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

OMB No 1545-0052

**2009**Department of the Treasury  
Internal Revenue Service

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

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

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.

**BARRY L. AND PAULA M. DOWNING FOUNDATION**  
**1625 N. WATERFRONT PARKWAY #100**  
**WICHITA, KS 67206**

**A Employer identification number**

48-1134459

**B Telephone number (see the instructions)**

316-260-3353

**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, column (c), line 16)

\$ 7,131,682.

**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) (see the instructions))

**(a) Revenue and expenses per books****(b) Net investment income****(c) Adjusted net income****(d) Disbursements for charitable purposes (cash basis only)****1** Contributions, gifts, grants, etc. received (att sch)

200,000.

**2** Ck ☐ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments

20.

20.

N/A

**4** Dividends and interest from securities

447,146.

447,146.

**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

88,382.

**b** Gross sales price for all assets on line 6a

3,573,816.

**7** Capital gain net income (from Part IV, line 2)

88,382.

**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/(loss) (att sch)**11** Other income (attach schedule)**12 Total.** Add lines 1 through 11

735,548.

535,548.

**13** Compensation of officers, directors, trustees, etc.

2,800.

2,800.

**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch)**c** Other prof fees (attach sch) See St 1

16,417.

16,417.

**17** Interest**18** Taxes (attach schedule)(see instr) See Stm 2

9,940.

9,940.

**19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings

20,429.

20,429.

**22** Printing and publications**23** Other expenses (attach schedule)

See Statement 3

9,067.

9,067.

**24 Total operating and administrative expenses.** Add lines 13 through 23

58,653.

58,653.

**25** Contributions, gifts, grants paid Part XV

2,288,260.

2,288,260.

**26 Total expenses and disbursements.** Add lines 24 and 25

2,346,913.

58,653.

2,288,260.

**27** Subtract line 26 from line 12:**a Excess of revenue over expenses and disbursements**

-1,611,365.

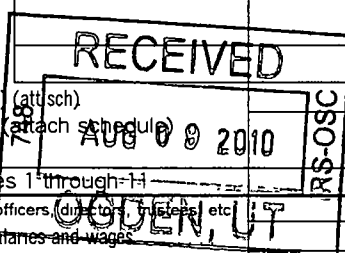
**b Net investment income** (if negative, enter -0-)

476,895.

