Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2009

For calendar year 2009, or tax year beginning , 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.

WILLARD J. & MARY G. BREIDENTHAL
FOUNDATION
UMB BANK, PO BOX 419226
KANSAS CITY, MO 64141-6226

A Employer identification number
48-6103376

B Telephone number (see the instructions)
(913) 648-2800

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) ► $ 3,134,521.

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)	234,188.			
2 Ck ► ☐ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	612.	612.	N/A	
4 Dividends and interest from securities	69,681.	69,681.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-139,323.			
b Gross sales price for all assets on line 6a 604,941.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	-709.	-709.		
12 **Total.** Add lines 1 through 11	164,449.	69,584.		
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	2,725.	2,453.		272.
c Other prof fees (attach sch) See St 3	27,430.	24,687.		2,743.
17 Interest				
18 Taxes (attach schedule)(see instr) See Stm 4	-274.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	296.			296.
24 **Total operating and administrative expenses.** Add lines 13 through 23	30,177.	27,140.		3,311.
25 Contributions, gifts, grants paid Part XV	313,750.			313,750.
26 **Total expenses and disbursements.** Add lines 24 and 25	343,927.	27,140.		317,061.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-179,478.			
b **Net investment income** (if negative, enter -0-)		42,444.		
c **Adjusted net income** (if negative, enter -0-)				

REVENUE — OPERATING AND ADMINISTRATIVE EXPENSES

SCANNED MAY 2010

RECEIVED MAY 2 4 2010

15

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash – non-interest-bearing			
2 Savings and temporary cash investments	28,439.	56,569.	56,569.
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) Statement 6	671,739.	636,407.	666,898.
b Investments – corporate stock (attach schedule) Statement 7	2,347,365.	2,074,430.	2,232,891.
c Investments – corporate bonds (attach schedule) Statement 8	75,238.	175,880.	177,857.
11 Investments – land, buildings, and equipment basis ►			
Less: accumulated depreciation (attach schedule) ►			
12 Investments – mortgage loans			
13 Investments – other (attach schedule)			
14 Land, buildings, and equipment: basis ►			
Less: accumulated depreciation (attach schedule) ►			
15 Other assets (describe ► See Statement 9)	289.	306.	306.
16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	3,123,070.	2,943,592.	3,134,521.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ►)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	1,016,932.	1,016,932.	
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	2,106,138.	1,926,660.	
30 **Total net assets or fund balances** (see the instructions)	3,123,070.	2,943,592.	
31 **Total liabilities and net assets/fund balances** (see the instructions)	3,123,070.	2,943,592.	

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	3,123,070.
2 Enter amount from Part I, line 27a	2	-179,478.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	2,943,592.
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	2,943,592.

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 P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 10			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-139,323.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	-139,323.

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) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	373,429.	3,412,079.	0.109443
2007	381,243.	3,720,734.	0.102464
2006	334,165.	3,419,851.	0.097713
2005	280,505.	3,157,118.	0.088848
2004	272,278.	2,960,919.	0.091957

2	**Total** of line 1, column (d)	2	0.490425
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.098085
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,707,900.
5	Multiply line 4 by line 3	5	265,604.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	424.
7	Add lines 5 and 6	7	266,028.
8	Enter qualifying distributions from Part XII, line 4	8	317,061.

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 ► [ ] and enter 'N/A' on line 1			
Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	424.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, 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	424.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	424.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 680.		
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	680.
8 Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	256.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ► 256.	**Refunded** ►	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► KS			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *Continued*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► UMB BANK TRUST DIVISION Telephone no ► (913) 648-2800

Located at ► PO BOX 419226, KANSAS CITY, MO ZIP + 4 ► 64141-6226

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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
GEORGE G. BREIDENTHAL 2324 NORTH 88TH DRIVE KANSAS CITY, KS 66109	Trustee 1.00	0.	0.	0.
UMB BANK PO BOX 419226 KANSAS CITY, MO 64141-6226	Trustee 2.00	0.	0.	0.
MCKENZIE BREIDENTHAL 2324 NORTH 88TH DRIVE KANSAS CITY, KS 66109	Trustee 1.00	0.	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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	2,609,070.
b Average of monthly cash balances		1b	
c Fair market value of all other assets (see instructions)		1c	140,067.
d **Total** (add lines 1a, b, and c)		1d	2,749,137.
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	2,749,137.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	41,237.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,707,900.
6 **Minimum investment return.** Enter 5% of line 5		6	135,395.

