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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
WILLARD J & MARY G BREIDENTHAL
FOUNDATION

A Employer identification number
48-6103376

Number and street (or P O box number if mail is not delivered to street address) UMB BANK PO BOX 419226 | Room/suite

B Telephone number (see page 10 of the instructions)
(913) 648-2800

City or town, state, and ZIP code
KANSAS CITY, MO 64141

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,370,228

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 page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	220,482			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	130	130		
	4	Dividends and interest from securities	76,839	76,839		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	-25,511			
	b	Gross sales price for all assets on line 6a 815,680				
	7	Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11	Other income (attach schedule)	-991	-991		
	12	**Total.** Add lines 1 through 11	270,949	75,978		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,750	2,475		275
	c	Other professional fees (attach schedule)	33,046	29,741		3,305
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	35,796	32,216		3,580
	25	Contributions, gifts, grants paid	325,950			325,950
	26	**Total expenses and disbursements.** Add lines 24 and 25	361,746	32,216		329,530
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-90,797			
	b	**Net investment income** (if negative, enter -0-)		43,762		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	17,628	21,049	21,049
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	602,375	470,816	516,698
b	Investments—corporate stock (attach schedule)	1,858,551	1,823,235	2,298,604
c	Investments—corporate bonds (attach schedule)	444,072	469,050	485,523
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 ▶)	675	48,354	48,354
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,923,301	2,832,504	3,370,228
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		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, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	1,906,369	1,815,572	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,923,301	2,832,504	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,923,301	2,832,504	

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	2,923,301
2	Enter amount from Part I, line 27a	2	-90,797
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,832,504
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	2,832,504

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	-25,511
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	-25,511

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	311,977	3,025,980	0 10310
2009	316,637	2,707,900	0 11693
2008	373,429	3,412,079	0 10944
2007	381,243	3,720,734	0 10246
2006	334,165	3,419,851	0 09771

2	**Total** of line 1, column (d)	2	0 52965
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 10593
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,844,131
5	Multiply line 4 by line 3	5	301,279
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	438
7	Add lines 5 and 6	7	301,717
8	Enter qualifying distributions from Part XII, line 4	8	329,530

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	438
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	
3	Add lines 1 and 2			3	438
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	438
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	756		
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	756
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	318
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 318	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ __________ **(2)** On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ KS			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

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 ▶641416226

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 |

			Yes	No
16	At any time during calendar year 2011, 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?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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 2011?	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		No
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 2011 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 2011.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

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 page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		**No**
	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? ☐ 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**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
MCKENZIE BREIDENTHAL 2324 NORTH 88TH DRIVE KANSAS CITY, KS 66109	Trustee 1 00	0		
UMB BANK PO BOX 419226 KANSAS CITY, MO 641416226	Trustee 2 00	0		
GEORGE G BREIDENTHAL 2324 NORTH 88TH DRIVE KANSAS CITY, KS 66109	Trustee 1 00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

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

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

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

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,751,071
b	Average of monthly cash balances	1b	136,372
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,887,443
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	
3	Subtract line 2 from line 1d	3	2,887,443
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	43,312
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,844,131
6	**Minimum investment return.** Enter 5% of line 5	6	142,207

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	142,207
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 438		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	438
3	Distributable amount before adjustments Subtract line 2c from line 1	3	141,769
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	141,769
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	141,769

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	329,530
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	329,530
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	438
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	329,092

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

Part XIII **Undistributed Income** (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					141,769
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2011					
a From 2006.	170,136				
b From 2007.	198,406				
c From 2008.	204,117				
d From 2009.	182,090				
e From 2010.	162,166				
f **Total** of lines 3a through e.		916,915			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 329,530					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2011 distributable amount.					141,769
e Remaining amount distributed out of corpus		187,761			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,104,676			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2011 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) (see page 27 of the instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)		170,136			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		934,540			
10 Analysis of line 9					
a Excess from 2007. . . .	198,406				
b Excess from 2008. . . .	204,117				
c Excess from 2009. . . .	182,090				
d Excess from 2010. . . .	162,166				
e Excess from 2011. . . .	187,761				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

