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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
WILLARD J & MARY G BREIDENTHAL
FOUNDATION

A Employer identification number
48-6103376

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

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

City or town, state or province, country, and ZIP or foreign postal code
KANSAS CITY, MO 64141

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 7,002,064

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ______ *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(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)	2,082,102			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	13	13		
	4	Dividends and interest from securities	180,203	180,203		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	565,823			
	b	Gross sales price for all assets on line 6a 3,188,528				
	7	Capital gain net income (from Part IV, line 2)		565,823		
	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)	-2,225	-2,225		
	12	**Total.** Add lines 1 through 11	2,825,916	743,814		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	48,138	43,324		4,814
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,850	2,565		285
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,646			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	34	31		3
	24	**Total operating and administrative expenses.** Add lines 13 through 23	53,668	45,920		5,102
	25	Contributions, gifts, grants paid	386,707			386,707
	26	**Total expenses and disbursements.** Add lines 24 and 25	440,375	45,920		391,809
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,385,541			
	b	**Net investment income** (if negative, enter -0-)		697,894		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	40,127	70,565	70,565
	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)	204,150	161,859	171,085
	b Investments—corporate stock (attach schedule)	2,224,854	3,887,218	5,560,958
	c Investments—corporate bonds (attach schedule)	457,696	1,192,727	1,199,456
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	1		
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,926,828	5,312,369	7,002,064
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	1,016,932	1,016,932	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,909,896	4,295,437	
	30 **Total net assets or fund balances** (see instructions)	2,926,828	5,312,369	
	31 **Total liabilities and net assets/fund balances** (see instructions)	2,926,828	5,312,369	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,926,828
2	Enter amount from Part I, line 27a	2	2,385,541
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,312,369
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,312,369

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	565,823
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	-10,165

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	429,645	3,931,808	0 10927
2012	304,996	3,367,138	0 09058
2011	329,092	2,844,131	0 11571
2010	311,977	3,025,980	0 10310
2009	316,637	2,707,900	0 11693

2	**Total** of line 1, column (d).	2	0 53559
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 10712
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	6,601,965
5	Multiply line 4 by line 3.	5	707,196
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,979
7	Add lines 5 and 6.	7	714,175
8	Enter qualifying distributions from Part XII, line 4.	8	391,809

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	13,958
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	13,958
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	13,958
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 3,200		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	3,200
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	10,758
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 2015 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? *If the answer is "Yes" to* ***1a*** *or* ***1b,*** *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		No
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶KS			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

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

Located at ▶PO BOX 419226 KANSAS CITY MO ZIP+4 ▶641416226

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

		Line	Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (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**		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		No

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
GEORGE G BREIDENTHAL 2324 NORTH 88TH DRIVE KANSAS CITY, KS 66109	Trustee 1 00	0		
UMB BANK PO BOX 419226 KANSAS CITY, MO 641416226	Trustee 2 00	48,138		
MCKENZIE BREIDENTHAL 2324 NORTH 88TH DRIVE KANSAS CITY, KS 66109	Trustee 1 00	0		

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

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

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

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

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

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

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

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

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

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

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

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	6,555,304
b	Average of monthly cash balances	1b	147,199
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,702,503
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,702,503
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,538
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,601,965
6	**Minimum investment return.** Enter 5% of line 5	6	330,098

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	330,098
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 13,958		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	13,958
3	Distributable amount before adjustments Subtract line 2c from line 1	3	316,140
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	316,140
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	316,140

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	391,809
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	391,809
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	391,809

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				316,140
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2014				
a From 2009. 182,090				
b From 2010. 162,166				
c From 2011. 187,761				
d From 2012. 140,331				
e From 2013. 239,387				
f **Total** of lines 3a through e.	911,735			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 391,809				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				316,140
e Remaining amount distributed out of corpus	75,669			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	987,404			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	182,090			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	805,314			
10 Analysis of line 9				
a Excess from 2010. . . . 162,166				
b Excess from 2011. . . . 187,761				
c Excess from 2012. . . . 140,331				
d Excess from 2013. . . . 239,387				
e Excess from 2014. . . . 75,669				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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

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

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

WRITTEN REQUESTS INCLUDING DESCRIPTION OF CHARITABLE FUNCTION AND OTHER SUPPORTING DOCUMENTATION

c Any submission deadlines

NOVEMBER 1 OF EACH YEAR

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

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				386,707
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	13	
4 Dividends and interest from securities			14	180,203	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	2,225	
8 Gain or (loss) from sales of assets other than inventory			18	565,823	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				743,814	

13 Total. Add line 12, columns (b), (d), and (e) 13 743,814

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2015-10-22 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MERIDITH BIHUNIAK				P00079749

