Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning JUL 1, 2014 , and ending JUN 30, 2015

Name of foundation: RICHARD J. STERN FOUNDATION FOR THE ARTS

A Employer identification number: 43-6313811

Number and street (or P O box number if mail is not delivered to street address): COMMERCE BANK, TRUSTEE, 118 W. 47TH STR | Room/suite

B Telephone number: (816) 234-2568

City or town, state or province, country, and ZIP or foreign postal code: KANSAS CITY, MO 64112-1601

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 53,729,704.

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

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

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

| | Line | Description | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|---|
| Revenue | 1 | Contributions, gifts, grants, etc., received | | | N/A | |
| | 2 | Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | | | | |
| | 4 | Dividends and interest from securities | 1,151,831. | 1,136,028. | | STATEMENT 1 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 3,796,123. | | | |
| | b | Gross sales price for all assets on line 6a 14,692,763. | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 3,937,866. | | |
| | 8 | Net short-term capital gain | | | | |
| | 9 | Income modifications | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| | b | Less Cost of goods sold | | | | |
| | c | Gross profit or (loss) | | | | |
| | 11 | Other income | | | | |
| | 12 | **Total.** Add lines 1 through 11 | 4,947,954. | 5,073,894. | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 435,518. | 202,091. | | 233,427. |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | | | | |
| | 16a | Legal fees | | | | |
| | b | Accounting fees | | | | |
| | c | Other professional fees | | | | |
| | 17 | Interest | | | | |
| | 18 | Taxes STMT 2 | 92,045. | 47. | | 0. |
| | 19 | Depreciation and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses STMT 3 | | -603. | | |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 527,563. | 201,535. | | 233,427. |
| | 25 | Contributions, gifts, grants paid | 2,350,175. | | | 2,350,175. |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 2,877,738. | 201,535. | | 2,583,602. |
| | 27 | Subtract line 26 from line 12: | | | | |
| | a | Excess of revenue over expenses and disbursements | 2,070,216. | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 4,872,359. | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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| Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only) | Beginning of year (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 | 1,158,515. | 1,356,690. | 1,356,690. |
| 3 Accounts receivable ▶ | | | |
| Less: allowance for doubtful accounts ▶ | | | |
| 4 Pledges receivable ▶ | | | |
| Less: allowance for doubtful accounts ▶ | | | |
| 5 Grants receivable | | | |
| 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| 7 Other notes and loans receivable ▶ | | | |
| Less: allowance for doubtful accounts ▶ | | | |
| 8 Inventories for sale or use | | | |
| 9 Prepaid expenses and deferred charges | | | |
| 10a Investments - U.S. and state government obligations | | | |
| b Investments - corporate stock STMT 4 | 35,007,040. | 35,253,276. | 42,104,682. |
| c Investments - corporate bonds STMT 5 | 8,430,383. | 10,056,188. | 10,268,332. |
| 11 Investments - land, buildings, and equipment: basis ▶ | | | |
| Less accumulated depreciation ▶ | | | |
| 12 Investments - mortgage loans | | | |
| 13 Investments - other | | | |
| 14 Land, buildings, and equipment: basis ▶ | | | |
| Less accumulated depreciation ▶ | | | |
| 15 Other assets (describe ▶ ) | | | |
| 16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I) | 44,595,938. | 46,666,154. | 53,729,704. |
| **Liabilities** | | | |
| 17 Accounts payable and accrued expenses | | | |
| 18 Grants payable | | | |
| 19 Deferred revenue | | | |
| 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| 21 Mortgages and other notes payable | | | |
| 22 Other liabilities (describe ▶ ) | | | |
| 23 **Total liabilities** (add lines 17 through 22) | 0. | 0. | |
| **Net Assets or Fund Balances** | | | |
| **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| 24 Unrestricted | | | |
| 25 Temporarily restricted | | | |
| 26 Permanently restricted | | | |
| **Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.** | | | |
| 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| 29 Retained earnings, accumulated income, endowment, or other funds | 44,595,938. | 46,666,154. | |
| 30 **Total net assets or fund balances** | 44,595,938. | 46,666,154. | |
| 31 **Total liabilities and net assets/fund balances** | 44,595,938. | 46,666,154. | |

## Part III Analysis of Changes in Net Assets or Fund Balances

| | | |
|---|---|---|
| 1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 44,595,938. |
| 2 Enter amount from Part I, line 27a | 2 | 2,070,216. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 46,666,154. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 46,666,154. |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| | (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | PUBLICLY TRADED SECURITIES | | VARIOUS | VARIOUS |
| b | PUBLICLY TRADED SECURITIES - TRADED TAX YEAR | | | |
| c | 2014, SETTLED TAX YEAR 2015 | | VARIOUS | VARIOUS |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 14,692,763. | | 10,896,640. | 3,796,123. |
| b | | | | |
| c | 675,603. | | 533,860. | 141,743. |
| d | | | | |
| e | | | | |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | 3,796,123. |
| b | | | | |
| c | | | | 141,743. |
| d | | | | |
| e | | | | |

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 3,937,866.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---|---|---|
| 2013 | 2,433,436. | 51,887,834. | .046898 |
| 2012 | 2,326,868. | 47,850,076. | .048628 |
| 2011 | 2,198,509. | 45,908,225. | .047889 |
| 2010 | 1,920,777. | 46,613,926. | .041206 |
| 2009 | 1,978,928. | 42,772,002. | .046267 |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) | 2 | .230888 |
| 3 | Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | .046178 |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | 4 | 53,770,868. |
| 5 | Multiply line 4 by line 3 | 5 | 2,483,031. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 48,724. |
| 7 | Add lines 5 and 6 | 7 | 2,531,755. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 2,583,602. |

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

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

| | | | | |
|---|---|---|---|---|
| 1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)** | | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b | | | 1 | 48,724. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 2 | 0. |
| 3 Add lines 1 and 2 | | | 3 | 48,724. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 4 | 0. |
| 5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0- | | | 5 | 48,724. |
| 6 Credits/Payments: | | | | |
| a 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a | 89,850. | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | | |
| d Backup withholding erroneously withheld | 6d | | | |
| 7 Total credits and payments. Add lines 6a through 6d | | | 7 | 89,850. |
| 8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached | | | 8 | |
| 9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | 9 | |
| 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | 41,126. |
| 11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 41,126. | **Refunded** ▶ | | 11 | 0. |

**Part VII-A Statements Regarding Activities**

| | | Yes | No |
|---|---|---|---|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? | 1b | | X |
| *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities* | | | |
| c Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0. | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO | | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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

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

Website address ▶ NONE

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

Located at ▶ 118 W 47TH ST, KANSAS CITY, MO ZIP+4 ▶ 64112

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1). If "Yes," enter the name of the foreign country ▶ | | | |

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

**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** Yes No

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? — 1b: No 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 2014? — 1c: No 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No

If "Yes," list the years ▶ ______, ______, ______, ______

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A — 2b

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ ______, ______, ______, ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 2014 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 2014.)* N/A — 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? — 4a: No 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 2014? — 4b: No 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 4945(d)(4)(A)? (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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

*If "Yes," attach the statement required by Regulations section 53 4945-5(d)*

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

*If "Yes" to 6b, file Form 8870*

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| COMMERCE BANK NA,INV. MGMT<br>PO BOX 419248<br>KC, MO 64141 | CORPORATE TRUSTEE<br>40.00 | 202,091. | 0. | 0. |
| COMMERCE BANK NA,CHARITY OFFICE<br>PO BOX 419248<br>KC, MO 64141 | CORPORATE TRUSTEE<br>40.00 | 210,972. | 0. | 0. |
| COMMERCE BANK NA,CHARITY MGMT<br>PO BOX 419248<br>KC, MO 64141 | CORPORATE TRUSTEE<br>10.00 | 22,455. | 0. | 0. |

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

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

**Total** number of other employees paid over $50,000 ▶ 0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over $50,000 for professional services ▶ | | 0 |

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

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|---|
| 1 N/A | 0. |
| 2 | |
| 3 | |
| 4 | |

**Part IX-B Summary of Program-Related Investments**

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions. 3 | |
| **Total.** Add lines 1 through 3 ▶ | 0. |

Form **990-PF** (2014)

