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

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 change

Name of foundation
RYAN W. SAYLES FOUNDATION 100162

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
43-1774887

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) ▶ \$ 432,475.

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

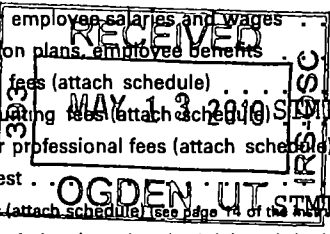
E If private foundation status was terminated under section 507(b)(1)(A), check here

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 | 14,822. | 14,322. | | |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | -1,195. | | | |
| b | Gross sales price for all assets on line 6a | 81,571. | | | |
| 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 | 13,627. | 14,322. | | |
| 13 | Compensation of officers, directors, trustees, etc. | 2,702. | 1,351. | | 1,351. |
| 14 | Other employee salaries and wages | | | | |
| 15 | Pension plans, employee benefits | | | | |
| 16a | Legal fees (attach schedule) | | | | |
| b | Accounting fees (attach schedule) | 750. | NONE | NONE | 750. |
| c | Other professional fees (attach schedule) | | | | |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule) (see page 14 of the instructions) | 328. | | | |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | | | | |
| 22 | Printing and publications | | | | |
| 23 | Other expenses (attach schedule) | | | | |
| 24 | Total operating and administrative expenses. Add lines 13 through 23 | 3,780. | 1,351. | NONE | 2,101. |
| 25 | Contributions, gifts, grants paid | 15,000. | | | 15,000. |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | 18,780. | 1,351. | NONE | 17,101. |
| 27 | Subtract line 26 from line 12: | | | | |
| a | Excess of revenue over expenses and disbursements | -5,153. | | | |
| b | Net investment income (if negative, enter -0-) | | 12,971. | | |
| c | Adjusted net income (if negative, enter -0-) | | | | |

POSTMARK DATE MAY 10 2010

SCANNED MAY 18 2010



| 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 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) | | | |
| | 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) | 432,342. | 427,184. | 432,475. |
| | 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) | 432,342. | 427,184. | 432,475. | |
| 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 | 432,342. | 427,184. | |
| | 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) | 432,342. | 427,184. | | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 432,342. | 427,184. | | |

| 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) | 1 432,342. |
| 2 | Enter amount from Part I, line 27a | 2 -5,153. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 |
| 4 | Add lines 1, 2, and 3 | 4 427,189. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 3 | 5 5. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 427,184. |

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 | | | (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) | | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | -1,195. |
| 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)) |
|---|--|--|---|
| 2008 | 12,509. | 426,900. | 0.02930194425 |
| 2007 | 12,565. | 412,349. | 0.03047176057 |
| 2006 | 18,564. | 404,736. | 0.04586693548 |
| 2005 | 20,445. | 410,672. | 0.04978425605 |
| 2004 | 28,003. | 430,032. | 0.06511840979 |
| 2 Total of line 1, column (d) | | | 0.22054330614 |
| 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 | | | 0.04410866123 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | | 428,442. | |
| 5 Multiply line 4 by line 3 | | | 18,898. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 130. |
| 7 Add lines 5 and 6 | | | 19,028. |
| 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. | | | 17,101. |

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total amount owed is 89, refunded 89.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number, Yes, and No. Includes questions about political campaigns, expenditures, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|--|--|----|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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, KANSAS CITY, MO ZIP + 4 ▶ 64106 | | | | |
| 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 checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | 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 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 | |
| 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 | |
| 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 |

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 5 | | 2,702. | -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 | 388,945. |
| b | Average of monthly cash balances | 1b | 46,022. |
| 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 | 434,967. |
| 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 | 434,967. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | 4 | 6,525. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 428,442. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 21,422. |

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 | 21,422. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 259. |
| b | Income tax for 2009. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 259. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 21,163. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 21,163. |
| 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 | 21,163. |

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 | 17,101. |
| 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 | 17,101. |
| 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 | 17,101. |