WILLARD J MARY G BREIDENTHAL FDN
PO BOX 419226
KANSAS CITY, MO 641416226
(913) 648-2800

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

WRITTEN REQUESTS INCLUDING DESCRIPTION OF CHARITABLE FUNCTION AND OTHER SUPPORTING DOCUMENTATION

c Any submission deadlines

NOVEMBER 1 OF EACH YEAR

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

NONE HOWEVER, GRANTS ARE PREDOMINANTLY TO ORGANIZATIONS IN THE GREATER KANSAS CITY AREA

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 Additional Data Table				
Total . . . . ▶ **3a**				325,950
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	130	
4 Dividends and interest from securities. . . .			14	76,839	
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	991	
8 Gain or (loss) from sales of assets other than inventory			18	-25,511	
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). .				50,467	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 50,467

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

****** | 2012-05-14 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
WILLIAM D O'FLYNN			
Firm's name	OFlynn & Bihuniak Chartered	Firm's EIN	
Firm's address	4200 Somerset Drive Ste 137 Prairie Village, KS 66208	Phone no (913)648-6828	

May the IRS discuss this return with the preparer shown above? See instructions ☑ Yes ☐ No

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491135008442

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

2011

Name of organization	**Employer identification number**
WILLARD J & MARY G BREIDENTHAL FOUNDATION	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) and 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 its Form 990, or check the box in the heading 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	Employer identification number
WILLARD J & MARY G BREIDENTHAL FOUNDATION	48-6103376

Part I **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(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 662111503	$ 220,482	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)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	**Employer identification number**
WILLARD J & MARY G BREIDENTHAL FOUNDATION	48-6103376

Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

(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**
		$	
(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
FOUNDATION

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 columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(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

(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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
LONG TERM CAPITAL GAIN DISTRIBUTIONS	P	2011-12-31	2011-12-31
SHORT TERM CAPITAL GAIN DISTRIBUTIONS	P	2011-12-31	2011-12-31
MORGAN STANLEY CO	P	2011-12-31	2011-12-28
MOSAIC COMPANY	P	2011-12-31	2011-12-28
BECTON DICKINSON & CO	P	2011-12-31	2011-12-13
SCOUT MID CAP FUND	P	2011-12-31	2011-11-30
BARON SMALL CAPITALIZATION FUND	P	2011-12-31	2011-11-30
PEABODY ENERGY CORP	P	2011-12-31	2011-11-29
DANAHER CORP	P	2011-12-31	2011-11-22
RAYTHEON CO	P	2011-12-31	2011-11-17
NORTHERN TRUST CO	P	2011-12-31	2011-11-16
GILEAD SCIENCES INC	P	2011-12-31	2011-11-15
PRAXAIR INC	P	2011-12-31	2011-11-10
FEDERAL NATIONAL MORTGAGE ASSN 1 625%	P	2011-12-31	2011-11-09
COVANCE INC	P	2011-12-31	2011-11-03
SCOUT INTERNATIONAL FUND	P	2011-12-31	2011-10-31
FEDERAL HOME LOAN BANK 75%	P	2011-12-31	2011-07-28
SCOUT INTERNATIONAL FUND	P	2011-12-31	2011-08-26
DODGE & COX INTERNATIONAL STOCK FUND	P	2011-12-31	2011-08-26
DIAMOND HILL FUNDS	P	2011-12-31	2011-08-18
ILLINOIS TOOL WORKS	P	2011-12-31	2011-08-15
GOLDMAN SACHS GROUP INC	P	2011-12-31	2011-08-09
FEDERAL HOME LOAN BANK 5 250%	P	2011-12-31	2011-06-10
CISCO SYSTEMS INC	P	2011-12-31	2011-06-09
HEWLETT PACKARD CO 2 250%	P	2011-12-31	2011-05-27
EXELON CORP	P	2011-12-31	2011-04-14
CISCO SYSTEMS INC	P	2011-12-31	2011-03-25
PEABODY ENERGY CORP	P	2011-12-31	2011-03-10
NATIONAL OILWELL VARCO INC	P	2011-12-31	2011-03-10
SCHLUMBERGER LTD	P	2011-12-31	2011-03-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CHEVRON CORPORATION	P	2011-12-31	2011-03-10
EXXON MOBIL CORP	P	2011-12-31	2011-03-10
FEDERAL HOME LOAN BANK 4 00%	P	2011-12-31	2011-02-15
GNMA POOL 003439	P	2011-12-31	2011-12-31
GNMA POOL 603099	P	2011-12-31	2011-12-31
GNMA POOL 612970	P	2011-12-31	2011-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,518			3,518
3,741			3,741
13,048		18,290	-5,242
35,274		52,252	-16,978
33,866		38,545	-4,679
26,217		19,600	6,617
53,259		45,000	8,259
24,116		28,208	-4,092
47,034		34,826	12,208
38,132		47,082	-8,950
20,768		34,897	-14,129
40,729		40,041	688
29,750		22,582	7,168
50,000		50,000	
14,636		12,775	1,861
10,405		11,667	-1,262
25,000		24,992	8
12,025		13,726	-1,701
5,584		8,308	-2,724
45,874		45,000	874
35,232		37,271	-2,039
29,152		36,764	-7,612
50,000		50,000	
22,851		25,905	-3,054
25,000		25,000	
17,492		22,315	-4,823
8,792		11,166	-2,374
6,194		4,464	1,730
9,275		5,523	3,752
7,205		6,648	557