**c Adjusted net income** (if negative, enter -0-)

SCANNED AUG 11 2010

ADMINISTRATIVE AND OPERATING EXPENSES



218 22

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

|                                                                                                                            |                                                                                                                                      | Beginning of year | End of year    |                       |
|----------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                                                                                            |                                                                                                                                      | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>A<br/>S<br/>S<br/>E<br/>T<br/>S</b>                                                                                     | 1 Cash — non-interest-bearing                                                                                                        | 9,520.            | 9,997.         | 9,997.                |
|                                                                                                                            | 2 Savings and temporary cash investments                                                                                             |                   |                |                       |
|                                                                                                                            | 3 Accounts receivable ▶                                                                                                              |                   |                |                       |
|                                                                                                                            | Less: allowance for doubtful accounts ▶                                                                                              |                   |                |                       |
|                                                                                                                            | 4 Pledges receivable ▶                                                                                                               |                   |                |                       |
|                                                                                                                            | Less: allowance for doubtful accounts ▶                                                                                              |                   |                |                       |
|                                                                                                                            | 5 Grants receivable                                                                                                                  |                   |                |                       |
|                                                                                                                            | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)        |                   |                |                       |
|                                                                                                                            | 7 Other notes and loans receivable (attach sch) ▶                                                                                    |                   |                |                       |
|                                                                                                                            | 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)                                                                                    |                   |                |                       |
|                                                                                                                            | c Investments — corporate bonds (attach schedule)                                                                                    |                   |                |                       |
|                                                                                                                            | 11 Investments — land, buildings, and equipment basis ▶                                                                              |                   |                |                       |
| <b>L<br/>I<br/>A<br/>B<br/>I<br/>L<br/>I<br/>T<br/>I<br/>E<br/>S</b>                                                       | Less accumulated depreciation (attach schedule) ▶                                                                                    |                   |                |                       |
|                                                                                                                            | 12 Investments — mortgage loans                                                                                                      |                   |                |                       |
|                                                                                                                            | 13 Investments — other (attach schedule) <b>Statement 4</b>                                                                          | 8,689,724.        | 7,077,882.     | 7,121,685.            |
|                                                                                                                            | 14 Land, buildings, and equipment: basis ▶                                                                                           |                   |                |                       |
|                                                                                                                            | Less: accumulated depreciation (attach schedule) ▶                                                                                   |                   |                |                       |
|                                                                                                                            | 15 Other assets (describe ▶)                                                                                                         |                   |                |                       |
|                                                                                                                            | 16 <b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item I)                                  | 8,699,244.        | 7,087,879.     | 7,131,682.            |
|                                                                                                                            | 17 Accounts payable and accrued expenses                                                                                             |                   |                |                       |
|                                                                                                                            | 18 Grants payable                                                                                                                    |                   |                |                       |
|                                                                                                                            | 19 Deferred revenue                                                                                                                  |                   |                |                       |
| <b>N<br/>E<br/>T<br/>F<br/>U<br/>N<br/>D<br/>A<br/>S<br/>S<br/>E<br/>T<br/>B<br/>A<br/>L<br/>A<br/>N<br/>C<br/>E<br/>S</b> | 20 Loans from officers, directors, trustees, & other disqualified persons                                                            |                   |                |                       |
|                                                                                                                            | 21 Mortgages and other notes payable (attach schedule)                                                                               |                   |                |                       |
|                                                                                                                            | 22 Other liabilities (describe ▶)                                                                                                    |                   |                |                       |
|                                                                                                                            | 23 <b>Total liabilities</b> (add lines 17 through 22)                                                                                | 0.                | 0.             |                       |
| <b>F<br/>U<br/>N<br/>D<br/>B<br/>A<br/>L<br/>A<br/>N<br/>C<br/>E<br/>S</b>                                                 | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/> |                   |                |                       |
|                                                                                                                            | 24 Unrestricted                                                                                                                      |                   |                |                       |
|                                                                                                                            | 25 Temporarily restricted                                                                                                            |                   |                |                       |
|                                                                                                                            | 26 Permanently restricted                                                                                                            |                   |                |                       |
|                                                                                                                            | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>   |                   |                |                       |
|                                                                                                                            | 27 Capital stock, trust principal, or current funds                                                                                  |                   |                |                       |
|                                                                                                                            | 28 Paid-in or capital surplus, or land, building, and equipment fund                                                                 |                   |                |                       |
|                                                                                                                            | 29 Retained earnings, accumulated income, endowment, or other funds                                                                  | 8,699,244.        | 7,087,879.     |                       |
|                                                                                                                            | 30 <b>Total net assets or fund balances</b> (see the instructions)                                                                   | 8,699,244.        | 7,087,879.     |                       |
|                                                                                                                            | 31 <b>Total liabilities and net assets/fund balances</b> (see the instructions)                                                      | 8,699,244.        | 7,087,879.     |                       |

**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 | 8,699,244.  |
| 2 Enter amount from Part I, line 27a                                                                                                                         | 2 | -1,611,365. |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                         | 3 |             |
| 4 Add lines 1, 2, and 3                                                                                                                                      | 4 | 7,087,879.  |
| 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 | 7,087,879.  |

