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Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

2008

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning 09/01, 2008, and ending 08/31, 20 09

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: BOUTROSS FOUNDATION 100151

Number and street (or P.O. box number if mail is not delivered to street address): UMB BANK, P. O. BOX 419692 M/S 1020305

Room/suite: _____

City or town, state, and ZIP code: KANSAS CITY, MO 64141-6692

A Employer identification number
43-6362504

B Telephone number (see page 10 of the instructions)
(816) 860-7711

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 503,313.

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

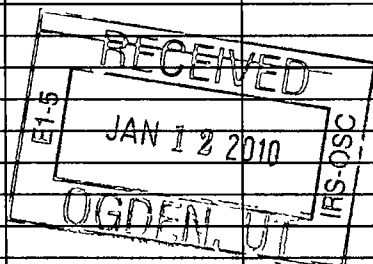
C If exemption application is pending, check here

D 1 Foreign organizations, check here
 2 Foreign organizations meeting the 85% test, check here and attach computation

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

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) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	16,511.	16,511.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-37,652.			
b	Gross sales price for all assets on line 6a <u>330,944.</u>				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	-21,141.	16,511.		
13	Compensation of officers, directors, trustees, etc.	6,417.	3,208.		3,208.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) <u>STMT. 1</u>	750.	NONE	NONE	750.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) <u>STMT. 2</u>	509.	275.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) <u>STMT. 3</u>	39.	39.		
24	Total operating and administrative expenses. Add lines 13 through 23	7,715.	3,522.	NONE	3,958.
25	Contributions, gifts, grants paid	32,043.			32,043.
26	Total expenses and disbursements. Add lines 24 and 25	39,758.	3,522.	NONE	36,001.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-60,899.			
b	Net investment income (if negative, enter -0-)		12,989.		
c	Adjusted net income (if negative, enter -0-)				



ENVELOPE POSTMARK DATE JAN 07 2010

SCANNED JAN 14 2010 Revenue

Operating and Administrative Expenses

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	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 page 15 of the 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)	535,895.	474,999.	503,313.
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	535,895.	474,999.	503,313.	
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	Total liabilities (add lines 17 through 22)				
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, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	535,895.	474,999.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)	535,895.	474,999.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	535,895.	474,999.		

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)	1 535,895.
2	Enter amount from Part I, line 27a	2 -60,899.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3 3.
4	Add lines 1, 2, and 3	4 474,999.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 474,999.

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 SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-37,652.
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) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.		{ }		3	

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 page 18 of 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))
2007			
2006			
2005			
2004			
2003			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	260.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	260.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	260.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	372.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	372.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	112.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax ▶ 112. Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 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 and enter the amount of tax-exempt interest received or accrued during the year 15

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 No X
(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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here 1b X
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 2008? 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? 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 page 20 of the instructions.) 2b N/A
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 2008 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 2008.) 3b N/A
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 2008? 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 page 22 of the 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 page 22 of the instructions)? Yes No 5b N/A
- 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 6b X
- If you answered "Yes" to 6b, also 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 7b N/A

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 page 22 of the 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
SEE STATEMENT 6		6,417.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 page 23 of the 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 page 23 of the 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 page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	459,625.
b	Average of monthly cash balances	1b	25,505.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	485,130.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	485,130.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	7,277.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	477,853.
6	Minimum investment return. Enter 5% of line 5	6	23,893.

Part XI Distributable Amount (see page 25 of the 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	23,893.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	260.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	260.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,633.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	23,633.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	23,633.

Part XII Qualifying Distributions (see page 25 of the 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	36,001.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	36,001.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	36,001.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				23,633.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			32,363.	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003		NONE		
b From 2004		NONE		
c From 2005		NONE		
d From 2006		NONE		
e From 2007		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 36,001.				
a Applied to 2007, but not more than line 2a			32,363.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2008 distributable amount				3,638.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 (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 page 27 of the instructions		NONE		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				19,995.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2004	NONE			
b Excess from 2005	NONE			
c Excess from 2006	NONE			
d Excess from 2007	NONE			
e Excess from 2008	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

- 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 2008, 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			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 page 27 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number 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
a <i>Paid during the year</i> SEE STATEMENT 7				
Total				▶ 3a 32,043.
b <i>Approved for future payment</i>				
Total				▶ 3b