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,874		6,903	2,971
5,297		4,937	360
50,000		50,000	
2,731		2,792	-61
1,531		1,567	-36
2,078		2,145	-67

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			3,518
			3,741
			-5,242
			-16,978
			-4,679
			6,617
			8,259
			-4,092
			12,208
			-8,950
			-14,129
			688
			7,168
			1,861
			-1,262
			8
			-1,701
			-2,724
			874
			-2,039
			-7,612
			-3,054
			-4,823
			-2,374
			1,730
			3,752
			557

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			2,971
			360
			-61
			-36
			-67

Form 990PF Part XV Line 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*				
KANSAS CITY KS CHAMBER OF COMMERCE727 MINNESOTA AVENUE KANSAS CITY, KS 66117	NONE	N/A	COMMUNITY ECONOMIC DEVELOPMENT	52,500
WAYSIDE WAIFS3901 MARTHA TRUMAN ROAD KANSAS CITY, MO 64137	NONE	N/A	ANIMAL RESCUE	100
VERNON MULTI-PURPOSE CENTER 2912 LONGWOOD KANSAS CITY, KS 66104	NONE	N/A	SENIOR CITIZEN AID	100
ASPCA424 EAST 92ND STREET NEW YORK, NY 10128	NONE	N/A	ANIMAL RESCUE	250
KANSAS CITY KANSAS PTA COUNCIL2010 NORTH 59TH STREET KANSAS CITY, KS 66104	NONE	N/A	EDUCATION	250
ALCOTTS ARTS CENTER180 SOUTH 18TH STREET KANSAS CITY, KS 66102	NONE	N/A	ARTS	1,000
KANSAS CITY KANSAS ARGENTINE LIBRAR2800 METROPOLITAN AVENUE KANSAS CITY, KS 66106	NONE	N/A	EDUCATION	10,000
HEART OF AMERICA BOY SCOUTS 10210 HOLMES ROAD KANSAS CITY, MO 64131	NONE	N/A	EDUCATION	1,500
DONNELLY COLLEGE SCHOLARSHIP DINNER608 NORTH 18TH STREET KANSAS CITY, KS 66102	NONE	N/A	EDUCATION	1,250
KANSAS STATE UNIVERSITY ATHLETICS1800 COLLEGE AVENUE MANHATTAN, KS 66502	NONE	N/A	EDUCATION	50,000
WYANDOTTE COUNTY MUSEUM631 NORTH 126TH STREET BONNER SPRINGS, KS 66012	NONE	N/A	EDUCATION	500
EMPORIA STATE UNIVERSITY ATHLETICS1200 COMMERCIAL STREET EMPORIA, KS 66801	NONE	N/A	EDUCATION	10,000
FREEDOM'S FRONTIER NATL HERITAGE ARPO BOX 526 LAWRENCE, KS 66044	NONE	N/A	EDUCATION	1,000
YMCA900 NORTH 8TH STREET KANSAS CITY, KS 66101	NONE	N/A	CHARITABLE	1,000
KCUR4825 TROOST KANSAS CITY, MO 64110	NONE	NO	ARTS	2,000
BISHOP WARD HIGH SCHOOL708 NORTH 18TH STREET KANSAS CITY, KS 66102	NONE	N/A	EDUCATION	11,000
KANSAS CITY PUBLIC TELEVISION 125 EAST 31ST STREET KANSAS CITY, MO 64108	NONE	N/A	ARTS	1,500
FRIENDS OF THE ZOO6800 ZOO DRIVE KANSAS CITY, KS 64132	NONE	N/A	EDUCATION	1,500
SANTA FE TRAIL GIRL SCOUTS 7620 STATE AVENUE KANSAS CITY, KS 66112	NONE	NO	EDUCATION	1,500
KANSAS STATE UNIVERSITY918 NORTH MANHATTAN AVENUE MANHATTAN, KS 66502	NONE	N/A	EDUCATION	60,000
EMPORIA STATE UNIVERSITY WOMEN'S BS1200 COMMERCIAL STREET EMPORIA, KS 66801	NONE	N/A	EDUCATION	50,000
TRINITY UNITED METHODIST CHURCH5010 PARALLEL PARKWAY KANSAS CITY, KS 66104	NONE	N/A	RELIGIOUS	54,000
DONNELLY COLLEGE608 NORTH 18TH STREET KANSAS CITY, KS 66102	NONE	N/A	EDUCATION	10,000
KU WILLIAMS ED FD BLDG ON EXCELLENC1651 NAISMITH DRIVE LAWRENCE, KS 66045	NONE	N/A	EDUCATION	5,000
Total . . . . ▶ **3a**				325,950