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

| | | | | | |
|---|---|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | | | |
| a | Average monthly fair market value of securities | | | 1a | 53,166,339. |
| b | Average of monthly cash balances | | | 1b | 1,423,375. |
| c | Fair market value of all other assets | | | 1c | |
| d | **Total** (add lines 1a, b, and c) | | | 1d | 54,589,714. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | | | 2 | 0. |
| 3 | Subtract line 2 from line 1d | | | 3 | 54,589,714. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | | | 4 | 818,846. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | | | 5 | 53,770,868. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | | | 6 | 2,688,543. |

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

| | | | | | |
|---|---|---|---|---|---|
| 1 | Minimum investment return from Part X, line 6 | | | 1 | 2,688,543. |
| 2a | Tax on investment income for 2014 from Part VI, line 5 | 2a | 48,724. | | |
| b | Income tax for 2014. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 48,724. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 2,639,819. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | 0. |
| 5 | Add lines 3 and 4 | | | 5 | 2,639,819. |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | 0. |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | | 7 | 2,639,819. |

## Part XII Qualifying Distributions (see instructions)

| | | | |
|---|---|---|---|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 2,583,602. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 2,583,602. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 48,724. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 2,534,878. |

**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 2013 | (c) 2013 | (d) 2014 |
|---|---|---|---|---|
| 1 Distributable amount for 2014 from Part XI, line 7 | | | | 2,639,819. |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only | | | 2,318,165. | |
| b Total for prior years: ___ , ___ , ___ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2014: | | | | |
| a From 2009 | | | | |
| b From 2010 | | | | |
| c From 2011 | | | | |
| d From 2012 | | | | |
| e From 2013 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶$ 2,583,602. | | | | |
| a Applied to 2013, but not more than line 2a | | | 2,318,165. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2014 distributable amount | | | | 265,437. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 | | | | 2,374,382. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 | 0. | | | |
| 9 **Excess distributions carryover to 2015** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2010 | | | | |
| b Excess from 2011 | | | | |
| c Excess from 2012 | | | | |
| d Excess from 2013 | | | | |
| e Excess from 2014 | | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2014 | (b) 2013 | (c) 2012 | (d) 2011 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 6

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<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| a *Paid during the year* | | | | |
| STATEMENT 6A | NONE | SEE STMT 6A | SEE STATEMENT 6A | 2,350,175. |
| **Total** ▶ 3a | | | | 2,350,175. |
| b *Approved for future payment* | | | | |
| STATEMENT 7 | NONE | SEE STMT 7 | SEE STATEMENT 7 | 944,000. |
| **Total** ▶ 3b | | | | 944,000. |

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

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | Related or exempt function income |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 1,151,831. | |
| 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 | 3,796,123. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 4,947,954. | 0. |

**13 Total.** Add line 12, columns (b), (d), and (e) 13 4,947,954.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|---|---|
| SEE STATEMENT B | | |

**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] / Vice President The Commerce Trust Company a Division of Commerce Bank 11/12/2015 ▶ Trustee

Signature of officer or trustee | Date | Title

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check [ ] if self-employed | PTIN |
|---|---|---|---|---|
| | | | | |
| Firm's name ▶ | | | Firm's EIN ▶ | |
| Firm's address ▶ | | | Phone no. | |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|---|---|
| DIVIDENDS & INTEREST | 1,151,831. | 0. | 1,151,831. | 1,136,028. | |
| TO PART I, LINE 4 | 1,151,831. | 0. | 1,151,831. | 1,136,028. | |

FORM 990-PF TAXES STATEMENT 2

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FEDERAL EXCISE TAX ESTIMATES | 89,850. | 0. | | 0. |
| FOREIGN TAXES | 47. | 47. | | 0. |
| EXCISE TAX DUE | 2,148. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 92,045. | 47. | | 0. |

FORM 990-PF OTHER EXPENSES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FEES APPLICABLE TO TAX EXEMPT INCOME | 0. | -603. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 0. | -603. | | 0. |

FORM 990-PF CORPORATE STOCK STATEMENT 4

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| STOCKS AND MUTUAL FUNDS - STATEMENT A | 35,253,276. | 42,104,682. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 35,253,276. | 42,104,682. |

FORM 990-PF CORPORATE BONDS STATEMENT 5

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| BONDS - STATEMENT A | 10,056,188. | 10,268,332. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 10,056,188. | 10,268,332. |

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 6
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

(816) 234-2728

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

***Richard J. Stern Foundation for the Arts***
***Attachment of Fiscal Year Payments for IRS 990PF***
***June 30, 2015***

| Recipient Name & Address | Fiscal Agent | Foundation Status of Recipient | Purpose of Contribution | Payment Amount | Payment Date |
|---|---|---|---|---|---|
| American Jazz Museum<br>1616 E. 18th St<br>Kansas City, MO 64108 | | PC | 2014/2015 Jammin' at the Gem series | $15,000.00 | 9/8/2014 |
| Bach Aria Soloists<br>P O Box 7112<br>Kansas City, MO 64113 | | PC | 2014/2015 season support | $8,000.00 | 1/16/2015 |
| Barn Players Inc<br>6219 Martway<br>Mission, KS 66202 | | PC | Musician stipends | $3,500 00 | 7/3/2014 |
| Charlotte Street Foundation<br>P O Box 10263<br>Kansas City, MO 64171-0263 | | PC | Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization | $25,000 00 | 1/16/2015 |
| Children's Mercy Hospital<br>2401 Gillham Rd<br>Kansas City, MO 64108 | | PC | Purchase piano for use in the chapel | $15,000 00 | 8/11/2014 |
| City In Motion Dance Theater Inc.<br>3925 Main St<br>Kansas City, MO 64111-1916 | | PC | Partial underwriting for "A Modern Night at the Folly" | $5,000 00 | 1/16/2015 |
| Coterie Inc<br>2450 Grand Blvd , Ste 144<br>Kansas City, MO 64108-2520 | | PC | 2014/2015 season support | $30,000 00 | 1/16/2015 |
| Fishtank Performance Studio<br>1715 Wyandotte<br>Kansas City, MO 64105 | Fractured Atlas Inc | PC | Internship program | $5,000.00 | 1/16/2015 |
| Heart of America Shakespeare Festival<br>3619 Broadway, Ste. 2<br>Kansas City, MO 64111 | | PC | 2015 season support and production of "King Lear" | $15,000.00 | 6/1/2015 |
| Heartland Chamber Music Ltd<br>5960 Dearborn, Suite #214<br>Mission, KS 66202 | | PC | General operating support | $5,000 00 | 7/3/2014 |

| Recipient Name & Address | Fiscal Agent | Foundation Status of Recipient | Purpose of Contribution | Payment Amount | Payment Date |
|---|---|---|---|---|---|
| Heartland Men's Chorus<br>P O Box 32374<br>Kansas City, MO 64171-5374 | | PC | 2014/2015 season support | $15,000 00 | 1/16/2015 |
| Japan America Society Ltd<br>P.O Box 22487<br>Kansas City, MO 64113-2487 | | PC | 17th Annual Greater Kansas City Japan Festival | $1,000 00 | 9/8/2014 |
| Jewish Community Center of Greater Kansas City<br>5801 W 115th St ,<br>Overland Park, KS 66211-1800 | | PC | "Forbidden Music of the Holocaust. The Music of Composers Silenced by Nazis" musical concert | $4,000.00 | 5/4/2015 |
| Johnson County Community College Foundation<br>Carlsen Center<br>12345 College Blvd<br>Overland Park, KS 66210-1299 | | PC | New Dance Partners festival 2015 | $10,000.00 | 1/16/2015 |
| Kansas City Actors Theatre Inc. DBA Actors Theatre KC<br>P.O. Box 22510<br>Kansas City, MO 64113 | | PC | 2015/2016 season support | $30,000 00 | 6/1/2015 |
| Kansas City Art Institute<br>4415 Warwick Blvd<br>Kansas City, MO 64111-1874 | | PC | Ceramics program support/Asian Studies program | $65,000.00 | 9/8/2014 |
| Kansas City Art Institute<br>4415 Warwick Blvd<br>Kansas City, MO 64111-1874 | | PC | Challenge grant for the renovations to the ceramics building | $150,000.00 | 6/1/2015 |
| Kansas City Ballet Association<br>500 W. Pershing Rd<br>Kansas City, MO 64108-2430 | | PC | 2014 Ballet Ball | $5,000 00 | 10/16/2014 |
| Kansas City Ballet Association<br>500 W Pershing Rd<br>Kansas City, MO 64108-2430 | | PC | 2014/2015 season support | $30,000.00 | 1/16/2015 |
| Kansas City Ballet Association<br>500 W. Pershing Rd<br>Kansas City, MO 64108-2430 | | PC | Creating a World Premiere. The New Nutcracker 2015 | $25,000 00 | 1/16/2015 |