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	135,395.
2a Tax on investment income for 2009 from Part VI, line 5	2a 424.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	424.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	134,971.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	134,971.
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	134,971.

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	317,061.
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	317,061.
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	424.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	316,637.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					134,971.
2 Undistributed income, if any, as of the end of 2009.					
a Enter amount for 2008 only				0.	
b Total for prior years. 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004	51,307.				
b From 2005	129,635.				
c From 2006	170,136.				
d From 2007	198,406.				
e From 2008	204,117.				
f **Total** of lines 3a through e		753,601.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 317,061.					
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required — see instructions)			0.		
c Treated as distributions out of corpus (Election required — see instructions)		0.			
d Applied to 2009 distributable amount					134,971.
e Remaining amount distributed out of corpus		182,090.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		935,691.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount — see instructions			0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		51,307.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		884,384.			
10 Analysis of line 9					
a Excess from 2005	129,635.				
b Excess from 2006	170,136.				
c Excess from 2007	198,406.				
d Excess from 2008	204,117.				
e Excess from 2009	182,090.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV **Supplementary Information (Complete this part only if the 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))

None

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

None

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

Check here ▶ ☐ 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 11

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 12				
Total			► **3a**	313,750.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	612.	
4 Dividends and interest from securities			14	69,681.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-709.	
8 Gain or (loss) from sales of assets other than inventory			18	-139,323.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-69,739.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -69,739.

(See worksheet in the instructions for line 13 to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

SIGN HERE

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

UMB BANK, n.a., TRUSTEE
BY Patricia A Lockerby 5/17/10 Vice President/. Trust Admin

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	WILLIAM D O'FLYNN	Date 5/13/10	Check if self-employed ☐	Preparer's Identifying number (See Signature in the instrs) N/A
Firm's name (or yours if self-employed), address, and ZIP code	O'Flynn & Bihuniak Chartered 4200 Somerset Drive Ste 137 Prairie Village, KS 66208		EIN N/A Phone no (913) 648-6828

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 WILLARD J. & MARY G. BREIDENTHAL FOUNDATION

Employer identification number 48-6103376

Organization type (check one)·

Filers of: | **Section:**

Form 990 or 990-EZ

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

Form 990-PF

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

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

General Rule –

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

Special Rules –

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/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)

Name of organization: WILLARD J. & MARY G. BREIDENTHAL

Employer identification number: 48-6103376

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BREIDENTHAL CHARITABLE LEAD TR 5901 COLLEGE BLVD, SUITE 100 OVERLAND PARK, KS 66211-1503	$ 234,188.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: WILLARD J. & MARY G. BREIDENTHAL

Employer identification number: 48-6103376

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

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
WILLARD J. & MARY G. BREIDENTHAL

