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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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 apply: [ ] 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: SKILLBUILDERS FUND

Number and street (or P O box number if mail is not delivered to street address): 10055 CRAIG DR — Room/suite:

City or town, state, and ZIP code: OVERLAND PARK KS 66212

A Employer identification number: 48-0984713

B Telephone number (see page 10 of the instructions)

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: [X] 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) ▶ $ 4,451,164

J Accounting method: [X] 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) (see page 11 of the instructions).)

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	796	796		
	4	Dividends and interest from securities	106,970	106,970		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	-288,386			
	b	Gross sales price for all assets on line 6a 1,466,989				
	7	Capital gain net income (from Part IV, line 2)		1,480		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & 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	-180,620	109,246	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages	27,550			27,550
	15	Pension plans, employee benefits	2,935			2,935
	16a	Legal fees (attach schedule) See Stmt 2	4,710			4,710
	b	Accounting fees (attach schedule) Stmt 3	5,280			5,280
	c	Other professional fees (attach schedule) Stmt 4	21,163	21,163		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) Stmt 5	-4,099			40
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	4,358			4,358
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 6	5,345			5,345
	24	**Total operating and administrative expenses.** Add lines 13 through 23	67,242	21,163		50,218
	25	Contributions, gifts, grants paid	139,500			139,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	206,742	21,163	0	189,718
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-387,362			
	b	**Net investment income** (if negative, enter -0-)		88,083		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,192,741	38,806	38,806
	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 (att schedule) ▶			
		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 (attach schedule)			
	b	Investments—corporate stock (attach schedule) See Stmt 7	3,254,697	4,020,916	4,401,195
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ See Statement 8)	11,163	11,163	11,163
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,458,601	4,070,885	4,451,164
Liabilities	17	Accounts payable and accrued expenses	1,693	1,339	
	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)	1,693	1,339	
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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,456,908	4,069,546	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	4,456,908	4,069,546	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,458,601	4,070,885	

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	4,456,908
2	Enter amount from Part I, line 27a	2	-387,362
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,069,546
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,069,546

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	SCHWAB			
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	1,480			1,480
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,480
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	1,480
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	224,425	4,726,330	0.047484
2007	312,615	5,358,575	0.058339
2006	153,535	4,901,115	0.031327
2005	256,167	4,791,448	0.053463
2004	336,190	4,785,671	0.070249

2 **Total** of line 1, column (d)	2	0.260862
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052172
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,643,894
5 Multiply line 4 by line 3	5	242,281
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	881
7 Add lines 5 and 6	7	243,162
8 Enter qualifying distributions from Part XII, line 4	8	189,718

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	1,762
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	1,762
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	1,762
6	Credits/Payments.				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,800		
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	2,800
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	1,038
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 1,038 **Refunded** ▶			11	

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 page 19 of the 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? N/A	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? 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 page 19 of the instructions) ▶ KS			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 on page 27)? 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 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 ▶ STEPHANIE STOLLSTEIMER Telephone no. ▶ 913-341-4862

Located at ▶ 10055 CRAIG DR OVERLAND PARK, KS ZIP+4 ▶ 66212

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?	☐ 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 ▶ 20 , 20 , 20 , 20				
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.)	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. ▶ 20 , 20 , 20 , 20				
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

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

				Yes	No
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)?	N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 9				

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				

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

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		

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

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 24 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 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
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	4,553,773
b	Average of monthly cash balances	1b	149,677
c	Fair market value of all other assets (see page 24 of the instructions)	1c	11,163
d	**Total** (add lines 1a, b, and c)	1d	4,714,613
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	4,714,613
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	70,719
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,643,894
6	**Minimum investment return.** Enter 5% of line 5	6	232,195

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	232,195
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,762		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,762
3	Distributable amount before adjustments Subtract line 2c from line 1			3	230,433
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	230,433
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	230,433

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	189,718
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	
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	189,718
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	189,718

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					230,433
2 Undistributed income, if any, as of the end of 2009:					
a Enter amount for 2008 only					
b Total for prior years: 20 ___ , 20 ___ , 20 ___					
3 Excess distributions carryover, if any, to 2009.					
a From 2004	98,534				
b From 2005	22,276				
c From 2006					
d From 2007	53,817				
e From 2008					
f **Total** of lines 3a through e		174,627			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 189,718					
a Applied to 2008, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2009 distributable amount					189,718
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		40,715			40,715
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		133,912			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		57,819			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		76,093			
10 Analysis of line 9					
a Excess from 2005	22,276				
b Excess from 2006					
c Excess from 2007	53,817				
d Excess from 2008					
e Excess from 2009					

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 (a) 2009	Prior 3 years (b) 2008	(c) 2007	(d) 2006	(e) Total
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).)