| Recipient Name & Address | Fiscal Agent | Foundation Status of Recipient | Purpose of Contribution | Payment Amount | Payment Date |
|---|---|---|---|---|---|
| Kansas City Chapter of Young Audiences Inc DBA<br>Kansas City Young Audiences<br>5601 Wyandotte<br>Kansas City, MO 64113 | | PC | General operating support | $15,000 00 | 1/16/2015 |
| Kansas City Chorale<br>5601 Wyandotte St , Ste 412<br>Kansas City, MO 64113 | | PC | 2014/2015 season support | $30,000 00 | 9/8/2014 |
| Kansas City Chorale<br>5601 Wyandotte St , Ste. 412<br>Kansas City, MO 64113 | | PC | 2014/2015 season concert with Patti Austin· Broadway, Blues, & Bebop | $15,000 00 | 9/8/2014 |
| Kansas City Dance Festival<br>P O Box 412555<br>Kansas City, MO 64108 | Owen-Cox Dance Group | PC | Partial underwriting for the 2014 Kansas City Dance Festival | $10,000 00 | 7/3/2014 |
| Kansas City Dance Festival<br>P O Box 412555<br>Kansas City, MO 64108 | Owen-Cox Dance Group | PC | Partial underwriting for the 2015 Kansas City Dance Festival | $15,000 00 | 5/4/2015 |
| Kansas City Filmmakers Jubilee Inc<br>4741 Central, #306<br>Kansas City, MO 64112 | | PC | Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization | $7,500 00 | 1/16/2015 |
| Kansas City Friends of Alvin Ailey<br>218 Delaware, Ste 101<br>Kansas City, MO 64105 | | PC | Alvin Ailey American Dance Company residency with increase for 30th anniversary year | $30,000 00 | 9/9/2014 |
| Kansas City Jazz Orchestra<br>P.O Box 12841<br>Shawnee Mission, KS 66282 | | PC | 2014/2015 season support | $2,000 00 | 7/3/2014 |
| Kansas City Public Library<br>14 W 10th St.<br>Kansas City, MO 64105 | | PC | Renovate the East Mezzanine of the Central Library Branch into the Gabriella Polony & Rocky Mountain Gallery | $28,000 00 | 1/16/2015 |
| Kansas City Repertory Theatre Inc<br>4825 Troost Ave., Ste. 101<br>Kansas City, MO 64110-2030 | | PC | 2014/2015 season support. partial underwriting for the musical "Hair" | $35,000 00 | 9/8/2014 |
| Kansas City Repertory Theatre Inc<br>4825 Troost Ave., Ste 101<br>Kansas City, MO 64110-2030 | | PC | Spencer Theatre renovation over 2 years | $50,000 00 | 3/5/2015 |

| Recipient Name & Address | Fiscal Agent | Foundation Status of Recipient | Purpose of Contribution | Payment Amount | Payment Date |
|---|---|---|---|---|---|
| Kansas City Repertory Theatre Inc<br>4825 Troost Ave., Ste 101<br>Kansas City, MO 64110-2030 | | PC | Partial underwriting for the 2015 Gala , "A Fearless Fête" to support education programs | $10,000.00 | 5/4/2015 |
| Kansas City Symphony<br>1703 Wyandotte St., Ste 200<br>Kansas City, MO 64108 | | PC | 2014 Symphony Ball | $35,000.00 | 7/15/2014 |
| Kansas City Symphony<br>1703 Wyandotte St , Ste 200<br>Kansas City, MO 64108 | | PC | 2014/2015 season support | $285,000 00 | 1/16/2015 |
| Kansas City Wind Symphony Community Arts Enrichment Fund<br>2610 W 70th Terr<br>Mission Hills, KS 66208 | Greater Kansas City Community Foundation | PC | Transcription and performance of the first movement of Howard Hanson's Symphony No. 2 "Romantic" | $1,200 00 | 1/6/2015 |
| Kansas University Endowment Assoc - Spencer Museum of Art<br>1301 Mississippi St<br>Lawrence, KS 66045-7500 | | PC | Outreach programming | $7,000 00 | 6/1/2015 |
| Kauffman Center for the Performing Arts<br>1601 Broadway Blvd<br>Kansas City, MO 64108 | | PC | Second annual Future Stages Festival June 28, 2015 | $25,000 00 | 6/1/2015 |
| KC Creates Inc<br>P.O. Box 415001<br>Kansas City, MO 64141-5001 | | PC | Teen Fringe program | $5,000 00 | 6/1/2015 |
| KCMetropolis-Org Inc.<br>814 E 33rd St<br>Kansas City, MO 64109 | | PC | Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization | $10,000 00 | 1/16/2015 |
| Kemper Museum of Contemporary Art Milestone Fund<br>4420 Warwick Blvd<br>Kansas City, MO 64111-1821 | Greater Kansas City Community Foundation | PC | Underwriting for the "Summoning Ghosts: The Art of Hung Liu" exhibit | $20,000 00 | 7/3/2014 |
| Lees Summit Symphony Orchestra<br>P O Box 352<br>Lee's Summit, MO 64063 | | PC | 2015/2016 season support | $2,000 00 | 6/1/2015 |

| Recipient Name & Address | Fiscal Agent | Foundation Status of Recipient | Purpose of Contribution | Payment Amount | Payment Date |
|---|---|---|---|---|---|
| Lyric Opera of Kansas City Inc.<br>1725 Holmes St.<br>Kansas City, MO 64108-1538 | | PC | 2014/2015 season support | $200,000 00 | 10/16/2014 |
| Lyric Opera of Kansas City Inc<br>1725 Holmes St<br>Kansas City, MO 64108-1538 | | PC | Vinson & Friends project | $15,000 00 | 10/16/2014 |
| Lyric Opera of Kansas City Inc<br>1725 Holmes St<br>Kansas City, MO 64108-1538 | | PC | 2015 Lyric Ball to benefit education programs | $50,000 00 | 1/6/2015 |
| Lyric Opera of Kansas City Inc<br>1725 Holmes St<br>Kansas City, MO 64108-1538 | | PC | 2014/2015 season support | $200,000.00 | 1/6/2015 |
| Lyric Opera of Kansas City Inc<br>1725 Holmes St<br>Kansas City, MO 64108-1538 | | PC | 2014/2015 season support | $200,000.00 | 4/2/2015 |
| Lyric Opera of Kansas City Inc<br>1725 Holmes St.<br>Kansas City, MO 64108-1538 | | PC | Refurbish the set for the Tosca production | $35,000 00 | 5/4/2015 |
| Metropolitan Arts Council of Greater Kansas City<br>DBA ArtsKC - Regional Arts Council<br>106 Southwest Blvd<br>Kansas City, MO 64108 | | PC | Artist INC programs and activities for the Kansas City metro area | $10,000 00 | 6/1/2015 |
| Metropolitan Ensemble Theatre<br>3614 Main St<br>Kansas City, MO 64111 | | PC | 2014/2015 season support (tenth anniversary) | $20,000 00 | 9/8/2014 |
| Mid-America Arts Alliance<br>2018 Baltimore Ave<br>Kansas City, MO 64108-1914 | | PC | Support for the ENGAGE Kansas City feasibility study and arts programming in metropolitan Kansas City area | $30,000 00 | 6/1/2015 |
| Midwest Center for the Literary Arts Inc<br>3607 Pennsylvania Ave<br>Kansas City, MO 64111 | | PC | A Writers Weekend with Junot Diaz | $10,000 00 | 9/8/2014 |
| Musical Theater Heritage Inc<br>1800 Central, #101<br>Kansas City, MO 64108 | | PC | 2014/2015 season support | $5,000 00 | 9/8/2014 |