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,650.	
8,042.00		175. AFLAC INC PROPERTY TYPE: SECURITIES 6,395.00					01/22/2004	11/28/2008
							1,647.00	
382.00		15. AT & T INC PROPERTY TYPE: SECURITIES 431.00					11/28/2008	04/29/2009
							-49.00	
385.00		15. AT & T INC PROPERTY TYPE: SECURITIES 431.00					11/28/2008	08/07/2009
							-46.00	
509.00		10. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 455.00					01/27/2005	11/28/2008
							54.00	
424.00		10. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 455.00					01/27/2005	04/29/2009
							-31.00	
434.00		10. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 455.00					01/27/2005	08/07/2009
							-21.00	
937.00		20. AIR PRODUCTS & CHEMICALS INC PROPERTY TYPE: SECURITIES 1,171.00					10/17/2008	11/28/2008
							-234.00	
318.00		5. AIR PRODUCTS & CHEMICALS INC PROPERTY TYPE: SECURITIES 293.00					10/17/2008	05/26/2009
							25.00	
740.00		10. AIR PRODUCTS & CHEMICALS INC PROPERTY TYPE: SECURITIES 652.00					06/19/2009	08/07/2009
							88.00	
3,084.00		75. ALLERGAN INC PROPERTY TYPE: SECURITIES 4,066.00					05/20/2008	10/17/2008
							-982.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,630.00		125. ALLERGAN INC PROPERTY TYPE: SECURITIES 6,776.00					05/20/2008 -2,146.00	11/28/2008
2,636.00		75. AMEREN CORP PROPERTY TYPE: SECURITIES 3,472.00					02/20/2004 -836.00	11/28/2008
8,750.00		125. ANHEUSER BUSCH COMPANIES INC PROPERTY TYPE: SECURITIES 6,381.00					01/22/2004 2,369.00	11/18/2008
11,459.00		150. APACHE CORP PROPERTY TYPE: SECURITIES 5,550.00					01/22/2004 5,909.00	11/28/2008
5,586.00		300. ARCHER DANIELS MIDLAND CO PROPERTY TYPE: SECURITIES 4,746.00					01/22/2004 840.00	10/17/2008
4,084.00		100. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES 3,884.00					01/27/2005 200.00	11/28/2008
487.00		10. BAXTER INTERNATIONAL INC PROPERTY TYPE: SECURITIES 505.00					03/24/2009 -18.00	04/29/2009
552.00		10. BAXTER INTERNATIONAL INC PROPERTY TYPE: SECURITIES 505.00					03/24/2009 47.00	08/07/2009
609.00		10. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES 709.00					10/17/2008 -100.00	04/29/2009
318.00		5. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES 354.00					10/17/2008 -36.00	08/07/2009
2,458.00		100. BEST BUY CO INC PROPERTY TYPE: SECURITIES 3,595.00					01/22/2004 -1,137.00	10/17/2008

