 740189105  
PCP

260 000	228 80	0 00	59,488 00	47,624 88	11,863 12	0 00	11,863 12
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Northern Trust

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# Portfolio Statements

31 JUL 14

Account number 2375543

RHODEN CHAR FDN ELMER C -D

Page 6 of 14

## ◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
					Market	Translation	

### Equity Securities

#### Common stock

##### United States - USD

PROCTER & GAMBLE COM NPV CUSIP 742718109

370 000	77 32	238 13	28 608 40	2 917 55	25 690 85	0 00	25 690 85
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QUALCOMM INC COM CUSIP 747525103

QCOM

940 000	73 70	0 00	69 278 00	49 230 45	20 047 55	0 00	20 047 55
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SCHLUMBERGER LTD COM COM CUSIP 806857108

SLB

510 000	108 39	0 00	55 278 90	44 711 54	10 567 36	0 00	10 567 36
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STARBUCKS CORP COM CUSIP 855244109

970 000	77 68	0 00	75 349 60	49 457 12	25 892 48	0 00	25 892 48
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TWENTY-FIRST CENTY FOX INC CL A CUSIP 90130A101

FOXA

1 635 000	31 68	0 00	51 796 80	52 275 74	-478 94	0 00	-478 94
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V F CORP COM CUSIP 918204108

860 000	61 27	0 00	52 692 20	22 483 49	30 208 71	0 00	30 208 71
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VERIZON COMMUNICATIONS COM CUSIP 92343V104

VZ

610 000	50 42	323 30	30 756 20	22 614 75	8 141 45	0 00	8 141 45
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WALT DISNEY CO CUSIP 254687106

DIS

780 000	85 88	0 00	66 986 40	19 828 77	47 157 63	0 00	47 157 63
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WELLS FARGO & CO NEW COM STK CUSIP 949746101

WFC

1 800 000	50 90	0 00	91 620 00	31 896 83	59 723 17	0 00	59 723 17
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Northern Trust

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# Portfolio Statements

31 JUL 14

Account number 2375543

RHODEN CHAR FDN ELMER C-D

Page 7 of 14

## ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Translation
Equity Securities							
Common stock							
United States - USD							
ZIMMER HLDGS INC COM	CUSIP 98956P102						
ZMH		100 07	0 00	38,026 60	38 625 23	-598 63	-598 63
Total USD			2,829 13	3,075,294 75	2,033,309 29	1,041,985 46	1,041,985 46
Total United States			2,829 13	3,075,294 75	2,033,309 29	1,041,985 46	1,041,985 46
Total Common Stock							
51,415,000			2,829.13	3,075,294.75	2,033,309.29	1,041,985.46	1,041,985.46

## Equity funds

### Emerging Markets Region - USD

MFB NORTH FUNDS EMERGING MKTS EQTY INDEX FD CUSIP 665162582

31 567 660	12 08	0 00	381,337 33	260 997 52	120,339 81	0 00	120 339 81
MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS CORE EQUITY PORT CUSIP 233203421							

36,910 840	20 99	0 00	774,758 53	670,000 00	104,758 53	0 00	104,758 53
Total USD		0 00	1,156,095 86	930,997 52	225,098 34	0 00	225,098 34
Total Emerging Markets Region		0 00	1,156,095 86	930,997 52	225,098 34	0 00	225,098 34

### Global Region - USD

MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407

9,500 000	36 84	0 00	349,980 00	329,810 30	20,169 70	0 00	20,169 70
Total USD		0 00	349,980 00	329,810 30	20,169 70	0 00	20,169 70
Total Global Region		0 00	349,980 00	329,810 30	20,169 70	0 00	20,169 70

### International Region - USD

## Northern Trust

\*Generated by Northern Trust from reviewed periodic data on 11 Dec 14 B003

# Portfolio Statements

31 JUL 14

Account number 2375543

RHODEN CHAR FDN ELMER C-D

Page 8 of 14

## ◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAIR value					Market	Translation	

### Equity Securities

#### Equity funds

##### International Region - USD

MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209

159,256 040	12.60	0.00	2,006,626 10	1,582,000 00	424,626 10	0.00		424,626 10
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Total USD

		0.00	2,006,626 10	1,582,000 00	424,626 10	0.00		424,626 10
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Total International Region

##### United States - USD

MFB NORTHN MID CAP INDEX FD CUSIP 665130100

13,352 620	17.37	0.00	231,935 00	170,311 59	61,623 41	0.00		61,623 41
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MFO DFA US SMALL CAP PORTFOLIO CUSIP 233203843  
DFA\_C

12,666 340	29.95	0.00	379,356 88	311,526 19	67,830 69	0.00		67,830 69
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Total USD

		0.00	611,291 88	481,837 78	129,454 10	0.00		129,454 10
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Total United States

