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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.Otherwise,
print
or type.See Specific
Instructions.

Name of foundation

ELSBERRY FAMILY FOUNDATION

A Employer identification number

20-3956294

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

11521 PAWNEE CIRCLE

(913) 661-2578

City or town, state, and ZIP code

LEAWOOD, KS 66211

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 ☐

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

J Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col (c), line

☐ Other (specify) _____

16) ▶ \$ 1,232,865.

(Part I, column (d) must be on cash basis)

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))

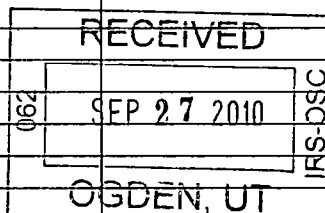
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	60,000.			
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
	3	Interest on savings and temporary cash investments	26.	26.		ATCH 1
	4	Dividends and interest from securities	51,347.	51,347.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-467,170.			
	b	Gross sales price for all assets on line 6a	798,027.			
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
Operating and Administrative Expenses	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)	-183.	-183.		ATCH 3
	12	Total. Add lines 1 through 11	-355,980.	51,190.		
	13	Compensation of officers, directors, trustees, etc.	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 4	3,600.	1,800.	0.	1,800.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
22	Printing and publications					
23	Other expenses (attach schedule) ATCH 5	7,013.	7,013.			
24	Total operating and administrative expenses. Add lines 13 through 23	10,613.	8,813.	0.	1,800.	
25	Contributions, gifts, grants paid	106,039.			106,039.	
26	Total expenses and disbursements. Add lines 24 and 25	116,652.	8,813.	0.	107,839.	
27	Subtract line 26 from line 12					
a	Excess of revenue over expenses and disbursements	-472,632.				
b	Net investment income (if negative, enter -0-)		42,377.			
c	Adjusted net income (if negative, enter -0-)			-0-		



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	337,670.	27,238.	27,238.
	2 Savings and temporary cash investments	0.	0.	0.
	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 16 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) <u>ATCH 6</u>	730,497.	849,048.	849,048.
	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) <u>ATCH 7</u>	0.	356,579.	356,579.
	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)	1,068,167.	1,232,865.	1,232,865.	
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"/> X			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,068,167.	1,232,865.	
	30 Total net assets or fund balances (see page 17 of the instructions)	1,068,167.	1,232,865.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,068,167.	1,232,865.		

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	1,068,167.
2 Enter amount from Part I, line 27a	2	-472,632.
3 Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 8</u>	3	637,330.
4 Add lines 1, 2, and 3	4	1,232,865.
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	1,232,865.

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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 SCHEDULE					
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			(i) 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)			<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="border: 1px solid black; padding: 2px 5px; text-align: center;">2</div> </div>		-467,170.
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.			<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;"> 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. </div> <div style="border: 1px solid black; padding: 2px 5px; text-align: center;">3</div> </div>		

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))
2008	147,211.	1,604,616.	0.091742
2007	114,911.	2,009,929.	0.057172
2006	0.	81,984.	0.000000
2005			
2004			
2 Total of line 1, column (d)			2 0.148914
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 0.049638
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 1,093,693.
5 Multiply line 4 by line 3			5 54,289.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 424.
7 Add lines 5 and 6			7 54,713.
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.			8 107,839.

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 or determination 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 424.
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	424.
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	424.
6 Credits/Payments		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,001.
b Exempt foreign organizations-tax withheld at source	6b	0.
c Tax paid with application for extension of time to file (Form 8868)	6c	0.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	3,001.
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	2,577.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	2,577. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) KS,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses ATTACHMENT 9	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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		

Website address **N/A**

14 The books are in care of **ANNE ELSBERRY** Telephone no **913-661-2578**
 Located at **11521 PAWNEE CIRCLE LEAWOOD, KS** ZIP + 4 **66211**

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.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 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 2009)	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 2009?	4b	X

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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)? ☐ **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? ☐ **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? ☐ **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
ATTACHMENT 10		0.	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		0.	0.	0.