| Recipient Name & Address | Fiscal Agent | Foundation Status of Recipient | Purpose of Contribution | Payment Amount | Payment Date |
|---|---|---|---|---|---|
| Music-Arts Institute<br>1010 S Pearl St<br>Independence, MO 64050 | | PC | Scholarships | $15,000 00 | 6/1/2015 |
| Nelson Gallery Foundation<br>4525 Oak St<br>Kansas City, MO 64111-1873 | | PC | Jade China's Immortal Soul exhibition | $100,000 00 | 1/16/2015 |
| Owen-Cox Dance Group<br>3925 Main St , Ste B<br>Kansas City, MO 64111 | | PC | 2014/2015 season support | $7,000 00 | 1/16/2015 |
| Park University<br>8700 N W River Park Dr<br>Parkville, MO 64152-3795 | | PC | Purchase Steinway piano | $20,000 00 | 7/3/2014 |
| Paul Mesner Puppets Inc<br>1006 Linwood Blvd.<br>Kansas City, MO 64109 | | PC | 2014/2015 season support | $7,000 00 | 1/16/2015 |
| Performing Arts Foundation of Kansas City DBA<br>Folly Theater<br>1020 Central, Ste 200<br>P O. Box 26505<br>Kansas City, MO 64196 | | PC | Audio and lighting equipment | $53,475 00 | 7/3/2014 |
| Pilgrim Center Inc<br>P O Box 32383<br>Kansas City, MO 64171-5383 | | PC | Heritage Musician Series/Stories of Midtown | $1,000 00 | 6/1/2015 |
| Quality Hill Productions DBA Quality Hill Playhouse<br>303 W. 10th St.<br>Kansas City, MO 64105-1615 | | PC | 2014/2015 season support | $15,000 00 | 1/16/2015 |
| Spinning Tree Theatre<br>P O Box 8647<br>Kansas City, MO 64114-0647 | | PC | 2014/2015 season support | $2,500 00 | 1/16/2015 |
| Studios Inc.<br>1708 Campbell St.<br>Kansas City, MO 64108 | | PC | Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization | $10,000 00 | 1/16/2015 |

| Recipient Name & Address | Fiscal Agent | Foundation Status of Recipient | Purpose of Contribution | Payment Amount | Payment Date |
|---|---|---|---|---|---|
| Summerfest Concerts and-or Recordings Inc<br>P O Box 22697<br>Kansas City, MO 64113-0697 | | PC | 2015 season support - 25th anniversary season | $8,000 00 | 6/1/2015 |
| Te Deum Inc<br>202 W Dartmouth Rd.<br>Kansas City, MO 64113 | | PC | 2013/2014 season support | $2,000 00 | 9/8/2014 |
| Unicorn Theatre<br>3828 Main St<br>Kansas City, MO 64111 | | PC | 2014/2015 season support | $30,000 00 | 1/16/2015 |
| University of Missouri-Kansas City - College of Arts and Sciences Theatre Department<br>5100 Rockhill Rd.<br>Kansas City, MO 64110 | | PC | MFA student fellowships in costume design over 3 years | $10,000.00 | 7/3/2014 |
| University of Missouri-Kansas City - College of Arts and Sciences Theatre Department<br>5100 Rockhill Rd<br>Kansas City, MO 64110 | | PC | MFA student fellowship in theatre sound design over 3 years | $10,000.00 | 7/3/2014 |
| University of Missouri-Kansas City - Conservatory of Music<br>Center for the Performing Arts<br>4949 Cherry St.<br>Kansas City, MO 64110-2299 | | PC | 2014/2015 season support | $15,000 00 | 9/8/2014 |
| University of Missouri-Kansas City - Conservatory of Music<br>Center for the Performing Arts<br>4949 Cherry St<br>Kansas City, MO 64110-2299 | | PC | 2014 Crescendo Gala | $10,000 00 | 9/8/2014 |
| University of Missouri-Kansas City - KCUR Radio<br>4825 Troost, Ste 202<br>Kansas City, MO 64110 | | PC | Broaden coverage by supporting costs for reporters and editors, and costs for freelance reporting | $65,000 00 | 6/1/2015 |
| William Jewell College (Harriman-Jewell Series)<br>500 College Hill<br>Campus Box 1015<br>Liberty, MO 64068-1896 | | PC | 2015/2016 season support (Riccardo Muti and the Chicago Symphony Orchestra) | $75,000.00 | 6/16/2015 |

| Recipient Name & Address | Fiscal Agent | Foundation Status of Recipient | Purpose of Contribution | Payment Amount | Payment Date |
|---|---|---|---|---|---|
| Wylliams-Henry Contemporary Dance Company<br>209 S Olive<br>Kansas City, MO 64124 | | PC | 2014/2015 season support | $15,000 00 | 8/11/2014 |
| Youth Symphony Association of Kansas City Inc<br>5960 Dearborn, Ste 206<br>Mission, KS 66202 | | PC | Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization | $5,000.00 | 1/16/2015 |
| **Total Contributions for the Year:** | | | | **$2,350,175.00** | |

EIN: 43-6313811

## Richard J. Stern Foundation for the Arts
## Outstanding Commitments

| Organization | Purpose (Current Year) | FY15/16 | | FY16/17 | FY17/18 | FY18/19 | |
|---|---|---|---|---|---|---|---|
| | | | | | | | |
| Folly Theater | 2015/2016 Folly Jazz Senes | 10,000 | 7/15 | | | | |
| Harnman-Jewell Senes (Season Support) | 2015/2016 Season Support | 75,000 | 7/15 | | | | |
| Heartland Chamber Music | General operating support | 4,000 | 7/15 | | | | |
| Kansas City Ballet (Ballet Ball) | 2014 Ballet Ball | 5,000 | 10/15 | | | | |
| Kansas City Repertory Theatre (Special Support) | Renovate the Spencer Theatre | 50,000 | 3/16 | | | | |
| Kansas City Symphony (Symphony Ball) (FY12 total = 2011 and 2012 Balls) | 2014 Symphony Ball | 35,000 | 7/15 | | | | |
| Kemper Museum of Contemporary Art Milestone Fund | Exhibit underwriting | 20,000 | 7/15 | | | | |
| Lync Opera of Kansas City (Season Support) | 2015/2016 Season Support | 600,000 | 10/15 | | | | |
| Lyric Opera of Kansas City (Season Support) | 2015/2016 Season Support | 50,000 | 5/16 | | | | |
| Lync Opera of Kansas City (Lync Ball) | Ball | 50,000 | 1/16 | | | | |
| Park University | Relocate and expand the Vincent Campanella Gallery | 15,000 | 7/15 | | | | |
| UMKC-Arts & Sciences Theatre Dept (Scholarships-Costume) | MFA Fellowship (Costume Design) | 10,000 | 7/15 | | | | |
| UMKC-Arts & Sciences Theatre Dept (Scholarships-Sound) | MFA Fellowship (Sound Design) | 10,000 | 7/15 | 10,000 | | | |
| | | | | | | | |
| | **Total Outstanding** | **934,000** | | **10,000** | | | |
| | | | | | | | 944,000 |

**RICHARD J STERN FOUNDATION MAIN**
**As of June 30, 2015**
**EIN: 43-6313811**

| Grc | Description | Units | Book Value | Market Value |
|---|---|---|---|---|
| 1 | FINANCIAL SQUARE TR GOVERNMENT FD | 1,676,405 | 1,676,404.85 | 1,676,404.85 |
| | CASH | 0 | -319,713.76 | -319,713 76 |
| **1 Total** | | **1,676,405** | **1,356,691.09** | **1,356,691.09** |

