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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013**Open to Public Inspection**

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

GERALDINE AND R A BARROWS FOUNDATION 100137

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

UMB BANK N.A. P. O. BOX 415044 M/S 1020307

City or town, state or province, country, and ZIP or foreign postal code

KANSAS CITY, MO 64141-6692

G Check all that apply

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

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) ▶ \$ 7,939,671.

J Accounting method:

☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

43-1184875

B Telephone number (see instructions)

816-860-7711

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
computationE If private foundation status was terminated
under section 507(b)(1)(A), check hereF If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

	(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)				
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	211,244.	210,183.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	66,875.			
b Gross sales price for all assets on line 6a 851,684.				
7 Capital gain net income (from Part IV, line 2)		66,875.		
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)				
12 Total. Add lines 1 through 11	278,119.	277,058.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	65,632.	32,816.		32,816.
14 Other employee salaries and wages				
15 Pension plans/employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT. 1	800.	NONE	NONE	800.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT. 2	1,188.	288.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT. 3	43.	43.		
24 Total operating and administrative expenses Add lines 13 through 23	67,663.	33,147.	NONE	33,616.
25 Contributions, gifts, grants paid	212,500.			212,500.
26 Total expenses and disbursements Add lines 24 and 25	280,163.	33,147.	NONE	246,116.
27 Subtract line 26 from line 12	-2,044.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		243,911.		
c Adjusted net income (if negative, enter -0-)				

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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
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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				
	10 a	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 ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	5,422,165.	5,420,078.	7,939,671.		
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,422,165.	5,420,078.	7,939,671.		
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	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	5,422,165.	5,420,078.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	5,422,165.	5,420,078.		
	31	Total liabilities and net assets/fund balances (see instructions)	5,422,165.	5,420,078.		

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	5,422,165.
2	Enter amount from Part I, line 27a	2	-2,044.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,420,121.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	43.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,420,078.

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 851,684.		784,809.	66,875.		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			66,875.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	66,875.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

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))
2012	377,429.	7,092,102.	0.053218
2011	356,022.	7,060,127.	0.050427
2010	340,891.	6,839,363.	0.049843
2009	339,932.	6,657,559.	0.051060
2008	432,763.	7,391,132.	0.058552
2 Total of line 1, column (d)			2 0.263100
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 0.052620
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 7,535,246.
5 Multiply line 4 by line 3			5 396,505.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,439.
7 Add lines 5 and 6			7 398,944.
8 Enter qualifying distributions from Part XII, line 4			8 246,116.

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)		
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	1	4,878.
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	4,878.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,878.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,800.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,800.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	3,078.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> UMB BANK, N.A. Telephone no <input type="checkbox"/> (816) 860-7711			
	Located at <input type="checkbox"/> 1010 GRAND, KANSAS CITY, MO ZIP+4 <input type="checkbox"/> 64106			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, 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	Yes	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 <input type="checkbox"/>			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/>	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years <input type="checkbox"/>		
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 <input type="checkbox"/>		
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 2013 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 2013)	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 2013?	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****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, N.A. 1010 GRAND, KANSAS CITY, MO 64106	TRUSTEE 1	65,632.	-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**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (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	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	7,162,130.
b	Average of monthly cash balances	1b	487,866.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,649,996.
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	7,649,996.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	114,750.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	7,535,246.
6	Minimum investment return. Enter 5% of line 5	6	376,762.

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	376,762.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,878.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,878.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	371,884.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	371,884.
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	371,884.

