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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

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

Name of foundation
CLIFFORD WILLARD GAYLORD FOUNDATION
BARBARA LAWTON

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
3354 LAKE BEND DRIVE

City or town, state, and ZIP code
VALLEY PARK, MO 63088-2524

A Employer identification number
43-6027517

B Telephone number
636-225-5115

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 of year *(from Part II, col. (c), line 16)* ▶$ 7,762,276.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(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).)

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	354,973.	354,973.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-307,849.			
	b	Gross sales price for all assets on line 6a 1,374,760.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	47,124.	354,973.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	17,550.	8,775.		8,775.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	1,600.	800.		800.
	c	Other professional fees STMT 3	1,946.	973.		973.
	17	Interest				
	18	Taxes STMT 4	3,063.	542.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	24,159.	11,090.		10,548.
	25	Contributions, gifts, grants paid	385,000.			385,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	409,159.	11,090.		395,548.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-362,035.			
	b	**Net investment income** (if negative, enter -0-)		343,883.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	306,747.	147,698.	147,698.
	2	Savings and temporary cash investments	190,000.	95,000.	96,153.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 5	556,788.	426,193.	444,525.
	b	Investments - corporate stock STMT 6	3,578,409.	3,638,121.	3,708,053.
	c	Investments - corporate bonds STMT 7	3,302,594.	3,270,335.	3,349,976.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 8)	20,715.	15,871.	15,871.
	16	**Total assets** (to be completed by all filers)	7,955,253.	7,593,218.	7,762,276.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	8,097,286.	8,097,286.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	-142,033.	-504,068.	
	30	**Total net assets or fund balances**	7,955,253.	7,593,218.	
	31	**Total liabilities and net assets/fund balances**	7,955,253.	7,593,218.	

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	7,955,253.
2	Enter amount from Part I, line 27a	2	-362,035.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,593,218.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,593,218.

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				
b	SEE ATTACHED STATEMENT			
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	1,374,760.		1,682,609.	-307,849.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				-307,849.

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** -307,849.

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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	428,735.	8,175,592.	.052441
2007	344,856.	8,765,457.	.039343
2006	399,665.	8,552,619.	.046730
2005	258,692.	8,160,298.	.031701
2004	221,820.	7,323,356.	.030289

2	**Total** of line 1, column (d)	2	.200504
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	.040101
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,206,109.
5	Multiply line 4 by line 3	5	288,972.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,439.
7	Add lines 5 and 6	7	292,411.
8	Enter qualifying distributions from Part XII, line 4	8	395,548.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	3,439.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	3,439.
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	3,439.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,040.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	4,040.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	601.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 601. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ BARBARA LAWTON Telephone no. ▶ 314-966-6622
Located at ▶ 333 S KIRKWOOD RD, KIRKWOOD, MO ZIP+4 ▶ 63122

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	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

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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)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (No)

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		17,550.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,843,485.
b	Average of monthly cash balances	1b	472,362.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,315,847.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,315,847.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	109,738.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,206,109.
6	**Minimum investment return.** Enter 5% of line 5	6	360,305.

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

1	Minimum investment return from Part X, line 6	1	360,305.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 3,439.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	3,439.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	356,866.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	356,866.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	356,866.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	395,548.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	395,548.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,439.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	392,109.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				356,866.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			380,683.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 395,548.				
a Applied to 2008, but not more than line 2a			380,683.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				14,865.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				342,001.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10				
Total			▶ 3a	385,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	354,973.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	-307,849.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		47,124.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 47,124.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Barbara P. Lawton TEE 4-23-10 Trustee/Chairman

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ▶ ☐	Preparer's identifying number
Julianne Beasley	4/22/2010		P00403140

Firm's name (or yours if self-employed), address, and ZIP code ▶ HUMES & BARRINGTON, LLC 333 S. KIRKWOOD RD. STE 300 ST. LOUIS, MO 63122