| | | | | |
|---|---|---|---|---|
| 2 | AUTOMATIC DATA PROCESSING INC | 300 | 15,121.76 | 24,069.00 |
| | ILLINOIS TOOL WORKS INC | 400 | 24,904.68 | 36,716.00 |
| | JOHNSON AND JOHNSON | 300 | 21,079.65 | 29,238.00 |
| | LOWES COMPANIES INC | 500 | 9,959.05 | 33,485.00 |
| | MICROCHIP TECHNOLOGY INC | 600 | 22,496.01 | 28,455 00 |
| | UNITED TECHNOLOGIES CORP | 300 | 22,393.41 | 33,279 00 |
| | VERIZON COMMUNICATIONS | 1,000 | 46,730.20 | 46,610.00 |
| | CBS CORP-CL B | 600 | 34,464.50 | 33,300.00 |
| | CERNER CORP | 500 | 24,432.35 | 34,530.00 |
| | COMCAST CORPORATION CL-A | 600 | 21,535.74 | 36,084.00 |
| | DENTSPLY INTERNATIONAL INC NEW | 400 | 15,726.80 | 20,620.00 |
| | DUN & BRADSTREET CORP | 200 | 20,159.76 | 24,400.00 |
| | EBAY INC | 600 | 29,388.84 | 36,144.00 |
| | GOOGLE INC CL A | 100 | 15,006.40 | 54,004.00 |
| | INTERNATIONAL BUSINESS MACHINES | 184 | 15,290.40 | 29,929 44 |
| | MCKESSON CORP. COMMON STOCK | 200 | 15,798.18 | 44,962.00 |
| | MICROSOFT CORP | 1,200 | 28,720.95 | 52,980.00 |
| | MORGAN STANLEY INS M/C GR-IN | 27,696 | 1,033,209 76 | 1,116,423.99 |
| | QUALCOMM INC | 500 | 30,975.32 | 31,315.00 |
| | SCHLUMBERGER LTD | 0 | 0 00 | 0.00 |
| | STRYKER CORP | 400 | 27,717.92 | 38,228 00 |
| | AMETEK AEROSPACE PRODS INC | 1,100 | 45,863.41 | 60,258.00 |
| | CHURCH & DWIGHT CO INC | 300 | 20,472.84 | 24,339.00 |
| | COLGATE PALMOLIVE | 600 | 33,569 24 | 39,246.00 |
| | THERMO FISHER CORP | 300 | 38,788.77 | 38,928.00 |
| | VISA INC CLASS A SHARES | 400 | 13,428.04 | 26,860.00 |
| | ALLIANCE DATA SYS CORP | 50 | 2,920.98 | 14,597.00 |
| | BARD C R INC | 200 | 17,910.79 | 34,140.00 |
| | DOLLAR TREE INC | 600 | 32,910.88 | 47,394.00 |
| | MFS RESEARCH INTERNATIONAL FUND-I | 169,450 | 2,510,933 43 | 3,048,398.93 |
| | ADOBE SYSTEM INC | 400 | 25,906.56 | 32,404.00 |
| | ALLISON TRANSMISSION HOLDING | 1,700 | 50,483.20 | 49,742.00 |
| | ALTRIA GROUP INC | 800 | 29,447.33 | 39,128.00 |
| | AMAZON COM INC | 100 | 44,568.76 | 43,409.00 |
| | AMGEN INC | 200 | 17,911 54 | 30,704.00 |
| | AMPHENOL CORP CL-A | 400 | 19,205 48 | 23,188.00 |
| | APPLE INC | 1,550 | 47,977.70 | 194,408.75 |
| | AQR MANAGED FUTURES STRATEGY FUND I | 54,268 | 548,111.05 | 574,152.51 |
| | ARTISAN MID CAP VALUE FUND-INS | 31,601 | 617,440.53 | 781,184 61 |
| | AUTODESK INC | 600 | 32,655.84 | 30,045.00 |
| | AUTOZONE INC | 100 | 33,176.50 | 66,690.00 |
| | BECTON DICKINSON & COMPANY | 300 | 30,230.79 | 42,495.00 |
| | BIO-TECHNE CORP | 500 | 45,845.17 | 49,235 00 |
| | BOSTON PROPERTIES INC | 200 | 28,993.94 | 24,208.00 |
| | BROWN & BROWN INC | 700 | 22,442.98 | 23,002.00 |
| | CABOT CORP | 400 | 21,761.93 | 14,916.00 |
| | CARTER'S INC | 400 | 23,166.64 | 42,520.00 |

| | | | |
|---|---|---|---|
| CBOE HOLDINGS INC | 300 | 13,569.48 | 17,166 00 |
| CLEARBRIDGE SMALL CAP | 29,965 | 582,631.88 | 900,742 70 |
| COCA COLA | 800 | 20,847.68 | 31,384.00 |
| COLUMBIA ACORN INTL FUND-Z | 25,121 | 1,012,007.27 | 1,093,253.82 |
| COMMERCE VALUE FUND INSTITUTIONAL | 41,696 | 954,977.09 | 1,305,918.78 |
| CONSTELLATION BRANDS INC-CL A | 200 | 16,635 84 | 23,204.00 |
| CREDIT SUISSE X-LINKS | 5,175 | 175,886.07 | 146,556.00 |
| CROWN CASTLE INTERNATIONAL CORP | 700 | 49,234.40 | 56,210.00 |
| CROWN HOLDINGS INC | 400 | 10,093.08 | 21,164.00 |
| DFA US LARGE CAP VALUE PORTFOLIO | 45,545 | 1,586,791.91 | 1,553,999.43 |
| DFA US TARGETED VALUE PORTFOLIO | 110,309 | 2,499,628.47 | 2,528,279 46 |
| DIRECTV | 400 | 19,822.44 | 37,116.00 |
| DISNEY WALT CO | 400 | 45,630.32 | 45,656.00 |
| DODGE & COX INTERNATIONAL STOCK FUND | 41,246 | 1,773,396 14 | 1,804,497.71 |
| DONALDSON INC | 800 | 26,726.06 | 28,640.00 |
| DOVER CORP | 400 | 31,689 36 | 28,072.00 |
| DR PEPPER SNAPPLE GROUP INC | 700 | 42,683.51 | 51,030.00 |
| DUNKIN BRANDS GROUP INC | 500 | 16,723 29 | 27,500.00 |
| ECOLAB INC | 300 | 25,728.15 | 33,921.00 |
| EQT CORPORATION | 200 | 21,389.58 | 16,268.00 |
| EQUIFAX INC | 300 | 13,993.32 | 29,127.00 |
| ERIE INDEMNITY COMPANY-CL A | 600 | 54,305.25 | 49,242.00 |
| EXTRA SPACE STORAGE INC | 500 | 18,078 90 | 32,610.00 |
| FACEBOOK INC-A | 500 | 44,205 35 | 42,882.50 |
| FEDERAL RLTY INVT TR | 150 | 11,516 35 | 19,213.50 |
| FISERV INC | 800 | 41,777.48 | 66,264.00 |
| FOOT LOCKER INC | 400 | 22,604.52 | 26,804.00 |
| GARTNER GROUP INC | 300 | 13,830.66 | 25,734.00 |
| GILEAD SCIENCES INC | 300 | 30,747.48 | 35,124.00 |
| GOOGLE INC CLASS C | 85 | 12,688 56 | 44,243.35 |
| GRACE W R & CO | 300 | 23,210 13 | 30,090.00 |
| GRACO INC | 300 | 23,175.72 | 21,309.00 |
| GRAINGER W W INC | 225 | 48,655.81 | 53,246 25 |
| HARLEY DAVIDSON INC | 300 | 12,822.18 | 16,905.00 |
| HARRIS CORP | 340 | 14,668 33 | 26,149.40 |
| HOME DEPOT INC | 300 | 21,843 54 | 33,339.00 |
| HONEYWELL INTL INC | 300 | 19,182.06 | 30,591 00 |
| IDEX CORP | 300 | 19,386.42 | 23,574.00 |
| IDEXX LABS INC | 400 | 19,599.16 | 25,656.00 |
| INFORMATICA CORP | 500 | 20,527 25 | 24,235.00 |
| INTEL CORP | 1,050 | 22,871 85 | 31,935.75 |
| INTERCONTINENTAL EXCHANGE INC | 200 | 28,333.35 | 44,722 00 |
| INVESCO DEVELOPING MARKET FUND | 28,800 | 952,505.15 | 856,229 23 |
| INVESCO LTD | 800 | 31,154 40 | 29,992.00 |
| ISHARES MSCI CANADA ETF | 10,150 | 307,313.95 | 270,700.50 |
| ISHARES RUSSELL MIDCAP GROWTH ETF | 3,370 | 317,154 68 | 326,384.50 |
| ISHARES RUSSELL MIDCAP VALUE ETF | 33,415 | 1,449,124.26 | 2,464,690.40 |
| ISHARES RUSSELL 1000 VALUE ETF | 42,710 | 2,836,756 61 | 4,405,536 50 |
| ISHARES US PREFERRED STOCK ETF | 4,000 | 157,350.18 | 156,680.00 |
| JARDEN CORP | 1,025 | 24,052 60 | 53,043.75 |
| JP MORGAN ALERIAN MLP INDEX ETN | 12,000 | 432,108 00 | 475,200.00 |
| KAR AUCTION SERVICES INC | 600 | 17,392.56 | 22,440 00 |
| KELLOGG CO | 600 | 36,574.02 | 37,620.00 |
| KIMBERLY CLARK CORP | 300 | 24,033.50 | 31,791.00 |
| KROGER CO | 500 | 17,401.10 | 36,255.00 |