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

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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

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 N/A ----- -----	
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 ----- -----	0.
2 ----- -----	
All other program-related investments. See page 24 of the instructions.	
3 NONE ----- -----	0.
Total. Add lines 1 through 3	0.

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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	1,075,046.
b	Average of monthly cash balances	1b	35,302.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,110,348.
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	0.
3	Subtract line 2 from line 1d	3	1,110,348.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	16,655.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,093,693.
6	Minimum investment return. Enter 5% of line 5	6	54,685.

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	54,685.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	424.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	424.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,261.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	54,261.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	54,261.

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	107,839.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	107,839.
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	424.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	107,415.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				54,261.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004 0.				
b From 2005 0.				
c From 2006 0.				
d From 2007 17,066.				
e From 2008 67,610.				
f Total of lines 3a through e	84,676.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 107,839.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				54,261.
e Remaining amount distributed out of corpus	53,578.			
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	138,254.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
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)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	138,254.			
10 Analysis of line 9				
a Excess from 2005 0.				
b Excess from 2006 0.				
c Excess from 2007 17,066.				
d Excess from 2008 67,610.				
e Excess from 2009 53,578.				

Form 990-PF (2009)

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
2a 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 28 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))

ANNE W. ELSBERRY

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
ATTACHMENT 11

b The form in which applications should be submitted and information and materials they should include
NO SPECIFIC FORM, WRITTEN REQUESTS

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATTACHMENT 12				
Total.			3a	106,039.
b Approved for future payment				
Total.			3b	NONE

Form 990-PF (2009)

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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?		Yes	No
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.			

[illegible]


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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee Anne W. Elsberry Date 12-21-10 Title President

Paid Preparer's Use Only	Preparer's signature 	Date 9/2/0	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions) P00639460
	Firm's name (or yours if self-employed), address, and ZIP code JMW & ASSOCIATES, LLC 5700 BROADMOOR ST., SUITE 203 MISSION, KS 66202	EIN ▶ 57-1224592	Phone no 913-499-4920	

Schedule of Contributors

OMB No 1545-0047

2009

▶ Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization

ELSBERRY FAMILY FOUNDATION

Employer identification number

20-3956294

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization **ELSBERRY FAMILY FOUNDATION**Employer identification number
20-3956294**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HOWARD & ANNE ELSBERRY 11521 PAWNEE CIRCLE LEAWOOD, KS 66211	\$ 60,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST - BERNSTEIN	6.	6.
INTEREST - PCM SELECT MANAGERS FUND	20.	20.
TOTAL	<u>26.</u>	<u>26.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS - BERNSTEIN	1,362.	1,362.
DIVIDENDS - PRAIRIE CAPITAL	45,623.	45,623.
CAPITAL GAIN DISTRIB - PRAIRIE CAPITAL	946.	946.
DIVIDENDS - PCM SELECT MANAGERS FUND	3,416.	3,416.
TOTAL	<u>51,347.</u>	<u>51,347.</u>

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PCM SELECT MANAGERS FUND, L.P.	-183.	-183.
TOTALS	-183.	-183.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
JMW & ASSOCIATES	3,600.	1,800.		1,800.
TOTALS	3,600.	1,800.	0.	1,800.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UMB - BANK SERVICE CHG	30.	30.
PRAIRIE CAPITAL ADVISORY FEES	2,326.	2,326.
PCM SELECT MANAGERS FUND, L.P.	4,657.	4,657.
TOTALS	7,013.	7,013.

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE STOCK - PRAIRIE CAP	849,048.	849,048.
TOTALS	849,048.	849,048.