		0.00	611,291 88	481,837 78	129,454 10	0.00		129,454 10
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Total Equity Funds

263,253.500		0.00	4,123,993.84	3,324,645.60	799,348.24	0.00		799,348.24
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#### Other equity

##### United States - USD

AMERICAN TOWER CORP CUSIP 03027X100

555 000	94.39	0.00	52,386 45	40,434 34	11,952 11	0.00		11,952 11
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Total USD

		0.00	52,386 45	40,434 34	11,952 11	0.00		11,952 11
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Total United States

		0.00	52,386 45	40,434 34	11,952 11	0.00		11,952 11
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### Northern Trust

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# Portfolio Statements

31 JUL 14

Account number 2375543

RHODEN CHAR FDN ELMER C -D

Page 9 of 14

## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
						Market	Translation	
Equity Securities								
Total Other Equity		555,000	0.00	52,386.45	40,434.34	11,952.11	0.00	11,952.11
Total Equity Securities		315,223,500	2,829.13	7,251,675.04	5,398,389.23	1,853,285.81	0.00	1,853,285.81

## Fixed Income Securities

### Corporate/government

#### Netherlands - USD

SHELL INTL FIN B V GTD NT 5 2% DUE 03-22-2017/03-22-2007 CUSIP 822582AC6

200,000 000	110 6168	3,726 66	221,233 60	209,848 00	11,385 60	0 00	11,385 60
Issue Date 22 Mar 07	Rate 5 20%	Yield to Maturity 1 041%	Maturity Date 22 Mar 17				
Total USD		3,726 66	221,233 60	209,848 00	11,385 60	0 00	11,385 60
Total Netherlands		3,726 66	221,233 60	209,848 00	11,385 60	0 00	11,385 60

#### United States - USD

AMERICAN EXPRESS CR 2 125 DUE 07-27-2018 CUSIP 0258MODJ5

100,000 000	101 0245	23 61	101,024 50	101,919 00	-894 50	0 00	-894 50
Issue Date 29 Jul 13	Rate 2 125%	Yield to Maturity 1 768%	Maturity Date 27 Jul 18				

BAKER HUGHES INC 7 5% DUE 11-15-2018 CUSIP 057224AY3

200,000 000	121 9171	3,166 66	243,834 20	204,126 00	39,708 20	0 00	39,708 20
Issue Date 28 Oct 08	Rate 7 50%	Yield to Maturity 2 168%	Maturity Date 15 Nov 18				

CR SUISSE AG 2 3% DUE 05-28-2019 CUSIP 22546QAN7

100,000 000	99 2467	402 50	99,246 70	100,122 00	-875 30	0 00	-875 30
Issue Date 28 May 14	Rate 2 30%	Yield to Maturity 2 202%	Maturity Date 28 May 19				

## Northern Trust

\*Generated by Northern Trust from reviewed periodic data on 11 Dec 14 B003



# Portfolio Statements

31 JUL 14

Account number 2375543

RHODEN CHAR FDN ELMER C -D

Page 10 of 14

## ◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
					Market	Translation
Total						

### Fixed Income Securities

#### Corporate/government

##### United States - USD

JPMORGAN CHASE & 4 25% DUE 10-15-2020 CUSIP 46625HHU7

100,000 000	107 2687	1,251 38	107,268 70	107,702 00	-433 30	0 00	-433 30
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Issue Date 21 Oct 10 Rate 4 25% Yield to Maturity 2 675% Maturity Date 15 Oct 20

LOWES COS INC 5 4% DUE 10-15-2016 CUSIP 548661CK1

200,000 000	109 5923	3,180 00	219,184 60	203,702 00	15,482 60	0 00	15,482 60
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Issue Date 10 Oct 06 Rate 5 40% Yield to Maturity 1 004% Maturity Date 15 Oct 16

MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699

110,155 080	7 58	0 00	834,975 50	772,985 16	61,990 34	0 00	61,990 34
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Issue Date 25 Aug 08

PROCTER & GAMBLE 4 95% DUE 08-15-2014 CUSIP 742718DA4

200,000 000	100 13	4,565 00	200,260 00	196,960 00	3,300 00	0 00	3,300 00
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Rate 4 95% Maturity Date 15 Aug 14

UNITED STATES TREAS NTS DTD 00092 4 125%DUE 05-15-2015 REG CUSIP 912828DV9

300,000 000	103 1562	2,622 96	309,468 60	289,558 59	19,910 01	0 00	19,910 01
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Issue Date 15 May 05 Rate 4 125% Yield to Maturity 0 10% Maturity Date 15 May 15

UNITED STATES TREAS NTS NT 4 25 DUE 08-15-2015 REG CUSIP 912828EE6

275,000 000	104 2383	5,391 74	286,655 32	267,468 98	19,186 34	0 00	19,186 34
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Issue Date 15 Aug 05 Rate 4 25% Yield to Maturity 0 146% Maturity Date 15 Aug 15