| | | | |
|---|---|---|---|
| LABORATORY CRP OF AMER HLDGS | 250 | 18,902.49 | 30,305 00 |
| LAM RESH CORP | 300 | 16,189.59 | 24,405 00 |
| LAUDER ESTEE COS INC CL A | 400 | 27,727.04 | 34,664 00 |
| LAZARD EMERGING MARKETS EQUITY PORT | 50,442 | 951,529.01 | 858,025.12 |
| LENNOX INTL INC | 300 | 24,523.59 | 32,307 00 |
| LIBERTY INTERACTIVE CORP A | 700 | 11,692.34 | 19,425.00 |
| LINEAR TECHNOLOGY CORP | 500 | 14,969.44 | 22,115.00 |
| LOCKHEED MARTIN CORP | 200 | 18,460 46 | 37,180.00 |
| MACYS INC | 500 | 18,459 25 | 33,735 00 |
| MARRIOTT INTL INC NEW CL A | 350 | 9,309 23 | 26,036 50 |
| MASTERCARD INCORPORATED CLASS A | 450 | 20,702.07 | 42,066 00 |
| MCCORMICK & CO INC NON-VOTING | 300 | 21,320.85 | 24,285 00 |
| MEAD JOHNSON NUTRITION COMPANY | 400 | 38,957.52 | 36,088.00 |
| METTLER-TOLEDO INTL INC | 200 | 56,227.06 | 68,292.00 |
| MONSANTO CO | 300 | 27,358.65 | 31,977.00 |
| MOODYS CORPORATION | 400 | 31,870 52 | 43,184.00 |
| MORNINGSTAR INC | 300 | 23,696 70 | 23,865 00 |
| MOTOROLA SOLUTIONS INC | 300 | 18,579 90 | 17,202.00 |
| MSCI INC-A | 400 | 24,035.76 | 24,620 00 |
| NIELSEN NV | 400 | 18,079.96 | 17,908 00 |
| NIKE INC CLASS B | 300 | 15,446.37 | 32,406 00 |
| NORDSTROM INC | 300 | 12,072.13 | 22,350 00 |
| OREILLY AUTOMOTIVE INC | 200 | 16,528.28 | 45,196 00 |
| PACKAGING CORP OF AMERICA | 300 | 8,744 34 | 18,747 00 |
| PAYCHEX INC | 1,100 | 36,269.71 | 51,568.00 |
| PEPSICO INC | 400 | 26,733.04 | 37,336 00 |
| PHILIP MORRIS INTERNATIONAL | 550 | 32,495 71 | 44,093 50 |
| PRUDENTIAL GLOBAL REAL ESTATE FUND-Q | 22,869 | 458,223.91 | 549,995.84 |
| PTC INC | 700 | 26,517.10 | 28,714 00 |
| PUBLIC STORAGE | 100 | 14,467 77 | 18,437 00 |
| RALPH LAUREN CORP | 200 | 27,373.43 | 26,472 00 |
| REGAL ENTERTAINMENT GROUP-A | 1,200 | 22,510 38 | 25,092.00 |
| REYNOLDS AMERICAN INC | 500 | 27,084 75 | 37,330.00 |
| ROBECO BP LNG/SHRT RES-INS | 217,225 | 3,137,341.62 | 3,369,156.94 |
| ROCKWELL COLLINS | 300 | 28,721 70 | 27,705.00 |
| ROLLINS INCORPORATED | 1,050 | 20,978 65 | 29,956.50 |
| ROSS STORES INC | 400 | 13,425 18 | 19,444.00 |
| RPM INC OHIO | 1,100 | 39,759 50 | 53,867.00 |
| SBA COMMUNICATIONS CORP | 200 | 7,809 58 | 22,994.00 |
| SCRIPPS NETWORKS INTER CL A | 300 | 25,364 97 | 19,611.00 |
| SERVICE CORP INTERNATIONAL | 1,900 | 33,785 43 | 55,917.00 |
| SHERWIN WILLIAMS CO | 200 | 30,630 88 | 55,004.00 |
| SIRONA DENTAL SYSTEMS INCORPORATED | 300 | 20,924 88 | 30,126.00 |
| SMITH (A O ) CORP | 400 | 14,367 16 | 28,792.00 |
| SOLERA HOLDINGS INC | 400 | 20,692.27 | 17,824.00 |
| T ROWE PRICE GROUP INC | 750 | 46,719 39 | 58,297.50 |
| T ROWE PRICE NEW HORIZONS FUND INC | 13,464 | 471,176.21 | 635,237.42 |
| THE HERSHEY COMPANY | 200 | 19,309.28 | 17,766.00 |
| TIAA-CREF L/C GROW INDX-INST | 88,573 | 1,800,653 55 | 1,917,608.52 |
| TIAA-CREF L/C VAL INDX-INST | 25,982 | 431,818.73 | 455,202.41 |
| TORO CO | 400 | 12,881.26 | 27,112.00 |
| TOTAL SYSTEM SERVICES INC | 600 | 14,184.17 | 25,062 00 |
| TRANSDIGM GROUP INC | 100 | 21,638.92 | 22,467.00 |
| TUPPERWARE BRANDS CORPORATION | 200 | 10,958.50 | 12,908 00 |
| TYCO INTERNATIONAL PLC | 800 | 36,440.48 | 30,784 00 |

| | | | |
|---|---|---|---|
| UNITED PARCEL SERVICE B | 300 | 26,142.78 | 29,073.00 |
| V F CORP | 500 | 30,633.65 | 34,870 00 |
| VALMONT INDUSTRIES INC | 200 | 27,206.80 | 23,774 00 |
| VANGUARD FTSE ALL WO X-US SC | 9,905 | 892,890.41 | 1,009,517 60 |
| VANGUARD FTSE DEVELOPED MARKETS | 13,645 | 496,787 16 | 541,024.25 |
| VANGUARD MORGAN GROWTH FD-AD | 33,347 | 2,252,310.86 | 2,776,793.70 |
| VIACOM INC-CLASS B | 600 | 46,861.81 | 38,784 00 |
| WASTE MGMT INC DEL | 800 | 33,101.22 | 37,080 00 |
| WFA PREMIER L/C GROWTH-I | 86,470 | 1,127,423 81 | 1,393,897.04 |
| WILLIAMS SONOMA INC | 300 | 16,321.17 | 24,681 00 |
| WYNDHAM WORLDWIDE CORPORATION | 300 | 16,327.47 | 24,573 00 |
| ZIMMER BIOMET HOLDINGS INC | 200 | 12,355.00 | 21,846 00 |
| **2 Total** | **1,343,197** | **35,253,275.50** | **42,104,681.60** |