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	246,116.
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	246,116.
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	246,116.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				371,884.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	72,540.			
b From 2009	11,872.			
c From 2010	7,257.			
d From 2011	6,750.			
e From 2012	26,422.			
f Total of lines 3a through e	124,841.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>246,116.</u>				
a Applied to 2012, 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 2013 distributable amount				246,116.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	124,841.			124,841.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				927.
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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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 2013, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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 address of the person to whom applications should be addressed

SEE STATEMENT 5

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 9				212,500.
Total			▶ 3a	212,500.
b Approved for future payment				
Total			▶ 3b	

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

- | | | | |
|---|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions.</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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</p> | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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

05/06/2014
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

Wesley K. Hays
U.S. LLP

Date

05/06/2014

Check <input type="checkbox"/> if self-employed

PTIN	
------	--

P00162244

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's address ► 155 N. WACKER
CHICAGO, IL

60606

Firm's EIN	▶ 34-6565596
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Phone no 312-879-2000

Form **990-PF** (2013)



Account Name:

Geraldine and R A Barrows Foundation

Account Number: 100137

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Statement Period: Dec. 1 - Dec. 31, 2013

Statement of Investment Position

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Equity Securities							
Common Stock							
1,140 3M Corp	MMM 88579Y101	9.13	10,411.74	140.25	159,885.00	149,473.26	3,899 2.44
2,090 Abbott Laboratories	ABT 002824100	15.33	32,047.03	38.33	80,109.70	48,062.67	1,839 2.30
2,090 Abbvie Inc	ABBV 00287Y109	16.63	34,752.26	52.81	110,372.90	75,620.64	3,344 3.03
1,800 Alcoa Inc	AA 013817101	17.99	32,375.25	10.63	19,134.00	(13,241.25)	216 1.13
2,523 Alliant Energy Corp	LNT 018802108	33.54	84,611.41	51.60	130,186.80	45,575.39	4,743 3.64
1,230 Ameren Corp	AEE 023608102	41.86	51,492.05	36.16	44,476.80	(7,015.25)	1,968 4.42
950 American Electric Power Inc	AEP 025537101	32.16	30,550.10	46.74	44,403.00	13,852.90	1,900 4.28
1,120 Arch Coal Inc	ACI 039380100	24.26	27,171.20	4.45	4,984.00	(22,187.20)	134 2.70
2,460 AT & T Inc	T 00206R102	4.05	9,971.10	35.16	86,493.60	76,522.50	4,526 5.23
500 BHP Billiton Ltd One ADR Represents 2 Ord Shrs	BHP 088606108	67.04	33,518.95	68.20	34,100.00	581.05	1,160 3.40
7,600 Cerner Corp	CERN 156782104	7.83	59,498.78	55.74	423,624.00	364,125.22	0
1,345 Chevron Corp	CVX 166764100	58.68	78,927.11	124.91	168,003.95	89,076.84	5,380 3.20
1,425 Cigna Corp	CI 125509109	7.23	10,307.50	87.48	124,659.00	114,351.50	57 0.05
958 Coca Cola Co	KO 191216100	31.21	29,896.79	41.31	39,574.98	9,678.19	1,073 2.71
2,000 Colgate Palmolive Co	CL 194162103	42.28	84,566.60	65.21	130,420.00	45,853.40	2,720 2.09
2,955 ConocoPhillips	COP 20825C104	22.37	66,110.75	70.65	208,770.75	142,660.00	8,156 3.91
600 Digital Realty Trust Inc	DLR 253868103	74.66	44,795.52	49.12	29,472.00	(15,323.52)	1,872 6.35
630 Du Pont E I De Nemours & Co	DD 263534109	47.26	29,776.26	64.97	40,931.10	11,154.84	1,134 2.77
1,120 Duke Energy Hldg Corp	DUK 26441C204	50.52	56,577.29	69.01	77,291.20	20,713.91	3,494 4.52



Account Name:

Geraldine and R A Barrows Foundation

Account Number: 100137

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Statement Period: Dec. 1 - Dec. 31, 2013

Statement of Investment Position (continued)