Total USD		20,603 85	2,401,918 12	2,244,533 73	157,384 39	0 00	157,384 39
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Total United States		20,603 85	2,401,918 12	2,244,533 73	157,384 39	0 00	157,384 39
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Northern Trust

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# Portfolio Statements

31 JUL 14

Account number 2375543

RHODEN CHAR FDN ELMER C-D

Page 11 of 14

## ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Fixed Income Securities								
Total Corporate/Government								
1,785,155.080			24,330.51	2,623,151.72	2,454,381.73	168,769.99	0.00	168,769.99
Other bonds								
United States - USD								
MFC ISHARES 1-3 YEAR CREDIT BOND ETF		CUSIP 464286646						
4,700.000		105.37	0.00	495,239.00	495,759.40	-520.40	0.00	-520.40
Issue Date 05 Dec 08								
Total USD			0.00	495,239.00	495,759.40	-520.40	0.00	-520.40
Total United States			0.00	495,239.00	495,759.40	-520.40	0.00	-520.40
Total Other Bonds			0.00	495,239.00	495,759.40	-520.40	0.00	-520.40
4,700.000								
Total Fixed Income Securities								
1,789,855.080			24,330.51	3,118,390.72	2,950,141.13	168,249.59	0.00	168,249.59

## Real Estate

### Real estate funds

#### United States - USD

MFO DFA INVT DIMENSIONS GROUP INC INTL REAL ESTATE SECS PORT CUSIP 233203348

29,973.490	5.70	0.00	170,848.89	133,681.75	37,167.14	0.00		37,167.14
MFO DFA INVT DIMENSIONS GROUP INC REAL ESTATE SECS PORTFOLIO CUSIP 233203835								
6,067.970	30.28	0.00	183,738.13	136,774.49	44,963.64	0.00		44,963.64
<b>Total USD</b>		0.00	354,587.02	272,456.24	82,130.78	0.00		82,130.78

## Northern Trust

\*Generated by Northern Trust from reviewed periodic data on 11 Dec 14 B003

# Portfolio Statements

31 JUL 14

Account number 2375543

RHODEN CHAR FDN ELMER C-D

Page 12 of 14

## ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Real Estate								
Real estate funds								
Total United States			0.00	354,587.02	272,456.24	82,130.78	0.00	82,130.78
Total Real Estate Funds								
36,041,460			0.00	354,587.02	272,456.24	82,130.78	0.00	82,130.78
Total Real Estate								
36,041,460			0.00	354,587.02	272,456.24	82,130.78	0.00	82,130.78

## Cash and Short Term Investments

### Short term

USD - United States dollar							
	1.00	5.89	465,798.55	465,798.55	0.00	0.00	0.00
<b>Total short term - all currencies</b>							
		5.89	465,798.55	465,798.55	0.00	0.00	0.00
<b>Total short term - all countries</b>							
		5.89	465,798.55	465,798.55	0.00	0.00	0.00
<b>Total Short Term</b>							
465,798.550		5.89	465,798.55	465,798.55	0.00	0.00	0.00
<b>Total Cash and Short Term Investments</b>							
465,798.550		5.89	465,798.55	465,798.55	0.00	0.00	0.00

### Adjustments To Cash

Pending trade purchases

Northern Trust

# Portfolio Statements

31 JUL 14

Account number 2375543

RHODEN CHAR FDN ELMER C-D

Page 13 of 14

## ◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
					Market	Translation

### Adjustments To Cash

#### Pending trade purchases

USD - United States dollar						
	1.00	0.00	-54,919.79	-54,919.79	0.00	0.00
Total pending trade purchases - all currencies		0.00	-54,919.79	-54,919.79	0.00	0.00
Total pending trade purchases - all countries		0.00	-54,919.79	-54,919.79	0.00	0.00
Total Pending trade purchases 0.000		0.00	-54,919.79	-54,919.79	0.00	0.00

#### Pending trade sales

USD - United States dollar						
	1.00	0.00	56,660.47	56,660.47	0.00	0.00
Total pending trade sales - all currencies		0.00	56,660.47	56,660.47	0.00	0.00
Total pending trade sales - all countries		0.00	56,660.47	56,660.47	0.00	0.00
Total Pending trade sales 0.000		0.00	56,660.47	56,660.47	0.00	0.00
Total Adjustments To Cash 0.000		0.00	1,740.68	1,740.68	0.00	0.00

Total		27,165.53	11,192,192.01	9,088,525.83	2,103,666.18	2,103,666.18
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Northern Trust

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# Portfolio Statements

31 JUL 14

Account number 2375543

RHODEN CHAR FDN ELMER C -D

Page 14 of 14

## ◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
					Market	Translation	

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