Employer identification number
48-6103376

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) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ -709.	$ -709.	
Total	$ -709.	$ -709.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
O'FLYNN & BIHUNIAK CHARTERED	$ 2,725.	$ 2,453.		$ 272.
Total	$ 2,725.	$ 2,453.		$ 272.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
UMB BANK	$ 27,430.	$ 24,687.		$ 2,743.
Total	$ 27,430.	$ 24,687.		$ 2,743.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2008 990 PF REFUND	$ -274.			
Total	$ -274.	$ 0.		$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
POSTAGE	$ 296.			$ 296.
Total	$ 296.	$ 0.		$ 296.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
FEDERAL HOME LOAN BANK 4.000%	Cost	$ 49,952.	$ 51,844.
FEDERAL FARM CREDIT BANK 3.75%	Cost	74,979.	78,539.
FEDERAL FARM CREDIT BANK 5.450%	Cost	49,739.	55,188.
FEDERAL FARM CREIDT BANK 4.450%	Cost	50,089.	51,265.
FEDERAL HOME LOAN BANK 5.000%	Cost	0.	0.
FEDERAL HOME LOAN BANK 5.250%	Cost	50,237.	52,953.
FEDERAL HOME LOAN BANK 3.750%	Cost	0.	0.
FEDERAL HOME LOAN MORTGAGE 5.250%	Cost	101,714.	110,000.
FEDERAL NATIONAL MORTGAGE ASSN 5.000%	Cost	50,116.	51,391.
GOVT NATIONAL MORTGAGE ASSN 5.1397%	Cost	98,670.	103,841.
GOVT NATIONAL MTG ASSN POOL 612970	Cost	11,527.	11,808.
GOVT NATIONAL MTG ASSN POOL 603099	Cost	11,103.	11,471.
GOVT NATIONAL MTG ASSN POOL 003439	Cost	13,834.	14,270.
FEDERAL NATIONAL MORTGAGE ASSN 3.22%	Cost	24,699.	24,562.
UNITED STATES TREASURY NOTE, 1.375%	Cost	49,748.	49,766.
		$ 636,407.	$ 666,898.
	Total	$ 636,407.	$ 666,898.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
ABBOTT LABORATORIES	Cost	$ 32,480.	$ 31,854.
ADOBE SYSTEMS INC	Cost	32,482.	38,251.
AFLAC INC	Cost	0.	0.
APPLE INC	Cost	28,141.	61,112.
A T & T INC	Cost	31,486.	28,871.
BAXTER INTERNATIONAL INC	Cost	27,080.	32,274.
BECTON DICKINSON & CO	Cost	31,088.	29,178.
CATERPILLAR INC DEL	Cost	34,037.	34,764.
CERNER CORP	Cost	22,591.	42,044.
CHUBB CORP	Cost	32,766.	31,967.
CISCO SYSTEMS INC	Cost	44,228.	55,301.
COCA COLA CO.	Cost	28,765.	33,060.
CONOCOPHILLIPS	Cost	0.	0.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
COSTCO WHOLESALE CORP	Cost	$ 37,796.	$ 36,685.
COVANCE INC	Cost	45,219.	48,567.
CULLEN FROST BANKERS INC	Cost	0.	0.
CVS CAREMARK CORPORATION	Cost	42,239.	39,940.
DANAHER CORP DEL	Cost	42,590.	45,872.
DEERE & COMPANY	Cost	12,966.	17,850.
DEVON ENERGY CORP	Cost	0.	0.
DISNEY WALT CO	Cost	34,919.	38,377.
ENTERGY CORP NEW	Cost	36,096.	31,918.
EOG RESOURCES INC	Cost	17,860.	22,379.
EXELON CORP	Cost	39,025.	29,811.
EXXONMOBIL CORP	Cost	39,530.	37,504.
GENZYME CORP	Cost	48,482.	33,817.
GILEAD SCIENCES INC	Cost	29,869.	32,453.
GOOGLE INC	Cost	46,362.	61,998.
GREAT PLAINS ENERGY INC	Cost	0.	0.
HARRIS CORP DEL	Cost	0.	0.
HEINZ H J CO	Cost	0.	0.
ILLINOIS TOOL WORKS INC	Cost	37,271.	37,432.
INTEL CORP	Cost	50,756.	48,552.
JACOBS ENGINEERING GROUP INC	Cost	12,328.	12,411.
MCCORMICK & CO INC	Cost	36,037.	33,240.
MCDONALDS CORP	Cost	24,083.	31,844.
MICROSOFT CORP	Cost	18,655.	21,031.
NORTHERN TRUST CORP	Cost	34,897.	28,296.
ORACLE CORP	Cost	29,256.	39,003.
PEABODY ENERGY CORP	Cost	30,286.	30,743.
PRAXAIR INC	Cost	31,742.	32,124.
PROCTER & GAMBLE CO	Cost	31,357.	32,134.
RAYTHEON CO	Cost	42,346.	39,670.
SCHLUMBERGER LTD	Cost	35,177.	36,450.
SCHWAB CHARLES CORP NEW	Cost	25,492.	22,396.
TARGET CORP	Cost	33,405.	35,794.
TJX COS INC	Cost	38,280.	42,764.
UMB FINANCIAL CORP	Cost	3,386.	78,700.
VALERO ENERGY CORP NEW	Cost	37,795.	19,095.
WELLS FARGO & CO	Cost	40,397.	34,007.
DODGE & COX INTERNATIONAL STOCK FUND	Cost	55,365.	42,735.
UMB SCOUT INTERNATIONAL FUND	Cost	138,386.	125,357.
UMB SCOUT MID CAP FUND	Cost	128,996.	139,499.
UMB SCOUT SMALL CAP FUND	Cost	71,168.	57,548.
APACHE CORP	Cost	31,118.	37,141.
BHP BILLITON LTD	Cost	25,204.	32,164.
CHEVRON CORP	Cost	26,922.	30,026.
FPL GROUP INC	Cost	29,151.	27,995.
FRANKLIN RES INC	Cost	25,812.	37,926.
HOME DEPOT INC	Cost	27,140.	32,112.
INTERNATIONAL BUSINESS MACHINES	Cost	28,114.	34,034.
OCCIDENTAL PETROLEUM CORP	Cost	16,015.	18,711.
QUALCOMM INC	Cost	29,701.	30,994.
US BANCORP DEL	Cost	30,295.	35,116.
	Total	$ 2,074,430.	$ 2,232,891.