Statement of Investment Position (Continued)								
Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %	
		Unit	Total	Unit	Total			
Equity Securities (continued)								
Common Stock (continued)								
1,000 Eaton Corp Plc	ETN G29183103	51.91	51,905.60	76.12	76,120.00	24,214.40	1,680	2.21
Sedol B8KQN82	EMC	28.27	18,797.16	25.15	16,724.75	(2,072.41)	266	1.59
665 EMC Corp	268648102 XOM	5.07	3,539.07	101.20	70,637.60	67,098.53	1,759	2.49
698 ExxonMobil Corp	30231G102 FE	36.67	91,677.05	32.98	82,450.00	(9,227.05)	5,500	6.67
2,500 Firstenergy Corp	337932107 GXP	32.07	27,419.85	24.24	20,725.20	(6,694.65)	787	3.80
855 Great Plains Energy Inc	391164100 HD	51.89	41,510.16	82.34	65,872.00	24,361.84	1,248	1.89
800 Home Depot Inc	437076102 ITW	48.01	29,907.12	84.08	52,381.84	22,474.72	1,047	2.00
623 Illinois Tool Works Inc	452308109 INTC	37.41	69,213.13	25.96	48,016.75	(21,196.38)	1,665	3.47
1,850 Intel Corp	458140100 IBM	42.17	57,987.87	187.57	257,908.75	199,920.88	5,225	2.03
1,375 International Business Machines	459200101 JNJ	59.85	38,303.00	91.59	58,617.60	20,314.60	1,690	2.88
640 Johnson & Johnson	478160104 JCI	33.03	39,633.24	51.30	61,560.00	21,926.76	1,056	1.72
1,200 Johnson Controls Inc	478366107 KMB	42.71	56,810.90	104.46	138,931.80	82,120.90	4,309	3.10
1,330 Kimberly Clark Corp	494368103 MRO	6.60	22,440.77	35.30	120,020.00	97,579.23	2,584	2.15
3,400 Marathon Oil Corp	565849106 MPC	8.93	15,179.97	91.73	155,941.00	140,761.03	2,856	1.83
1,700 Marathon Petroleum Corp	56585A102 MATX	18.09	14,924.21	26.11	21,540.75	6,616.54	528	2.45
825 Matson Inc	57686G105 MCD	78.87	29,893.59	97.03	36,774.37	6,880.78	1,228	3.34
379 McDonalds Corp	580135101 MDT	44.65	31,926.89	57.39	41,033.85	9,106.96	801	1.95
715 Medtronic Inc	585055106 MRK	35.09	30,041.23	50.05	42,842.80	12,801.57	1,507	3.52
856 Merck & Co Inc	58933Y105 MSFT	34.85	186,810.40	37.41	200,517.60	13,707.20	6,003	2.95
5,360 Microsoft Corp	594918104							



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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		
Equity Securities (continued)							
Common Stock (continued)							
1,260 Nucor Corp	NUE 670346105	26.85	33,835.41	53.38	67,258.80	33,423.39	1,865 2.77
2,095 Occidental Petroleum Corp	OXY 674599105	14.28	29,923.20	95.10	199,234.50	169,311.30	5,363 2.69
1,300 Paychex Inc	PAYX 704326107	31.02	40,328.86	45.53	59,189.00	18,860.14	1,820 3.07
1,805 Pepsico Inc	PEP 713448108	20.34	36,716.41	82.94	149,706.70	112,990.29	4,097 2.74
935 Pfizer Inc	PFE 717081103	17.66	16,512.10	30.63	28,639.05	12,126.95	972 3.40
1,170 PG&E Corporation	PCG 69331C108	42.34	49,540.92	40.28	47,127.60	(2,413.32)	2,129 4.52
1,477 Phillips 66	PSX 718546104	13.30	19,637.77	77.13	113,921.01	94,283.24	2,304 2.02
280 Roche Holding Ltd - ADR One ADR repstg 1/2 Share	RHHBY 771195104	43.26	12,112.80	70.05	19,614.28	7,501.48	455 2.32
1,140 Schlumberger Ltd	SLB 806857108	24.83	28,310.23	90.11	102,725.40	74,415.17	1,425 1.39
680 Spectra Energy Corp	SE 847560109	20.20	13,736.90	35.62	24,221.60	10,484.70	830 3.43
484 Stanley Black & Decker Inc	SWK 854502101	23.68	11,462.26	80.69	39,053.96	27,591.70	968 2.48
950 Target Corp	TGT 87612E106	26.23	24,913.75	63.27	60,106.50	35,192.75	1,634 2.72
520 Texas Instruments Inc	TXN 882508104	66.89	34,781.19	43.91	22,833.20	(11,947.99)	624 2.73
200 Toronto Dominion Bank	TD 891160509	72.70	14,539.12	94.24	18,848.00	4,308.88	644 3.42
1,444 V F Corp	VFC 918204108	20.27	29,274.36	62.34	90,018.96	60,744.60	1,516 1.68
2,000 Vale SA-SP ADR 1 ADR Repsts 1 Ord Shr	VALE 91912E105	16.31	32,625.00	15.25	30,500.00	(2,125.00)	262 0.86
2,000 Vodafone Group Plc One ADR Represents 10 Ord Shares	VOD 92857W209	33.42	66,839.00	39.31	78,620.00	11,781.00	3,180 4.04
855 Walgreen Co	WAG 931422109	26.01	22,236.41	57.44	49,111.20	26,874.79	1,077 2.19