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
225.00		15. BLOCK H & R INC PROPERTY TYPE: SECURITIES 285.00				11/28/2008	04/29/2009	-60.00
424.00		25. BLOCK H & R INC PROPERTY TYPE: SECURITIES 476.00				11/28/2008	08/07/2009	-52.00
2,856.00		100. CVS CORPORATION PROPERTY TYPE: SECURITIES 3,287.00				08/24/2006	11/28/2008	-431.00
172.00		5. CVS CORPORATION PROPERTY TYPE: SECURITIES 155.00				04/29/2009	08/07/2009	17.00
5,316.00		150. CERNER CORP PROPERTY TYPE: SECURITIES 7,029.00				05/20/2008	11/28/2008	-1,713.00
672.00		10. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES 783.00				11/28/2008	04/29/2009	-111.00
344.00		5. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES 391.00				11/28/2008	08/07/2009	-47.00
241.00		5. CHUBB CORP PROPERTY TYPE: SECURITIES 202.00				04/29/2009	08/07/2009	39.00
480.00		25. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 412.00				11/28/2008	04/29/2009	68.00
553.00		25. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 412.00				11/28/2008	08/07/2009	141.00
638.00		15. COCA COLA COMPANY PROPERTY TYPE: SECURITIES 701.00				11/28/2008	04/29/2009	-63.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
493.00		10. COCA COLA COMPANY PROPERTY TYPE: SECURITIES 467.00				11/28/2008	08/07/2009 26.00	
6,411.00		125. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 4,253.00				01/22/2004	11/28/2008 2,158.00	
413.00		10. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 340.00				01/22/2004	04/29/2009 73.00	
221.00		5. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 170.00				01/22/2004	08/07/2009 51.00	
399.00		10. DEERE & CO PROPERTY TYPE: SECURITIES 344.00				11/28/2008	04/29/2009 55.00	
459.00		10. DEERE & CO PROPERTY TYPE: SECURITIES 344.00				11/28/2008	08/07/2009 115.00	
2,982.00		60. DEVON ENERGY CORP PROPERTY TYPE: SECURITIES 4,255.00				11/28/2008	03/24/2009 -1,273.00	
308.00		10. DOVER CORP PROPERTY TYPE: SECURITIES 296.00				11/28/2008	04/29/2009 12.00	
337.00		10. DOVER CORP PROPERTY TYPE: SECURITIES 296.00				11/28/2008	08/07/2009 41.00	
278.00		10. DUPONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES 249.00				11/28/2008	04/29/2009 29.00	
324.00		10. DUPONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES 249.00				11/28/2008	08/07/2009 75.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
417.00		30. DUKE ENERGY HLDG CORP PROPERTY TYPE: SECURITIES 464.00					11/28/2008	04/29/2009 -47.00
466.00		30. DUKE ENERGY HLDG CORP PROPERTY TYPE: SECURITIES 464.00					11/28/2008	08/07/2009 2.00
2,243.00		35. EOG RESOURCES INC PROPERTY TYPE: SECURITIES 2,942.00					11/28/2008	03/24/2009 -699.00
370.00		5. EOG RESOURCES INC PROPERTY TYPE: SECURITIES 328.00					04/29/2009	08/07/2009 42.00
559.00		25. EBAY INC PROPERTY TYPE: SECURITIES 437.00					05/22/2009	08/07/2009 122.00
4,721.00		125. ECOLAB INC PROPERTY TYPE: SECURITIES 3,371.00					01/22/2004	11/28/2008 1,350.00
2,364.00		125. ELECTRONIC ARTS INC PROPERTY TYPE: SECURITIES 6,305.00					05/12/2004	11/28/2008 -3,941.00
333.00		10. EMERSON ELECTRIC CO PROPERTY TYPE: SECURITIES 356.00					11/28/2008	04/29/2009 -23.00
178.00		5. EMERSON ELECTRIC CO PROPERTY TYPE: SECURITIES 178.00					11/28/2008	08/07/2009
227.00		5. EXELON CORP PROPERTY TYPE: SECURITIES 280.00					11/28/2008	04/29/2009 -53.00
246.00		5. EXELON CORP PROPERTY TYPE: SECURITIES 280.00					11/28/2008	08/07/2009 -34.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
680.00		10. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 797.00					11/28/2008	04/29/2009 -117.00
697.00		10. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 797.00					11/28/2008	08/07/2009 -100.00
535.00		10. FPL GROUP INC PROPERTY TYPE: SECURITIES 486.00					11/28/2008	04/29/2009 49.00
569.00		10. FPL GROUP INC PROPERTY TYPE: SECURITIES 486.00					11/28/2008	08/07/2009 83.00
5,726.00		150. FASTENAL CO PROPERTY TYPE: SECURITIES 3,857.00					01/22/2004	11/28/2008 1,869.00
30,000.00		30000. FEDERAL HOME LOAN BANK DTD 11/28/ PROPERTY TYPE: SECURITIES 30,366.00					01/17/2008	12/01/2008 -366.00
25,000.00		25000. FEDERAL HOME LOAN MORTGAGE CORP 5 PROPERTY TYPE: SECURITIES 25,271.00					12/22/2005	10/15/2008 -271.00
57.00		. GOVT NATIONAL MTG ASSN POOL# 398484 6% PROPERTY TYPE: SECURITIES 58.00					10/02/1998	09/15/2008 -1.00
158.00		. GOVT NATIONAL MTG ASSN POOL# 398484 6% PROPERTY TYPE: SECURITIES 161.00					10/02/1998	10/15/2008 -3.00
52.00		. GOVT NATIONAL MTG ASSN POOL# 398484 6% PROPERTY TYPE: SECURITIES 53.00					10/02/1998	11/17/2008 -1.00
163.00		883.5533 GOVT NATIONAL MTG ASSN POOL# 39 PROPERTY TYPE: SECURITIES 166.00					10/02/1998	12/15/2008 -3.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
42.00		841.9992 GOVT NATIONAL MTG ASSN POOL# 39 PROPERTY TYPE: SECURITIES 42.00					10/02/1998	01/15/2009
36.00		805.9856 GOVT NATIONAL MTG ASSN POOL# 39 PROPERTY TYPE: SECURITIES 37.00					10/02/1998	02/17/2009 -1.00
131.00		675.3471 GOVT NATIONAL MTG ASSN POOL# 39 PROPERTY TYPE: SECURITIES 133.00					10/02/1998	03/16/2009 -2.00
33.00		642.0712 GOVT NATIONAL MTG ASSN POOL# 39 PROPERTY TYPE: SECURITIES 34.00					10/02/1998	04/15/2009 -1.00
29.00		612.6502 GOVT NATIONAL MTG ASSN POOL# 39 PROPERTY TYPE: SECURITIES 30.00					10/02/1998	05/15/2009 -1.00
57.00		555.6814 GOVT NATIONAL MTG ASSN POOL# 39 PROPERTY TYPE: SECURITIES 58.00					10/02/1998	06/15/2009 -1.00
90.00		465.3831 GOVT NATIONAL MTG ASSN POOL# 39 PROPERTY TYPE: SECURITIES 92.00					10/02/1998	07/15/2009 -2.00
23.00		442.2751 GOVT NATIONAL MTG ASSN POOL# 39 PROPERTY TYPE: SECURITIES 24.00					10/02/1998	08/17/2009 -1.00
21.00		. GOVT NATIONAL MTG ASSN POOL# 461136 6% PROPERTY TYPE: SECURITIES 21.00					10/02/1998	09/15/2008
21.00		. GOVT NATIONAL MTG ASSN POOL# 461136 6% PROPERTY TYPE: SECURITIES 21.00					10/02/1998	10/15/2008
21.00		. GOVT NATIONAL MTG ASSN POOL# 461136 6% PROPERTY TYPE: SECURITIES 21.00					10/02/1998	11/17/2008