| | | | |
|---|---|---|---|
| 3 EQUITABLE LIFE ASSUR NT 7 7% 12/1/15 | 150,000 | 165,870.19 | 153,804.00 |
| FHLMC GOLD POOL # A27987 5% 7/1/34 | 14,434 | 14,397.90 | 16,052 21 |
| FNR 2003-117 CL KB 6% 12/25/33 | 100,000 | 102,281.65 | 113,250.80 |
| GEORGIA PWR CO NT 5.7% 6/1/17 | 65,000 | 64,859.60 | 70,416 45 |
| TN VALLEY AUTHORITY NT 6.75% 11/1/25 | 40,000 | 48,105.20 | 53,430.00 |
| TOSCO CORP NT 8.125% 2/15/30 | 50,000 | 64,939.00 | 69,503 50 |
| U S TREASURY BONDS 4.75% 2/15/37 | 60,000 | 58,647.66 | 77,761 20 |
| ABBOTT LABS NT 6 15% 11/30/37 | 65,000 | 64,740.00 | 80,209 35 |
| AFLAC INC NT 3 625% 11/15/24 | 85,000 | 84,914 15 | 85,289 00 |
| AMGEN INC NT 5.85% 6/1/17 | 100,000 | 120,111.00 | 108,269.00 |
| APPLE INC NT 1.05% 5/5/17 | 80,000 | 79,957.60 | 80,239.20 |
| AT&T CORP NT V/R 11/15/31 | 70,000 | 95,349.80 | 94,985.10 |
| BK OF AMERICA CORP NT 5 875% 1/5/21 | 55,000 | 52,233.50 | 62,927.15 |
| BANK OF AMERICA NT 5 65% 5/1/18 | 55,000 | 54,705.75 | 60,418.05 |
| BK OF MONTREAL NT 2.5% 1/11/17 | 105,000 | 107,174 55 | 107,348.85 |
| BK OF NY MELLON NT 3.55% 9/23/21 | 100,000 | 104,952 00 | 104,476.00 |
| BB&T CORP NT 3.2% 3/15/16 | 90,000 | 92,208.60 | 91,345.50 |
| BERKSHIRE HATHAWAY NT 1 6% 5/15/17 | 80,000 | 81,281.60 | 80,859.20 |
| BOEING CO NT 6.875% 3/15/39 | 100,000 | 129,986 00 | 138,328.00 |
| BP CAPITAL MKTS NT 2.241% 9/26/18 | 75,000 | 75,000 00 | 76,086.75 |
| BRISTOL MYERS SQUIBB NT 1.75% 3/1/19 | 80,000 | 79,632 00 | 79,784.00 |
| CRART 2012-1 CL A 1.18% 8/15/17 | 11,460 | 11,458 87 | 11,473.97 |
| CANADIAN NATL RR NT 5.55% 3/1/19 | 75,000 | 86,625 75 | 84,277.50 |
| CHEVRON CORP NT 1 104% 12/5/17 | 80,000 | 80,000.00 | 79,657.60 |
| COLGATE PALM CO NT 5.2% 11/7/16 | 110,000 | 109,991.20 | 116,652.80 |
| COMM 2012-CR2 CL A2 2.025% 8/15/45 | 80,000 | 81,997.90 | 81,053.44 |
| COMMONWEALTH EDI NT 5 95% 8/15/16 | 85,000 | 93,606.25 | 89,646.10 |
| CONS EDISON NY NT 5.3% 3/1/35 | 70,000 | 76,061.30 | 78,687.70 |
| GT 1997-7 CL A7 6.96% 7/15/29 | 33,067 | 36,125.67 | 34,022.09 |
| CWALT 2004-18CB CL 3A1 5.25% 9/25/19 | 6,660 | 6,730 78 | 6,796 40 |
| CR BARD INC NT 1 375% 1/15/18 | 80,000 | 79,898.40 | 79,446.40 |
| CSFB 2003-19 CL 1A4 5.25% 7/25/33 | 28,718 | 25,199 85 | 29,580.10 |
| CSFB 2003-29 CL 8A1 6% 11/25/18 | 17,546 | 15,495 56 | 18,281 05 |
| CT ST TXBL GO 1.032% 10/15/16 | 70,000 | 70,000 00 | 70,239.40 |
| DMSI 2004-2 CL A6 4.68% 1/25/34 | 8,261 | 7,992 86 | 8,557.96 |
| DUKE ENERGY NT 5 3% 2/15/40 | 110,000 | 109,530.30 | 125,263.60 |
| EL PASO TX GO 5% 8/15/38 | 75,000 | 74,535.00 | 80,968.50 |
| EMERSON ELEC CO NT 5 375% 10/15/17 | 85,000 | 84,084.55 | 92,828.50 |
| FFCB NT 4 55% 6/8/20 | 255,000 | 248,933.00 | 286,752.60 |
| FHLB NT 1% 9/25/18 | 80,000 | 79,760.00 | 79,533.60 |
| FHLMC GOLD POOL # G13098 5 5% 9/1/21 | 0 | 0.00 | 0.00 |

| | | | |
|---|---|---|---|
| FHLMC GOLD POOL # P10021 6% 11/1/17 | 9,738 | 10,255.69 | 10,038 29 |
| FHLMC GOLD #E01139 6% 4/1/17 | 1,738 | 1,815.96 | 1,792.79 |
| FHR 2126 CL CB 6.25% 2/15/29 | 25,130 | 25,722.82 | 27,846.43 |
| FHLMC POOL # 781530 V/R 5/1/34 | 7,815 | 7,547 98 | 8,312 14 |
| FHR 3775 CL EM 3.5% 11/15/25 | 64,233 | 65,798 36 | 67,762.88 |
| FHR 2677 CL BC 4% 9/15/18 | 3,511 | 3,094.32 | 3,624 68 |
| FHLMC NT 4.75% 11/17/15 | 60,000 | 59,379.12 | 61,045.20 |
| FHLMC NT 1.375% 5/1/20 | 155,000 | 151,128 26 | 152,797.45 |
| FNMA POOL # 334595 7.5% 11/1/23 | 3,252 | 3,473.32 | 3,587.40 |
| FNMA POOL # 675570 6% 12/1/32 | 5,847 | 6,009 91 | 6,685.48 |
| FNR 2003-14 CL AP 4% 3/25/33 | 4,067 | 4,122 24 | 4,301.15 |
| FNR 2003-83 CL PG 5% 6/25/23 | 18,358 | 17,921 88 | 19,325.76 |
| FNR 2004-60 CL PA 5 5% 4/25/34 | 20,182 | 19,970.91 | 21,420.32 |
| FNR 2006-77 CL PC 6.5% 8/25/36 | 42,715 | 48,294.37 | 48,958.46 |
| FNMA POOL # 704605 5% 6/1/18 | 4,976 | 5,114 29 | 5,208.81 |
| FNMA POOL # 735648 V/R 02/01/34 | 15,095 | 15,057.24 | 16,114.95 |
| FNMA POOL # 768364 V/R 12/1/33 | 9,291 | 9,185 15 | 9,544.49 |
| FNMA POOL # 802650 5.109% 10/1/34 | 5,741 | 5,842.61 | 6,116.57 |
| FNMA POOL # 816308 V/R 2/1/35 | 7,338 | 7,317.72 | 7,807 94 |
| FNMA POOL # 817330 V/R 7/1/35 | 24,094 | 24,138 76 | 25,281.91 |
| FNMA NT 2.625% 9/6/24 | 85,000 | 84,139 80 | 85,136.85 |
| FIDELITY ADV EMRG MKTS INC FD CL I | 12,379 | 169,503.45 | 162,532.58 |
| FLORIDA PWR & LT NT 5 69% 3/1/40 | 85,000 | 84,886.10 | 101,614.10 |
| FRANKLIN RES INC NT 2 85% 3/30/25 | 85,000 | 84,852 95 | 81,653 55 |
| FREMONT CA S/D GO 0% 8/1/31 | 260,000 | 65,741.00 | 118,825.20 |
| GENERAL DYNAMICS NT 2.25% 7/15/16 | 90,000 | 89,889.30 | 91,386.90 |
| GENERAL ELEC CAP NT 5.3% 2/11/21 | 100,000 | 114,324.00 | 112,443.00 |
| GOLDMAN SACHS HIGH YIELD-INS | 16,297 | 118,468.59 | 109,189.94 |
| GNMA POOL # 603566 5.5% 4/15/33 | 0 | 0.00 | 0.00 |
| GNMA POOL # 622123 5.5% 10/15/33 | 14,802 | 15,335.97 | 17,238.71 |
| HARTFORD FLOATING RATE FUND-Y | 17,527 | 154,182.27 | 152,486 50 |
| HI ST TAXBL GO 1.95% 8/1/18 | 80,000 | 80,000.00 | 81,705 60 |
| INVESCO FIN PLC NT 3 125% 11/30/22 | 85,000 | 85,096 05 | 84,020 80 |
| JPMBB 2014-C26 CL A2 3.0185% 1/15/48 | 85,000 | 87,549 66 | 87,992 85 |
| JPMORGAN CHASE CO NT 4.625% 5/10/21 | 70,000 | 76,418 30 | 75,715.50 |
| MA ST HSG REV 3 9% 6/1/20 | 50,000 | 50,000.00 | 52,855.00 |
| MASTR 2004-3 CL 5A1 6 25% 1/25/32 | 221 | 225 76 | 223.55 |
| MASTR 2003-6 CL 7A1 5% 7/25/23 | 21,546 | 22,219 54 | 21,591.04 |
| MLMI 2005-A7 CL 2A1 5.4005% 9/25/35 | 34,884 | 34,055 62 | 31,484.49 |
| METLIFE INC NT V/R 12/15/22 | 85,000 | 84,321.70 | 84,082 85 |
| MICROSOFT CORP NT 2.375% 5/1/23 | 80,000 | 79,731.20 | 77,508 00 |
| MIDAMERICAN ENERGY NT 2.4% 3/15/19 | 80,000 | 80,712.80 | 81,244 00 |
| MORGAN STANLEY NT 2 8% 6/16/20 | 85,000 | 84,898 00 | 85,090.10 |
| NORTHERN TR CORP NT 3.375% 8/23/21 | 110,000 | 109,519.30 | 115,013.80 |
| NEF 2005-1 CL A5 4.75% 10/28/45 | 26,937 | 26,933 82 | 26,843 06 |
| OCCIDENTAL PETE NT 1.75% 2/15/17 | 110,000 | 108,950.60 | 110,996 60 |
| OH ST TXBL UNIV DAYTON 3.5% 12/1/24 | 75,000 | 75,000.00 | 75,377.25 |
| OR ST UNIV TXBL REV 4.34% 4/1/44 | 85,000 | 85,000 00 | 80,677.75 |
| PEPSICO INC NT 0.7% 2/26/16 | 80,000 | 79,972 00 | 80,048 80 |
| PIMCO EMERGING LOCAL BOND FUND IS | 16,058 | 165,854.80 | 124,933.92 |
| PNC FUNDING CORP NT 2.7% 9/19/16 | 100,000 | 99,879.00 | 101,736 00 |
| PRECISION CAST NT 2 25% 6/15/20 | 85,000 | 84,991.50 | 84,578.40 |
| PROCTER & GAMBLE NT 1 9% 11/1/19 | 85,000 | 84,870.80 | 85,204.00 |
| PURDUE UNIV IN REV BAB 1.607% 7/1/15 | 100,000 | 100,000.00 | 100,000.00 |
| RALI 2004-QS2 CL CB 5 75% 2/25/34 | 44,580 | 36,054.39 | 46,146.76 |