See Stmt 7a

ELSBERRY FAMILY FOUNDATION

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PCM HEDGE FUND	356,579.	356,579.
TOTALS	<u>356,579.</u>	<u>356,579.</u>

See stmt 7a

PRAIRIE CAPITAL MANAGEMENT LLC
PORTFOLIO REGISTER
December 31, 2009

A/C #	Start Date	Close Date	Portfolio	Market Value	Accrued Interest	Net Value Plus Accrued Int
elbtfm	12-31-08		PCM Select Managers Fund, L.P.	356,578.62	0.00	356,578.62
elbtfly	01-13-09		Kayne Anderson MLPs	37,259.52	0.00	37,259.52
elbtfms	01-06-09		Loomis Sayles Bond Funds	383,302.73	0.00	383,302.73
elbtfpm	01-29-09		Pimco Total Return Fund	428,486.06	0.00	428,486.06
28365238	12-28-08		PBS Account 2836-5238	10,677.74	0.00	10,677.74
elbtfcc	05-12-09		Fee Account	0.00	0.00	0.00
				1,216,304.67	0.00	1,216,304.67
						249,748.31
						1,205,626.93
						249,748.31

Prairie Capital Corporate Stock = \$849,048

PCM Other Investments = \$356,579

ATTACHMENT 8FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN/LOSS

637,330.

TOTAL

637,330.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
HOWARD & ANNE ELSBERRY 11521 PAWNEE CIRCLE LEAWOOD, KS 66211	10/01/2009	60,000.
TOTAL CONTRIBUTION AMOUNTS		<u>60,000.</u>

ELSBERRY FAMILY FOUNDATION

20-3956294

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ANNE W. ELSBERRY 11521 PAWNEE CIRCLE LEAWOOD, KS 66211	PRESIDENT, SECRETARY & DIR 2.00	0.	0.	0.
HOWARD ELSBERRY 11521 PAWNEE CIRCLE LEAWOOD, KS 66211	V.P., TREASURER & DIRECTOR 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

ATTACHMENT 11

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ANNE ELSBERRY
11521 PAWNEE CIRCLE
LEAWOOD, KS 66211
913-661-2578

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRUMAN STATE UNIVERSITY 100 E NORMAL ST KIRKSVILLE, MO 63501	NONE EDUCATION INSTITUTION	EDUCATIONAL	6,000
UNIVERSITY ACADEMY 6801 HOLMES ROAD KANSAS CITY, MO 64131	NONE EDUCATION INSTITUTION	EDUCATIONAL	3,000
PEMBROKE HILL SCHOOL 5121 STATE LINE ROAD KANSAS CITY, MO 64112	NONE EDUCATION INSTITUTION	EDUCATIONAL	5,000
CHURCH OF THE RESURRECTION 13720 ROE AVENUE LEAWOOD, KS 66224	NONE 501(C)3	PUBLIC WELFARE	20,000.
COMPASSION INTERNATIONAL 12290 VOYAGER PARKWAY COLORADO SPRINGS, CO 80921	NONE 501(C)3	PUBLIC WELFARE	2,597
LYRIC OPERA OF KC 1029 CENTRAL AVENUE OF THE ARTS KANSAS CITY, MO 64105	NONE 501(C)3	CIVIC	31,542.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WAYSIDE WAIFS 3901 MARTHA TRUMAN ROAD KANSAS CITY, MO 64137	NONE 501(C)3	PUBLIC WELFARE	500
SALVATION ARMY 3637 BROADWAY KANSAS CITY, MO 64111	NONE 501(C)3	PUBLIC WELFARE	1,500.
STARLIGHT THEATRE 4600 STARLIGHT ROAD KANSAS CITY, MO 64132	NONE 501(C)3	CIVIC	5,000.
UMKC 5100 ROCKHILL ROAD KANSAS CITY, MO 64110	NONE EDUCATION INSTITUTION	EDUCATIONAL	16,300
WOMEN'S EMPLOYMENT NETWORK 920 MAIN, SUITE 100 KANSAS CITY, MO 64105	NONE 501(C)3	PUBLIC WELFARE	700.
YOUNG WOMEN ON THE MOVE 15621 W 87TH STREET #185 LENEXA, KS 66219	NONE 501(C)3	PUBLIC WELFARE	1,500

