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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2010

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

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

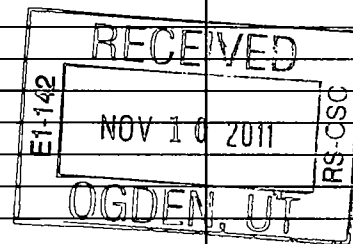
Name of foundation RUDD FOUNDATION C/O LRICO		A Employer identification number 88-6059216
Number and street (or P O box number if mail is not delivered to street address) 2416 EAST 37TH STREET NORTH	Room/suite	B Telephone number 316-831-9958
City or town, state, and ZIP code WICHITA, KS 67219		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,843,816. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		135,444.	135,444.		STATEMENT 1
4 Dividends and interest from securities		18,303.	18,303.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-40,174.			
b Gross sales price for all assets on line 6a 1,247,927.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		61,062.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		174,635.	153,747.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		3,818.	3,818.		0.
c Other professional fees STMT 5		1,030.	1,030.		0.
17 Interest					
18 Taxes STMT 6		13,924.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		24,152.	15,100.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		42,924.	19,948.		0.
25 Contributions, gifts, grants paid		985,715.			985,715.
26 Total expenses and disbursements. Add lines 24 and 25		1,028,639.	19,948.		985,715.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-854,004.			
b Net investment income (if negative, enter -0-)			133,799.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see the instructions.

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	266,332.	116,255.	116,255.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	108,694.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	1,372,300.	983,100.	983,100.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	2,824,984.	2,744,461.	2,744,461.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	4,572,310.	3,843,816.	3,843,816.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,572,310.	3,843,816.	
30 Total net assets or fund balances	4,572,310.	3,843,816.		
31 Total liabilities and net assets/fund balances	4,572,310.	3,843,816.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,572,310.
2 Enter amount from Part I, line 27a	2	-854,004.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	125,510.
4 Add lines 1, 2, and 3	4	3,843,816.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,843,816.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 1,247,927.		1,288,101.	-40,174.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			-40,174.	
2 Capital gain net income or (net capital loss)		2		-40,174.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3		N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	614,498.	4,606,408.	.133401
2008	720,139.	7,637,383.	.094291
2007	4,327,175.	11,741,377.	.368541
2006	399,630.	12,406,482.	.032211
2005	1,620,362.	9,364,545.	.173032
2 Total of line 1, column (d)			.801476
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			.160295
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			3,832,735.
5 Multiply line 4 by line 3			614,368.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,338.
7 Add lines 5 and 6			615,706.
8 Enter qualifying distributions from Part XII, line 4			985,715.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,338.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,338.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,338.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,440.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	9,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,440.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,102.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☒ 1,360. Refunded ☒	11	7,742.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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 Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NONE		
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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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?	13	X	

Website address ► **WWW.RUDDFOUNDATION.ORG**

14 The books are in care of ► **LESLIE G. RUDD** Telephone no. ► **316-831-9958**
 Located at ► **2416 EAST 37TH STREET NORTH, WICHITA, KS** ZIP+4 ► **67219**

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

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
 See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

16	Yes	No
		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☒ Yes ☐ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b If "Yes," did it have excess business holdings in 2010 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 2010)	3b	X
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 2010?	4b	X

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Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to:

(1)

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

☐ Yes

☒ No

(2)

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

☐ Yes

☒ No

(3)

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

☐ Yes

☒ No

(4)

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

☐ Yes

☒ No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes

☒ No

b

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

N/A

☐

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?

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes

☒ No

b

If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LESLIE G. RUDD 2416 EAST 37TH STREET NORTH WICHITA, KS 67219	TRUSTEE 4.00	0.	0.	0.

2

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

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

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

0

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Part VIII

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

(continued)

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 THERE WERE NO DIRECT CHARITABLE ACTIVITIES DURING THE YEAR.	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 THERE WERE NO PROGRAM-RELATED INVESTMENTS DURING THE YEAR.	
	0.
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	4,277,221.
b	Average of monthly cash balances	1b	116,276.
c	Fair market value of all other assets	1c	-502,395.
d	Total (add lines 1a, b, and c)	1d	3,891,102.
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	3,891,102.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,367.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,832,735.
6	Minimum investment return. Enter 5% of line 5	6	191,637.

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	191,637.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,338.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	8,085.
c	Add lines 2a and 2b	2c	9,423.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	182,214.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	182,214.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	182,214.