**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 shares MLC Company) |  | (b) How acquired<br>P — Purchase<br>D — Donation | (c) Date acquired<br>(month, day, year) | (d) Date sold<br>(month, day, year) |
|------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|-----------------------------------------|-------------------------------------|
| <b>1a VARIOUS BOND AND EQUITY INVESTMENTS</b>                                                                                            |  | P                                                | Various                                 | Various                             |
| <b>b FHLMC/FNR/GNMA REDEMPTIONS AND SALES</b>                                                                                            |  | P                                                | Various                                 | Various                             |
| <b>c</b>                                                                                                                                 |  |                                                  |                                         |                                     |
| <b>d</b>                                                                                                                                 |  |                                                  |                                         |                                     |
| <b>e</b>                                                                                                                                 |  |                                                  |                                         |                                     |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b> 3,007,693.   |                                            | 2,921,431.                                      | 86,262.                                      |
| <b>b</b> 566,123.     |                                            | 564,003.                                        | 2,120.                                       |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                     | (i) Gains (Column (h)<br>gain minus column (k), but not less<br>than -0-) or Losses (from column (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| (i) Fair Market Value<br>as of 12/31/69                                                     | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of column (i)<br>over column (j), if any |                                                                                                       |
| <b>a</b>                                                                                    |                                      |                                                     | 86,262.                                                                                               |
| <b>b</b>                                                                                    |                                      |                                                     | 2,120.                                                                                                |
| <b>c</b>                                                                                    |                                      |                                                     |                                                                                                       |
| <b>d</b>                                                                                    |                                      |                                                     |                                                                                                       |
| <b>e</b>                                                                                    |                                      |                                                     |                                                                                                       |

|                                                                                       |                                                                                                                                                                                                                                     |  |          |         |
|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------|---------|
| <b>2</b> Capital gain net income or (net capital loss)                                | <div style="border: 1px solid black; padding: 2px; display: inline-block;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div>                                    |  | <b>2</b> | 88,382. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | <div style="border: 1px solid black; padding: 2px; display: inline-block;">           If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0-<br/>           in Part I, line 8         </div> |  | <b>3</b> | 0.      |

**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 the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year<br>beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of<br>noncharitable-use assets | (d)<br>Distribution ratio<br>(column (b) divided by column (c)) |
|-------------------------------------------------------------------------|------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------|
| 2008                                                                    | 399,505.                                 | 8,396,750.                                      | 0.047579                                                        |
| 2007                                                                    | 1,778,475.                               | 8,307,440.                                      | 0.214082                                                        |
| 2006                                                                    | 636,811.                                 | 8,018,379.                                      | 0.079419                                                        |
| 2005                                                                    |                                          |                                                 |                                                                 |
| 2004                                                                    |                                          |                                                 |                                                                 |

|                                                                                                                                                                                       |          |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                  | <b>2</b> | 0.341080   |
| <b>3</b> 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 | <b>3</b> | 0.113693   |
| <b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5                                                                                                 | <b>4</b> | 7,689,862. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                    | <b>5</b> | 874,283.   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | <b>6</b> | 4,769.     |
| <b>7</b> Add lines 5 and 6                                                                                                                                                            | <b>7</b> | 879,052.   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                         | <b>8</b> | 2,288,260. |

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 the instructions)**

|                                                                                                                                                                                                                                    |    |        |        |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------|--------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1<br>Date of ruling or determination letter. _____ (attach copy of letter if necessary - see instr.) |    | 1      | 4,769. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                       |    |        |        |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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      | 4,769. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                      |    | 4      | 0.     |
| 5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                   |    | 5      | 4,769. |
| 6 Credits/Payments.                                                                                                                                                                                                                |    |        |        |
| a 2009 estimated tax pmts and 2008 overpayment credited to 2009                                                                                                                                                                    | 6a | 6,736. |        |
| 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  | 6,736. |        |
| 8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                              | 8  | 21.    |        |
| 9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                      | 9  | 0.     |        |
| 10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                         | 10 | 1,946. |        |
| 11 Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> 1,946.   <b>Refunded</b>                                                                                                                               | 11 | 0.     |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                     | Yes | No  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                            |     | X   |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?<br><i>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</i> |     | X   |
| c Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                       |     | X   |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(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?<br><i>If 'Yes,' attach a detailed description of the activities</i>                                                                                                                                                                               |     | 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? <i>If 'Yes,' attach a conformed copy of the changes</i>                                                                                                                 |     | X   |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                     |     | X   |
| b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                           |     | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If 'Yes,' attach the statement required by General Instruction T</i>                                                                                                                                                                         |     | X   |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?                | X   |     |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>                                                                                                                                                                                                       | X   |     |
| 8 a Enter the states to which the foundation reports or with which it is registered (see the instructions)<br>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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>                                                                                                                        | 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)? <i>If 'Yes,' complete Part XIV</i>                                                                                       |     | X   |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>                                                                                                                                                                                                        |     | X   |