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|---|---|---|---|
| RAMP 2003-RS6 CL AI5 5.42% 7/25/33 | 57,240 | 56,631.39 | 54,596.82 |
| RFMS2 2001-HI3 CL AI7 7.56% 7/25/26 | 3,581 | 3,850 06 | 3,564.29 |
| RFMS2 2004-HI1 CL A5 V/R 4/25/29 | 25,578 | 16,625 97 | 27,379.13 |
| RFSC 2003-RM2 CL AIII 6% 5/25/33 | 4,771 | 4,856.35 | 5,019 51 |
| RFSC 2003-RM2 CL AII 5% 5/25/18 | 12,913 | 13,433 35 | 13,116.77 |
| RIO TINTO FINANC NT 2.25% 9/20/16 | 100,000 | 99,400.00 | 101,473.00 |
| ROCKWELL COLLINS NT 3.7% 12/15/23 | 80,000 | 79,768.00 | 82,272.80 |
| ROYAL BK CANADA NT 1.4% 10/13/17 | 85,000 | 84,987.25 | 85,227.80 |
| SIMON PROPERTY GP LP NT 2 2% 2/1/19 | 75,000 | 74,857.50 | 75,777.75 |
| STATE STREET CORP NT 3 1% 5/15/23 | 70,000 | 67,705.40 | 68,577.60 |
| STATOIL ASA NT 2.25% 11/8/19 | 65,000 | 64,972.70 | 65,195.65 |
| SASC 2003-31A 2A7 V/R 10/25/33 | 50,722 | 40,197.43 | 49,867.70 |
| STRYKER CORP NT 3 375% 5/15/24 | 80,000 | 79,299 20 | 79,897.60 |
| SWISS BK CORP NY NT 7.375% 6/15/17 | 110,000 | 126,846.50 | 121,688.60 |
| TENN VLY AUTH NT 1 75% 10/15/18 | 100,000 | 100,078.00 | 100,872.00 |
| TORONTO-DOMINION NT 2 625% 9/10/18 | 80,000 | 82,500.00 | 82,439 20 |
| TOTAL CAPITAL INTL NT 2.1% 6/19/19 | 80,000 | 79,894.40 | 80,494 40 |
| TOYOTA MOTOR CREDIT NT 2 1% 1/17/19 | 80,000 | 79,932.00 | 80,334 40 |
| TRANS-CANADA PL NT 7.25% 8/15/38 | 55,000 | 70,520.45 | 69,852 75 |
| TX ST A & M UNIV REV 4.772% 5/15/33 | 75,000 | 75,000.00 | 79,282.50 |
| UBSBB 2012-C3 CL A1 726% 8/10/49 | 37,988 | 37,987.66 | 37,824.78 |
| U S TREASURY BONDS 4.5% 2/15/36 | 70,000 | 78,422.16 | 88,036.20 |
| US TREASURY NOTES 1.375% 2/28/19 | 100,000 | 99,250.34 | 100,360.00 |
| UNIV MI BAB REV 3.176% 4/1/18 | 100,000 | 100,000.00 | 103,882.00 |
| US BANCORP NT 1 95% 11/15/18 | 80,000 | 79,900.80 | 80,721.60 |
| VANGUARD HIGH YIELD CORPORATE FUND | 18,935 | 114,835 52 | 111,905 44 |
| VANGUARD INTM TERM INV G-ADM | 118,063 | 1,150,000.00 | 1,149,932.10 |
| WALT DISNEY CO NT 7% 3/1/32 | 60,000 | 84,548.40 | 81,963.00 |
| WMALT 2005-4 CL 4A1 5 5% 6/25/20 | 17,121 | 16,904.05 | 17,394.11 |
| WELLS FARGO & CO NT 1.15% 6/2/17 | 80,000 | 79,899.20 | 79,797.60 |
| WFCM 2012-LC5 CL A2 1 844% 10/15/45 | 80,000 | 81,997.12 | 80,620.56 |
| WFMBS 2006-AR6 5A1 5.1095% 3/25/36 | 21,756 | 21,307.62 | 21,726.92 |
| WFRBS 2012-C7 CL A1 2.3% 6/15/45 | 52,065 | 52,583.70 | 52,381.34 |
| WV ST HSG REV 2 559% 5/1/17 | 100,000 | 100,000 00 | 102,902.00 |
| WYETH NT 5 45% 4/1/17 | 90,000 | 104,971 50 | 96,926.40 |
| BLACKROCK HIGH YIELD BD-PORTFOLIO | 14,894 | 113,127 62 | 117,066.27 |
| PIMCO EMRG MARKETS BOND-INS | 2,385 | 24,952.29 | 24,308.20 |
| **3 Total** | **8,241,510** | **10,056,188.10** | **10,268,331.96** |

| | | | |
|---|---|---|---|
| AS: SECURITY LEGAL DESCRIPTION LINE 1 | 0 | 0.00 | 0 00 |
| **ASSET CLASS CROSS REFERENCE GROUP Total** | **0** | **0.00** | **0.00** |

| | | | | |
|---|---|---|---|---|
| 8 | AMERICAN INTERNATIONAL GROUP INC | 1 | 0.00 | 0 00 |
| | ALLSCRIPTS HEALTHCARE SOLUTION INC | 1 | 0.00 | 0 00 |
| | FANNIE MAE 2008 | 1 | 0 00 | 0 00 |
| | FEDERAL NATIONAL MORTGAGE | 2 | 0.00 | 0 00 |
| | JOHNSON & JOHNSON | 1 | 0 00 | 0 00 |
| | STATE STREET CORPORATION | 1 | 0 00 | 0 00 |
| **8 Total** | | **7** | **0.00** | **0.00** |

| | | | |
|---|---|---|---|
| **Grand Total** | **11,261,119** | **46,666,154.69** | **53,729,704.65** |

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

NAME OF ORGANIZATION:
LOCAL CEDAR HILL CEMETERY ASSOC
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
MOUNT HOPE MAUSOLEUM ENDOWMENT
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
ANN A TRAVER CHARITABLE TRUST B
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
IVY J TRIMMER - CHRISTIAN CHURCH
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
IVY J TRIMMER TRUST
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
ALICE G OGG TRUST UNDER WILL
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTE

NAME OF ORGANIZATION:
MARY HARTMANN FOUNDATION
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
SHAARE SHOLEM CEMETERY TRUST
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

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

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