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
ANHEUSER BUSCH COS INC 4.950%	Cost	$ 75,191.	$ 77,371.
HEWLETT PACKARD CO, 2.25%	Cost	25,392.	25,355.
JP MORGAN CHASE & CO, 3.70%	Cost	24,950.	25,074.
WAL MART STORES INC, 3.00%	Cost	25,362.	25,131.
WELLS FARGO & CO MTN, 3.75%	Cost	24,985.	24,926.
	Total	$ 175,880.	$ 177,857.

Statement 9
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
ACCRUED INTEREST	$ 306.	
ACCRUED INTEREST PURCHASED		$ 306.
Total	$ 306.	$ 306.

Statement 10
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	AFLAC INC	Purchased	Various	2/12/2009
2	ABBOTT LABORATORIES	Purchased	Various	6/01/2009
3	TARGET CORPORATION	Purchased	Various	6/01/2009
4	GENZYME CORP	Purchased	Various	6/01/2009
5	GILEAD SCIENCES INC	Purchased	Various	6/01/2009
6	RAYTHEON CO	Purchased	Various	6/01/2009
7	HARRIS CORP DEL	Purchased	Various	6/01/2009
8	CVS CAREMARK CORPORATION	Purchased	Various	6/01/2009
9	CERNER CORP	Purchased	Various	6/01/2009
10	CHUBB CORP	Purchased	Various	6/01/2009
11	CISCO SYSTEMS INC	Purchased	Various	6/01/2009
12	COCA COLA CO	Purchased	Various	6/01/2009
13	CONOCOPHILLIPS	Purchased	Various	6/01/2009
14	COSTCO WHOLESALE CORP	Purchased	Various	6/01/2009
15	CULLEN FROST BANKERS	Purchased	Various	6/01/2009
16	DANAHER CORP DEL	Purchased	Various	6/01/2009
17	DEERE & COMPANY	Purchased	Various	6/01/2009
18	DEVON ENERGY CORP	Purchased	Various	6/01/2009
19	DISNEY WALT CO	Purchased	Various	6/01/2009
20	EOG RESOURCES INC	Purchased	Various	6/01/2009
21	ENTERGY CORP NEW	Purchased	Various	6/01/2009
22	EXELON CORP	Purchased	Various	6/01/2009
23	GREAT PLAINS ENERGY INC	Purchased	Various	6/01/2009
24	HEINZ H J CO	Purchased	Various	6/01/2009
25	MCCORMICK & CO INC	Purchased	Various	6/01/2009
26	MCDONALD'S CORP	Purchased	Various	6/01/2009

