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

2012

Open to Public Inspection

ENVOLPE POSTMARK DATE MAY 15 2013

For calendar year 2012 or tax year beginning		, 2012, and ending			
Name of foundation		A Employer identification number			
KEARNEY WORNALL FOUNDATION 100179		44-6013874			
Number and street (or P.O. box number if mail is not delivered to street address)		Room/suite			
UMB BANK, P. O. BOX 415044 M/S 1020307		816- 861-1933			
City or town, state, and ZIP code		C If exemption application is pending, check here ► <input type="checkbox"/>			
KANSAS CITY, MO 64141-6692		D 1 Foreign organizations, check here ► <input type="checkbox"/>			
G Check all that apply:		2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> X Address change		<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change			
H Check type of organization:		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
<input checked="" type="checkbox"/> X Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 12,688,128.	J Accounting method:	<input checked="" type="checkbox"/> X Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
(Part I, column (d) must be on cash basis.)		(d) Disbursements for charitable purposes (cash basis only)			
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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5a Gross rents	413,618.	400,609.			
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10	214,565.				
b Gross sales price for all assets on line 6a	4,044,397.				
7 Capital gain net income (from Part IV, line 2)	214,565.				
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)	5,007.	12.		STMT 1	
12 Total. Add lines 1 through 11	633,190.	615,186.			
13 Compensation of officers, directors, trustees, etc	80,421.	40,211.		40,211.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	2,619.	855.			
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)	83,884.	41,110.		41,011.	
19 Depreciation (attach schedule) and depletion	602,000.			602,000.	
20 Occupancy	685,884.	41,110.		643,011.	
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					
25 Contributions, gifts, grants paid					
26 Total expenses and disbursements Add lines 24 and 25					
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-52,694.				
b Net investment income (if negative, enter -0-)		574,076.			
c Adjusted net income (if negative, enter -0-)					

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	48,272.	305,086.	305,086.
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 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)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments- land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	9,580,146.	9,270,682.	12,383,042.
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	9,628,418.	9,575,768.	12,688,128.
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)			NONE
Net Assets or Fund Balances				
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
25	Unrestricted			
26	Temporarily restricted			
27	Permanently restricted			
28	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
29	Capital stock, trust principal, or current funds	9,628,418.	9,575,768.	
30	Paid-in or capital surplus, or land, bldg , and equipment fund			
31	Retained earnings, accumulated income, endowment, or other funds			
	Total net assets or fund balances (see instructions)	9,628,418.	9,575,768.	
	Total liabilities and net assets/fund balances (see instructions)	9,628,418.	9,575,768.	

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	9,628,418.
2	Enter amount from Part I, line 27a	2	-52,694.
3	Other increases not included in line 2 (itemize) ► CORRECTION FOR EATON VANCE CAPITAL CHANGE POSTING	3	55.
4	Add lines 1, 2, and 3	4	9,575,779.
5	Decreases not included in line 2 (itemize) ► ROUNDING	5	11.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,575,768.

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 PUBLICLY TRADED SECURITIES					
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 4,044,397.		3,829,832.	214,565.		
b					
c					
d					
e					
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			214,565.		
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	214,565.	
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 instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	704,259.	12,612,145.	0.055840
2010	643,824.	12,492,935.	0.051535
2009	730,878.	12,838,001.	0.056931
2008	765,862.	13,975,329.	0.054801
2007	687,428.	13,248,199.	0.051888
2 Total of line 1, column (d)			2 0.270995
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 0.054199
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 12,762,460.
5 Multiply line 4 by line 3			5 691,713.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,741.
7 Add lines 5 and 6			7 697,454.
8 Enter qualifying distributions from Part XII, line 4			8 643,011.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)		
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . Date of ruling or determination letter. _____ (attach copy of letter if necessary - see instructions)	11,482.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0) . . .	11,482.
3	Add lines 1 and 2 . . .	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0) . . .	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . .	
6	Credits/Payments:	
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	3,528.
b	Exempt foreign organizations - tax withheld at source . . .	
c	Tax paid with application for extension of time to file (Form 8868) . . .	
d	Backup withholding erroneously withheld . . .	
7	Total credits and payments. Add lines 6a through 6d . . .	3,528.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	7,954.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► Refunded ►	