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	ATTACHMENT 12 (CONT'D)	
				AMOUNT
KU ENDOWMENT PO BOX 928 LAWRENCE, KS 66044	NONE EDUCATION INSTITUTION	EDUCATIONAL		1,500.
CASA OF JOHNSON & WYANDOTTE COUNTIES 6901 SHAWNEE MISSION PKWY, SUITE112 OVERLAND PARK, KS 66202	NONE 501(C)3	PUBLIC WELFARE		2,500.
OZANAM 421 EAST 137TH STREET KANSAS CITY, MO 64145	NONE 501(C)3	CIVIC		8,400.
TOTAL CONTRIBUTIONS PAID			106,039.	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust

ELSBERRY FAMILY FOUNDATION

Employer identification number

20-3956294

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-168,546.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	332.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	-168,214.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-317,325.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	18,355.
9 Capital gain distributions	9	14.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	-298,956.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-168,214.
14	Net long-term gain or (loss):			
a	Total for year	14a		-298,956.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		-467,170.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000
16	(3,000.)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2009

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2009

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ELSBERRY FAMILY FOUNDATION

Employer identification number

20-3956294

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

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-168,546.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2009

AMENDED

PRAIRIE CAPITAL MANAGEMENT LLC REALIZED GAINS AND LOSSES

Elsberry Family Foundation

All Assets

From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
10-24-07	01-02-09	475	AT&T INC COM	18,855 10 1/2	13,938 22 1/2		-1,916 88
05-20-08	01-02-09	95	APACHE CORP	12,650 11	7,566 50	-5 083 61	
04-22-08	01-02-09	130	BAXTER INTL INC	7,815 60	7,148 53	-667 07	
04-21-08	01-02-09	75	COOPER CAMERON CORP	3 905 98	1,645 74	-2 260 24	
04-22-08	01-02-09	150	CARDINAL HEALTH INC	7,348 88	5,267 92	-2,080 96	
08-22-07	01-02-09	225	CELIGENE CORP	14,106 69 1/2	12,614 88 1/2		-1,491 81
05-29-08	01-02-09	105	CFMTX CORP (PAIRED STOCK)	2 025 87	1 122 75	-903 12	
01-25-07	01-02-09	700	CISCO SYS INC	18,421 68 1/2	11,872 45 1/2		-6,549 23
01-17-08	01-02-09	90	D R HORTON INC	1,054 16	641 19	-412 97	