TY 2011 Accounting Fees Schedule

Name: WILLARD J & MARY G BREIDENTHAL FOUNDATION

EIN: 48-6103376

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
O'FLYNN & BIHUNIAK CHARTERED	2,750	2,475	0	275

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491135008442

TY 2011 Investments Corporate Bonds Schedule

Name: WILLARD J & MARY G BREIDENTHAL FOUNDATION

EIN: 48-6103376

Software ID: 11000144

Software Version: 2011v1.2

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TEXAS INSTRUMENTS INC 1.375%	25,291	25,311
EI DU PONT DE NEMOURS CO 1.950%	25,343	25,688
ISHARES IBOXX $ INVESTMENT GRADE CORP BD	42,351	45,504
US BANCORP MTNS 1.125%	25,006	25,047
SHELL INTERNATIONAL FIN 1.875%	25,293	25,465
PROCTER & GAMBLE CO 1.800%	24,898	25,816
JOHN DEERE CAPITAL CORP 2.800%	25,346	26,228
GEORGIA POWER COMPANY 1.300%	25,141	25,231
COLGATE-PALMOLIVE CO, 1.375%	49,755	50,536
COCA COLA CO 1.500%	24,956	25,341
AT & T INC 2.500%	25,428	25,887
WELLS FARGO & CO MTN, 3.75%	24,991	26,393
WAL MART STORES INC, 3.00%	25,185	26,328
JP MORGAN CHASE & CO, 3.70%	24,970	25,920
HEWLETT PACKARD CO, 2.25%		
ANHEUSER BUSCH COS INC 4.950%	75,096	80,828