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 | | | | 21,163. |
| 2 Undistributed income, if any, as of the end of 2009: | | | | |
| a Enter amount for 2008 only | | | 10,733. | |
| b Total for prior years: 20____, 20____, 20____ | | NONE | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | NONE | | | |
| b From 2005 | NONE | | | |
| c From 2006 | NONE | | | |
| d From 2007 | NONE | | | |
| e From 2008 | NONE | | | |
| f Total of lines 3a through e | NONE | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ <u>17,101.</u> | | | | |
| a Applied to 2008, but not more than line 2a | | | 10,733. | |
| 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 2009 distributable amount | | | | 6,368. |
| e Remaining amount distributed out of corpus | NONE | | | |
| 5 Excess distributions carryover applied to 2009 . (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 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. | | | | 14,795. |
| 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 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | NONE | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | NONE | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | NONE | | | |
| b Excess from 2006 | NONE | | | |
| c Excess from 2007 | NONE | | | |
| d Excess from 2008 | NONE | | | |
| e Excess from 2009 | NONE | | | |

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).)
- KIM M SAYLES
- 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:
- SEE STATEMENT 6
- b The form in which applications should be submitted and information and materials they should include:
- N/A
- c Any submission deadlines:
- N/A
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
- N/A

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 Paid during the year SEE STATEMENT 7 | | | | |
| Total | | | | ▶ 3a 15,000. |
| b Approved for future payment | | | | |
| Total | | | | ▶ 3b |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

NOT APPLICABLE

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?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of:
- (1)** Cash **1a(1)** Yes No
 - (2)** Other assets **1a(2)** Yes No
- b** Other transactions:
- (1)** Sales of assets to a noncharitable exempt organization **1b(1)** Yes No
 - (2)** Purchases of assets from a noncharitable exempt organization **1b(2)** Yes No
 - (3)** Rental of facilities, equipment, or other assets **1b(3)** Yes No
 - (4)** Reimbursement arrangements **1b(4)** Yes No
 - (5)** Loans or loan guarantees **1b(5)** Yes No
 - (6)** Performance of services or membership or fundraising solicitations **1b(6)** Yes No
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees **1c** Yes No
- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|-------------|---------------------|---|--|
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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: Michelle Sullivan Date: 05/06/2010 Title: _____

Sign Here
 Preparer's Use Only:

| | | | |
|--|------------|---|--|
| Preparer's signature | Date | Check if self-employed <input type="checkbox"/> | Preparer's identifying number (See Signature on page 30 of the instructions) |
| <u>Wesley Hill</u> | 05/06/2010 | | P00162244 |
| Firm's name (or yours if self-employed), address, and ZIP code | EIN | Phone no. | |
| THOMSON REUTERS (TAX & ACCOUNTING) ONE NORTH DEARBORN ST., 5TH FLOOR CHICAGO, IL 60602 | 75-1297386 | 312-873-6900 | |

**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) | |
| 25,000.00 | | 25000.00 | | | | | 01/09/2009 | 12/29/2009 |
| | | 25000.00 | | | | | | |
| 181.00 | | 21002.742 | | | | | 11/12/2004 | 01/15/2009 |
| | | 187.00 | | | | | -6.00 | |
| 168.00 | | 20834.5104 | | | | | 11/12/2004 | 02/17/2009 |
| | | 173.00 | | | | | -5.00 | |
| 161.00 | | 20673.2232 | | | | | 11/12/2004 | 03/16/2009 |
| | | 166.00 | | | | | -5.00 | |
| 273.00 | | 20400.2574 | | | | | 11/12/2004 | 04/15/2009 |
| | | 281.00 | | | | | -8.00 | |
| 494.00 | | 19906.5984 | | | | | 11/12/2004 | 05/15/2009 |
| | | 508.00 | | | | | -14.00 | |
| 639.00 | | 19267.3656 | | | | | 11/12/2004 | 06/15/2009 |
| | | 658.00 | | | | | -19.00 | |
| 439.00 | | 18828.333 | | | | | 11/12/2004 | 07/15/2009 |
| | | 452.00 | | | | | -13.00 | |
| 512.00 | | 18316.3548 | | | | | 11/12/2004 | 08/17/2009 |
| | | 527.00 | | | | | -15.00 | |
| 647.00 | | 17669.4822 | | | | | 11/12/2004 | 09/15/2009 |
| | | 666.00 | | | | | -19.00 | |
| 153.00 | | 17516.6844 | | | | | 11/12/2004 | 10/15/2009 |
| | | 157.00 | | | | | -4.00 | |