N/A

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.

N/A

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:

STEPHANIE STOLLSTEIMER 913-341-4862
10055 CRAIG DR OVERLAND PARK 66212

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

See Statement 10

c Any submission deadlines

NONE

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

See Statement 11

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 12				139,500
Total			▶ 3a	139,500
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	796	
4 Dividends and interest from securities			14	106,970	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,480	-289,866
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		109,246	-289,866

13 Total. Add line 12, columns (b), (d), and (e) 13 -180,620

(See worksheet in line 13 instructions on page 28 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). (See page 29 of the instructions)
N/A	

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

Signature of officer or trustee: [signature] Date: 5/7/10 Title: Board of Directors Chairperson

Paid Preparer's Use Only

Preparer's signature: Louise B. Fisher	Date 04/30/10	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions) 492-38-2344
Firm's name (or yours if self-employed), address, and ZIP code: LOUISE B. FISHER, CPA, PO BOX 179, CLEVELAND, MO 64734			EIN 48-0921706 Phone no 816-618-3847

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description	How Received	Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
AUTODESK	Purchase		7/08/08	9/17/09	$ 13,859	$ 19,747	$	$	$ -5,888
AVON	Purchase		1/02/09	9/17/09	19,136	14,909			4,227
BUCYRUS	Purchase		9/17/09	11/25/09	5,160	3,198			1,962
CISCO	Purchase		5/21/07	9/18/09	12,419	14,286			-1,867
COLGATE	Purchase		5/26/06	11/25/09	5,037	3,636			1,401
FRANKLIN RESOURCES	Purchase		12/10/07	3/19/09	7,860	19,687			-11,827
GENERAL ELECTRIC	Purchase		7/08/08	9/18/09	11,754	19,848			-8,094
GARDNER DENVER	Purchase		12/10/07	1/09/09	15,984	22,069			-6,085
GOOGLE	Purchase		1/06/09	11/25/09	8,547	4,637			3,910
GRACO	Purchase		12/10/07	3/19/09	8,391	19,849			-11,458
KAYNE	Purchase		1/13/09	Various	29,544	24,385			5,159
MICROSOFT	Purchase		1/06/09	11/25/09	5,027	3,311			1,716
ORACLE	Purchase		5/26/06	11/25/09	10,031	6,302			3,729
STAPLES	Purchase		6/04/07	5/26/09	11,707	14,387			-2,680
WELLPOINT	Purchase		3/19/09	11/25/09	5,201	3,678			1,523
YUM BRANDS	Purchase		5/26/06	11/25/09	4,981	3,603			1,378
DFA EMERG MKTS	Purchase		6/13/06	10/06/09	20,000	13,520			6,480

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
DFA INTL VECTOR			Purchase				
	2/13/09	10/06/09	$ 15,000	$ 9,831	$	$	$ 5,169
DFA INTL SM CAP			Purchase				
	5/31/06	2/13/09	57,330	105,432			-48,102
DFA US SM CAP			Purchase				
	5/31/06	11/23/09	69,652	104,503			-34,851
DFA US SM CAP			Purchase				
	6/12/09	11/23/09	30,348	25,952			4,396
DFA US MICRO CAP			Purchase				
	Various	6/21/09	56,546	94,950			-38,404
LOOMIS SAYLES			Purchase				
	Various	Various	280,000	312,143			-32,143
THIRD AVENUE VALUE FD			Purchase				
	10/30/06	6/21/09	64,876	97,609			-32,733
TCW CORE FIXED			Purchase				
	9/28/09	12/08/09	86,822	86,380			442
VANGUARD DEV MKT			Purchase				
	12/09/08	11/23/09	35,000	27,595			7,405
WM BLAIR INTL GR			Purchase				
	Various	2/13/09	52,232	108,057			-55,825
COLLINS CAP			Purchase				
	7/31/06	Various	95,930	106,729			-10,799
ISHARES TR RUSSELL 3000			Purchase				
	6/05/06	6/16/09	110,456	129,597			-19,141
VANGUARD ST BOND			Purchase				
	2/13/09	2/13/09	201,129	201,129			
VANGUARD SM CAP			Purchase				
	8/08/06	6/16/09	114,874	134,412			-19,538
BLAIR SETTLEMENT			Purchase				
			676				676
ROUNDING			Purchase				
				4			-4