Part VII-A Statements Regarding Activities

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
1c	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.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	X	
3	If "Yes," attach a detailed description of the activities		
4a	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	
4b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .	X	
6	If "Yes," attach the statement required by General Instruction T.		
7	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either.	X	
8a	● 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? . . .		
8b	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	
9	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .		
10	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MO 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	
11	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . .		
12	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .	X	

Part VII-A Statements Regarding Activities (continued)

11	11	X
12	12	X
13	13	X
Website address ► N/A		
14	The books are in care of ► UMB BANK, N.A. Located at ► 1010 GRAND, KANSAS CITY, MO	Telephone no ► (816) 861-1933 ZIP+4 ► 64106
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
16	At any time during calendar year 2012, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	Yes No

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	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 instructions)?	1b	X
c	Organizations relying on a current notice regarding disaster assistance check here ►		
1c	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ►		
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.)	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 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 2012.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a	During the year did the foundation pay or incur any amount to.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	6b	X
	If "Yes," file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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
UMB BANK 1010 GRAND, KANSAS CITY, MO 64106	CO-TRUSTEE 20	80,421.	-0-	-0-
PAUL L. SKAHAN 5931 BALLENTINE, SHAWNEE, KS 66203	CO-TRUSTEE	-0-	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ► **NONE**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ►		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1**NONE****2****3****4**
Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1**NONE****2**

All other program-related investments See instructions

3**NONE**
Total. Add lines 1 through 3 ►

Form 990-PF (2012)

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	12,660,656.
b Average of monthly cash balances	1b	296,156.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	12,956,812.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	12,956,812.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	194,352.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,762,460.
6 Minimum investment return. Enter 5% of line 5	6	638,123.

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	638,123.
2a Tax on investment income for 2012 from Part VI, line 5	2a	11,482.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	11,482.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	626,641.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	626,641.
6 Deduction from distributable amount (see instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	626,641.

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	643,011.
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	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	643,011.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	643,011.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				626,641.
2 Undistributed income, if any, as of the end of 2012:			NONE	
a Enter amount for 2011 only			NONE	
b Total for prior years 20 10, 20 20		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	26,363.			
b From 2008	86,562.			
c From 2009	102,604.			
d From 2010	32,891.			
e From 2011	NONE			
f Total of lines 3a through e	248,420.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 643,011.			NONE	
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount			626,641.	
e Remaining amount distributed out of corpus	16,370.			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	264,790.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	26,363.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	238,427.			
10 Analysis of line 9:				
a Excess from 2008	86,562.			
b Excess from 2009	102,604.			
c Excess from 2010	32,891.			
d Excess from 2011	NONE			
e Excess from 2012	16,370.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►

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

4942(j)(3)

4942(j)(5)

	Tax year	Prior 3 years				(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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)(ii)					
	(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 instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail 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:

6 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	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 11				602,000.
Total			► 3a	602,000.
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 instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	413,618.	
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			18	214,565.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OTHER REVENUE			1	5,007.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				633,190.	
13 Total Add line 12, columns (b), (d), and (e)					633,190

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

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.		