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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) | |
| 158.00 | | 17358.285 | | | | | 11/12/2004 | 11/16/2009 |
| | | GOVT NATIONAL MTG ASSN DTD 10/ PROPERTY TYPE: SECURITIES | | | | | | |
| | | 163.00 | | | | | -5.00 | |
| 154.00 | | 17203.8822 | | | | | 11/12/2004 | 12/15/2009 |
| | | GOVT NATIONAL MTG ASSN DTD 10 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 159.00 | | | | | -5.00 | |
| 64.00 | | 488.984 | | | | | 07/03/2000 | 01/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 001 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 63.00 | | | | | 1.00 | |
| 65.00 | | 424.213 | | | | | 07/03/2000 | 02/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 001 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 64.00 | | | | | 1.00 | |
| 65.00 | | 359.4841 | | | | | 07/03/2000 | 03/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 00 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 64.00 | | | | | 1.00 | |
| 66.00 | | 293.9249 | | | | | 07/03/2000 | 04/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 00 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 65.00 | | | | | 1.00 | |
| 66.00 | | 228.2868 | | | | | 07/03/2000 | 05/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 00 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 65.00 | | | | | 1.00 | |
| 67.00 | | 161.6332 | | | | | 07/03/2000 | 06/22/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 00 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 66.00 | | | | | 1.00 | |
| 66.00 | | 95.7425 | | | | | 07/03/2000 | 07/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 001 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 65.00 | | | | | 1.00 | |
| 60.00 | | 35.6588 | | | | | 07/03/2000 | 08/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 001 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 60.00 | | | | | | |
| 19.00 | | 16.2606 | | | | | 07/03/2000 | 09/21/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 001 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 19.00 | | | | | | |

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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) | |
| 16.00 | | 64760. GOVT NATIONAL MTG ASSN POOL# 0019 PROPERTY TYPE: SECURITIES 16.00 | | | | | 07/03/2000 | 10/20/2009 |
| 18.00 | | 1726.2803 GOVT NATIONAL MTG ASSN POOL# 0 PROPERTY TYPE: SECURITIES 17.00 | | | | | 06/15/2000 | 01/20/2009 1.00 |
| 18.00 | | 1708.4023 GOVT NATIONAL MTG ASSN POOL# 0 PROPERTY TYPE: SECURITIES 18.00 | | | | | 06/15/2000 | 02/20/2009 |
| 18.00 | | 1690.4128 GOVT NATIONAL MTG ASSN POOL# 0 PROPERTY TYPE: SECURITIES 18.00 | | | | | 06/15/2000 | 03/20/2009 |
| 18.00 | | 1672.3108 GOVT NATIONAL MTG ASSN POOL# 0 PROPERTY TYPE: SECURITIES 18.00 | | | | | 06/15/2000 | 04/20/2009 |
| 18.00 | | 1654.0955 GOVT NATIONAL MTG ASSN POOL# 0 PROPERTY TYPE: SECURITIES 18.00 | | | | | 06/15/2000 | 05/20/2009 |
| 18.00 | | 1635.7665 GOVT NATIONAL MTG ASSN POOL# 0 PROPERTY TYPE: SECURITIES 18.00 | | | | | 06/15/2000 | 06/22/2009 |
| 18.00 | | 1617.3228 GOVT NATIONAL MTG ASSN POOL# 0 PROPERTY TYPE: SECURITIES 18.00 | | | | | 06/15/2000 | 07/20/2009 |
| 19.00 | | 1598.764 GOVT NATIONAL MTG ASSN POOL# 00 PROPERTY TYPE: SECURITIES 18.00 | | | | | 06/15/2000 | 08/20/2009 1.00 |
| 19.00 | | 1580.0893 GOVT NATIONAL MTG ASSN POOL# 0 PROPERTY TYPE: SECURITIES 18.00 | | | | | 06/15/2000 | 09/21/2009 1.00 |
| 19.00 | | 1561.2975 GOVT NATIONAL MTG ASSN POOL# 0 PROPERTY TYPE: SECURITIES 18.00 | | | | | 06/15/2000 | 10/20/2009 1.00 |