Account Name: Geraldine and R A Barrows Foundation

Account Number: 100137
Statement Period Dec. 1 - Dec. 31, 2013

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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		
Equity Securities (continued)							
Common Stock (continued)							
2,199 Weyerhaeuser Co	WY 962166104	16.46	36,198.81	31.57	69,422.43	33,223.62	1,935 2.79
Total Common Stock			2,218,803.40		4,795,661.63	2,576,858.23	122,455
Total Equity Securities			2,218,803.40		4,795,661.63	2,576,858.23	122,455

Fixed Income Securities

Government & Agency Bonds							
12,877.392 Govt National Mtg Assn DTD 12/1/2002 5.0000% 12/20/2017 Pool # 003313		1.02	13,151.03	106.88	13,762.71	611.68	644 4.68
22.958 Govt National Mtg Assn DTD 2/1/1999 6.0000% 2/15/2014 Pool # 434197		1.00	22.96	100.00	22.96		1 6.01
19,531.0473 Govt National Mtg Assn DTD 3/1/2003 5.0000% 3/15/2018 Pool # 602200		1.04	20,257.35	106.80	20,858.55	601.20	977 4.68
18,278.8925 Govt National Mtg Assn DTD 3/1/2003 5.0000% 3/15/2018 Pool # 591972		1.04	18,958.64	106.48	19,464.16	505.52	914 4.70
19,393.4455 Govt National Mtg Assn DTD 8/1/2003 5.0000% 8/15/2018 Pool # 612970		1.03	20,017.69	106.48	20,650.99	633.30	970 4.70
53,601.428 Govt National Mtg Assn II DTD 6/1/2004 5.0000% 6/20/2019 Pool # 003563		1.01	54,371.93	106.88	57,286.53	2,914.60	2,680 4.68
11,515.2188 Govt National Mtg Assn II DTD 8/1/2004 5.0000% 8/20/2019 Pool # 003589		1.02	11,752.72	106.88	12,306.89	554.17	576 4.68
Total Government & Agency Bonds			138,532.32		144,352.79	5,820.47	6,761

Corporate Bonds

100,000 Allac Inc DTD 8/9/2010 3.450% 8/15/2015 Sr Unsecured Notes A-		1.06	106,493.00	104.42	104,423.00	(2,070.00)	3,450 1.45
	001055AE2						