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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date

Date

Title

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name WESLEY HIRSCHBERG	Preparer's signature 	Date 05/02/2013	Check <input type="checkbox"/> if self-employed	PTIN P00162244
	Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)	Firm's EIN ► 75-1297386			
	Firm's address ► ONE NORTH DEARBORN ST., 5TH FLOOR CHICAGO, IL 60602	Phone no. 312-873-6900			

Statement of Investment Position

Equity Securities	Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
			Unit	Total	Unit	Total			
Common Stock									
1,800 Abbott Laboratories		ABT	47.75	85,958.79	65.50	117,900.00	31,941.21	1,008	0.85
1,800 Alexander & Baldwin Inc		002824100 ALEX	17.86	32,140.26	29.37	52,866.00	20,725.74	0	
4,100 Alliant Energy Corp		014491104 LNT	30.75	126,072.58	43.91	180,031.00	53,958.42	7,380	4.10
2,750 Ameren Corp		018802108 AEE	40.59	111,629.18	30.72	84,480.00	(27,149.18)	4,400	5.21
3,700 American Electric Power Inc		023608102 AEP	32.16	118,984.60	42.68	157,916.00	38,931.40	6,956	4.40
1,275 Arch Coal Inc		025537101 ACI	24.26	30,931.50	7.32	9,333.00	(21,598.50)	153	1.64
3,250 AT & T Inc		039380100 T	28.33	92,068.50	33.71	109,557.50	17,499.00	5,850	5.34
1,400 Barrick Gold Corp		00206R102 ABX	36.50	51,100.00	35.01	49,014.00	(2,086.00)	1,120	2.29
1,795 Chevron Corp		067901108 CVX	45.29	81,301.31	108.14	194,111.30	112,809.99	6,462	3.33
2,000 Coca Cola Co		166754100 KO	31.32	62,637.90	36.25	72,500.00	9,862.10	2,040	2.81
300 Colgate Palmolive Co		191216100 CL	84.57	25,369.98	104.54	31,362.00	5,992.02	744	2.37
2,579 ConocoPhillips		194162103 COP	23.77	61,310.70	57.99	149,556.21	88,245.51	6,809	4.55
1,500 Digital Realty Trust Inc		20825C104 DLR	74.43	111,640.56	67.89	101,835.00	(9,805.56)	4,380	4.30
1,000 Dominion Resources Inc		253868103 D	46.15	46,145.60	51.80	51,800.00	5,654.40	2,110	4.07
1,500 Du Pont E I Du Pont de Nemours & Co		25746U109 DD	45.75	68,625.00	44.98	67,467.75	(1,157.25)	2,580	3.82
3,124 Duke Energy Hldg Corp		263534109 DUK	48.41	151,236.41	63.80	199,311.20	48,074.79	9,559	4.80
1,400 Eaton Corp Plc		26441C204 ETN	51.95	72,723.00	54.18	75,852.00	3,129.00	2,128	2.81
1,100 Empire District Electric Co		G29183103 EDE	17.48	19,228.99	20.38	22,418.00	3,189.01	1,100	4.91
3,300 FirstEnergy Corp		291641108 FE	35.64	117,611.01	41.76	137,808.00	20,196.99	7,260	5.27
		337932107							