08-30-07	01-02-09	25	DEERE AND CO	1,921 32 1/2	1,022 99		-898 33
07-18-08	01-02-09	65	DI VON ENERGY CORP NLW	6,173 44	4,450 92	-1,722 52	
10-16-08	01-02-09	45	WALT DISNEY CO (HOLDING CO) DISNEY COM	1,058 26	1,068 87	10 61	
01-26-07	01-02-09	65	WALT DISNEY CO (HOLDING CO) DISNEY COM	2,213 77 1/2	1,543 93 1/2		-669 84
03-20-08	01-02-09	80	DEUTSCH. BANK REG SHS ORD	9,198 39	3,283 38	-5 915 01	
05-09-07	01-02-09	90	IDELITY NATL FINL INC COM	2,282 59 1/2	1,579 94 1/2		-702 65
01-26-07	01-02-09	60	FLUOR CORP COM	3,030 66 1/2	2,866 62 1/2		-164 04
05-16-08	01-02-09	250	GANNETT CO	6,396 27 1/2	2,130 23	-4,266 04	
01-25-07	01-02-09	425	GILEAD SCIENCES INC	16,179 97 1/2	22,081 58 1/2		5 901 61
04-22-08	01-02-09	120	INGRAM MICRO INC	1,973 47	1,657 29	-316 18	
09-24-08	01-02-09	125	INTEL CORP	2,341 21	1,876 31	-464 90	
05-03-07	01-02-09	50	KB HOME	2,251 47 1/2	671 49 1/2		-1 579 98
08-01-08	01-02-09	100	KOHL'S CORP	4,721 49	3,742 97	-978 52	
09-24-08	01-02-09	30	LOCKHEED MARTIN CORP	2 950 78	2,543 78	-407 00	
07-11-07	01-02-09	30	MCKESSON CORP	1,762 83 1/2	1,147 89 1/2		-614 94
11-20-07	01-02-09	200	MEDCO HEALTH SOLUTIONS INC	9,218 04 1/2	8,524 95 1/2		-693 09
06-04-08	01-02-09	475	MERCK & CO	18 259 17	14,702 96	-3 556 21	
07-01-08	01-02-09	235	METLIFE INC COM	10,585 58	8,459 04	-2,126 54	
08-29-07	01-02-09	400	MORGAN STANLEY GROUP COM	19,809 54 1/2	6,764 96 1/2		-13,044 58
06-17-08	01-02-09	900	MOTOROLA INC	6 786 64	4,219 21	-2 567 43	
04-30-08	01-02-09	30	NIKE INC CL B	2,033 50	1,571 21	-462 29	
10-08-08	01-02-09	225	NOKIA CORP SPONS ADR FINLAND ADR	3,796 63	3,581 53	-215 10	
06-16-08	01-02-09	300	QUALCOMM INC	13,587 65	11,060 31	-2,527 34	
04-28-08	01-02-09	1 600	SPRINT NEXTEL CORP	16,623 73	3 080 98	-13,542 75	
07-01-08	01-02-09	350	SATLWAY INC	10 002 22	8,381 15	-1,621 07	
10-21-08	01-02-09	50	SCHWAB CHARLIS CORP NLW	1 037 77	787 49	-250 28	
01-15-08	01-02-09	325	ILVA PHARMACEUTICALS IND LTD ISRAEL ADR	14 993 14	13 820 17	-1,172 97	
05-29-08	01-02-09	600	TIME WARNER INC COM	10 094 28	6,362 04	-3,732 24	
07-01-08	01-02-09	150	TOTAL SA FRANCE SPON ADR	12,438 45	8,637 95	-3,800 50	
07-24-07	01-02-09	165	TRAVELERS GROUP INC COM	7,994 77 1/2	7 427 69 1/2		-567 08
07-01-08	01-02-09	125	VERIZON COMMUNICATIONS	4,425 75	4,308 22	-117 53	
06-24-08	01-02-09	40	WISC ENERGY CORP	1,867 72	1,676 21	-191 51	
08-26-08	01-02-09	75	WYETH	3,173 52	2 853 98	-319 54	