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
27	MICROSOFT CORP	Purchased	Various	6/01/2009
28	ORACLE CORP	Purchased	Various	6/01/2009
29	PRAXAIR INC	Purchased	Various	6/01/2009
30	PROCTER & GAMBLE CO	Purchased	Various	6/01/2009
31	SCHLUMBERGER LTD	Purchased	Various	6/01/2009
32	SCHWAB CHARLES CORP NEW	Purchased	Various	6/01/2009
33	TJX COS INC	Purchased	Various	6/01/2009
34	WELLS FARGO & COMPANY	Purchased	Various	6/01/2009
35	HARRIS STRATEX NETWORKS INC	Purchased	5/27/2009	5/27/2009
36	HARRIS STRATEX NETWORKS INC	Purchased	5/27/2009	6/08/2009
37	FEDERAL HOME LOAN BANK, 3.75%	Purchased	Various	8/18/2009
38	FEDERAL HOME LOAN BANK, 5.00%	Purchased	Various	12/10/2009
39	DODGE & COX INTERNATIONAL STOCK FUND	Purchased	Various	12/15/2009
40	SCOUT MID CAP FUND	Purchased	Various	12/15/2009
41	SCOUT SMALL CAP FUND	Purchased	Various	12/15/2009
42	SCOUT INTERNATIONAL FUND	Purchased	Various	12/15/2009
43	SCOUT SMALL CAP FUND	Purchased	Various	12/16/2009
44	UNITEDHEALTH GROUP CLASS ACTION STTLMT	Purchased	Various	12/17/2009
45	SCOUT MID CAP FUND	Purchased	Various	12/17/2009
46	GNMA POOL 612970 PRIN PMTS	Purchased	Various	Various
47	GNMA POOL 603099 PRIN PMTS	Purchased	Various	Various
48	GNMA POOL 003439 PRIN PMTS	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	20,344.		44,122.	-23,778.				$ -23,778.
2	1,787.		2,232.	-445.				-445.
3	420.		521.	-101.				-101.
4	591.		801.	-210.				-210.
5	3,837.		3,377.	460.				460.
6	454.		564.	-110.				-110.
7	24,869.		37,804.	-12,935.				-12,935.
8	3,662.		4,270.	-608.				-608.
9	12,264.		9,401.	2,863.				2,863.
10	3,630.		4,564.	-934.				-934.
11	5,292.		4,639.	653.				653.
12	11,221.		11,228.	-7.				-7.
13	18,103.		25,443.	-7,340.				-7,340.
14	4,475.		5,632.	-1,157.				-1,157.
15	18,616.		20,071.	-1,455.				-1,455.
16	621.		682.	-61.				-61.
17	2,815.		2,391.	424.				424.
18	23,281.		33,718.	-10,437.				-10,437.
19	5,248.		6,427.	-1,179.				-1,179.
20	759.		777.	-18.				-18.
21	760.		1,089.	-329.				-329.
22	2,950.		4,624.	-1,674.				-1,674.
23	16,994.		27,642.	-10,648.				-10,648.
24	33,443.		45,532.	-12,089.				-12,089.
25	297.		392.	-95.				-95.
26	15,490.		11,082.	4,408.				4,408.
27	2,336.		3,068.	-732.				-732.
28	190.		184.	6.				6.
29	16,682.		13,865.	2,817.				2,817.

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
30	12,789.		13,686.	-897.				$ -897.
31	577.		587.	-10.				-10.
32	4,006.		4,934.	-928.				-928.
33	3,991.		4,525.	-534.				-534.
34	2,590.		3,386.	-796.				-796.
35	1.		1.	0.				0.
36	1,114.		1,047.	67.				67.
37	50,000.		50,000.	0.				0.
38	50,000.		50,000.	0.				0.
39	19,851.		30,037.	-10,186.				-10,186.
40	49,907.		54,063.	-4,156.				-4,156.
41	49,800.		75,568.	-25,768.				-25,768.
42	49,605.		60,060.	-10,455.				-10,455.
43	40,289.		51,726.	-11,437.				-11,437.
44	158.		0.	158.				158.
45	9,880.		9,328.	552.				552.
46	2,222.		2,293.	-71.				-71.
47	2,806.		2,871.	-65.				-65.
48	3,924.		4,010.	-86.				-86.
							Total	$-139,323.

Statement 11
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name:
Care Of: UMB BANK
Street Address: PO BOX 419226
City, State, Zip Code: KANSAS CITY, MO 64141-6226
Telephone:
Form and Content: WRITTEN REQUESTS INCLUDING DESCRIPTION OF CHARITABLE FUNCTION AND OTHER SUPPORTING DOCUMENTATION.
Submission Deadlines: NOVEMBER 1 OF EACH YEAR
Restrictions on Awards: NONE. HOWEVER, GRANTS ARE PREDOMINANTLY TO ORGANIZATIONS IN THE GREATER KANSAS CITY AREA.