EIN ▶

Phone no. (314)966-6622

923622 02-02-10

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	ACCT 186-11030-1-6 -SHORT TERM SEE ATTACHED EXHIB	P	VARIOUS	VARIOUS
b	ACCT 186-11030-1-6 -LONG TERM SEE ATTACHED EXHIBI	P	VARIOUS	VARIOUS
c	ACCT 186-11368-1-8 -SHORT TERM SEE ATTACHED EXHIB	P	VARIOUS	VARIOUS
d	ACCT 186-11368-1-8 -LONG TERM SEE ATTACHED EXHIBI	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	24,995.		49,770.	-24,775.
b	855,085.		955,536.	-100,451.
c	1,385.		708.	677.
d	492,788.		676,595.	-183,807.
e	507.			507.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-24,775.
b				-100,451.
c				677.
d				-183,807.
e				507.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	-307,849.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

EXHIBIT I

Edward Jones

Payer's Federal Identification Number:
43-1591643

2009 COST BASIS SUMMARY

Edward Jones Account Number:
186-11030-1-6

Printed on February 1, 2010

FIGURES ARE FINAL

Recipient's Identification Number:
43-6027517

Recipient's Name and Address:
BARBARA P LAWTON &
HERB JONES ET AL TTEES
U/A DTD 11/12/48 CLIFFORD
WILLARD GAYLORD FOUNDATION TR
3354 LAKE BEND DRIVE
VALLEY PARK MO 63088-2524

THIS IS NOT A 1099 FORM AND IS NOT REPORTED TO THE IRS. It is a summary of the cost basis information for most of the transactions reported on your Form 1099-B. Please note that in the table below, the LT indicates a long-term gain/(loss), ST indicates a short-term gain/(loss), and a UN indicates the holding period could not be determined. **Cost Basis information may be from outside sources or provided by clients and has not been verified for accuracy. It should not be relied upon for tax preparation purposes without independent verification by your tax advisor.** The Average Cost method is used to calculate the cost basis for open-end mutual funds. The FIFO (first-in, first-out) method is used for all other securities. Cost basis adjustments for spin-offs, wash-sale, and return of capital rules may not have been applied. If any other method of calculating cost basis has been used for tax preparations, do not rely on the following figures.

QUANTITY/ CUSIP NO.	DESCRIPTION/ ADJUSTMENTS	DATE ACQUIRED	DATE SOLD	PROCEEDS (Sales Price)	COST BASIS	GAIN/(LOSS)	
100,000 046003DD8	ASSOCIATES CORP NORTH AMER S	05/18/2000	08/03/2009	100,000.00	99,400.00	600.00	LT
50,000 060505BH6	BANK OF AMER SENIOR NOTE	02/04/2004	02/17/2009	50,000.00	49,942.50	57.50	LT
20,000 107583GG5	BREWER ME GO	05/18/2000	05/01/2009	20,000.00	19,900.00	100.00	LT
100,000 16161ABK3	CHASE MANHATTAN NEW SUB NOTE	01/25/2001	01/15/2009	100,000.00	100,004.00	(4.00)	LT
25,000 3133F0K73	FHLMC MEDIUM TERM NOTE	09/25/2007	05/05/2009	25,000.00	24,004.95	995.05	LT
60,000 3136F3D52	FNMA MEDIUM TERM NOTE	08/21/2007	05/11/2009	60,000.00	56,629.95	3,370.05	LT
100,000 3136F3WH5	FNMA MEDIUM TERM NOTE	05/29/2003	04/06/2009	100,000.00	100,000.00	.00	LT
50,000 74254PNY4	PRINCIPAL LIFE CORENOTES	11/03/2006	11/16/2009	50,000.00	50,000.00	.00	LT
80,000 74254PQZ8	PRINCIPAL LIFE CORENOTES	03/23/2007	03/16/2009	80,000.00	80,000.00	.00	LT
95,000 939389QR6	WASHINGTON MUTUAL BANK CD	07/07/2008	07/10/2009	95,000.00	95,000.00	.00	LT
50,000 02687QBW7	AMERN INTL GROUP INC NOTES	04/03/2008	02/27/2009	24,995.05	49,769.95	(24,774.90)	ST
100,000 12557WQE4	CIT GROUP INC INTERNOTES	02/05/2007	07/17/2009	44,245.05	100,000.00	(55,754.95)	LT
80,000 12557WRJ2	CIT GROUP INC INTERNOTES	03/26/2007	07/14/2009	32,195.05	80,000.00	(47,804 95)	LT
100,000 98372PAF5	XL CAPITAL LIMITED SENIOR NO	07/19/2005	12/08/2009	98,645.05	100,654.95	(2,009.90)	LT