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
21.00		1156.7511				4	10/02/1998	12/15/2008
		PROPERTY TYPE: SECURITIES						
		22.00					-1.00	
21.00		1135.5072				4	10/02/1998	01/15/2009
		PROPERTY TYPE: SECURITIES						
		22.00					-1.00	
21.00		1114.1484				4	10/02/1998	02/17/2009
		PROPERTY TYPE: SECURITIES						
		22.00					-1.00	
21.00		1092.6742				4	10/02/1998	03/16/2009
		PROPERTY TYPE: SECURITIES						
		22.00					-1.00	
22.00		1071.0837				4	10/02/1998	04/15/2009
		PROPERTY TYPE: SECURITIES						
		22.00						
22.00		1049.3763				4	10/02/1998	05/15/2009
		PROPERTY TYPE: SECURITIES						
		22.00						
22.00		1027.5509				4	10/02/1998	06/15/2009
		PROPERTY TYPE: SECURITIES						
		22.00						
22.00		1005.6075				4	10/02/1998	07/15/2009
		PROPERTY TYPE: SECURITIES						
		22.00						
22.00		983.5452				46	10/02/1998	08/17/2009
		PROPERTY TYPE: SECURITIES						
		22.00						
121.00		. GOVT NATIONAL MTG ASSN DTD 10/1/2003				5	04/15/2004	09/15/2008
		PROPERTY TYPE: SECURITIES						
		126.00					-5.00	
120.00		. GOVT NATIONAL MTG ASSN DTD 10/1/2003				5	04/15/2004	10/15/2008
		PROPERTY TYPE: SECURITIES						
		125.00					-5.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
889.00		. GOVT NATIONAL MTG ASSN DTD 10/1/2003 5 PROPERTY TYPE: SECURITIES 927.00					04/15/2004	11/17/2008 -38.00
379.00		16647.8735 GOVT NATIONAL MTG ASSN DTD 10 PROPERTY TYPE: SECURITIES 395.00					04/15/2004	12/15/2008 -16.00
697.00		15950.99 GOVT NATIONAL MTG ASSN DTD 10/1 PROPERTY TYPE: SECURITIES 727.00					04/15/2004	01/15/2009 -30.00
113.00		15838.386 GOVT NATIONAL MTG ASSN DTD 10/ PROPERTY TYPE: SECURITIES 117.00					04/15/2004	02/17/2009 -4.00
123.00		15715.72 GOVT NATIONAL MTG ASSN DTD 10/1 PROPERTY TYPE: SECURITIES 128.00					04/15/2004	03/16/2009 -5.00
1,409.00		14307.0095 GOVT NATIONAL MTG ASSN DTD 10 PROPERTY TYPE: SECURITIES 1,469.00					04/15/2004	04/15/2009 -60.00
103.00		14203.6455 GOVT NATIONAL MTG ASSN DTD 10 PROPERTY TYPE: SECURITIES 108.00					04/15/2004	05/15/2009 -5.00
109.00		14095.121 GOVT NATIONAL MTG ASSN DTD 10/ PROPERTY TYPE: SECURITIES 113.00					04/15/2004	06/15/2009 -4.00
104.00		13990.711 GOVT NATIONAL MTG ASSN DTD 10/ PROPERTY TYPE: SECURITIES 109.00					04/15/2004	07/15/2009 -5.00
207.00		13784.0275 GOVT NATIONAL MTG ASSN DTD 10 PROPERTY TYPE: SECURITIES 215.00					04/15/2004	08/17/2009 -8.00
7,685.00		150. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES 6,425.00					01/22/2004	11/28/2008 1,260.00

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
237.00		273.00						
						04/29/2009	08/07/2009	
							-36.00	
15,395.00		23,164.00				04/05/2007	10/17/2008	
							-7,769.00	
15,807.00		26,836.00				04/05/2007	11/24/2008	
							-11,029.00	
3,021.00		3,620.00				11/28/2008	03/24/2009	
							-599.00	
4,244.00		5,263.00				10/17/2008	04/29/2009	
							-1,019.00	
131.00		132.00				04/29/2009	08/07/2009	
							-1.00	
382.00		808.00				01/22/2004	04/29/2009	
							-426.00	
462.00		808.00				01/22/2004	08/07/2009	
							-346.00	
1,560.00		1,472.00				01/22/2004	04/29/2009	
							88.00	
594.00		491.00				01/22/2004	08/07/2009	
							103.00	
1,797.00		1,472.00				01/22/2004	08/21/2009	
							325.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,025.00		4,791.00					10/17/2008	04/29/2009
						234.00		
5,837.00		6,668.00					11/28/2008	04/29/2009
						-831.00		
1,411.00		1,553.00					01/22/2004	10/17/2008
						-142.00		
3,922.00		4,658.00					01/22/2004	11/28/2008
						-736.00		
3,327.00		3,049.00					05/13/2004	11/28/2008
						278.00		
5,180.00		2,945.00					01/22/2004	11/28/2008
						2,235.00		
898.00		6,083.00					01/22/2004	11/20/2008
						-5,185.00		
302.00		258.00					11/28/2008	04/29/2009
						44.00		
302.00		258.00					11/28/2008	08/07/2009
						44.00		
544.00		582.00					11/28/2008	04/29/2009
						-38.00		
1,430.00		1,351.00					10/17/2008	05/22/2009
						79.00		

