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Department of the Treasury Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation Do not enter Social Security numbers on this form as it may be made public

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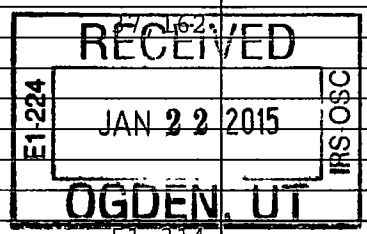
For calendar year 2013 or tax year beginning 09/01, 2013, and ending 08/31, 2014

POSTMARK DATE JAN 15 2015

Name of foundation: THE BOUTROSS FOUNDATION 100151. Employer identification number: 43-6362504. Telephone number: 816-860-7711. City: KANSAS CITY, MO 64141-6692.

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

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).



SCANNED JAN 9 2015

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	32,370.	4,184.	4,184.
	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 ▶			
	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) . . . . .			
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	492,946.	543,145.	621,429.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	525,316.	547,329.	625,613.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	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 . . . . .	525,316.	547,329.	
	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) . . . . .	525,316.	547,329.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	525,316.	547,329.		

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) . . . . .	1 525,316.
2	Enter amount from Part I, line 27a . . . . .	2 22,015.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3 5.
4	Add lines 1, 2, and 3 . . . . .	4 547,336.
5	Decreases not included in line 2 (itemize) ▶ RETURN OF CAPITAL ADJUSTMENT	5 7.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 547,329.

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)

Table with columns for (b) How acquired, (c) Date acquired, (d) Date sold, (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis, (h) Gain or (loss), (i) FMV as of 12/31/69, (j) Adjusted basis as of 12/31/69, (k) Excess of col (i) over col (j), and (l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h))). Includes rows for PUBLICLY TRADED SECURITIES and Capital gain net income.

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? [X] Yes [ ] No

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

Table with columns for (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, and (d) Distribution ratio.

Table with rows for 2 Total of line 1, column (d); 3 Average distribution ratio for the 5-year base period; 4 Enter the net value of noncharitable-use assets for 2013; 5 Multiply line 4 by line 3; 6 Enter 1% of net investment income; 7 Add lines 5 and 6; 8 Enter qualifying distributions from Part XII, line 4.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 176, refunded 176.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political activities, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of UMB BANK, N.A. Telephone no (816) 860-7711
Located at 1010 GRAND BLVD, KANSAS CITY, MO ZIP+4 64141-6692
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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

**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)?  Yes  No

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
UMB BANK P O BOX 415044 M/S 1020307, KANSAS CITY, MO 64141	TRUSTEE 2	6,680.	-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**

**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 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	607,083.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	12,584.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	619,667.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	619,667.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	9,295.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	610,372.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	30,519.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	30,519.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	956.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	956.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	29,563.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	29,563.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	29,563.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	24,246.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	24,246.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	24,246.

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

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				29,563.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			23,091.	
b Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .	NONE			
b From 2009 . . . . .	NONE			
c From 2010 . . . . .	NONE			
d From 2011 . . . . .	NONE			
e From 2012 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>24,246.</u>				
a Applied to 2012, but not more than line 2a . . . . .			23,091.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2013 distributable amount . . . . .				1,155.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				28,408.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2009 . . . . .	NONE			
b Excess from 2010 . . . . .	NONE			
c Excess from 2011 . . . . .	NONE			
d Excess from 2012 . . . . .	NONE			
e 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)

Table with 5 main columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions, d Exempt activities, e Support alternative tests (1-4).

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>ROCKHURST COLLEGE ATTN: GUY SWANSON, V. PR 1100 ROCKHURST RD KANSAS CITY MO 64110-2508</p>	NONE	PC	SUPPORT OF CHARITABLE ACTIVITIES	20,106.
<b>Total</b> . . . . . ▶ <b>3a</b>				20,106.
<i>b Approved for future payment</i>				
<b>Total</b> . . . . . ▶ <b>3b</b>				





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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	586.	
FEDERAL ESTIMATES - INCOME	1,132.	
FOREIGN TAXES ON QUALIFIED FOR	168.	168.
FOREIGN TAXES ON NONQUALIFIED	3.	3.
TOTALS	1,889.	171.
	=====	=====