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income	Yield % Income
		Unit	Total	Unit	Total			
Equity Securities (continued)								
Common Stock (continued)								
1,650 GlaxoSmithKline Plc	GSK	37.63	62,097.40	43.47	71,725.50	9,628.10	3,826	5.33
One ADR ipatg 2 Ord Shares	GXP	32.07	60,933.00	20.31	38,589.00	(22,344.00)	1,653	4.28
1,900 Great Plains Energy Inc	391164100							
1,550 Heinz H J Co	HNZ	45.58	70,656.60	57.68	89,404.00	18,747.40	3,193	3.57
423074103								
1,500 Home Depot Inc	HD	51.89	77,831.55	61.85	92,775.00	14,943.45	1,740	1.88
437076102								
1,430 Illinois Tool Works Inc	ITW	41.21	58,929.40	60.81	86,958.30	28,028.90	2,174	2.50
452308109								
3,300 Intel Corp	INTC	21.18	69,883.14	20.62	68,046.00	(1,837.14)	2,970	4.36
458140100								
2,000 Johnson Controls Inc	JCI	33.03	66,055.40	30.67	61,340.00	(4,715.40)	1,520	2.48
478366107								
1,416 Kraft Foods Group Inc	KRFT	43.98	62,275.48	45.47	64,385.52	2,110.04	2,832	4.40
50076Q106								
8,000 MRO	MRO	8.00	38,659.98	30.66	148,241.10	109,581.12	3,288	2.22
565849106								
2,417 Marathon Petroleum Corp	MPC	10.82	26,145.53	63.00	152,271.00	126,125.47	3,384	2.22
56585A102								
1,800 Matson Inc	MATX	17.86	32,140.26	24.72	44,496.00	12,355.74	1,080	2.43
576866G105								
760 McDonalds Corp	MCD	68.97	52,418.76	88.21	67,039.60	14,620.84	2,341	3.49
580135101								
1,800 Merck & Co Inc	MRK	34.76	62,567.46	40.94	73,692.00	11,124.54	3,096	4.20
589333Y105								
1,100 Newman Mining Corp	NEM	44.90	49,380.00	46.44	51,084.00	1,694.00	1,540	3.01
651639106								
1,860 Nucor Corp	NUE	29.62	55,099.23	43.16	80,277.60	25,178.37	2,734	3.41
670346105								
2,415 NextEra Energy Inc	OXY	14.17	65,816.72	76.61	355,853.45	290,036.73	10,033	2.82
674599105								
2,200 Paychex Inc	PAYX	30.94	68,057.96	31.10	68,420.00	362.04	2,904	4.24
704326107								
3,270 PG&E Corporation	PCG	41.99	137,310.64	40.18	131,388.60	(5,922.04)	5,951	4.53
69331C108								

UMB

Account Name: Kearney Wornall Foundation

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Account Number: 100179

Statement Period: Dec. 1 - Dec. 31, 2012

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income %	
		Unit	Total	Unit	Total			
Equity Securities (continued)								
Common Stock (continued)								
1,289 Phillips 66	PSX	14.12	18,206.56	53.10	68,445.90	50,239.34	1,289 1.88	
1,500 Raytheon Co	RTN	46.35	69,525.00	57.56	86,340.00	16,815.00	3,000 3.47	
720 Rio Tinto Plc	RIO	61.37	44,188.20	58.09	41,824.80	(2,363.40)	1,192 2.85	
One Spon ADR Represents 4 Ord Shrs	767204100	24.22	44,439.36	27.38	50,242.30	5,802.94	2,239 4.46	
1,835 Spectra Energy Corp	SE	847560109	52.20	61,598.44	52.01	61,371.80	(227.64)	2,958 4.82
1,180 Total SA	TOT	89151E109	32,112.63	43.82	1,923,084.52	1,890,971.89	37,742 1.96	
Sponsored ADR repstg .5 ord shs	UMB Financial Corp	902788108	23.33	21,136.98	38.30	34,699.80	13,562.82	944 2.72
43,886 UMB Financial Corp	UN	904784709	111.99	89,590.80	125.72	100,576.00	10,985.20	2,208 2.20
906 Unilever N V	UNP	907818108	66.27	53,015.52	150.97	120,776.00	67,760.48	2,784 2.31
800 Union Pacific Corp	VFC	918204108	3,142,150.83	6,265,560.60	3,123,409.77	188,450		
Total Common Stock			3,142,150.83	6,265,560.60	3,123,409.77	188,450		
Total Equity Securities								
Fixed Income Securities								
Government & Agency Bonds								
200,000 Federal Home Loan Mortgage Corp		1.00	199,663.60	100.15	200,300.00	636.40	1,500 0.83	
DTD 2/4/2011 0.750% Ser 1 3/28/2013	3137EACS6	AA+						
41,632.6191 Government National Mortgage Assn		1.03	43,037.72	109.64	45,646.26	2,608.54	2,082 4.56	
DTD 2/1/2004 5.0000% 2/15/2019	36202XJH1							
Pool # 612364								
175,613.165 Government National Mtg Assn Pool		1.00	175,448.53	109.34	192,022.02	16,573.49	8,781 4.57	
DTD 8/1/2008 5.0000% 8/15/2023	36296DDQ8							
Pool # 687811								
339.958 Govt National Mtg Assn		1.01	343.70	100.22	340.70	(3.00)	26 7.48	
DTD 1/1/2000 7.5000% 1/20/2015	36202DFQ9							
Pool # 002875								