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273.00		5. MCDONALDS CORP PROPERTY TYPE: SECURITIES 270.00					10/17/2008 3.00	08/07/2009
3,766.00		125. MEDTRONIC INC PROPERTY TYPE: SECURITIES 5,997.00					01/22/2004 -2,231.00	11/28/2008
400.00		20. MICROSOFT CORP PROPERTY TYPE: SECURITIES 568.00					01/22/2004 -168.00	11/28/2008
402.00		20. MICROSOFT CORP PROPERTY TYPE: SECURITIES 568.00					01/22/2004 -166.00	04/29/2009
473.00		20. MICROSOFT CORP PROPERTY TYPE: SECURITIES 568.00					01/22/2004 -95.00	08/07/2009
861.00		10. MONSANTO CO PROPERTY TYPE: SECURITIES 839.00					03/24/2009 22.00	05/22/2009
207.00		15. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 214.00					11/28/2008 -7.00	04/29/2009
193.00		15. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 214.00					11/28/2008 -21.00	08/07/2009
176.00		5. NORFOLK SOUTHERN CORP PROPERTY TYPE: SECURITIES 245.00					11/28/2008 -69.00	04/29/2009
461.00		10. NORFOLK SOUTHERN CORP PROPERTY TYPE: SECURITIES 489.00					11/28/2008 -28.00	08/07/2009
270.00		5. NORTHERN TRUST CORP PROPERTY TYPE: SECURITIES 225.00					11/28/2008 45.00	04/29/2009

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
305.00		225.00					80.00	
						11/28/2008	08/07/2009	
286.00		295.00					-9.00	
						03/24/2009	04/29/2009	
623.00		590.00					33.00	
						03/24/2009	05/22/2009	
353.00		295.00					58.00	
						03/24/2009	08/07/2009	
292.00		241.00					51.00	
						11/28/2008	04/29/2009	
213.00		161.00					52.00	
						11/28/2008	08/07/2009	
2,463.00		3,313.00					-850.00	
						01/22/2004	10/17/2008	
265.00		232.00					33.00	
						11/28/2008	04/29/2009	
174.00		116.00					58.00	
						11/28/2008	08/07/2009	
550.00		630.00					-80.00	
						11/28/2008	04/29/2009	
705.00		630.00					75.00	
						11/28/2008	08/07/2009	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,179.00		2,483.00					01/22/2004	11/28/2008
							696.00	
500.00		482.00					11/14/2003	04/29/2009
							18.00	
519.00		482.00					11/14/2003	08/07/2009
							37.00	
516.00		590.00					11/28/2008	04/29/2009
							-74.00	
862.00		984.00					11/28/2008	05/22/2009
							-122.00	
388.00		394.00					11/28/2008	08/07/2009
							-6.00	
1,809.00		1,595.00					01/22/2004	11/28/2008
							214.00	
646.00		435.00					01/22/2004	04/29/2009
							211.00	
687.00		435.00					01/22/2004	08/07/2009
							252.00	
474.00		526.00					11/28/2008	04/29/2009
							-52.00	
770.00		702.00					11/28/2008	08/07/2009
							68.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,420.00		200. STAPLES INC RETAIL & DELIVERY PROPERTY TYPE: SECURITIES 3,427.00					01/22/2004	11/28/2008 -7.00
5,859.00		125. STATE STREET CORP PROPERTY TYPE: SECURITIES 6,154.00					01/22/2004	09/29/2008 -295.00
2,555.00		200. TECO ENERGY INC PROPERTY TYPE: SECURITIES 3,166.00					01/27/2005	11/28/2008 -611.00
278.00		10. TJX COMPANIES INC PROPERTY TYPE: SECURITIES 259.00					03/24/2009	04/29/2009 19.00
345.00		10. TJX COMPANIES INC PROPERTY TYPE: SECURITIES 259.00					03/24/2009	08/07/2009 86.00
398.00		10. TARGET CORP PROPERTY TYPE: SECURITIES 339.00					11/28/2008	04/29/2009 59.00
630.00		15. TARGET CORP PROPERTY TYPE: SECURITIES 508.00					11/28/2008	06/01/2009 122.00
214.00		5. TARGET CORP PROPERTY TYPE: SECURITIES 169.00					11/28/2008	08/07/2009 45.00
285.00		5. 3M CO PROPERTY TYPE: SECURITIES 334.00					11/28/2008	04/29/2009 -49.00
360.00		5. 3M CO PROPERTY TYPE: SECURITIES 334.00					11/28/2008	08/07/2009 26.00
1,224.00		35. TORONTO DOMINION BK PROPERTY TYPE: SECURITIES 2,019.00					08/29/2006	11/28/2008 -795.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
394.00		10. TORONTO DOMINION BK PROPERTY TYPE: SECURITIES 577.00				08/29/2006	04/29/2009	-183.00
585.00		10. TORONTO DOMINION BK PROPERTY TYPE: SECURITIES 577.00				08/29/2006	08/07/2009	8.00
253.00		10. US BANCORP PROPERTY TYPE: SECURITIES 313.00				12/30/2004	11/28/2008	-60.00
460.00		20. US BANCORP PROPERTY TYPE: SECURITIES 626.00				12/30/2004	08/07/2009	-166.00
5,833.00		275.936 UMB SCOUT INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 8,816.00				12/14/2007	04/30/2009	-2,983.00
15,600.00		1422.039 UMB SCOUT SMALL CAP FUND PROPERTY TYPE: SECURITIES 22,865.00				12/14/2007	04/30/2009	-7,265.00
2,886.00		60. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 2,808.00				01/22/2004	11/28/2008	78.00
487.00		10. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 398.00				09/05/2003	04/29/2009	89.00
557.00		10. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 398.00				09/05/2003	08/07/2009	159.00
4,197.00		200. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES 5,980.00				01/22/2004	11/28/2008	-1,783.00
4,564.00		140. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 4,974.00				01/22/2004	11/28/2008	-410.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
303.00		10. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 355.00				01/22/2004	04/29/2009	
						-52.00		
307.00		10. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 355.00				01/22/2004	08/07/2009	
						-48.00		
501.00		10. WAL MART STORES INC PROPERTY TYPE: SECURITIES 558.00				11/28/2008	04/29/2009	
						-57.00		
1,690.00		35. WAL MART STORES INC PROPERTY TYPE: SECURITIES 1,951.00				11/28/2008	06/19/2009	
						-261.00		
3,873.00		80. WAL MART STORES INC PROPERTY TYPE: SECURITIES 4,460.00				11/28/2008	07/17/2009	
						-587.00		
431.00		15. WELLS FARGO & CO PROPERTY TYPE: SECURITIES 421.00				11/28/2008	08/07/2009	
						10.00		
3,980.00		100. WEYERHAEUSER CO PROPERTY TYPE: SECURITIES 6,353.00				01/22/2004	10/17/2008	
						-2,373.00		
TOTAL GAIN (LOSS)							----- -37,652. =====	