EdwardJones

Payer's Federal Identification Number:
43-1591643

2009 COST BASIS SUMMARY

Edward Jones Account Number:
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43-6027517

Recipient's Name and Address:
BARBARA P LAWTON &
HERB JONES ET AL TTEES
U/A DTD 11/12/48 CLIFFORD
WILLARD GAYLORD FOUNDATION TR
3354 LAKE BEND DRIVE
VALLEY PARK MO 63088-2524

QUANTITY/ CUSIP NO.	DESCRIPTION/ ADJUSTMENTS	DATE ACQUIRED	DATE SOLD	PROCEEDS (Sales Price)	COST BASIS	GAIN/(LOSS)
					TOTAL ST PROCEEDS	24,995 05
					TOTAL ST COST BASIS	49,769.95
					TOTAL ST GAIN	0.00
					TOTAL ST LOSS	(24,774.90)
					NET ST G/L	**(24,774.90)**
					TOTAL LT PROCEEDS	855,085.15
					TOTAL LT COST BASIS	955,536.35
					TOTAL LT GAIN	5,122.60
					TOTAL LT LOSS	(105,573.80)
					NET LT G/L	**(100,451.20)**
					NET GAIN/(LOSS)	**(125,226.10)**

EXHIBIT II

Edward Jones

Payer's Federal Identification Number:
43-1591643

Edward Jones Account Number:
186-11368-1-8

Recipient's Identification Number:
43-6027517

2009 COST BASIS SUMMARY

Printed on February 1, 2010

FIGURES ARE FINAL

Recipient's Name and Address: BARBARA P LAWTON & HERB JONES ET AL TTEES
U/A DTD 11/12/48
CLIFFORD WILLARD GAYLORD FOUND
3354 LAKE BEND DRIVE
VALLEY PARK MO 63088-2524

THIS IS NOT A 1099 FORM AND IS NOT REPORTED TO THE IRS. It is a summary of the cost basis information for most of the transactions reported on your Form 1099-B. Please note that in the table below, the LT indicates a long-term gain/(loss), ST indicates a short-term gain/(loss), and a UN indicates the holding period could not be determined. **Cost Basis information may be from outside sources or provided by clients and has not been verified for accuracy. It should not be relied upon for tax preparation purposes without independent verification by your tax advisor.** The Average Cost method is used to calculate the cost basis for open-end mutual funds. The FIFO (first-in, first-out) method is used for all other securities. Cost basis adjustments for spin-offs, wash-sale, and return of capital rules may not have been applied. If any other method of calculating cost basis has been used for tax preparations, do not rely on the following figures.