Account Name: Kearney Wornall Foundation

Account Number: 100179
Statement Period: Dec. 1 - Dec. 31, 2012

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Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %			
		Unit	Total	Unit	Total					
Fixed Income Securities (continued)										
Government & Agency Bonds (continued)										
46,553.5525 Govt National Mtg Assn DTD 1/1/2004 5.0000% 1/15/2019 Pool# 520162	36211QZ38	1.04	48,401.14	109.64	51,041.61	2,640.47	2,328 4.56			
24,454.5625 Govt National Mtg Assn DTD 12/1/2002 5.0000% 12/20/2017 Pool # 003313	36202DVE8	1.02	24,974.22	109.63	26,808.34	1,834.12	1,223 4.56			
72,883.795 Govt National Mtg Assn DTD 2/1/2004 5.0000% 2/15/2019 Pool # 616274	36290ST76	1.03	75,172.81	109.67	79,933.02	4,760.21	3,644 4.56			
42,737.0818 Govt National Mtg Assn DTD 2/1/2004 5.0000% 2/15/2019 Platinum Pool Pool # 781708	36225B3R7	1.01	43,177.80	108.06	46,182.76	3,004.96	2,137 4.63			
24,239.175 Govt National Mtg Assn DTD 3/1/2003 5.0000% 3/15/2018 Pool # 6022200	36200H7M0	1.04	25,140.57	109.58	26,560.83	1,420.26	1,212 4.56			
28,423.635 Govt National Mtg Assn DTD 3/1/2003 5.0000% 3/15/2018 Pool # 591972	36201ST58	1.04	29,480.63	107.48	30,550.97	1,070.34	1,421 4.65			
561.4688 Govt National Mtg Assn DTD 5/1/1989 7.0000% 5/15/2014 Pool # 510930	36211EST6	1.00	562.70	104.30	585.59	22.89	39 6.71			
3,159.4515 Govt National Mtg Assn DTD 5/1/2001 6.0000% 5/15/2016 Pool # 485442	36209YHT8	0.99	3,139.69	108.69	3,433.93	294.24	190 5.52			
5,638.89 Govt National Mtg Assn DTD 5/1/2001 6.0000% 5/15/2016 Pool # 554844	36213HLZ0	1.00	5,614.23	108.69	6,128.77	514.54	338 5.52			
2,752.11 Govt National Mtg Assn DTD 5/1/2001 6.0000% 5/20/2016 Pool # 003087	36202DNC1	1.00	2,744.80	109.11	3,002.81	258.01	165 5.50			
15,847.3988 Govt National Mtg Assn DTD 5/1/2003 4.5000% 5/15/2018 Pool # 553227	36213FSQ7	1.02	16,144.55	109.58	17,365.28	1,220.73	713 4.11			
702.8852 Govt National Mtg Assn DTD 8/1/1999 7.0000% 8/15/2014 Pool # 496254	36210MH79	1.00	706.11	104.30	733.02	26.91	49 6.71			