TY 2011 Investments Corporate Stock Schedule

Name: WILLARD J & MARY G BREIDENTHAL FOUNDATION

EIN: 48-6103376

Software ID: 11000144

Software Version: 2011v1.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TORTOISE ENERGY INFRASTRUCTURE CORP	63,552	71,982
LKCM SMALL CAP EQUITY FUND INSTL	72,937	78,006
ISHARES GOLD TRUST	67,867	68,916
UNITEDHEALTH GROUP INC	18,093	20,272
TORONTO DOMINION BANK	19,652	20,573
SPECTRA ENERGY CORP	23,242	23,062
ROCHE HOLDING LTD ADR	19,453	21,281
PHILIP MORRIS INTERNATIONAL INC	27,010	31,392
LIMITED BRANDS INC	39,601	38,332
KIMBERLY CLARK CORP	24,393	25,746
JOHNSON & JOHNSON	19,161	19,674
DU PONT E I DE NEMOURS & CO	31,991	27,468
DIGITAL REALTY TRUST INC	25,923	26,668
CARDINAL HEALTH INC	30,443	28,427
VERIZON COMMUNICATIONS	18,654	28,084
LAZARD EMERGING MARKETS FUND INSTL	35,833	34,391
DIAMOND HILL FUNDS		
BARON SMALL CAP FUND		
NEXTERA ENERGY INC	13,303	15,524
NATIONAL OILWELL VARCO INC	31,826	52,692
MORGAN STANLEY CO		
GOLDMAN SACHS GROUP INC		
CENTURYLINK INC	31,453	33,480
BOEING CO	48,779	51,345
US BANCORP DEL	26,411	36,788
QUALCOMM INC	43,845	55,794
OCCIDENTAL PETROLEUM CORP	24,023	30,921
INTERNATIONAL BUSINESS MACHINES	28,114	47,809
HOME DEPOT INC	27,140	46,664
CHEVRON CORP	34,285	52,136

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APACHE CORP	31,118	32,609
SCOUT MID CAP FUND	98,775	120,748
SCOUT INTERNATIONAL FUND	62,494	56,019
DODGE & COX INTERNATIONAL STOCK FUND	40,542	30,501
WELLS FARGO & CO	39,456	34,726
UMB FINANCIAL CORP	1,693	37,250
TJX COS INC	31,472	62,613
TARGET CORP	33,405	37,903
SCHLUMBERGER LTD	26,423	30,739
RAYTHEON CO		
PROCTER & GAMBLE CO	31,357	35,356
PRAXAIR INC		
PEABODY ENERGY CORP		
ORACLE CORP	29,256	40,783
NORTHERN TRUST CORP		
MICROSOFT CORP	18,655	17,912
MCDONALDS CORP	24,083	51,168
MCCORMICK & CO INC	36,037	46,386
INTEL CORP	43,827	50,440
ILLINOIS TOOL WORKS INC		
GOOGLE INC	46,362	64,590
GILEAD SCIENCES INC		
EXXONMOBIL CORP	25,856	32,633
EXELON CORP		
ENTERGY CORP NEW	34,699	32,872
DISNEY WALT CO	28,547	37,125
DEERE & COMPANY	12,966	25,525
DANAHER CORP DEL		
CVS CAREMARK CORPORATION	44,964	54,645
COVANCE INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COSTCO WHOLESALE CORP	37,796	51,658
COCA COLA CO.	28,765	40,583
CISCO SYSTEMS INC		
CHUBB CORP	32,766	44,993
CERNER CORP	10,410	28,787
CATERPILLAR INC DEL	20,904	37,146
BECTON DICKINSON & CO		
BAXTER INTERNATIONAL INC	31,636	32,162
APPLE INC	20,284	87,075
ABBOTT LABORATORIES	51,703	56,230

TY 2011 Investments Government Obligations Schedule

Name:	WILLARD J & MARY G BREIDENTHAL FOUNDATION
EIN:	48-6103376
Software ID:	11000144
Software Version:	2011v1.2
US Government Securities - End of Year Book Value:	470,816
US Government Securities - End of Year Fair Market Value:	516,698
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

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TY 2011 Other Assets Schedule

Name: WILLARD J & MARY G BREIDENTHAL FOUNDATION

EIN: 48-6103376

Software ID: 11000144

Software Version: 2011v1.2

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
UNSETTLED ASSET SALES		48,322	48,322
INCOME RECEIVABLE		1	1
ACCRUED INTEREST PURCHASED			31
ACCRUED INTEREST	675	31	

TY 2011 Other Income Schedule

Name: WILLARD J & MARY G BREIDENTHAL FOUNDATION

EIN: 48-6103376

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	-991	-991	

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TY 2011 Other Professional Fees Schedule

Name: WILLARD J & MARY G BREIDENTHAL FOUNDATION

EIN: 48-6103376

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UMB BANK	33,046	29,741	0	3,305

Additional Data

Software ID:	11000144
Software Version:	2011v1.2
EIN:	48-6103376
Name:	WILLARD J & MARY G BREIDENTHAL FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description