BAA

Form 990-PF (2009)

**Part VII-A Statements Regarding Activities Continued**

|    |                                                                                                                                                                                               |    |     |     |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|-----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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? Website address <b>WWW.DOWNINGFOUNDATION.ORG</b>                          | 13 | X   |     |
| 14 | The books are in care of <b>LISA JACKSON</b> Telephone no <b>316-260-3353</b><br>Located at <b>1625 N. WATERFRONT PARKWAY, SUITE 220 WICHIT</b> ZIP + 4 <b>67206</b>                          |    |     |     |
| 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 <b>15</b> |    | N/A | 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  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----|
| <b>1a</b> During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                     |     |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                                  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| <b>b</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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                           | 1b                                                                  | N/A |
| <b>c</b> 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   |
| <b>2</b> 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)).                                                                                                                                                                                                                                                                                                                 |                                                                     |     |
| <b>a</b> 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? If 'Yes,' list the years <b>20__ , 20__ , 20__ , 20__</b>                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| <b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 the instructions)                                                                                                                                                                            | 2b                                                                  | N/A |
| <b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>20__ , 20__ , 20__ , 20__</b>                                                                                                                                                                                                                                                                                                                                              |                                                                     |     |
| <b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| <b>b</b> If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) | 3b                                                                  | N/A |
| <b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                               | 4a                                                                  | X   |
| <b>b</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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Form 990-PF (2009)

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?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?

7b N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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 |
|------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| BARRY L. DOWNING<br>1625 N. WATERFRONT PKWY. #100<br>WICHITA, KS 67206 | CO-TRUSTEE<br>1.00                                       | 0.                                        | 0.                                                                    | 0.                                    |
| PAULA M. DOWNING<br>1625 N. WATERFRONT PKWY. #100<br>WICHITA, KS 67206 | CO-TRUSTEE<br>1.00                                       | 0.                                        | 0.                                                                    | 0.                                    |
| LISA JACKSON<br>1625 N. WATERFRONT PKWY. #220<br>WICHITA, KS 67206     | CO-TRUSTEE<br>2.00                                       | 2,800.                                    | 0.                                                                    | 0.                                    |
|                                                                        |                                                          |                                           |                                                                       |                                       |

**2** Compensation of five highest-paid employees (other than those included on line 1— see 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

0

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

**Part IX-A Summary of Direct Charitable Activities**

Expenses

**Part IX-B Summary of Program-Related Investments** (see instructions)

Amount

BAA Form 990-PF (2009)

**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 | 7,796,954. |
| b Average of monthly cash balances                                                                            | 1b | 10,012.    |
| c Fair market value of all other assets (see instructions)                                                    | 1c |            |
| d Total (add lines 1a, b, and c)                                                                              | 1d | 7,806,966. |
| 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  | 7,806,966. |
| 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)   | 4  | 117,104.   |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 7,689,862. |
| 6 Minimum investment return. Enter 5% of line 5                                                               | 6  | 384,493.   |