AMENDED

PRAIRIE CAPITAL MANAGEMENT LLC REALIZED GAINS AND LOSSES

Elsberry Family Foundation

All Assets

From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
07-08-08	01-12-09	129	PHILIP MORRIS INTL. INC COM	6,633.36	5,472.81	-1,160.55	
01-25-07	01-12-09	111	PHILIP MORRIS INTL. INC COM	5,267.29	4,709.17		-558.12
06-07-07	01-28-09	225	ABBOTT LABS	12,213.33	12,341.58		128.25
10-21-08	01-28-09	100	ACTIVISION INC NEW COM NEW	1,320.22	910.28	-409.94	
07-01-08	01-28-09	30	AIR PROD & CHEMICAL INC	2,910.49	1,647.11	-1,263.38	
01-25-07	01-28-09	80	ALCON INC	10,033.29	6,774.16		-3,259.13
01-25-07	01-28-09	16,322.767	ALLIANCEBERNSTEIN QUAS REAL EST INV I	252,108.28	94,508.82		-157,599.46
08-24-07	01-28-09	150	ALLSTATE CORP	8,097.03	4,313.47		-3,783.56
01-15-08	01-28-09	500	ALTRIA GROUP INC	10,610.25	8,293.00		-2,317.25
02-08-08	01-28-09	500	AMER INTL GROUP INC	24,368.69	663.79	-23,704.90	
07-07-08	01-28-09	35	AMGEN INC	1,760.05	1,884.15	124.10	
07-01-08	01-28-09	225	APPLE COMPUTER INC	29,179.40	21,183.13	-7,996.27	
03-06-07	01-28-09	40	AUTO IV INC	2,309.96	755.81		-1,554.15
01-25-07	01-28-09	225	BP PLC SPON ADR	14,881.95	9,708.19		-5,173.76
06-27-07	01-28-09	430	BANK OF AMERICA CORP	15,037.26	3,081.59		-11,955.67
04-21-08	01-28-09	85	BECTON DICKINSON & CO	7,100.36	5,956.07	-1,144.29	
11-10-08	01-28-09	45	BUNGE LIMITED COM	2,020.90	2,052.01	31.11	
01-25-07	01-28-09	375	CBS CORP	7,543.67	2,392.02		-5,151.65
08-22-07	01-28-09	50	CME GROUP INC COM	21,503.96	9,232.69		-15,271.27
07-01-08	01-28-09	35	CATERPILLAR INC	2,542.00	1,123.59	-1,418.41	
01-25-07	01-28-09	176	CHEVRON CORP NEW COM	14,571.27	12,858.87		-1,712.40
02-08-08	01-28-09	800	CITIGROUP INC	20,951.35	3,256.98	-17,694.37	
05-20-08	01-28-09	55	COSTCO WHSL CORP	3,858.00	2,594.98	-1,263.02	
01-10-08	01-28-09	110	COCA COLA CO COM	6,354.14	4,769.83		-1,584.31
07-10-07	01-28-09	95	COLGATE PALMOLIVE CO	6,765.31	6,020.86		-744.45
01-25-07	01-28-09	255	CONOCOPHILLIPS	18,982.48	12,701.06		-6,281.42
11-21-08	01-28-09	250	CORNING INC	2,064.76	2,674.73	609.97	
11-07-08	01-28-09	80	CULMAN CHEMICAL CO	3,165.22	2,217.30	-917.92	
11-13-07	01-28-09	50	EMERSON ELECTRIC CO	2,715.00	1,724.29		-990.71
02-15-08	01-28-09	125	LOG RESOURCES INC	14,081.30	8,634.45	-5,446.85	
10-17-08	01-28-09	475	LICSSON (LM) TEL-SP ADR	3,255.22	3,910.02	654.80	
01-25-07	01-28-09	180	EXXON MOBIL CORP	14,043.80	14,126.72		82.92
01-25-07	01-28-09	70	FRANKLIN RESOURCES INC	8,049.02	3,740.35		-4,308.67
03-17-08	01-28-09	175	GENENTECH INC	14,418.81	14,512.41	93.60	
01-25-07	01-28-09	130	GEN ELECTRIC CO	4,730.83	1,731.00		-3,000.83
11-13-08	01-28-09	15	GENL MILLS INC	958.07	874.75	-83.32	
01-25-07	01-28-09	175	GENWORTH FINANCIAL INC	6,018.01	460.03		-5,557.98
11-04-08	01-28-09	50	GOLDMAN SACHS GROUP INC	4,452.50	4,344.37	-108.13	
07-01-08	01-28-09	65	GOLDMAN SACHS GROUP INC	10,638.90	5,647.69	-4,991.21	
01-25-07	01-28-09	70	GOOGLE INC CL A	35,480.66	24,422.61		-11,058.05
06-16-08	01-28-09	225	HARTFORD FINCL SERVICES GROUP INC	15,962.82	3,898.72	-12,064.10	
01-25-07	01-28-09	600	HEWLETT PACKARD CO COM	26,247.77	22,332.87		-3,914.90
11-04-08	01-28-09	75	HOMER DEPOT INC	1,701.38	1,682.49	-18.89	
09-10-08	01-28-09	35	KELLOGG CO	1,946.32	1,549.83	-396.49	
05-23-07	01-28-09	290	MACYS INC	7,945.98	2,877.06		-5,068.92