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| Kind of Property | | Description | | | | P r o p e r t y | 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) | |
| 19.00 | | 1542.3885 | | | | | 06/15/2000 | 11/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 0 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 19.00 | | | | | | |
| 19.00 | | 1523.361 | | | | | 06/15/2000 | 12/21/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 00 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 19.00 | | | | | | |
| 5.00 | | 491.645 | | | | | 06/15/2000 | 01/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 002 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 5.00 | | | | | | |
| 5.00 | | 486.1575 | | | | | 06/15/2000 | 02/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 00 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 5.00 | | | | | | |
| 6.00 | | 480.1033 | | | | | 06/15/2000 | 03/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 00 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 6.00 | | | | | | |
| 6.00 | | 474.161 | | | | | 06/15/2000 | 04/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 002 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 6.00 | | | | | | |
| 5.00 | | 468.94 | | | | | 06/15/2000 | 05/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 0029 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 5.00 | | | | | | |
| 6.00 | | 463.306 | | | | | 06/15/2000 | 06/22/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 002 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 6.00 | | | | | | |
| 6.00 | | 457.6325 | | | | | 06/15/2000 | 07/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 00 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 6.00 | | | | | | |
| 6.00 | | 451.9218 | | | | | 06/15/2000 | 08/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 00 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 6.00 | | | | | | |
| 6.00 | | 446.1735 | | | | | 06/15/2000 | 09/21/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 00 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 6.00 | | | | | | |

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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) | |
| 6.00 | | 440.3875 | | | | | 06/15/2000 | 10/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 00 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 6.00 | | | | | | |
| 6.00 | | 434.5638 | | | | | 06/15/2000 | 11/20/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 00 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 6.00 | | | | | | |
| 6.00 | | 428.6993 | | | | | 06/15/2000 | 12/21/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 00 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 6.00 | | | | | | |
| 74.00 | | 3543.293 | | | | | 06/23/2000 | 01/15/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 34 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 73.00 | | | | | 1.00 | |
| 79.00 | | 3464.4981 | | | | | 06/23/2000 | 02/17/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 3 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 78.00 | | | | | 1.00 | |
| 121.00 | | 3343.7125 | | | | | 06/23/2000 | 03/16/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 3 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 119.00 | | | | | 2.00 | |
| 76.00 | | 3267.2361 | | | | | 06/23/2000 | 04/15/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 3 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 75.00 | | | | | 1.00 | |
| 78.00 | | 3189.5845 | | | | | 06/23/2000 | 05/15/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 3 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 76.00 | | | | | 2.00 | |
| 80.00 | | 3109.9367 | | | | | 06/23/2000 | 06/15/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 3 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 78.00 | | | | | 2.00 | |
| 221.00 | | 2889.4054 | | | | | 06/23/2000 | 07/15/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 3 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 217.00 | | | | | 4.00 | |
| 73.00 | | 2816.346 | | | | | 06/23/2000 | 08/17/2009 |
| | | GOVT NATIONAL MTG ASSN POOL# 34 PROPERTY TYPE: SECURITIES | | | | | | |
| | | 72.00 | | | | | 1.00 | |