**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      | 384,493. |
| 2a Tax on investment income for 2009 from Part VI, line 5                                            | 2a | 4,769. |          |
| b Income tax for 2009. (This does not include the tax from Part VI.)                                 | 2b |        |          |
| c Add lines 2a and 2b                                                                                |    | 2c     | 4,769.   |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1                              |    | 3      | 379,724. |
| 4 Recoveries of amounts treated as qualifying distributions                                          |    | 4      |          |
| 5 Add lines 3 and 4                                                                                  |    | 5      | 379,724. |
| 6 Deduction from distributable amount (see instructions)                                             |    | 6      |          |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 |    | 7      | 379,724. |

**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 | 2,288,260. |
| 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  | 2,288,260. |
| 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 instructions) | 5  | 4,769.     |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4                                                                                       | 6  | 2,283,491. |

**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)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2009 from Part XI, line 7                                                                                                                       |               |                            |             | 379,724.    |
| <b>2</b> Undistributed income, if any, as of the end of 2009.                                                                                                                     |               |                            |             |             |
| <b>a</b> Enter amount for 2008 only                                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Total for prior years 20__, 20__, 20__                                                                                                                                   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2009                                                                                                                          |               |                            |             |             |
| <b>a</b> From 2004                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2005                                                                                                                                                                | 398,737.      |                            |             |             |
| <b>c</b> From 2006                                                                                                                                                                | 240,493.      |                            |             |             |
| <b>d</b> From 2007                                                                                                                                                                | 1,370,165.    |                            |             |             |
| <b>e</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 2,009,395.    |                            |             |             |
| <b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ► \$ 2,288,260.                                                                                                 |               |                            |             |             |
| <b>a</b> Applied to 2008, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Applied to undistributed income of prior years (Election required — see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required — see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2009 distributable amount                                                                                                                                     |               |                            |             | 379,724.    |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 1,908,536.    |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )                                        | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                         | 3,917,931.    |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions                                                                            |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010                                                               |               |                            |             | 0.          |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)                                                                              | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a                                                                                              | 3,917,931.    |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2005                                                                                                                                                         | 398,737.      |                            |             |             |
| <b>b</b> Excess from 2006                                                                                                                                                         | 240,493.      |                            |             |             |
| <b>c</b> Excess from 2007                                                                                                                                                         | 1,370,165.    |                            |             |             |
| <b>d</b> Excess from 2008                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2009                                                                                                                                                         | 1,908,536.    |                            |             |             |

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

**Part XV Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see 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).)
- BARRY L. DOWNING
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- None

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

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

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

See Statement 5

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

See Statement for Line 2a

- c** Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager or<br>substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a</b> Paid during the year<br>See Statement 6 |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                     |                                                                                                                    |                                      | <b>3a</b>                           | 2,288,260. |
| <b>b</b> Approved for future payment             |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                     |                                                                                                                    |                                      | <b>3b</b>                           |            |





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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

**2009**

**Name of the organization**

**BARRY L. AND PAULA M. DOWNING FOUNDATION**

**Employer identification number**

**48-1134459**

**Organization type** (check one):

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 501(c)(\_\_\_\_) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

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

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

**General Rule —**

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

**Special Rules —**

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

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

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

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

Name of organization

Employer identification number

BARRY L. AND PAULA M. DOWNING FOUNDATION

48-1134459

**Part I** Contributors (see instructions.)

| (a)<br>Number | (b)<br>Name, address, and ZIP + 4                                    | (c)<br>Aggregate<br>contributions | (d)<br>Type of contribution                                                                                                                                                         |
|---------------|----------------------------------------------------------------------|-----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1             | BARRY DOWNING<br>1625 N. WATERFRONT PKWY., #100<br>WICHITA, KS 67206 | \$ 200,000.                       | Person <input checked="checked" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
|               |                                                                      |                                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                      |                                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                      |                                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                      |                                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                      |                                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                      |                                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                      |                                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |

Name of organization

BARRY L. AND PAULA M. DOWNING FOUNDATION

Employer identification number

48-1134459

**Part II** Noncash Property (see instructions)

| (a)<br>No. from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|---------------------------|----------------------------------------------|------------------------------------------------|----------------------|
|                           | N/A                                          |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |

BAA

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

Name of organization

Employer identification number

BARRY L. AND PAULA M. DOWNING FOUNDATION

48-1134459

**Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.** (Complete cols (a) through (e) and the following line entry.)For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year. (Enter this information once – see instructions.)