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %			
		Unit	Total	Unit	Total					
Fixed Income Securities (continued)										
Government & Agency Bonds (continued)										
8,247,213 Govt National Mtg Assn DTD 8/1/2004 5.0000% 8/15/2019	36291NZB0	1.03	8,463.70	109.67	9,044.87	581.17	412 4.56			
Pool # 633538										
14,314,957 Govt National Mtg Assn DTD 9/1/2002 5.0000% 9/15/2017	36213TEC3	1.03	14,726.50	106.88	15,299.11	572.61	716 4.68			
Pool # 563631										
41,710,172 Govt National Mtg Assn II DTD 8/1/2004 5.0000% 8/20/2019	36202DTA3	1.02	42,570.45	109.59	45,711.74	3,141.29	2,086 4.56			
Pool # 003589										
37,220,986 Govt National Mtg Assn Platinum Pool DTD 2/1/2004 5.5000% 2/15/2019	36225B3T3	1.02	38,046.79	107.77	40,111.43	2,064.64	2,047 5.10			
Pool # 781710										
Total Government & Agency Bonds			797,560.24		840,893.06	43,242.82	31,108			
Corporate Bonds										
300,000 Allac Inc DTD 8/9/2010 3.450% 8/15/2015	001055AE2	1.06	319,479.00	106.71	320,133.00	654.00	10,350 1.45			
Sr Unsecured Notes										
A-										
250,000 AT&T Inc DTD 2/13/2012 1.600%										
2/15/2017										
Sr Unsecured Notes										
A-										
250,000 Bhp Billiton Finance DTD 4/17/2003 4.800% 4/15/2013	055451AA6	1.06	265,520.00	101.25	253,132.50	(12,387.50)	12,000 2.99			
A+										
200,000 BP Capital Markets Plc DTD 3/11/2011 3.200% 3/11/2016	05565QBQ0	1.07	213,332.00	106.67	213,344.00	12.00	6,400 1.42			
A										
200,000 Caterpillar Inc DTD 5/27/2011 1.375% 5/27/2014	149123BU4	1.01	201,688.00	101.22	202,436.00	748.00	2,750 1.08			
Sr Unsecured Notes										
A										
175,000 Dow Chemical Co DTD 8/7/2009 5.900% 2/15/2015	260543CA9	1.13	197,009.75	110.32	193,065.25	(3,944.50)	10,325 1.36			
Sr Unsecured Notes										
BBB										

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Fixed Income Securities (continued)							
Corporate Bonds (continued)							
150,000 E I Du Pont De Nemours Co DTD 9/23/2010 1.950% 1/15/2016 Sr Unsecured Notes A	263534CD9	1.02	153,072.00	103.12	154,675.50	1,603.50	2,925 1.45
300,000 General Electric Co DTD 12/6/2007 5.250% 12/6/2017 Senior Unsecured Notes AA+	369604BC6	1.16	348,372.00	117.92	363,745.00	5,373.00	15,750 2.19
125,000 Goldman Sachs Group Inc DTD 9/29/2004 5.000% 10/1/2014 A-	38143UAW1	1.05	131,585.00	106.52	133,148.75	1,563.75	6,250 2.77
200,000 Hewlett Packard Co DTD 5/31/2011 1.550% 5/30/2014 Sr Unsecured Notes BBB+	428236BK8	1.01	201,758.00	99.78	199,552.00	(2,206.00)	3,100 1.25
250,000 Home Depot Inc DTD 3/24/2006 5.400% 3/1/2016 Senior Notes A-	437076AP7	1.16	288,807.50	114.24	285,605.00	(3,202.50)	13,500 1.08
200,000 IBM Corp DTD 11/6/2009 2.100% 5/6/2013 Sr Unsecured Notes AA-	459200GR6	1.00	200,512.00	100.62	201,248.00	736.00	4,200 2.02
200,000 Occidental Petroleum Corp DTD 12/16/2010 1.450% 12/13/2013 Sr Unsecured Notes A	674599CA1	1.02	203,290.00	101.04	202,086.00	(1,204.00)	2,900 0.70
250,000 Pfizer Inc DTD 3/24/2009 5.350% 3/15/2015 Sr Unsecured Notes AA	717081DA8	1.12	280,270.00	110.13	275,327.50	(4,942.50)	13,375 0.83
250,000 Shell International Fin DTD 3/23/2009 4.000% 3/21/2014 Sr Unsecured Notes AA	822582AF9	1.08	269,290.00	104.40	261,002.50	(8,287.50)	10,000 1.10
250,000 Teva Pharma Fin IV LLC DTD 11/10/2011 1.700% 11/10/2014 A-	88166HAA5	1.01	251,565.00	102.30	255,755.00	4,190.00	4,250 1.48