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	750.			750.
TOTALS	750.	NONE	NONE	750.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	74.	74.
FEDERAL ESTIMATES - INCOME	234.	
FOREIGN TAXES ON QUALIFIED FOR	201.	201.
	-----	-----
TOTALS	509.	275.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	39.	39.
TOTALS	39.	39.

=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

ROUNDING

3.

TOTAL

3.

=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MO

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

UMB BANK

ADDRESS:

P.O.BOX 419692

KANSAS CITY, MO 64141

TITLE:

TRUSTEE

COMPENSATION 6,417.

TOTAL COMPENSATION: 6,417.

=====

=====

RECIPIENT NAME:

ROCKHURST COLLEGE

ADDRESS:

ATTN: GUY SWANSON, V. PR
KANSAS CITY, MO 64110-2508

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 32,043.

TOTAL GRANTS PAID: 32,043.

=====

Account Title **Boutross Foundation**
 Account Number **100151**

UMB Bank, n.a.
 P O Box 419692
 Kansas City, MO 64141-7014

Statement of Investment Position

Units	Original Face	Asset Description	Cost Basis		Market Value		% of Account	Estimated Annual Income	Market Yield
			Total	Unit	Total	Price			
35	3M Corp MIMM 88579Y101		2,339 13	66 83	2,523 50	72 10	0 50%	71 40	2 83
95	Abbott Laboratories ABT 002824100		4,326 30	45 54	4,296 85	45 23	0 85%	152 00	3 54
50	Air Products and Chemicals Inc APD 009158106		3,027 09	60 54	3,751 50	75 03	0 75%	90 00	2 40
125	AT & T Inc T 00206R102		3,590 00	28 72	3,256 25	26 05	0 65%	205 00	6 30
65	Baxter International Inc BAX 071813109		3,280 44	50 47	3,699 80	56 92	0 74%	67 60	1 83
65	Becton Dickinson & CO BDX 075887109		4,496 09	69 17	4,525 30	69 62	0 90%	85 80	1 90
235	Block H & R Inc HRB 093671105		3,995 70	17 00	4,060 80	17 28	0 81%	141 00	3 47
80	Boeing Co BA 097023105		3,682 06	46 03	3,973 60	49 67	0 79%	134 40	3 38
60	Chevron Corp CVX 166764100		4,695 91	78 27	4,196 40	69 94	0 83%	163 20	3 89
35	Chubb Corp CB 171232101		1,412 60	40 36	1,728 65	49 39	0 34%	49 00	2 83
200	Cisco Systems Inc CSCO 17275R102		3,296 00	16 48	4,320 00	21 60	0 86%		
110	Coca Cola Co KO 191216100		5,138 55	46 71	5,364 70	48 77	1 07%	180 40	3 36





UMB Bank, n.a.
 P O Box 419692
 Kansas City, MO 64141-7014

Account Title **Boutross Foundation**
 Account Number **100151**

Statement of Investment Position (continued)