► \$ N/A

| (a)<br>No. from<br>Part I | (b)<br>Purpose of gift                  | (c)<br>Use of gift | (d)<br>Description of how gift is held   |
|---------------------------|-----------------------------------------|--------------------|------------------------------------------|
|                           | N/A                                     |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           | (e)<br>Transfer of gift                 |                    |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                    | Relationship of transferor to transferee |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           | (e)<br>Transfer of gift                 |                    |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                    | Relationship of transferor to transferee |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           | (e)<br>Transfer of gift                 |                    |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                    | Relationship of transferor to transferee |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           | (e)<br>Transfer of gift                 |                    |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                    | Relationship of transferor to transferee |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           | (e)<br>Transfer of gift                 |                    |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                    | Relationship of transferor to transferee |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |

## BARRY L. AND PAULA M. DOWNING FOUNDATION

48-1134459

**Statement 1**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

|       | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| 6     | \$ 16,417.                   | \$ 16,417.                      |                               |                               |
| Total | <u>\$ 16,417.</u>            | <u>\$ 16,417.</u>               |                               | <u>\$ 0.</u>                  |

**Statement 2**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

|                               | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| CURRENT YEAR ESTIMATES        | \$ 6,736.                    | \$ 6,736.                       |                               |                               |
| FEDERAL INCOME TAXES PRIOR YR | 3,204.                       | 3,204.                          |                               |                               |
| Total                         | <u>\$ 9,940.</u>             | <u>\$ 9,940.</u>                |                               | <u>\$ 0.</u>                  |

**Statement 3**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

|                          | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|--------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| ADMINISTRATIVE EXPENSES  | \$ 204.                      | \$ 204.                         |                               |                               |
| CONTRACT LABOR & RELATED | 7,848.                       | 7,848.                          |                               |                               |
| DUES AND FEES            | 600.                         | 600.                            |                               |                               |
| TELEPHONE                | 415.                         | 415.                            |                               |                               |
| Total                    | <u>\$ 9,067.</u>             | <u>\$ 9,067.</u>                |                               | <u>\$ 0.</u>                  |

**Statement 4**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

|                               | Valuation<br>Method | Book<br>Value        | Fair Market<br>Value |
|-------------------------------|---------------------|----------------------|----------------------|
| <u>Other Investments</u>      |                     |                      |                      |
| MONEY MARKET FUNDS            | Cost                | \$ 178,577.          | \$ 178,577.          |
| CORPORATE NOTES               | Cost                | 4,460,272.           | 4,643,420.           |
| MONEY MARKET FUNDS & CD'S     | Cost                | 214,336.             | 215,469.             |
| MUTUAL FUNDS                  | Cost                | 412,640.             | 394,227.             |
| MUNI/CORP/GOVT BONDS & STOCKS | Cost                | 1,812,057.           | 1,689,992.           |
| Total                         |                     | <u>\$ 7,077,882.</u> | <u>\$ 7,121,685.</u> |

## BARRY L. AND PAULA M. DOWNING FOUNDATION

48-1134459

**Statement 5**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program:  
 Name: LISA JACKSON  
 Care Of: BARRY L. AND PAULA M. DOWNING FOUNDATION  
 Street Address: 1625 N WATERFRONT PKWY, SUITE 220  
 City, State, Zip Code: WICHITA, KS 67206  
 Telephone: 316-260-3353  
 Form and Content: LETTER OF REQUEST INCLUDING NAME AND ADDRESS OF APPLICANT AND PROPOSED USE OF FUNDS.  
 Submission Deadlines: NONE  
 Restrictions on Awards: NONE