QUANTITY/ CUSIP NO.	DESCRIPTION/ ADJUSTMENTS	DATE ACQUIRED	DATE SOLD	PROCEEDS (Sales Price)	COST BASIS	GAIN/(LOSS)	
994 020002101	ALLSTATE CORP	VARIOUS	04/08/2009	20,783.86	45,920.19	(25,136.33)	LT
1,900 060505104	BANK OF AMERICA CORP	VARIOUS	06/09/2009	22,377.35	88,874.54	(66,497.19)	LT
93 124830100	CBL & ASSOC PPTYS INC	04/20/2009	06/09/2009	594.30	288.28	306.02	ST
1,444	CBL & ASSOC PPTYS INC	VARIOUS	06/09/2009	9,227.70	39,061.06	(29,833.36)	LT
1,537	**TOTAL**		**06/09/2009**	**9,822.00**	**39,349.34**	**(29,527.34)**	
73 251591103	DEVELOPERS DIVERSIFIED RLTY	04/23/2009	06/09/2009	398.75	204.38	194.37	ST
1,172	DEVELOPERS DIVERSIFIED RLTY	VARIOUS	06/09/2009	6,401.91	40,329.24	(33,927.33)	LT
1,245	**TOTAL**		**06/09/2009**	**6,800.66**	**40,533.62**	**(33,732.96)**	
48 251591103	DEVELOPERS DIVERSIFIED RLTY	07/23/2009	10/29/2009	391.63	215.50	176.13	ST
100 278265103	EATON VANCE CORP NON VOTING	11/18/2004	04/08/2009	2,168.53	2,295.51	(126.98)	LT
100 278265103	EATON VANCE CORP NON VOTING	05/14/2004	04/08/2009	2,166.42	1,714.00	452.42	LT
210 278265103	EATON VANCE CORP NON VOTING	VARIOUS	04/08/2009	4,546.90	3,794.24	752.66	LT
300 278265103	EATON VANCE CORP NON VOTING	05/14/2004	04/08/2009	6,499.47	5,142.00	1,357.47	LT
305 278265103	EATON VANCE CORP NON VOTING	05/14/2004	04/08/2009	6,610.37	5,227.70	1,382.67	LT
500 278265103	EATON VANCE CORP NON VOTING	VARIOUS	04/08/2009	10,842.29	9,988.89	853.40	LT
673 278265103	EATON VANCE CORP NON VOTING	VARIOUS	04/08/2009	14,566.91	12,519.10	2,047.81	LT
180 302571104	FPL GROUP INC	11/19/2004	06/09/2009	9,627.18	6,535.10	3,092.08	LT

EdwardJones

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2009 COST BASIS SUMMARY

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U/A DTD 11/12/48
CLIFFORD WILLARD GAYLORD FOUND
3354 LAKE BEND DRIVE
VALLEY PARK MO 63088-2524

QUANTITY/ CUSIP NO.	DESCRIPTION/ ADJUSTMENTS	DATE ACQUIRED	DATE SOLD	PROCEEDS (Sales Price)	COST BASIS	GAIN/(LOSS)	
1,072 534187109	LINCOLN NATIONAL CORP	VARIOUS	06/09/2009	19,610.07	48,219.29	(28,609.22)	LT
550 552690109	MDU RESOURCES GROUP INC	05/14/2004	06/09/2009	10,057.64	5,436 44	4,621.20	LT
100 646025106	NEW JERSEY RESOURCES CORP	VARIOUS	06/09/2009	3,409.90	2,566.66	843.24	LT
200 646025106	NEW JERSEY RESOURCES CORP	01/29/2004	06/09/2009	6,818.66	5,132.00	1,686.66	LT
1,474 646025106	NEW JERSEY RESOURCES CORP	VARIOUS	08/14/2009	52,956.44	38,575 80	14,380.64	LT
330 67019E107	NSTAR	11/19/2004	06/09/2009	9,869.31	8,386.65	1,482.66	LT
950 713448108	PEPSICO INC	11/16/2004	12/08/2009	59,493.28	49,046.00	10,447.28	LT
300 748356102	QUESTAR CORP	01/29/2004	06/09/2009	9,749.08	5,403 00	4,346.08	LT
434 748356102	QUESTAR CORP	VARIOUS	12/08/2009	16,434.42	7,769.02	8,665.40	LT
800 748356102	QUESTAR CORP	VARIOUS	12/08/2009	30,299.72	15,994.96	14,304.76	LT
691 891160509	TORONTO DOMINION BK NEW	03/31/2008	12/08/2009	41,761.58	41,777.86	(16.28)	LT
437 92240G101	VECTREN CORP	11/19/2004	12/08/2009	10,468.58	11,480.89	(1,012.31)	LT
540 92240G101	VECTREN CORP	11/19/2004	12/08/2009	12,929.32	14,186.91	(1,257.59)	LT
1,073 92240G101	VECTREN CORP	VARIOUS	12/08/2009	25,682.41	26,600 60	(918.19)	LT
2,000 948741103	WEINGARTEN REALTY INVESTORS	11/19/2004	08/14/2009	34,329.17	75,896.74	(41,567.57)	LT
2,100 949746101	WELLS FARGO & CO	VARIOUS	02/13/2009	33,099.37	58,720.93	(25,621.56)	LT