AMENDED

PRAIRIE CAPITAL MANAGEMENT LLC REALIZED GAINS AND LOSSES

Elsberry Family Foundation

All Assets

From 01-01-09 Through 12-31-09

		Gain Or Loss					
Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
07-01-08	01-28-09	150	MCDONALDS CORP	8,657.48	8,809.55	152.07	
03-22-04	01-28-09	50	MICROSOFT CORP	1,557.19	873.72		-683.47
11-25-08	01-28-09	25	MOLSON COORS BREWING-B	1,114.26	1,012.71	-101.52	
01-26-07	01-28-09	200	MONSANTO CO NEW	16,299.62	15,596.95		-702.67
01-07-08	01-28-09	240	J P MORGAN CHASE & CO	9,730.70	6,452.09		-3,278.61
01-25-07	01-28-09	355	J P MORGAN CHASE & CO	13,825.38	9,543.71		-4,281.67
09-05-08	01-28-09	350	NVIDIA CORP	16,169.06	3,044.59	-13,124.47	
12-06-08	01-28-09	225	NEWS CORP	2,057.96	1,653.93	-404.03	
02-15-08	01-28-09	150	PENNEY J C CO INC (HLDG CO)	3,866.80	2,801.86	-1,064.94	
01-15-08	01-28-09	145	PEPSICO INC	9,880.33	7,478.73		-2,401.60
07-20-04	01-28-09	800	PFIZER INC	24,425.13	12,112.93		-12,312.20
09-10-08	01-28-09	140	PROCTER & GAMBLE CO	9,720.81	8,083.37	-1,637.44	
08-19-08	01-28-09	145	RELIENT ENERGY INC	2,382.28	780.65	-1,601.63	
03-27-08	01-28-09	500	SCHERING PLOUGH CORP	9,640.56	9,326.94	-313.62	
01-25-07	01-28-09	275	SCHLUMBERGER LTD NETHERLANDS ANTILLES	20,740.16	12,024.96		-8,715.20
10-29-07	01-28-09	175	ROYAL DUTCH SHELL PLC A	13,595.60	8,814.80		-4,780.80
01-23-08	01-28-09	175	SUPERVALU INC	5,820.04	3,455.49		-2,364.55
05-27-08	01-28-09	55	TOYOTA MOTOR CORP SP ADR REP2COM	5,347.12	3,686.72	-1,660.40	
01-25-07	01-28-09	13	TYCO INTL LTD NEW	2,126.92	947.93		-1,178.99
05-02-08	01-28-09	110	TYSON FOODS INC CL A	1,966.76	988.22	-978.54	
07-01-08	01-28-09	150	WAL MART STORES INC	8,331.39	7,260.95	-1,070.44	
05-15-08	01-28-09	250	WESTERN DIGITAL CORP COM	7,930.86	3,557.60	-4,373.26	
08-19-08	01-28-09	200	XI CAPITAL LTD CL A	3,602.13	713.59	-2,888.54	
01-30-09	02-12-09	3,910.068	PIMCO FDS PAC INVT TOTAL RETRN PT	39,687.46	10,000.00	312.54	
04-30-09	05-15-09	201.932	PIMCO FDS PAC INVT TOTAL RETRN PT	2,094.41	2,129.24	34.83	
01-30-09	05-15-09	1,719.996	PIMCO FDS PAC INVT TOTAL RETRN PT	17,458.08	17,870.76	412.68	
TOTAL GAINS						2,436.34	6,112.78
TOTAL LOSSES						-170,982.31	-323,437.87
TOTAL REALIZED GAIN/LOSS						-168,545.97	-317,325.09
CAPITAL GAIN DISTRIBUTIONS							
	12-11-09		PIMCO FDS PAC INVT TOTAL RETRN PT			3,401.60	
	12-11-09		PIMCO FDS PAC INVT TOTAL RETRN PT				946.22
TOTAL DISTRIBUTIONS						3,401.60	946.22
TOTAL GAIN/LOSS						-165,144.37	-316,378.87

LT 50 790,940.00 12-11-09 34.78

ST 51 611.28 12-11-09 12

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 SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					332.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					18,355.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					14.	
346,091.		PRAIRIE CAPITAL - SEE STMT 514,637.					VAR -168,546.	VAR
433,235.		PRAIRIE CAPITAL - SEE STMT 750,560.					VAR -317,325.	VAR
TOTAL GAIN(LOSS)					<u>-467,170.</u>	