**Statement 6**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

| <u>Name and Address</u>                                                                   | <u>Donee Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u>   | <u>Amount</u> |
|-------------------------------------------------------------------------------------------|---------------------------|------------------------------------|-------------------------------|---------------|
| HEARTSPRING<br>8700 EAST 29TH STREET NORTH<br>WICHITA, KS 67226                           | NONE                      | 501C3                              | CONTRIBUTION TO<br>OPERATIONS | \$ 5,000.     |
| BOTANICA<br>701 N. AMIDON<br>WICHITA, KS 67203                                            | NONE                      | 501C3                              | CONTRIBUTION TO<br>OPERATIONS | 1,500,000.    |
| CEREBRAL PALSY RESEARCH<br>FOUNDATION<br>5111 EAST 21ST STREET NORTH<br>WICHITA, KS 67208 | NONE                      | 501C3                              | CONTRIBUTION TO<br>OPERATIONS | 6,000.        |
| MENTAL HEALTH ASSOCIATION<br>555 WOODLAWN, SUITE 3105<br>WICHITA, KS 67208                | NONE                      | 501C3                              | CONTRIBUTION TO<br>OPERATIONS | 3,500.        |
| KANSAS HUMANE SOCIETY<br>4218 SOUTHEAST BLVD.<br>WICHITA, KS 67210                        | NONE                      | 501C3                              | CONTRIBUTION TO<br>OPERATIONS | 1,000.        |
| WOMEN OF WICHITA<br>2929 N. ROCK ROAD<br>WICHITA, KS 67226                                | NONE                      | 501C3                              | CONTRIBUTION TO<br>OPERATIONS | 2,000.        |
| WICHITA STATE UNIVERSITY<br>1845 FAIRMOUNT<br>WICHITA, KS 67260                           | NONE                      | HIGHER ED                          | CONTRIBUTION TO<br>OPERATIONS | 313,260.      |
| WICHITA ART MUSEUM<br>619 S. STACKMAN DRIVE<br>WICHITA, KS 67203                          | NONE                      | 501C3                              | CONTRIBUTION TO<br>OPERATIONS | 250,000.      |

## BARRY L. AND PAULA M. DOWNING FOUNDATION

48-1134459

**Statement 6 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

| Name and Address                                                                             | Donee Relationship | Found-<br>ation<br>Status | Purpose of<br>Grant           | Amount    |
|----------------------------------------------------------------------------------------------|--------------------|---------------------------|-------------------------------|-----------|
| THE LORDS DINER<br>520 N. BROADWAY<br>WICHITA, KS 67214                                      | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | \$ 5,000. |
| AMERICAN HEART ASSOCIATION<br>8630 E. 32ND COURT NORTH<br>WICHITA, KS 67226                  | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 5,000.    |
| YOUTH ENTREPRENEURS OF<br>KANSAS<br>4111 E. 37TH ST. N. , SUITE<br>D101<br>WICHITA, KS 67220 | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 5,000.    |
| RAINBOWS UNITED<br>340 S. BROADWAY<br>WICHITA, KS 67202                                      | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 20,000.   |
| AMERICAN DIABETES<br>ASSOCIATION<br>837 S. HILLSIDE<br>WICHITA, KS 67211                     | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 10,000.   |
| YMCA OF WICHITA<br>3330 WOODLAWN<br>WICHITA, KS 67220                                        | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 3,000.    |
| ALZHEIMER'S ASSOCIATION<br>P.O. BOX 96011<br>WASHINGTON, DC 20090                            | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 500.      |
| ASSISTS FOUNDATION<br>1651 NAISMITH DRIVE<br>LAWRENCE, KS 66045                              | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 10,000.   |
| CENTER FOR HEALTH &<br>WELLNESS<br>350 WEST DOUGLAS AVENUE<br>WICHITA, KS 67202              | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 2,500.    |
| DISCOVERY PLACE<br>8313 EAST DOUGLAS<br>WICHITA, KS 67207                                    | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 75,000.   |
| THE ENVISION FOUNDATION<br>610 N. MAIN<br>WICHITA, KS 67203                                  | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 25,000.   |
| GOODWILL INDUSTRIES<br>3636 N. OLIVER<br>WICHITA, KS 67220                                   | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 500.      |