Account Name: The Boutross Foundation

Account Number: 100151  
Statement Period: Sep. 1, 2013 - Aug. 31, 2014

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**Statement of Investment Position**

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income %
		Unit	Total	Unit	Total		
<b>Equity Securities</b>							
<b>Common Stock</b>							
20 3M Corp	MMM 88579Y101	141.14	2,822.81	144.00	2,880.00	57.19	68 2.38
80 Abbott Laboratories	ABT 002824100	35.39	2,831.47	42.24	3,379.20	547.73	70 2.08
40 Allstate Corp	ALL 020002101	29.08	1,163.09	61.49	2,459.60	1,296.51	45 1.82
40 American Express Co	AXP 025816109	51.17	2,046.83	89.55	3,582.00	1,535.17	42 1.16
27 Amgen Inc	AMGN 031162100	122.87	3,317.47	139.38	3,763.26	445.79	66 1.75
15 Apache Corp	APA 037411105	100.04	1,500.58	101.83	1,527.45	26.87	15 0.98
56 Apple Inc	AAPL 037833100	58.97	3,302.19	102.50	5,740.00	2,437.81	105 1.83
50 AT & T Inc	T 00206R102	28.72	1,436.00	34.96	1,748.00	312.00	92 5.26
45 Baxter International Inc	BAX 071813109	75.78	3,409.99	74.98	3,374.10	(35.89)	94 2.77
75 BB&T Corp	BBT 054937107	38.40	2,879.85	37.33	2,799.75	(80.10)	72 2.57
6 Blackrock Inc	BLK 09247X101	336.60	2,019.57	330.53	1,983.18	(36.39)	46 2.34
25 Boeing Co	BA 097023105	46.03	1,150.64	126.80	3,170.00	2,019.36	73 2.30
25 Caterpillar Inc Del	CAT 149123101	51.74	1,293.49	109.07	2,726.75	1,433.26	70 2.57
25 Chevron Corp	CVX 166764100	77.63	1,940.72	129.45	3,236.25	1,295.53	107 3.31
50 ConocoPhillips	COP 20825C104	61.08	3,054.22	81.22	4,061.00	1,006.78	146 3.60
25 Costco Wholesale Corp	COST 22160K105	71.33	1,783.22	121.08	3,027.00	1,243.78	36 1.17
50 CVS Caremark Corporation	CVS 126650100	39.91	1,545.50	79.45	3,972.50	2,427.00	55 1.38
35 Disney Walt Co	DIS 254687106	45.46	1,590.93	89.88	3,145.80	1,554.87	30 0.96
65 Dow Chemical Co	DOW 260543103	51.40	3,341.04	53.55	3,480.75	139.71	96 2.76

UMB



**Statement of Investment Position (continued)**

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
<b>Equity Securities (continued)</b>							
<b>Common Stock (continued)</b>							
25 Duke Energy Hldg Corp	DUK 26441C204	46.41	1,160.25	73.99	1,849.75	689.50	80 4.30
25 Ecolab Inc	ECL 278865100	85.98	2,149.39	114.82	2,870.50	721.11	28 0.96
25 ExxonMobil Corp	XOM 30231G102	79.75	1,983.67	99.46	2,486.50	492.83	69 2.77
90 General Electric Co	GE 369604103	22.95	2,065.48	25.98	2,338.20	272.72	79 3.39
25 Gilead Sciences Inc	GILD 375558103	47.53	1,188.16	107.56	2,689.00	1,500.84	0
8 Google Inc Class A	GOOGL 38259P508	519.81	4,158.48	582.36	4,658.88	500.40	0
75 Highwoods Properties Inc	HIW 431284108	41.63	3,122.31	42.55	3,191.25	68.94	128 4.00
35 Home Depot Inc	HD 437076102	26.40	924.00	93.50	3,272.50	2,348.50	66 2.01
35 Intuit	INTU 461202103	52.06	1,822.21	83.18	2,911.30	1,089.09	35 1.20
35 Johnson & Johnson	JNJ 478160104	62.65	2,192.75	103.73	3,630.55	1,437.80	98 2.70
55 JPMorgan Chase & Co	JPM 46625H100	48.82	2,685.20	59.45	3,269.75	584.55	88 2.69
46 Kraft Foods Group Inc	KRFT 50076Q106	46.21	2,125.82	58.90	2,709.40	583.58	97 3.57
60 Lincoln National Corp	LNC 534187109	27.37	1,642.20	55.04	3,302.40	1,660.20	38 1.16
75 Merck & Co Inc	MRK 58933Y105	41.52	3,114.20	60.11	4,508.25	1,394.05	132 2.93
80 Microsoft Corp	MSFT 594918104	37.89	3,030.81	45.43	3,634.40	603.59	90 2.47
35 NextEra Energy Inc	NEE 65339F101	71.40	2,499.15	98.45	3,445.75	946.60	102 2.95
35 Nike Inc	NKE 654106103	40.18	1,406.19	78.55	2,749.25	1,343.06	34 1.22
40 Nucor Corp	NUE 670346105	45.92	1,836.63	54.32	2,172.80	336.17	59 2.72
65 Paychex Inc	PAYX 704326107	28.16	1,830.43	41.65	2,707.25	876.82	99 3.65