EdwardJones

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2009 COST BASIS SUMMARY

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U/A DTD 11/12/48
CLIFFORD WILLARD GAYLORD FOUND
3354 LAKE BEND DRIVE
VALLEY PARK MO 63088-2524

QUANTITY/ CUSIP NO.	DESCRIPTION/ ADJUSTMENTS	DATE ACQUIRED	DATE SOLD	PROCEEDS (Sales Price)	COST BASIS	GAIN/(LOSS)
					TOTAL ST PROCEEDS	1,384.68
					TOTAL ST COST BASIS	708.16
					TOTAL ST GAIN	676.52
					TOTAL ST LOSS	0.00
					NET ST G/L	**676.52**
					TOTAL LT PROCEEDS	492,787.84
					TOTAL LT COST BASIS	676,595.32
					TOTAL LT GAIN	70,716.43
					TOTAL LT LOSS	(254,523.91)
					NET LT G/L	**(183,807.48)**
					NET GAIN/(LOSS)	**(183,130.96)**

FORM 990-PF — DIVIDENDS AND INTEREST FROM SECURITIES — STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ED JONES-11030	239,320.	0.	239,320.
ED JONES-11368	116,160.	507.	115,653.
TOTAL TO FM 990-PF, PART I, LN 4	355,480.	507.	354,973.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,600.	800.		800.
TO FORM 990-PF, PG 1, LN 16B	1,600.	800.		800.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSE	1,946.	973.		973.
TO FORM 990-PF, PG 1, LN 16C	1,946.	973.		973.