## BARRY L. AND PAULA M. DOWNING FOUNDATION

48-1134459

Statement 6 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| Name and Address                                                                               | Donee Relationship | Found-<br>ation<br>Status | Purpose of<br>Grant           | Amount    |
|------------------------------------------------------------------------------------------------|--------------------|---------------------------|-------------------------------|-----------|
| JANE GOODALL INSTITUTE<br>4245 NORTH FAIRFAX DRIVE,<br>SUITE 600<br>ARLINGTON, VA 22203        | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | \$ 5,750. |
| JUNIOR LEAGUE OF WICHITA<br>6402 EAST 12TH STREET<br>WICHITA, KS 67206                         | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 1,500.    |
| NTAF MIDWEST/WEST HEART<br>LIVER<br>150 N. RADNOR CHESTER ROAD<br>STE F120<br>RADNOR, PA 19087 | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 1,000.    |
| PUPPIES BEHIND BARS<br>10 EAST 40TH STREET, 19TH<br>FLOOR<br>NEW YORK, NY 10016                | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 5,000.    |
| SEDGWICK COUNTY ZOO<br>5555 ZOO BLVD<br>WICHITA, KS 67212                                      | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 500.      |
| NATIONAL FILM PRESERVE<br>TELLURIDE<br>379 STATE STREET<br>PORTSMOUTH, NH 03801                | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 25,000.   |
| THREE TREES<br>8100 EAST 22ND STREET<br>WICHITA, KS 67226                                      | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 500.      |
| UNION RESCUE MISSION<br>2800 N. HILLSIDE<br>WICHITA, KS 67219                                  | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 5,000.    |
| VICTORY IN THE VALLEY<br>3755 EAST DOUGLAS<br>WICHITA, KS 67218                                | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 500.      |
| YOUTH HORIZONS<br>1601 EAST DOUGLAS<br>WICHITA, KS 67211                                       | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 1,000.    |
| WICHITA COMMUNITY<br>FOUNDATION - WOMENS FD<br>301 N. MAIN, SUITE 100<br>WICHITA, KS 67202     | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 250.      |

Total \$ 2,288,260.

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

|                                                                                           |                                                                                         |                                |
|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|--------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions | Name of Exempt Organization                                                             | Employer identification number |
|                                                                                           | <b>BARRY L. AND PAULA M. DOWNING FOUNDATION</b>                                         | <b>48-1134459</b>              |
|                                                                                           | Number, street, and room or suite number. If a P.O. box, see instructions               |                                |
|                                                                                           | <b>1625 N. WATERFRONT PARKWAY #100</b>                                                  |                                |
|                                                                                           | City, town or post office, state, and ZIP code. For a foreign address, see instructions |                                |
|                                                                                           | <b>WICHITA, KS 67206</b>                                                                |                                |

**Check type of return to be filed** (file a separate application for each return):

- |                                                 |                                                                      |                                    |
|-------------------------------------------------|----------------------------------------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                    | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)         | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                                 | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► LISA JACKSON

Telephone No. ► 316-260-3353 FAX No. ► \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above.  
The extension is for the organization's return for:

- ☒ calendar year 20 09 or
- ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

|                                                                                                                                                                                                                              |              |               |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|---------------|
| <b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions                                                                    | <b>3a</b> \$ | <b>6,736.</b> |
| <b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit                                               | <b>3b</b> \$ | <b>6,736.</b> |
| <b>c Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions | <b>3c</b> \$ | <b>0.</b>     |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**Form **8868** (Rev. 4-2009)