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Total			$ 1,465,509	$ 1,755,375	$ 0	$ 0	$ -289,866

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Legal Fees	$ 4,710	$	$	$ 4,710
Total	$ 4,710	$ 0	$ 0	$ 4,710

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	$ 5,280	$	$	$ 5,280
Total	$ 5,280	$ 0	$ 0	$ 5,280

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES & EXPENSE	$ 21,163	$ 21,163	$	$
Total	$ 21,163	$ 21,163	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ANNUAL REPORT	$ 40	$	$	$ 40
EXCISE TAX	-4,139			
Total	$ -4,099	$ 0	$ 0	$ 40

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
DUES & SUBSCRIPTIONS	327			327
OFFICE SUPPLIES & EXPENSE	1,100			1,100
TELEPHONE	968			968
INSURANCE	2,449			2,449
SUNDRY	501			501
Total	$ 5,345	$ 0	$ 0	$ 5,345

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
WILLIAM BLAIR INTL FUND	$ 108,057	$		$
AUTODESK INK	19,747			
BECTON DICKINSON		14,915		16,561
CISCO	14,286			
COLGATE PALMOLIVE	15,758	12,121		16,430
CONOCOPHILLIPS	15,903	15,903		12,768
COSTCO WHSE	15,807	15,807		17,159
DUN & BRADSTREET	15,388	15,388		17,718
FRANKLIN RESOURCES	19,687			
GARDNER DENVER INC	22,069			
GENERAL ELECTRIC	19,848			
GRACO	19,849			
HELMERICH & PAYNE	16,012	16,012		17,148
OCCIDENTAL PETE	12,262	12,262		20,338
ORACLE CORP	16,668	10,365		18,152
PROCTER & GAMBLE	15,032	15,032		14,551
STAPLES	14,387			
TARGET CORP	15,595	15,595		15,478
UNITED TECHNOLOGIES	15,025	15,025		15,270
WALGREN	13,984	13,984		12,485
XTO ENERGY	11,901	11,901		16,844
YUM BRANDS	16,216	12,613		17,135
DFA ENERGING MKTS	88,663	102,105		147,221
DFA INTL SM CAP	105,432			
DFA INTL VECTOR		103,086		160,190
DFA US SM CAP	105,095	145,590		180,230

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
DFA US MICRO CAP	$ 94,747	$		$
LOOMIS SAYLES BOND	674,755	362,612		334,937
PIMCO TOTAL RETURN	328,168	610,142		621,508
THIRD AVE VALUE FD	97,609			
VANGUARD DEV MKTS	247,182	248,166		314,512
VANGUARD TOTAL STK	50,391	66,917		82,675
COLLINS CAP DIV A- F1H	750,000	643,271		630,436
ISHARES TR RUSSELL 3000	129,597			
VANGUARD SM CAP GRWTH	134,412			
BUCYRUS INTL		11,514		20,293
COCA COLA		14,640		19,950
GOOGLE		10,819		21,699
HARRIS		15,099		16,167
HEWLETT PACKARD		15,064		21,119
IBM		14,321		15,708
JOHNSON & JOHNSON	15,165	15,165		16,103
KAYNE		180,698		263,671
MCDONALDS		14,589		16,234
MICROSOFT		11,687		18,288
PFIZER		14,941		16,735
WELLPOINT		11,035		17,487
AQR		187,172		188,525
JP MORGAN		150,726		159,165
RYDEX		100,000		95,750
VANGUARD INFLATION		280,419		295,885
VANGUARD ST BOND		407,183		412,903

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
VANGUARD TOTAL BOND	$	$ 87,032		$ 85,767
Total	$ 3,254,697	$ 4,020,916		$ 4,401,195

Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
OIL LEASE	$ 11,163	$ 11,163	$ 11,163
Total	$ 11,163	$ 11,163	$ 11,163

Federal Statements

Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
WENDY POWELL 5801 WARD PARKWAY KANSAS CITY MO 64113	CHAIR	0.00	0	0	0
BETH K SMITH 433 WARD PARKWAY KANSAS CITY MO 64112	DIRECTOR	0.00	0	0	0
MARGARET MAHONEY 521 FIFTH AVE STE 1801 NEW YORK NY 10175	ADV DIR	0.00	0	0	0
JANINE E LEE 4800 ROCKHILL ROAD KANSAS CITY MO 64110	VICE CHAIR	0.00	0	0	0
BETSY VANDER VELDE 626 MINNESOTA KANSAS CITY KS 66101	DIRECTOR	0.00	0	0	0
RITA O'CONNOR 510 PARK AVE NEW YORK NY 10022	DIRECTOR	0.00	0	0	0
BARBARA P ALLEN 9851 ASH OVERLAND PARK KS 66209	SECY TREAS	0.00	0	0	0
DEBBIE SOSLAND-EDELMAN 2913 W 124TH LEAWOOD KS 66209	DIRECTOR	0.00	0	0	0

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
APPLICATION SHOULD BE SUBMITTED IN SIMPLE LETTER FORM, NOT MORE THAN THREE PAGES IN LENGTH AND INCLUDE THE FOLLOWING: 1. NEED OF THE GRANT 2. PURPOSE OF THE GRANT 3. LIST OF THE BOARD OF DIRECTORS OF THE REQUESTING ORGANIZATION 4. OTHER CONTRIBUTORS 5. PROJECT BUDGET

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Statement 11 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
THE PRIMARY PURPOSE OF SKILLBUILDERS FUND IS TO PROVIDE FUNDS TO ORGANIZATIONS, AS DESCRIBED IN SECTIONS 501(C)(3) 170, 2055, & 2522 OF THE IRC, THAT ENHANCE THE CAPABILITIES OF WOMEN OF ALL AGES TO REALIZE THEIR FULL POTENTIAL, WITH EMPHASIS ON WOMEN IN THE KANSAS CITY REGION.

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
THE FAMILY CONSERVANCY KANSAS CITY KS			GENERAL	750
WOMEN'S EMPLOYMENT NETWOR KANSAS CITY MO			OPER.& SPEC ASSIST	50,000
WOMENS EMPLOYMENT NETWORK KANSAS CITY MO			ONE KC FOR WOMEN ALLIANCE	50,000
POWELL GARDENS KINGSVILLE MO			GENERAL	1,000
SMILES CHANGE LIVES KANSAS CITY MO			GENERAL	500
SCHOOL OF AMERICAN BALLET NEW YORK NY			GENERAL	1,000
TLC FOR CHILDREN AND FAMI OLATHE KS			GENERAL	2,000
KSDS, INC WASHINGTON KS			GENERAL	500
THE ALLIANCE FOR CHILDREN MILWAUKEE WI			GENERAL	650
AMERICANS FOR UNFPA NEW YORK NY			GENERAL	3,000
ROSE BROOKS CTR KANSAS CITY MO			GENERAL	500
WOMENS EMPLOYMENT NETWORK KANSAS CITY MO			GENERAL	500
CHANGE THE TRUTH FUND KANSAS CITY MO			GENERAL	500
HYMAN BRAND HEBREW ACADEM OVERLAND PARK KS			GENERAL	1,500
HARVESTERS KANSAS CITY MO			GENERAL	500
SOUTHERN PARTNERS FUND ATLANTA GA			GENERAL	600
WOMENS EMPLOYMENT NETWORK KANSAS CITY MO			GENERAL	1,500
UMKC WOMENS COUNCIL KANSAS CITY MO			GRADUATE ASSISTANCE FUND	1,000

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
WILDWOOD OUTDOOR ED CTR LACYGNE KS			REPLENISH RESERVES	20,000
WILDWOOD OUTDOOR ED L;ACYGNE KS			FUND DEVELOPMENT PLAN	3,000
CHILDRENS MERCY HOSP KANSAS CITY MO			GENERAL	500
Total				139,500