UMEB

Account Name: Kearney Wornall Foundation

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Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis			Market Value			Unrealized Gain / (Loss)	Estimated Annual Income %
		Unit	Total	Unit	Total	Unit	Total		
Fixed Income Securities (continued)									
Corporate Bonds (continued)									
150,000 United Technologies Corp DTD 12/7/2007 5.375% 12/15/2017	913017BM0	1.21	182,211.00	118.86	178,291.50		(3,919.50)	8,063	1.18
Senior Unsecured Notes									
A 200,000 UnitedHealth Group Inc DTD 12/15/2007 6.000% 6/15/2017	91324PAW2	1.21	242,590.00	119.94	239,880.00		(2,710.00)	12,000	1.64
Sr Unsecured Notes									
A 175,000 Vale Overseas Ltd DTD 1/10/2006 6.250% 1/11/2016	91911TAFO	1.14	198,835.00	112.51	196,892.50		(1,942.50)	10,938	2.41
A- 200,000 Verizon Communications Inc DTD 3/28/2011 1.950% 3/28/2014	92343VBA1	1.03	205,130.00	101.81	203,616.00		(1,514.00)	3,900	0.91
Sr Unsecured Notes									
A- 200,000 Wachovia Corp DTD 6/8/2007 5.750% 6/15/2017	929903DT6	1.19	237,818.00	118.44	236,874.00		(944.00)	11,500	1.49
Senior Notes									
A+ 250,000 Walgreen Co DTD 7/17/2008 4.875% 8/1/2013	931422AD1	1.07	267,000.00	102.47	256,167.50		(10,832.50)	12,188	0.67
Senior Notes									
BBB 200,000 Walt Disney Company DTD 12/22/2008 4.500% 12/15/2013	254687AW6	1.09	217,042.00	103.88	207,766.00		(9,276.00)	9,000	0.64
A									
Total Corporate Bonds			5,330,971.25		5,276,678.50		(54,292.75)	189,863	
Total Fixed Income Securities			6,128,531.49		6,117,481.56		(11,049.93)	220,770	
Money Markets and Cash									
Money Market Funds									
305,086.27 Fidelity Treasury Only Fund #680	233809300	1.00	305,086.27	1.00	305,086.27		30	0.01	
Total Money Market Funds			305,086.27		305,086.27		0.00	30	

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
		Unit	Total	Unit	Total			
Money Markets and Cash (continued)								
Cash								
0 Cash		0.00	0.00	1.00	0.00	0	0	0
Total Cash		0.00			0.00	0.00	0.00	0
Payable Cash								
(6,574.65) Fee Payment		1.00	(6,574.65)	1.00	(6,574.65)	0	0	0
US Dollar Currency								
Total Payable Cash		(6,574.65)			(6,574.65)	0.00	0.00	0
Total Money Markets and Cash		288,511.82			298,511.82	0.00	30	30
Account Total		9,589,183.94			12,681,553.78	3,112,350.84	409,250	



FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX REFUND TRANSFER OF NASDAQ FUNDS FROM CLOSED ACT	4,995. 12.	12.
TOTALS	5,007.	12.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC)	800.			800.
TOTALS	800.			800.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	855.	855.
FEDERAL ESTIMATES - INCOME	1,764.	
TOTALS	2,619.	855.

KEARNEY WORNALL FOUNDATION 100179

44-6013874

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	35.	35.
OTHER NON-ALLOCABLE EXPENSE -	9.	9.
TOTALS	44.	44.