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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)							
Corporate Bonds (continued)							
100,000 Alcoa Inc DTD 1/25/2007 5.550% 2/1/2017	013817AL5	1.10	110,112.00	107.64	107,636.00	(2,476.00)	5,550 3.20
BBB-							
100,000 AT&T Inc DTD 8/18/2011 2.400% 8/15/2016		1.02	101,552.00	102.84	102,835.00	1,283.00	2,400 2.06
Sr Unsecured Notes	00206RAY8						
A-							
100,000 BP Capital Markets Plc DTD 10/1/2010 3.125% 10/1/2015	05565QBN7	1.06	105,796.00	104.48	104,475.00	(1,321.00)	3,125 1.51
A							
100,000 Cisco Systems Inc DTD 3/16/2011 1.625% 3/14/2014	17275RAJ1	1.01	101,352.00	100.25	100,254.00	(1,098.00)	1,625 1.12
AA-							
100,000 E I Du Pont De Nemours Co DTD 9/23/2010 1.950% 1/15/2016	263534CD9	1.02	102,392.00	102.04	102,040.00	(352.00)	1,950 1.37
Sr Unsecured Notes							
A							
75,000 General Electric Co DTD 12/6/2007 5.250% 12/6/2017	369604BC6	1.16	87,093.00	113.19	84,895.50	(2,197.50)	3,938 2.19
Senior Unsecured Notes							
AA+							
50,000 Goldman Sachs Group Inc DTD 9/29/2004 5.000% 10/1/2014	38143UAW1	1.05	52,634.00	103.18	51,589.50	(1,044.50)	2,500 2.77
A-							
100,000 Hewlett Packard Co DTD 5/31/2011 1.550% 5/30/2014	428236BK8	1.01	100,879.00	100.37	100,365.00	(514.00)	1,550 1.25
Sr Unsecured Notes							
BBB+							
100,000 Home Depot Inc DTD 3/24/2006 5.400% 3/1/2016	437076AP7	1.16	115,638.00	109.69	109,689.00	(5,949.00)	5,400 1.21
Senior Notes							
A							
100,000 Honeywell International Inc DTD 3/15/2007 5.300% 3/15/2017	438516AS5	1.19	118,578.00	111.38	111,375.00	(7,203.00)	5,300 1.33
A							



Account Name: Geraldine and R A Barrows Foundation

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Statement Period: Dec. 1 - Dec. 31, 2013

Statement of Investment Position (continued)

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 Lowes Companies Inc DTD 11/22/2010 2.125% 4/15/2016 Sr Unsecured Notes Call 3/15/16 @ 100	548661CS4	1.02	152,505.00	102.57	153,852.00	1,347.00	3,188 1.73
A- 150,000 Merck & Co Inc DTD 12/10/2010 2.250% 1/15/2016	58933YAB1	1.05	156,769.50	103.30	154,950.00	(1,819.50)	3,375 1.15
AA 100,000 Occidental Petroleum Corp DTD 8/18/2011 1.750% 2/15/2017 Sr Unsecured Notes	674599CB9	1.02	102,247.00	100.34	100,344.00	(1,903.00)	1,750 1.26
A 100,000 Pepsico Inc DTD 1/14/2010 3.100% 1/15/2015	713448BM9	1.05	105,196.00	102.75	102,746.00	(2,450.00)	3,100 1.58
A- 100,000 Pfizer Inc DTD 3/24/2009 5.350% 3/15/2015 Sr Unsecured Notes	717081DA8	1.12	112,108.00	105.67	105,665.00	(6,443.00)	5,350 0.83
AA 100,000 Phillips 66 DTD 11/1/2012 2.950% 5/1/2017 Sr Unsecured	718546AJ3	1.02	102,492.00	104.04	104,039.00	1,547.00	2,950 2.33
BBB 100,000 Shell International Fin DTD 3/23/2009 4.000% 3/21/2014 Sr Unsecured Notes	822582AF9	1.08	107,716.00	100.79	100,794.00	(6,922.00)	4,000 1.10
AA 100,000 Simon Property Group Inc DTD 11/16/2011 2.800% 1/30/2017 Sr Unsecured	828807CH8	1.07	106,749.00	103.43	103,431.00	(3,318.00)	2,800 1.16
A 100,000 UnitedHealth Group Inc DTD 12/15/2007 6.000% 6/15/2017 Sr Unsecured Notes	91324PAW2	1.21	121,295.00	114.76	114,761.00	(6,534.00)	6,000 1.64
A 75,000 Vale Overseas Ltd DTD 1/10/2006 6.250% 1/11/2016	91911TAF0	1.14	85,215.00	108.88	81,656.25	(3,558.75)	4,688 2.41