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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) | | |
| 109.00 | | 2707.7486 | | | | | 06/23/2000 | 09/15/2009 | |
| | | 107.00 | | | | | 2.00 | | |
| | | GOVT NATIONAL MTG ASSN POOL# 3 PROPERTY TYPE: SECURITIES | | | | | | | |
| 62.00 | | 2645.4818 | | | | | 06/23/2000 | 10/15/2009 | |
| | | 61.00 | | | | | 1.00 | | |
| | | GOVT NATIONAL MTG ASSN POOL# 3 PROPERTY TYPE: SECURITIES | | | | | | | |
| 308.00 | | 2337.1836 | | | | | 06/23/2000 | 11/16/2009 | |
| | | 304.00 | | | | | 4.00 | | |
| | | GOVT NATIONAL MTG ASSN POOL# 3 PROPERTY TYPE: SECURITIES | | | | | | | |
| 68.00 | | 2268.6918 | | | | | 06/23/2000 | 12/15/2009 | |
| | | 67.00 | | | | | 1.00 | | |
| | | GOVT NATIONAL MTG ASSN POOL# 3 PROPERTY TYPE: SECURITIES | | | | | | | |
| 24.00 | | 1146.4415 | | | | | 07/06/2000 | 01/15/2009 | |
| | | 24.00 | | | | | | | |
| | | GOVT NATIONAL MTG ASSN POOL# 7 PROPERTY TYPE: SECURITIES | | | | | | | |
| 24.00 | | 1122.1848 | | | | | 07/06/2000 | 02/17/2009 | |
| | | 24.00 | | | | | | | |
| | | GOVT NATIONAL MTG ASSN POOL# 7 PROPERTY TYPE: SECURITIES | | | | | | | |
| 29.00 | | 1093.4613 | | | | | 07/06/2000 | 03/16/2009 | |
| | | 29.00 | | | | | | | |
| | | GOVT NATIONAL MTG ASSN POOL# 7 PROPERTY TYPE: SECURITIES | | | | | | | |
| 25.00 | | 1068.56 | | | | | 07/06/2000 | 04/15/2009 | |
| | | 25.00 | | | | | | | |
| | | GOVT NATIONAL MTG ASSN POOL# 781 PROPERTY TYPE: SECURITIES | | | | | | | |
| 39.00 | | 1029.658 | | | | | 07/06/2000 | 05/15/2009 | |
| | | 39.00 | | | | | | | |
| | | GOVT NATIONAL MTG ASSN POOL# 78 PROPERTY TYPE: SECURITIES | | | | | | | |
| 48.00 | | 981.9535 | | | | | 07/06/2000 | 06/15/2009 | |
| | | 47.00 | | | | | 1.00 | | |
| | | GOVT NATIONAL MTG ASSN POOL# 78 PROPERTY TYPE: SECURITIES | | | | | | | |
| 23.00 | | 958.9573 | | | | | 07/06/2000 | 07/15/2009 | |
| | | 23.00 | | | | | | | |
| | | GOVT NATIONAL MTG ASSN POOL# 78 PROPERTY TYPE: SECURITIES | | | | | | | |