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STATEMENT 4

KEARNEY WORNALL FOUNDATION 100179

44-6013874

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

KANSAS CITY SYMPHONY

ADDRESS:

928 GRAND BLVD

KANSAS CITY, MO 64106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:

DON BOSCO COMMUNITY CENTER

ADDRESS:

535 GARFIELD AVENUE

KANSAS CITY, MO 64124

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

HARVESTERS

ADDRESS:

3801 TOPPING AVENUE

KANSAS CITY, MO 64129

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 45,000.

STATEMENT 5

KEARNEY WORNALL FOUNDATION 100179

44-6013874

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

KANSAS CITY BALLET

ADDRESS:

500 W. PERSHING ROAD
KANSAS CITY, MO 64108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

AGRICULTURE FUTURE OF
AMERICA INC

ADDRESS:

PO BOX 414838
KANSAS CITY, MO 64141

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 200,000.

RECIPIENT NAME:

MATTIE RHODES CENTER

ADDRESS:

1740 JEFFERSON
KANSAS CITY, MO 64108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

STATEMENT 6

KEARNEY WORNALL FOUNDATION 100179

44-6013874

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

KAUFFMAN CENTER FOR PERFORMING ARTS

ADDRESS:

1601 BROADWAY

KANSAS CITY, MO 64106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

TRUMAN MEDICAL CENTER

ADDRESS:

2301 HOLMES STREET

KANSAS CITY, MO 64108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

NATIONAL MS SOCIETY

ADDRESS:

900 SOUTH BROADWAY, SUITE 200

DENVER, CO 80209

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

STATEMENT 7

KEARNEY WORNALL FOUNDATION 100179

44-6013874

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
ALPHAPOINTE ASSOCIATION FOR THE
BLIND

ADDRESS:
7501 PROSPECT AVE.
KANSAS CITY, MO 64132

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
AMERICAN ROYAL ASSOCIATION

ADDRESS:
1701 AMERICAN ROYAL COURT
KANSAS CITY, MO 64102

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
HEARTLAND SPCA

ADDRESS:
5428 NE ANTIOCH ROAD
KANSAS CITY, MO 64131

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
CAPITAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:
EXEMPT

AMOUNT OF GRANT PAID 2,500.

STATEMENT 8

KEARNEY WORNALL FOUNDATION 100179

44-6013874

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

JOHN WORNALL & ALEXANDER MAJORS
MUSEUMS

ADDRESS:

6115 WORNALL ROAD
KANSAS CITY, MO 64113

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

FRIENDS OF ARROW ROCK

ADDRESS:

P.O. BOX 124
ARROW ROCK, MO 65320

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

FRIENDS OF THE KANSAS CITY ZOO

ADDRESS:

6800 ZOO DRIVE
KANSAS CITY, MO 64132

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CAMPAIGN SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 35,000.

STATEMENT 9

KEARNEY WORNALL FOUNDATION 100179

44-6013874

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

VISION RESEARCH FOUNDATION
OF KANSAS CITY

ADDRESS:

2300 HOLMES STREET
KANSAS CITY, MO 64108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

YOUTH FRIENDS

ADDRESS:

1740 MAIN STREET
KANSAS CITY, MO 64108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

KANSAS CITY BOARD OF PARKS
AND RECREATION

ADDRESS:

4600 EAST 63RD STREET
KANSAS CITY, MO 64130

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 15,000.

STATEMENT 10

KEARNEY WORNALL FOUNDATION 100179

44-6013874

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

LAZARUS MINISTRIES AT GRAND
AVENUE TEMPLE

ADDRESS:

205 EAST 9TH STREET
KANSAS CITY, MO 64106

AMOUNT OF GRANT PAID 2,500.

TOTAL GRANTS PAID:

602,000.

=====

STATEMENT 11