Units Original Face	Asset Description	Cost Basis		Market Value		% of Account	Estimated Annual Income	Market Yield
		Total	Unit	Total	Price			
60	ConocoPhillips COP 20825C104	2,041 50	34 03	2,701 80	45 03	0 54%	112 80	4 17
105	CVS Caremark Corporation CVS 126650100	3,391 65	32 30	3,939 60	37 52	0 78%	32 03	0 81
90	Deere & Company DE 244199105	3,098 70	34 43	3,924 00	43 60	0 78%	100 80	2 57
90	Dover Corp DOV 260003108	2,666 78	29 63	3,113 10	34 59	0 62%	90 00	2 89
70	Du Pont E I De Nemours & Co DD 263534109	1,739 58	24 85	2,235 10	31 93	0 44%	114 80	5 14
255	Duke Energy Hldg Corp DUK 26441C105	3,944 85	15 47	3,949 95	15 49	0 78%	244 80	6 20
225	Ebay Inc EBAY 278642103	3,721 00	16 54	4,981 50	22 14	0 99%		
65	Emerson Electric Co EMR 291011104	2,316 92	35 64	2,396 55	36 87	0 48%	85 80	3 58
30	EOG Resources Inc EOG 26875P101	1,969 02	65 63	2,160 00	72 00	0 43%	17 40	0 81
50	Exelon Corp EXC 30161N101	2,801 13	56 02	2,501 00	50 02	0 50%	105 00	4 20
95	ExxonMobil Corp XOM 30231G102	7,575 96	79 75	6,569 25	69 15	1 31%	159 60	2 43
75	FPL Group Inc FPL 302571104	3,642 00	48 56	4,213 50	56 18	0 84%	141 75	3 36
40	General Mills Inc GIS 370334104	2,036 80	50 92	2,389 20	59 73	0 47%	75 20	3 15



UMB Bank, n.a.
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 Kansas City, MO 64141-7014

Account Title **Boutross Foundation**
 Account Number **100151**

Statement of Investment Position (continued)

Original Face	Units	Asset Description	Cost Basis		Market Value		% of Account	Estimated Annual Income	Market Yield
			Total	Unit	Total	Price			
55		Genzyme Corp GENZ 372917104	3,007 40	54 68	3,064 05	55 71	0 61%		
15		Goldman Sachs Group Inc GS 38141G104	1,893 27	126 22	2,481 90	165 46	0 49%	21 00	
5		Google Inc Class A GOOG 38259P508	1,967 00	393 40	2,308 35	461 67	0 46%		0 85
60		Home Depot Inc HD 437076102	1,584 00	26 40	1,637 40	27 29	0 33%	54 00	3 30
225		Intel Corp INTC 458140100	5,885 82	26 16	4,572 00	20 32	0 91%	126 00	2 76
40		International Business Machines IBM 459200101	3,665 85	91 65	4,722 00	118 05	0 94%	88 00	1 86
95		Marathon Oil Corp MRO 565849106	2,447 86	25 77	2,932 65	30 87	0 58%	91 20	3 11
55		McDonalds Corp MCD 580135101	2,972 97	54 05	3,093 20	56 24	0 61%	110 00	3 56
165		Microsoft Corp MSFT 594918104	4,674 70	28 33	4,067 25	24 65	0 81%	85 80	2 11
20		Monsanto Co MON 61166W101	1,678 80	83 94	1,677 60	83 88	0 33%	21 20	1 26
120		Nokia Corp - ADR One ADR repstg 1 Share NOK 654902204	1,545 75	12 88	1,681 20	14 01	0 33%	47 16	2 81
85		Norfolk Southern Corp NSC 655844108	3,738 85	43 99	3,898 95	45 87	0 77%	115 60	2 96
50		Northern Trust Corp NTRS 665859104	2,253 84	45 08	2,923 00	58 46	0 58%	56 00	1 92





UMB Bank, n a
 P O Box 419692
 Kansas City, MO 64141-7014

Account Title **Boutross Foundation**
 Account Number **100151**

Statement of Investment Position (continued)

Units Original Face	Asset Description	Cost Basis		Market Value		% of Account	Estimated Annual Income	Market Yield
		Total	Unit	Total	Price			
40	Occidental Petroleum Corp OXY 674599105	2,359 98	59 00	2,924 00	73 10	0 58%	52 80	1 81
105	Oracle Corp ORCL 68389X105	1,687 35	16 07	2,297 40	21 88	0 46%	21 00	0 91
60	Peabody Energy Corp BTU 704549104	1,392 20	23 20	1,960 80	32 68	0 39%	14 40	0 73
120	Philip Morris International Inc PM 718172109	5,038 40	41 99	5,485 20	45 71	1 09%	259 20	4 73
80	Procter & Gamble Co PG 742718109	3,858 40	48 23	4,328 80	54 11	0 86%	140 80	3 25
85	Progress Energy Inc PGN 743263105	3,345 50	39 36	3,360 05	39 53	0 67%	210 80	6 27
115	Qualcomm Inc QCOM 747525103	3,335 57	29 00	5,338 30	46 42	1 06%	78 20	1 46
125	Roche Holding Ltd - ADR One ADR repstg 1/2 Share RHHBY 771195104	4,385 94	35 09	4,976 50	39 81	0 99%	83 13	1 67
55	Target Corp TGT 87612E106	1,862 17	33 86	2,585 00	47 00	0 51%	37 40	1 45
85	TJX Cos Inc TJX 872540109	2,201 95	25 91	3,055 75	35 95	0 61%	40 80	1 34
95	Toronto Dominion Bank TD 891160509	4,693 30	49 40	5,859 60	61 68	1 16%	206 53	3 52
70	United Technologies Corp UTX 913017109	2,785 65	39 80	4,155 20	59 36	0 83%	107 80	2 59
170	US Bancorp Del USB 902973304	5,324 25	31 32	3,845 40	22 62	0 76%	34 00	0 88