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	985,715.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	985,715.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,338.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	984,377.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				182,214.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	1,105,270.			
b From 2006				
c From 2007	3,903,358.			
d From 2008	357,126.			
e From 2009	392,934.			
f Total of lines 3a through e	5,758,688.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$	985,715.			
a Applied to 2009, 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 2010 distributable amount				182,214.
e Remaining amount distributed out of corpus	803,501.			
5 Excess distributions carryover applied to 2010 (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	6,562,189.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	1,105,270.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	5,456,919.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007	3,903,358.			
c Excess from 2008	357,126.			
d Excess from 2009	392,934.			
e Excess from 2010	803,501.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(I)(3) or ☐ 4942(I)(5)

- 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(i)(3)(B)(i)**

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

1 Information Regarding Foundation Managers:

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

LESLIE G. RUDD

- 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:**

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

- c Any submission deadlines:**

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

Part XV Supplementary Information (continued)				
3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 11				
Total			▶ 3a	985,715.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Enter gross amounts unless otherwise indicated.

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

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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.

 11/3/2011 **PRESIDENT**

Signature of officer or trustee Date Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	GREG SEVIER		8-26-11		P00301386
	Firm's name ▶ PETERSON, PETERSON & GOSS, L.C.			Firm's EIN ▶ 48-0542098	
	Firm's address ▶ P.O. BOX 1259 WICHITA, KS 67201-1259			Phone no. 316-262-8371	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BANK OF AMERICA	P	04/06/09	01/27/10
b	FEDERAL HOME LN MTG CORP	P	04/06/09	03/25/10
c	FEDERAL HOME LN MTG CORP	P	04/20/09	01/07/10
d	FEDERAL FARM CR BKS CONS	P	04/27/10	07/14/10
e	LOS ANGELES CNTY CALIF MET TRANSN	P	04/02/09	03/25/10
f	BEAR STEARNS COS INC SR NT	P	04/20/09	08/24/10
g	FEDERAL HOME LN MTG CORP	P	04/06/09	04/20/10
h	VIRGINIA ST PUB BLDG AUTH PUB FACS REV	P	04/08/09	10/13/10
i	WELLS FARGO & CO	P	10/08/09	02/26/10
j	WELLS FARGO & CO	P	10/08/09	03/24/10
k	BT PRIVATE EQUITY REALIZED GAINS	P		
l	VITA PARTNERS LLC WRITTEN OFF	P		
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 25,275.		25,102.	173.
b 49,886.		50,005.	-119.
c 150,415.		150,086.	329.
d 100,136.		100,018.	118.
e 150,798.		150,212.	586.
f 158,995.		151,178.	7,817.
g 100,000.		100,009.	-9.
h 25,165.		25,001.	164.
i 329,276.		348,719.	-19,443.
j 92,810.		87,201.	5,609.
k 65,171.			65,171.
l		100,570.	-100,570.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			173.
b			-119.
c			329.
d			118.
e			586.
f			7,817.
g			-9.
h			164.
i			-19,443.
j			5,609.
k			65,171.
l			-100,570.
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-40,174.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF · INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BS GREENBERG	16.
COMMERCE BANK	6.
FIDELITY INVESTMENTS - BRECKINRIDGE	136,982.
FIDELITY INVESTMENTS - BRECKINRIDGE - ACCRUED INTEREST	-1,646.
FROM K-1 - GLOBAL AVIATION TECHNOLOGIES, LLC	17.
FROM K-1 - LEXIN CELEBRATION COMMERCIAL, LLC	69.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	135,444.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BS GREENBERG	18,303.	0.	18,303.
TOTAL TO FM 990-PF, PART I, LN 4	18,303.	0.	18,303.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RENTAL INCOME, LEXIN CELEBRATION, LLC	60,613.	0.	
ORDINARY INCOME, GLOBAL AVIATION TECHNOLOGIES, LLC	449.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	61,062.	0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION FEES	3,818.	3,818.			0.
TO FORM 990-PF, PG 1, LN 16B	3,818.	3,818.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING FEES	1,030.	1,030.			0.
TO FORM 990-PF, PG 1, LN 16C	1,030.	1,030.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL INCOME TAX	13,924.	0.			0.
TO FORM 990-PF, PG 1, LN 18	13,924.	0.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK SERVICE CHARGES	15,100.	15,100.			0.
NONDEDUCTIBLE EXPENSES	69.	0.			0.
	3.	0.			0.
BOOK-TAX DIFFERENCES FROM PASSTHROUGH ENTITIES	8,980.	0.			0.
TO FORM 990-PF, PG 1, LN 23	24,152.	15,100.			0.