FORM 990-PF — TAXES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2008 ESTIMATED FEDERAL TAX PAYMENTS	2,521.	0.		0.
FOREIGN TAX PAID ON INVESTMENTS	542.	542.		0.
TO FORM 990-PF, PG 1, LN 18	3,063.	542.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS	X		303,578.	323,821.
MUNICIPAL BONDS		X	122,615.	120,704.
TOTAL U.S. GOVERNMENT OBLIGATIONS			303,578.	323,821.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			122,615.	120,704.
TOTAL TO FORM 990-PF, PART II, LINE 10A			426,193.	444,525.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	3,638,121.	3,708,053.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,638,121.	3,708,053.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	3,270,335.	3,349,976.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,270,335.	3,349,976.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENT ASSETS	20,715.	15,871.	15,871.
TO FORM 990-PF, PART II, LINE 15	20,715.	15,871.	15,871.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BARBARA P. LAWTON 3354 LAKE BEND DR. VALLEY PARK, MO 63088	TRUSTEE 1.00	3,510.	0.	0.
DAVE WHITE 1510 FRIAR LANE KIRKWOOD, MO 63122	TRUSTEE 1.00	3,510.	0.	0.
HERBERT S. JONES 702 BRIARFARM KIRKWOOD, MO 63122	TRUSTEE 1.00	3,510.	0.	0.
JUDY MOSKOFF 22 ALGONQUIN WOODS PL GLENDALE, MO 63122	TRUSTEE 1.00	3,510.	0.	0.
DANIEL A. GRAHAM 600 A WEST WOODBINE KIRKWOOD, MO 63122	TRUSTEE 1.00	3,510.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		17,550.	0.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ANNIE'S HOPE 1333 W LOCKWOOD, STE 104 ST LOUIS, MO 63122	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.
AUDOBON CENTER 201 W RIVIERA DR SUITE A JOPLIN, MO 64804	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
BOY SCOUTS OF AMERICA 4568 WEST PINE BLVD ST LOUIS, MO 63108	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,000.
BOYS AND GIRLS TOWN OF MISSOURI 4485 WESTMINSTER PLACE ST LOUIS, MO 63108	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.
CENTRAL INSTITUTE FOR THE DEAF 825 S TAYLOR AVE ST LOUIS, MO 63110	NONE FAMILY CENTER SUPPORT	PUBLIC CHARITY	6,000.
CHANCELLOR'S RESIDENCE PRESERVATION SOCIETY 306 REYNOLDS ALUMNI CENTER COLUMBIA, MO 65211	NONE GENERAL FINANCIAL SUPPORT	PUBLIC CHARITY	4,000.
CIRCLE OF CONCERN 112 ST LOUIS AVE VALLEY PARK, MO 63088	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
CIRCUS FLORA 3547 OLIVE ST, 2ND FL ST LOUIS, MO 63103	NONE GENERAL FINANCIAL SUPPORT	PUBLIC CHARITY	3,000.

COMPTON HEIGHTS CONCERT BAND OF STL 3120 LAFAYETTE ST LOUIS, MO 63104	NONE GENERAL FINANCIAL SUPPORT	PUBLIC CHARITY	4,000.
DOWNTOWN KIRKWOOD 130 E JEFFERSON 2ND FL KIRKWOOD, MO 63122	NONE GENERAL FINANCIAL SUPPORT	PUBLIC CHARITY	2,000.
EDGEWOOD CHILDREN'S CENTER 330 NORTH GORE AVE WEBSTER GROVES, MO 63119	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
FELLOWSHIP OF CHRISTIAN ATHLETES 1325 N. HIGHWAY DR FENTON, MO 63099	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,000.
FOREST PARK FOREVER 5595 GRAND DR FOREST PARK, MO 63112	NONE EDUCATIONAL PROGRAM	PUBLIC CHARITY	8,000.
FOREST RELEAF 4207 LINDELL STE 301 ST LOUIS, MO 63108	NONE PRIORITY RELIEF PROGRAM	PUBLIC CHARITY	2,000.
FRANK LLOYD WRIGHT HOUSE 40 UPPER LADUE RD ST LOUIS, MO 63124	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,000.
GATEWAY GREENING 4475 CASTLEMAN AVE ST LOUIS, MO 63110	NONE PROGRAM SUPPORT	PUBLIC CHARITY	6,000.
GIRL SCOUTS OF EASTERN MO 2300 BALL DR ST. LOUIS, MO 63146	NONE GENERAL DONATION	PUBLIC CHARITY	2,000.
GOOD SHEPHERD SCHOOL FOR CHILDREN 1170 TIMBER RUN DR ST LOUIS, MO 63146	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.