UMB Bank, n.a.
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Account Title **Boutross Foundation**
 Account Number **100151**

Statement of Investment Position (continued)

Original Face	Units	Asset Description	Cost Basis		Market Value		% of Account	Estimated Annual Income	Market Yield
			Total	Unit	Total	Price			
90		Verizon Communications Inc VZ 92343V104	3,197.25	35.53	2,793.60	31.04	0.56%	165.60	5.93
160		Wells Fargo & Co WFC 949746101	4,237.60	26.49	4,403.20	27.52	0.87%	32.00	0.73
Total Common Stock			171,247.38		187,200.25		37.19%	4,920.20	2.63
Equity Funds									
813 449		Allianz Fund INFJ Small-Cap Value Fund CL A PCVAX 018918714	14,999.99	18.44	17,293.93	21.26	3.44%	265.18	1.53
845 547		Munder Mid Cap Core Growth Fund Class Y MGOYX 626124242	15,000.00	17.74	17,249.16	20.40	3.43%		
2599 929		Scout International Fund UMBWX 81063U503	68,354.23	26.29	68,768.12	26.45	13.66%	600.58	0.87
1929 546		Scout Mid Cap Fund UMBWX 81063U206	15,033.12	7.79	18,272.80	9.47	3.63%	32.80	0.18
1419 111		Scout Small Cap Fund UMBHX 81063U305	20,660.03	14.56	16,263.01	11.46	3.23%		
Total Equity Funds			134,047.37		137,847.02		27.39%	898.56	0.65
Total Equity Securities			305,294.75		325,047.27		64.58%	5,818.76	1.79
Fixed Income Securities									
Gov't & Agency Bonds									
25000		Federal Home Ln Bks DTD 11/15/1999 6 500% 11/13/2009 AAA 3133MABK4	24,742.00	0.99	25,304.75	101.22	5.03%	1,625.00	6.42
25000		Federal Home Loan Bank DTD 1/4/2008 4 350% 1/4/2012	25,000.00	1.00	25,328.25	101.31	5.03%	1,087.50	4.29



Account Title **Boutross Foundation**

Account Number **100151**

UMB Bank, n a
 P O Box 419692
 Kansas City, MO 64141-7014

Statement of Investment Position (continued)

Units Original Face	Asset Description	Cost Basis		Market Value		% of Account	Estimated Annual Income	Market Yield
		Total	Unit	Total	Price			
25000	Federal Home Loan Bank DTD 8/4/2005 4 375% 9/17/2010 AAA 3133XCQZ9	24,626.73	0.99	25,992.25	103.97	5.16%	1,093.75	4.21
442 2751 35000	Govt National Mortgage Assn DTD 3/1/1996 6 0000% 3/15/2011 36205RUH8 Pool # 398484	450.29	1.02	473.79	107.13	0.09%	26.54	5.60
13784 0275 50000	Govt National Mtg Assn DTD 10/1/2003 5 5000% 10/15/2018 36290SKN0 Pool # 616001	14,369.84	1.04	14,735.99	106.91	2.93%	758.12	5.14
983 5452 29000	Govt National Mtg Assn DTD 12/1/1997 6 0000% 12/15/2012 36208UHM2 Pool # 461136	1,001.37	1.02	1,054.70	107.23	0.21%	59.01	5.59
Total Gov't & Agency Bonds		90,190.23		92,889.73		18.46%	4,649.92	5.01
Fixed Income Funds								
375	Eff Barclays 1-3 Year Credit Bond Fund CSJ 464288646	35,934.11	95.82	39,123.75	104.33	7.77%	1,414.13	3.61
3339 695	Federated Total Return Bond Fund IS FTRBX 31428Q101	33,229.96	9.95	35,901.72	10.75	7.13%	1,833.49	5.11
Total Fixed Income Funds		69,164.07		75,025.47		14.91%	3,247.62	4.33
Total Fixed Income Securities		159,354.30		167,915.20		33.36%	7,897.54	4.70



UMB Bank, n.a.
 P.O. Box 419692
 Kansas City, MO 64141-7014

Account Title **Boutross Foundation**
 Account Number **100151**

Statement of Investment Position (continued)

Units	Original Face	Asset Description	Cost Basis		Market Value		% of Account	Estimated Annual Income	Market Yield
			Total	Unit	Total	Price			
10350 12	Fidelity Money Market Fund #59 316175207		10,350 12	1 00	10,350 12	1 00	2 06%	48 96	0 47
Total Money Market Funds			10,350.12		10,350.12		2.06%	48.96	0.47
Total Cash & Equivalents			10,350 12		10,350 12		2 06%	48.96	0 47
Total Assets			474,999 17		503,312 59		100 00%	13,765 26	2 73
Account Total			474,999 17		503,312 59				