FORM 990-PF · OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN (LOSS) - LONG TERM HOLDINGS	125,510.
TOTAL TO FORM 990-PF, PART III, LINE 3	125,510.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BEAR STEARNS - GREENBERG	839,242.	983,100.
UNREALIZED GAIN/LOSS	143,858.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	983,100.	983,100.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BT PRIVATE EQUITY	COST	0.	264,098.
LEXIN CELEBRATION, LLC	COST	48.	48.
LEXIN FL CELEBRATION COMM, LLC	COST	-498,271.	-498,271.
GLOBAL AVIATION TECHNOLOGIES, LLC	COST	-4,172.	-4,172.
UNREALIZED GAIN/LOSS	COST	264,098.	0.
VITA PARTNERS, LLC	COST	0.	0.
BRECKINRIDGE	COST	2,853,844.	2,982,758.
UNREALIZED GAIN/LOSS	COST	128,914.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,744,461.	2,744,461.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
HEBREW CONGREGATION OF WICHITA 1850 NORTH WOODLAWN WICHITA, KS 67208	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	100.
AMERICAN FRIENDS OF THE ISRAEL PHILHARMONIC ORCHESTRA 122 EAST 42ND STREET NEW YORK, NY 10168	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	1,000.
BOYS & GIRLS CLUB OF ST. HELENA 1420 TAINTER STREET ST. HELENA, CA 94574	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	20,000.
CAMEO CINEMA 1340 MAIN ST HELENA, CA 94574	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	1,000.
CATHOLIC CHARITIES INC 532 N BROADWAY STREET WICHITA, KS 67214	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	350.
CHABAD OF NAPA VALLEY 18 LODESTAR LANE NAPA, CA 94558	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	10,024.
THE RON AND DIANNE FARB CLIMB FOR CANCER FOUNDATION 5745 SW 75TH ST. #317 GAINESVILLE, FL 32608	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	1,000.
CLINICA VERDE 109 CAMINO VISTA ST. HELENA, CA 94574	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	5,000.

CONGREGATION BETH SHOLOM 1455 ELM STREET NAPA, CA 94559	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	100.
CONGREGATION EMANU-EL FOUNDATION 641 N. WOODLAWN #29 WICHITA, KS 67208	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	200.
DONORS TRUST INC 109 NORTH HENRY STREET ALEXANDRIA, VA 22314	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	100,000.
PLANET Z-ECHELON 107 REED RANCH ROAD TIBURON, CA 94920	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	50.
FUNDAMENTAL LEARNING CENTER 917 S. GLENDALE WICHITA, KS 67218	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	100.
GUILD OF SOMMELIERS EDUCATION FOUNDATION P.O. BOX 348 RUTHERFORD, CA 94573	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	30,000.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVE, NE WASHINGTON, DC 20002	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	20.
JEWISH FEDERATION OF GREATER DALLAS JACOB FELDMAN BUILDING 7800 NORTHHAVEN ROAD DALLAS, TX	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	13,000.
JEWISH HISTORICAL SOCIETY OF NAPA VALLEY PO BOX 6753 NAPA, CA 94581	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	100.
JUSTIN-SIENA HIGH SCHOOL FOUNDATION INC 4026 MAHER STREET NAPA, CA 94558	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	8,333.

KANSAS HUMANE SOCIETY OF WICHITA INC 4218 SOUTHEAST BLVD WICHITA, KS 67210	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	5,000.
NAPA VALLEY COLLEGE FOUNDATION 2277 NAPA VALLEJO HIGHWAY NAPA, CA 94558	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	1,000.
NAPA VALLEY SUPPORT SERVICES 650 IMPERIAL WAY SUITE 202 NAPA, CA 94559	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	250.
NAPA VALLEY WINE LIBRARY ASSOCIATION PO BOX 328 ST. HELENA, CA 94574	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	460.
SCHOOL OF AMERICAN BALLET INC 70 LINCOLN CENTER PLAZA FIFTH FLOOR NEW YORK, NY 10023	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	2,700.
SCRIPPS COLLEGE 1030 COLUMBIA AVENUE CLAREMONT, CA 91711	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	10,000.
ST. HELENA HIGH AG BOOSTERS P.O. BOX 848 ST. HELENA, CA 94574	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	250.
ST. HELENA HOSPITAL FOUNDATION 10 WOODLAND ROAD ST HELENA, CA 94574	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	100,000.
ST. HELENA PERFORMING ARTS THEATER FOUNDATION 1655 SYLVANER AVENUE ST. HELENA, CA 94574	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	600,000.
ST.HELENA RENAISSANCE FOUNDATION 1241 ADAMS STREET #1008 ST.HELENA, CA 94574	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	10,000.

REGENTS OF THE UNIVERSITY OF CALIFORNIA VETERINARY MEDICINE UNIVERSITY OF CALIFORNIA DAVIS, CA 95616	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	1,000.
THE V FOUNDATION 1127 POPE STREET STE 203 ST HELENA, CA 94574	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	25,500.
WICHITA STATE UNIVERSITY FOUNDATION 1845 FAIRMOUNT WICHITA, KS 67260	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	36,667.
WICHITA SYMPHONY SOCIETY INC WICHITA SYMPHONY SOCIETY PO BOX 683 WICHITA, KS 67201	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	750.
WORLD TRADE COUNCIL OF WICHITA INC CIBA-BARTON SCHOOL OF BUSINESS-WSU WICHITA, KS	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	1,161.
YOUTH ENTREPRENEURS OF KANSAS INC 4111 E 37TH ST N STE D101 WICHITA, KS 67220	NONE FINANCIAL SUPPORT	PUBLIC CHARITY	600.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			985,715.