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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) | | |
| 43.00 | | 916.388 | | | | | 07/06/2000 | 08/17/2009 | |
| | | 42.00 | | | | | 1.00 | | |
| | | GOVT NATIONAL MTG ASSN POOL# 781 PROPERTY TYPE: SECURITIES | | | | | | | |
| 30.00 | | 885.9043 | | | | | 07/06/2000 | 09/15/2009 | |
| | | 30.00 | | | | | | | |
| | | GOVT NATIONAL MTG ASSN POOL# 78 PROPERTY TYPE: SECURITIES | | | | | | | |
| 31.00 | | 855.3993 | | | | | 07/06/2000 | 10/15/2009 | |
| | | 30.00 | | | | | 1.00 | | |
| | | GOVT NATIONAL MTG ASSN POOL# 78 PROPERTY TYPE: SECURITIES | | | | | | | |
| 33.00 | | 822.5945 | | | | | 07/06/2000 | 11/16/2009 | |
| | | 33.00 | | | | | | | |
| | | GOVT NATIONAL MTG ASSN POOL# 78 PROPERTY TYPE: SECURITIES | | | | | | | |
| 50.00 | | 772.6273 | | | | | 07/06/2000 | 12/15/2009 | |
| | | 50.00 | | | | | | | |
| | | GOVT NATIONAL MTG ASSN POOL# 78 PROPERTY TYPE: SECURITIES | | | | | | | |
| 50,000.00 | | 50000. | | | | | 11/08/2004 | 06/15/2009 | |
| | | 51,113.00 | | | | | -1,113.00 | | |
| | | UNITED STATES TREASURY NOTES DTD PROPERTY TYPE: SECURITIES | | | | | | | |
| TOTAL GAIN (LOSS) | | | | | | | ----- | -1,195. | ===== |

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 ----- |
|----------------------------|--|
| FEDERAL ESTIMATES - INCOME | 328. |
| | ----- |
| TOTALS | 328. |
| | ===== |

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

=====

DESCRIPTION

AMOUNT

ROUNDING

5.

TOTAL

5.
=====

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

MO

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

=====

OFFICER NAME:

UMB BANK, N.A.

ADDRESS:

P.O. BOX 419692

KANSAS CITY, MO 64141

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,702.

TOTAL COMPENSATION: 2,702.

=====

=====

RECIPIENT NAME:
PATTI GLASS C/O UMB BANK, N.A.
ADDRESS:
P.O. BOX 41962
KANSAS CITY, MO 64106

=====

RECIPIENT NAME:

KANSAS CITY ZOO

ADDRESS:

6700 ZOO DR.

KANSAS CITY, MO 64132

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 15,000.

TOTAL GRANTS PAID:

15,000.

=====



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

Account Title
Account Number

Ryan W. Sayles Foundation
100162

Portfolio(s) Included in Statement

Portfolio Number 100162.1 Portfolio Name Ryan W. Sayles Foundation Inc Usd
Portfolio Number 100162.2 Portfolio Name Ryan W. Sayles Foundation Pri Usd

Statement of Investment Position

| Units | Original Face | Asset Description | Cost Basis | | Market Value | | % of Account | Estimated Annual Income | Market Yield |
|-------|---------------|---|------------|------|--------------|--------|--------------|-------------------------|--------------|
| | | | Total | Unit | Total | Price | | | |
| 25000 | | Federal Farm Credit Bank DTD 5/15/2008 4.200% 5/15/2015 AAA 31331YP46 | 25,406 00 | 1 02 | 26,242.25 | 104 97 | 6 07% | 1,050 00 | 4 00 |
| 25000 | | Federal Farm Credit Banks DTD 1/12/2009 2.250% 1/12/2012 Call 01/12/10 @ 100 AAA 31331GJV2 | 25,000 00 | 1 00 | 25,007 75 | 100 03 | 5 78% | 562 50 | 2 25 |
| 25000 | | Federal Farm Credit Banks DTD 8/21/2009 3.000% 9/22/2014 AAA 31331GL80 | 24,889 50 | 1 00 | 25,078.25 | 100 31 | 5 80% | 750 00 | 2 99 |