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**Statement of Investment Position (continued)**

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
<b>Equity Securities (continued)</b>							
<b>Common Stock (continued)</b>							
35 Pepsico Inc	PEP 713448108	79.42	2,779.78	92.49	3,237.15	457.37	92 2.83
30 Procter & Gamble Co	PG 742718109	48.23	1,446.90	83.11	2,493.30	1,046.40	77 3.10
35 Qualcomm Inc	QCOM 747525103	29.00	1,015.17	76.10	2,663.50	1,648.33	59 2.21
35 Schlumberger Ltd	SLB 806857108	78.82	2,758.66	109.64	3,837.40	1,078.74	56 1.46
105 Southwest Airlines Co	LUV 844741108	21.09	2,214.67	32.01	3,361.05	1,146.38	25 0.75
80 Spectra Energy Corp	SE 847560109	21.13	1,690.00	41.66	3,332.80	1,642.80	107 3.22
40 Starbucks Corp	SBUX 855244109	76.08	3,043.24	77.81	3,112.40	69.16	42 1.34
30 Starwood Hotels & Resorts Worldwide Inc	HOT 85590A401	69.16	2,074.70	84.54	2,536.20	461.50	42 1.66
70 Texas Instruments Inc	TXN 882508104	35.35	2,474.39	48.18	3,372.60	898.21	84 2.49
20 Union Pacific Corp	UNP 907818108	69.87	1,397.39	105.27	2,105.40	708.01	40 1.90
0 United Parcel Service Inc Class B Shares	UPS 911312106	0.00	0.00	0.00	0.00	0.00	0
20 United Technologies Corp	UTX 913017109	39.80	795.90	107.98	2,159.60	1,363.70	47 2.19
35 UnitedHealth Group Inc	UNH 91324P102	43.82	1,533.73	86.68	3,033.80	1,500.07	53 1.73
60 V F Corp	VFC 918204108	26.44	1,586.62	64.12	3,847.20	2,260.58	63 1.64
65 Verizon Communications Inc	VZ 92343V104	43.94	2,856.29	49.82	3,238.30	382.01	138 4.26
70 Wells Fargo & Co	WFC 949746101	24.42	1,709.50	51.44	3,600.80	1,891.30	98 2.72
<b>Total Common Stock</b>			<b>112,753.88</b>		<b>164,385.77</b>	<b>51,631.89</b>	<b>3,670</b>
<b>Total Equity Securities</b>			<b>112,753.88</b>		<b>164,385.77</b>	<b>51,631.89</b>	<b>3,670</b>



Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
<b>Equity Funds</b>							
<b>Equity Fund</b>							
2,333.725 American Century Mid Cap Value Inst.	AVUAX	14.73	34,383.90	17.60	41,073.56	6,689.66	518 1.26
	025076647						
3,374.282 Developed Markets Index Fund Admiral CL	VTMGX	12.44	41,967.01	13.40	45,215.38	3,248.37	1,434 3.17
	921943809						
371.764 LKCM Small Cap Equity Fund Instl. Class	LKSCX	23.81	8,850.96	27.00	10,037.63	1,186.67	1 0.01
	501885107						
365.237 Mainstay ICAP International Fund Class I	ICEUX	36.13	13,196.03	36.22	13,228.88	32.85	133 1.00
	56063J716						
415.05 Oppenheimer Developing Mkts CI Y	ODVYX	35.93	14,913.87	40.88	16,967.24	2,053.37	68 0.40
	683974505						
1,039.568 PearTree PolarisForeign Value SmCap Cl I	GUSIX	13.42	13,951.00	13.46	13,992.59	41.59	161 1.15
	70472Q500						
1,388.202 Principal Midcap Class I	PCBIX	17.54	24,354.38	22.28	30,929.14	6,574.76	70 0.23
	74253Q747						
414.889 Scout International Fund	UMBWX	29.04	12,047.34	37.24	15,450.47	3,403.13	207 1.34
	81063U503						
835.437 William Blair Small Cap Value Fund CL I	BVDIX	18.06	15,088.00	18.17	15,179.89	91.89	4 0.02
	093001824						
<b>Total Equity Fund</b>			<b>178,752.49</b>		<b>202,074.78</b>	<b>23,322.29</b>	<b>2,596</b>
<b>Total Equity Funds</b>			<b>178,752.49</b>		<b>202,074.78</b>	<b>23,322.29</b>	<b>2,596</b>

Fixed Income Securities

<b>Government &amp; Agency Bonds</b>							
3,530.518 Govt National Mtg Assn							
DTD 10/1/2003 5.5000% 10/15/2018		1.04	3,680.56	105.95	3,740.69	60.13	194 5.19
Pool # 616001							
<b>Total Government &amp; Agency Bonds</b>			<b>3,680.56</b>		<b>3,740.69</b>	<b>60.13</b>	<b>194</b>
<b>Total Fixed Income Securities</b>			<b>3,680.56</b>		<b>3,740.69</b>	<b>60.13</b>	<b>194</b>

Fixed Income Funds

6,511.115 Dodge & Cox Income Fund	DODIX	13.58	88,392.20	13.98	91,025.39	2,633.19	2,767 3.04
	256210105						





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**Statement of Investment Position (continued)**

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income %
		Unit	Total	Unit	Total		
<b>Fixed Income Funds (continued)</b>							
2,903 DoubleLine Total Return Bond Fund CL I	DBLTX 258620103	11.39	33,065.17	11.00	31,933.00	(1,132.17)	1,631 5.11
73 iShares Barclays 10-20 yr Treasury Bd Fd	TLH 464288653	129.32	9,440.36	132.24	9,653.52	213.16	213 2.20
2,782.385 Ridgeworth Core Bond Fund Class I	STIGX 766281876	11.03	30,689.86	10.89	30,300.17	(389.69)	637 2.10
1,117.845 Ridgeworth Sex Floating Rate High Inc	SAMBX 766281678	9.03	10,096.75	9.02	10,062.96	(13.79)	414 4.10
1,249.233 Scout Core Plus Bond Fund Class I	SCPZX 81063U818	32.03	40,017.69	32.32	40,375.21	357.52	537 1.33
<b>Total Fixed Income Funds</b>			<b>211,702.03</b>		<b>213,370.25</b>	<b>1,668.22</b>	<b>6,199</b>
<b>Total Fixed Income Funds</b>			<b>211,702.03</b>		<b>213,370.25</b>	<b>1,668.22</b>	<b>6,199</b>
<b>Other Funds</b>							
251 Tortoise Energy Infrastructure Corp	TYG 89147L100	48.13	12,080.63	49.00	12,299.00	218.37	612 4.98
<b>Total Other Funds</b>			<b>12,080.63</b>		<b>12,299.00</b>	<b>218.37</b>	<b>612</b>
<b>Total Other Funds</b>			<b>12,080.63</b>		<b>12,299.00</b>	<b>218.37</b>	<b>612</b>
<b>Alternative Investments</b>							
1,948.026 Neuberger Berman Long Short Fund CL I	NLSIX 64128R608	12.41	24,175.00	13.12	25,558.10	1,383.10	13 0.05
<b>Total Alternative Investments</b>			<b>24,175.00</b>		<b>25,558.10</b>	<b>1,383.10</b>	<b>13</b>
<b>Total Alternative Investments</b>			<b>24,175.00</b>		<b>25,558.10</b>	<b>1,383.10</b>	<b>13</b>