HAVEN OF GRACE 1225 WARREN ST. ST. LOUIS, MO 63106	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,000.
INDEPENDENCE CENTER 4245 FOREST PARK AVE. ST LOUIS, MO 63108	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.
JUNIOR ACHIEVEMENT 17339 N OUTER FORTY RD CHESTERFIELD, MO 63005	NONE K-12 PROGRAM SUPPORT	PUBLIC CHARITY	2,000.
KETC CHANNEL 9 3655 OLIVE ST ST. LOUIS, MO 63108	NONE INITIATIVE SUPPORT	PUBLIC CHARITY	5,000.
KIRK CARE P.O. BOX 220652 ST LOUIS, MO 63122	NONE GENERAL SUPPORT	PUBLIC CHARITY	1,000.
KIRKWOOD AREA ARTS COUNCIL PO BOX 220492 ST LOUIS, MO 63122	NONE GENERAL SUPPORT	PUBLIC CHARITY	2,000.
KIRKWOOD HISTORICAL SOCIETY PO BOX 220602 KIRKWOOD, MO 63122	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
KIRKWOOD ORCHESTRA PARENT ASSOCATION 726 LOCKETT ROAD KIRKWOOD, MO 63122	NONE SPONSORSHIP	PUBLIC CHARITY	2,000.
KIRKWOOD PUBLIC LIBRARY 140 E JEFFERSON ST LOUIS, MO 63122	NONE GENERAL SUPPORT	PUBLIC CHARITY	5,000.
KIRKWOOD TRAIN STATION 1506 NORTHLIN DR KIRKWOOD, MO 63122	NONE GENERAL DONATION	PUBLIC CHARITY	3,000.

KIRKWOOD/WEBSTER YMCA 226 E LOCKWOOD ST LOUIS, MO 63119	NONE PROGRAM SUPPORT	PUBLIC CHARITY	4,000.
LIFELONG LEARNING INSTITUTE, WASHINGTON UNIVERSITY 7425 FORSYTH BLVD. CAMPUS BOX 1145 ST LOUIS, MO 63105	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,000.
MAGIC HOUSE 516 S KIRKWOOD RD ST LOUIS, MO 63122	NONE PROGRAM SUPPORT	PUBLIC CHARITY	15,000.
MAKE A WISH FOUNDATION 8251 MARYLAND AVE STE 10 CLAYTON, MO 63105	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
MANOR GROVE 711 S KIRKWOOD RD ST LOUIS, MO 63122	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,000.
MARK TWAIN HOME 120 N MAIN STREET HANNIBAL, MO 63041	NONE OPERATIONS SUPPORT	PUBLIC CHARITY	2,000.
MATTHEWS-DICKEY BOYS AND GIRLS CLUB 4245 N KINGSHIGHWAY BLVD ST LOUIS, MO 63115	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
MISSOURI 4-H FOUNDATION 819 CLARK HALL COLUMBIA, MO 65211	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
MISSOURI BOTANICAL GARDEN PO BOX 299 ST LOUIS, MO 63166	NONE EDUCATIONAL PROGRAM	PUBLIC CHARITY	10,000.
MISSOURI GIRLS TOWN PO BOX 59-8548 JADE ROAD KINGDOM CITY, MO 65262	NONE PROGRAM SUPPORT	PUBLIC CHARITY	25,000.

MUSEUM OF TRANSPORTATION 3015 BARRETT STATION ROAD ST LOUIS, MO 63122	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
NATIONAL COUNCIL ON ALCOHOLISM & DRUG ABUSE 8790 MANCHESTER RD ST LOUIS, MO 63144	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
NATURE CONSERVANCY 2800 S BRENTWOOD BLVD ST LOUIS, MO 63144	NONE CONSERVATION EFFORTS	PUBLIC CHARITY	20,000.
OPERA THEATRE OF STL PO BOX 191910 ST LOUIS, MO 63119	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
OPERATION BRIGHTSIDE 4646 SHENANDOAH AVE ST LOUIS, MO 63110	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.
PARAQUAD 5240 OAKLAND AVE ST LOUIS, MO 63110	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,000.
PRESBYTERIAN CHILDREN'S SERVICES 1353 N WARSON RD ST LOUIS, MO 63132	NONE PROGRAM SUPPORT	PUBLIC CHARITY	4,000.
RANKEN JORDAN TECHNICAL COLLEGE 11365 DORSETT ROAD MARYLAND HEIGHTS, MO 63043	NONE OPERATIONAL GRANT	PUBLIC CHARITY	2,000.
RANKEN TECHNICAL COLLEGE 4431 FINNEY AVE ST LOUIS, MO 63113	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,000.
REPERTORY THEATRE OF STL 130 EDGAR RD ST LOUIS, MO 63119	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.