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

Account Title Ryan W. Sayles Foundation
Account Number 100162

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 | | | |
| 50000 | Federal Home Loan Bank DTD 5/24/2005 4 250% 6/10/2011 AAA 3133XBYA7 | 50,783 00 | 1.02 | 52,250 00 | 104 50 | 12 08% | 2,125 00 | 4 07 | |
| 25000 | Federal Home Loan Mortgage Corp DTD 4/1/2008 3.710% 4/1/2013 Call 04/01/10 @ 100 AAA 3128X7FR0 | 25,554 75 | 1 02 | 25,178 00 | 100 71 | 5 82% | 927 50 | 3 68 | |
| 50000 | Federal Home Loan Mortgage Corp DTD 6/21/2005 4 125% 7/12/2010 AAA 3134AAVB7 | 50,820 00 | 1 02 | 51,000 00 | 102 00 | 11.79% | 2,062 50 | 4 04 | |
| 25000 | Federal National Mortgage Assn DTD 8/14/2009 3 000% 9/16/2014 AAA 31398AYY2 | 25,000 25 | 1 00 | 25,320.25 | 101 28 | 5 85% | 750 00 | 2 96 | |
| 25000 | Federal National Mortgage Assn DTD 9/10/2009 2 150% 9/10/2012 Call 9/10/10 @ 100 AAA 31398AZA3 | 25,000 00 | 1 00 | 25,101 50 | 100 41 | 5 80% | 537 50 | 2.14 | |
| 772 6273 | Govt National Mtg Assn | 767 31 | 0 99 | 825 14 | 106 80 | 0 19% | 54 08 | 6 55 | |
| 25000 | DTD 1/1/2000 7 0000% 6/15/2013 36225BHA9 Pool # 781125 | | | | | | | | |
| 17203 8822 | Govt National Mtg Assn | 17,714.62 | 1 03 | 18,190 42 | 105 73 | 4.21% | 860 19 | 4 73 | |
| 60000 | DTD 10/1/2003 5.0000% 10/15/2018 36200MXT5 Pool # 604690 | | | | | | | | |
| 2268.6918 | Govt National Mtg Assn | 2,234 67 | 0 99 | 2,454 80 | 108 20 | 0 57% | 158 81 | 6.47 | |
| 65000 | DTD 2/1/1993 7 0000% 2/15/2013 36203B5V2 Pool # 344760 | | | | | | | | |





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

Account Title **Ryan W. Sayles Foundation**
 Account Number **100162**

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 | | | |
| 1523 361 | 0 98 | Govt National Mtg Assn DTD 5/1/2000 7 0000% 5/20/2015 36202DHD6 Pool # 002928 | 1,498 34 | | 1,639 99 | 107 66 | 0 38% | 106.64 | 6 50 |
| 428 6993 | 0 98 | Govt National Mtg Assn DTD 6/1/2000 7 0000% 6/20/2015 36202DHD7 Pool # 002939 | 421.47 | | 461 52 | 107 66 | 0 11% | 30 01 | 6 50 |
| 50000 | 1 02 | United States Treas Nts DTD 8/15/2002 4 375% 8/15/2012 AAA 912828AJ9 | 51,195 31 | | 53,793 00 | 107 59 | 12 44% | 2,187 50 | 4 07 |
| 50000 | 1 07 | United States Treasury Notes DTD 2/15/2001 5 000% 2/15/2011 AAA 9128276T4 | 53,367.19 | | 52,400 50 | 104.80 | 12 12% | 2,500 00 | 4 77 |
| Total Govt & Agency Bonds | | | 379,652.41 | | 384,943.37 | | 89.01% | 14,662.23 | 3.81 |
| Total Fixed Income Securities | | | 379,652.41 | | 384,943.37 | | 89 01% | 14,662.23 | 3.81 |
| Cash & Equivalents | | | | | | | | | |
| Money Market Funds | | | | | | | | | |
| 47531 32 | 1 00 | Fidelity Money Market Fund #59 316175207 | 47,531 32 | | 47,531 32 | 1 00 | 10 99% | 118 07 | 0 25 |
| Total Money Market Funds | | | 47,531.32 | | 47,531.32 | | 10.99% | 118.07 | 0.25 |
| Cash | | | | | | | | | |
| Cash USD | | | | | | 1 00 | 0.00% | | |
| Total Cash | | | | | | | 0.00% | | |
| Total Cash & Equivalents | | | 47,531 32 | | 47,531 32 | | 10 99% | 118 07 | 0 25 |
| Total Assets | | | 427,183.73 | | 432,474 69 | | 100 00% | 14,780 30 | 3 42 |