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

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
KU WILLIAMS ED FD BLDG ON EXCELLENCE 1651 NAISMITH DRIVE LAWRENCE, KS 66045	NONE		EDUCATION	$ 2,500.
WIN FOR KC 1308 PENNSYLVANIA KANSAS CITY, MO 64105	NONE		EDUCATION	3,000.
KSU WOMEN'S BASKETBALL MANHATTAN, KS 66506	NONE		EDUCATION	50,000.
KCK STREET BLUES FESTIVAL 1234 STATE AVENUE KANSAS CITY, KS 66102	NONE		ARTS	1,000.
DONNELLY COLLEGE 608 NORTH 18TH STREET KANSAS CITY, KS 66102	NONE		EDUCATION	17,000.
TRINITY UNITED METHODIST CHURCH 5010 PARALLEL PARKWAY KANSAS CITY, KS 66104	NONE		RELIGIOUS	30,000.
EMPORIA STATE UNIVERSITY WOMEN'S BSKTBL 1200 COMMERCIAL STREET EMPORIA, KS 66801	NONE		EDUCATION	50,000.
KS STATE UNIVERSITY LEADERSHIP PGM 918 NORTH MANHATTAN AVENUE MANHATTAN, KS 66502	NONE		EDUCATION	500.
BOYS & GIRLS CLUBS 1210 NORTH 10TH STREET KANSAS CITY, KS 66102	NONE		EDUCATION	100,000.
YWCA 1017 NORTH 6TH STREET KANSAS CITY, KS 66101	NONE		EDUCATION	25,000.
EMPORIA STATE UNIVERSITY 1500 HIGHLAND STREET EMPORIA, KS 66801	NONE		EDUCATION	4,000.
HEART OF AMERICA COUNCIL 10210 HOLMES ROAD KANSAS CITY, MO 64131	NONE		CHARITABLE	2,000.

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

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
SANTA FE TRAIL GIRL SCOUTS 7620 STATE AVENUE KANSAS CITY, KS 66112	NONE		EDUCATION	$ 2,000.
FRIENDS OF THE ZOO 6800 ZOO DRIVE KANSAS CITY, KS 64132	NONE		EDUCATION	1,500.
KANSAS CITY PUBLIC TELEVISION 125 EAST 31ST STREET KANSAS CITY, MO 64108	NONE		ARTS	2,000.
BISHOP WARD HIGH SCHOOL 708 NORTH 18TH STREET KANSAS CITY, KS 66102	NONE		EDUCATION	5,000.
KCUR 4825 TROOST KANSAS CITY, MO 64110	NONE		ARTS	1,500.
SCIENCE CITY AT UNION STATION 2300 MAIN KANSAS CITY, MO 64108	NONE		EDUCATION	1,500.
YMCA 900 NORTH 8TH STREET KANSAS CITY, KS 66101	NONE		CHARITABLE	1,000.
FREEDOM'S FRONTIER NATL HERITAGE AREA PO BOX 526 LAWRENCE, KS 66044	NONE		EDUCATION	5,000.
USA ATHLETES INTERNATIONAL, INC. 13095 S. MUR-LEN ROAD, SUITE 140 OLATHE, KS 66062	NONE		EDUCATION	250.
WYANDOTTE COUNTY HISTORICAL SOCIETY 631 NORTH 126TH STREET BONNER SPRINGS, KS 66012	NONE		EDUCATION	1,000.
MISSOURI VALLEY ECLIPSE 22406 WEST 57TH STREET SHAWNEE, KS 66226	NONE		EDUCATION	500.

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

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
AHEARN FUND 1800 COLLEGE AVE, BRAMLAGE COLISEUM MANHATTAN, KS 66506	NONE		EDUCATION	$ 2,000.
EMPORIA STATE UNIVERSITY ATHLETICS 1200 COMMERCIAL STREET EMPORIA, KS 66801	NONE		EDUCATION	5,000.
OLD QUINDARO MUSEUM PO BOX 4445 KANSAS CITY, KS 66104	NONE		EDUCATION	500.
			Total	$ 313,750.