SALVATION ARMY 1130 HAMPTON AVE ST LOUIS, MO 63139	NONE PROGRAM SUPPORT	PUBLIC CHARITY	20,000.
SHAKESPEARE FESTIVAL OF ST. LOUIS 462 N. TAYLOR AVE, STE. 202 ST LOUIS, MO 63108	NONE GENERAL SUPPORT	PUBLIC CHARITY	5,000.
SHAW NATURE RESERVE HWY 100 & 44 PO BOX 38 GRAY SUMMIT, MO 63039	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
SHEPHERD'S CENTER 1333 W LOCKWOOD AVE ST LOUIS, MO 63122	NONE MISSION EXPANSION	PUBLIC CHARITY	2,000.
SHERWOOD FOREST CAMP 2708 SUTTON BLVD ST LOUIS, MO 63143	NONE YOUTH DEVELOPMENT PROGRAM	PUBLIC CHARITY	3,000.
SPRINGBOARD TO LEARNING 3547 OLIVE ST, 2ND FL ST LOUIS, MO 63103	NONE ENRICHMENT PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
SSM ST. CLARE HEALTH CENTER FOUNDATION 1015 BOWLES AVE FENTON, MO 63026	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.
ST. JOSEPH INSTITUTE FOR THE DEAF 1809 CLARKSON RD ST LOUIS, MO 63026	NONE GENERAL SUPPORT	PUBLIC CHARITY	5,000.
ST. LOUIS AREA FOODBANK 70 CORPORATE WOODS DRIVE ST LOUIS, MO 63044	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.
ST. LOUIS ACTOR'S STUDIO 360 NORTH BOYLE ST LOUIS, MO 63108	NONE OPERATIONS SUPPORT	PUBLIC CHARITY	5,000.

ST. LOUIS BEACON 3655 OLIVE ST ST LOUIS, MO 63108	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
ST. LOUIS ZOO FOUNDATION 1 GOVERNMENT DR ST LOUIS, MO 63110	NONE PROGRAM SUPPORT	PUBLIC CHARITY	20,000.
ST. PATRICK CENTER 800 N. TUCKER BLVD. ST LOUIS, MO 63101	NONE GENERAL SUPPORT	PUBLIC CHARITY	10,000.
ST. VINCENT HOME FOR CHILDREN 7401 FLORISSANT ROAD ST LOUIS, MO 63121	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
STAGES ST. LOUIS 444 CHESTERFIELD CENTER STE 215 CHESTERFIELD, MO 63017	NONE GENERAL SUPPORT	PUBLIC CHARITY	10,000.
THE WALKER SCOTTISH RITE CLINIC 3632 OLIVE STREET ST LOUIS, MO 63108	NONE GENERAL OPERATIONS	PUBLIC CHARITY	5,000.
TOWER GROVE PARK 4256 MAGNOLIA AVE ST LOUIS, MO 63110	NONE GENERAL DONATION	PUBLIC CHARITY	20,000.
TRAILNET 1533 WASHINGTON AVE ST LOUIS, MO 63103	NONE PROJECT OPERATIONS	PUBLIC CHARITY	5,000.
USO OF MISSOURI 10701 LAMBER INT'L BLDV PO BOX 10367 ST LOUIS, MO 63145	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
WEBSTER UNIVERSITY SYMPHONY 470 E LOCKWOOD AVE WEBSTER GROVES, MO 63119	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,000.

WILSON SCHOOL 400 DEMUN CLAYTON, MO 63105	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,000.
WYMAN CENTER (CAMP WYMAN) 600 KIWANIS DRIVE EUREKA, MO 63025	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.
YOUTH IN ACTION 1269 AVERY CT KIRKWOOD, MO 63122	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			385,000.