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Account Name: Geraldine and R A Barrows Foundation

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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)							
Corporate Bonds (continued)							
100,000 Verizon Communications Inc DTD 4/3/2007 5.500% 4/1/2017 Senior Unsecured Notes BBB+	92343VAG9	1.18	117,983.00	112.73	112,733.00	(5,250.00)	5,500 1.67
100,000 Wachovia Corp DTD 6/8/2007 5.750% 6/15/2017 Senior Notes A+	929903DT6	1.19	118,909.00	114.07	114,070.00	(4,839.00)	5,750 1.49
Total Corporate Bonds			2,491,703.50		2,428,618.25	(63,085.25)	85,238
Total Fixed Income Securities			2,630,235.82		2,572,971.04	(57,264.78)	91,999
Money Markets and Cash							
Money Market Funds							
571,038.49 Fidelity Treasury Only Fund #680	233809300	1.00	571,038.49	1.00	571,038.49		56 0.01
Total Money Market Funds			571,038.49		571,038.49	0.00	56
Cash		0.00	0.00	1.00	0.00		0
Total Cash			0.00		0.00	0.00	0
Total Money Markets and Cash			571,038.49		571,038.49	0.00	56
Account Total			5,420,077.71		7,939,671.16	2,519,593.45	214,510

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.	NONE	NONE	800.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	288.	288.
FEDERAL ESTIMATES - INCOME	900.	
	-----	-----
TOTALS	1,188.	288.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OTHER NON-ALLOCABLE EXPENSE -	6.	6.
OTHER NON-ALLOCABLE EXPENSE -	37.	37.
TOTALS	43.	43.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	4.
EATON VANCE ADJ	39.

TOTAL	43.
	=====

GERALDINE AND R A BARROWS FOUNDATION 100137
FORM 990PF, PART XV - LINES 2a - 2d
=====

43-1184875

RECIPIENT NAME:

JAN LEONARD, UMB BANK

ADDRESS:

P.O. BOX 41962

KANSAS CITY, MO 64106

RECIPIENT'S PHONE NUMBER: 816-860-1933

FORM, INFORMATION AND MATERIALS:

NONE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GEOGRAPHIC: KC AREA CHARITY FIELDS: UNDERPRIVILEGED CHILDREN

STATEMENT 5

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

RECIPIENT NAME:

KANSAS CITY SYMPHONY

ADDRESS:

1020 CENTRAL, SUITE 300

KANSAS CITY, MO 64105-1672

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 65,000.

RECIPIENT NAME:

NAZARENE THEOLOGICAL

SEMINARY

ADDRESS:

1700 E. MEYER BLVD.

KANSAS CITY, MO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

KANSAS CITY ROSE SOCIETY

ADDRESS:

WORNALL RD & W 51ST TERRACE

KANSAS CITY, MO 64112

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

SPOFFORD HOME

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:

NILES HOME FOR CHILDREN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:

VISION RESEARCH FOUNDATION

ADDRESS:

2300 HOLMES STREET

KANSAS CITY, MO 64108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

THE CHILDREN'S PLACE

ADDRESS:

970-A NORTHWEST BLUE PARKWAY

LEE'S SUMMIT, MO 64086

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

DON BOSCO COMMUNITY CENTER

ADDRESS:

580 CAMPBELL

KANSAS CITY, MO 64106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

ASSISTANCE LEAGUE KANSAS CITY NORTH

ADDRESS:

6101 N. CHESTNUT

GLADSTONE, MO 64119

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

FRIENDS OF THE KANSAS CITY ZOO

ADDRESS:

6800 ZOO DRIVE

KANSAS CITY, MO 64132

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 35,000.

GERALDINE AND R A BARROWS FOUNDATION 100137 43-1184875
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

JACKSON COUNTY CASA

ADDRESS:

2544 HOLMES

KANSAS CITY, MO 64108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID:

212,500.

=====