Firm's name ▶ O Flynn & Bihuniak Chartered

Firm's EIN ▶

Firm's address ▶ 4200 Somerset Drive Ste 137 Prairie Village, KS 66208

Phone no (913) 648-6828

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
SHORT TERM CAPITAL GAIN DISTRIBUTIONS	P		
LONG TERM CAPITAL GAIN DISTRIBUTIONS	P		
BAXTER INTERNATIONAL	P		2014-01-02
ANHEUSER BUSCH COS 4 95%	P	2003-09-11	2014-01-15
BERKSHIRE HATHAWAY INC CL B	P	2013-10-17	2014-02-21
APPLIE INC	P		2014-02-21
VERIZON COMMUNICATIONS INC	P		2014-02-21
VODAFONE GROUP PLC	P		2014-02-27
WEYERHAUSER CO	P	2013-06-25	2014-03-18
TORTOISE MLP FUND INC	P		2014-04-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,800			5,800
27,584			27,584
38,076		26,426	11,650
75,000		75,000	
36,822		37,943	-1,121
57,727		9,434	48,293
41		23	18
19			19
32,440		33,182	-742
26,030		20,921	5,109

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,800
			27,584
			11,650
			-1,121
			48,293
			18
			19
			-742
			5,109

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
DISNEY WALT CO	P		2014-04-25
LKQ CORP	P		2014-04-25
MCDONALDS CORP	P		2014-04-25
NIKE INC	P		2014-04-25
THOMSON REUTERS CORP	P		2014-04-25
COCA COLA CO	P		2014-04-25
COSTCO WHOLESALE CORP	P		2014-04-25
PHILIP MORRIS INTERNATIONAL INC	P		2014-04-25
PROCTER & GAMBLE CO	P		2014-04-25
WAL MART STORES INC	P		2014-04-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
18,452		9,179	9,273
46,207		16,076	30,131
37,649		27,711	9,938
57,142		37,102	20,040
40,541		35,015	5,526
44,559		27,158	17,401
33,165		20,248	12,917
31,821		34,044	-2,223
113,739		64,666	49,073
18,808		16,324	2,484

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9,273
			30,131
			9,938
			20,040
			5,526
			17,401
			12,917
			-2,223
			49,073
			2,484

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
CHUBB CORP	P		2014-04-25
PRICE T ROWE GROUP INC	P		2014-04-25
US BANCORP DEL	P		2014-04-25
BECTON DICKINSON & CO	P		2014-04-25
CELGENE CORP	P		2014-04-25
INTUITIVE SURGICAL INC	P		2014-04-25
ZIMMER HOLDINGS INC	P		2014-04-25
MASCO CORP	P	2013-04-18	2014-04-25
ACCENTURE PLC CL A	P		2014-04-25
VERIZON COMMUNICATIONS INC	P		2014-04-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
36,263		20,155	16,108
36,196		21,661	14,535
51,323		24,761	26,562
32,119		19,898	12,221
59,352		25,366	33,986
32,861		17,834	15,027
40,183		17,580	22,603
26,286		25,123	1,163
36,200		25,995	10,205
9,656		6,298	3,358

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			16,108
			14,535
			26,562
			12,221
			33,986
			15,027
			22,603
			1,163
			10,205
			3,358

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
VODAFONE GROUP PLC	P		2014-04-25
DUKE ENERGY HOLDING CORP	P		2014-04-25
DANAHER CORP DEL	P		2014-04-25
GOOGLE INC CL C	P		2014-04-25
MALLINCKRODT PLC	P		2014-04-25
EATON VANCE FLOATING RATE	P		2014-04-25
GOLDMAN SACHS HIGH YIELD INSTIT	P		2014-04-25
GOLDMAN SACHS STRATEGIC INCOME	P		2014-04-25
IVY INTERNATIONAL CORE EQUITY	P		2014-04-25
LKCM SMALL CAP EQUITY FUND INSTL	P		2014-04-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
24,232		33,879	-9,647
39,185		33,974	5,211
14,638		14,391	247
48,659		26,107	22,552
6,061		2,904	3,157
69,467		70,000	-533
138,661		140,272	-1,611
68,517		69,284	-767
179,419		141,900	37,519
55,029		41,612	13,417

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-9,647
			5,211
			247
			22,552
			3,157
			-533
			-1,611
			-767
			37,519
			13,417

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
LORD ABBETT SHORT DURATION INCOME	P		2014-04-25
TWENTY-FIRST CENTURY FOX	P	2014-04-25	2014-05-01
DANAHER CORP DEL	P		2014-05-01
TEXAS INSTRUMENTS INC	P		2014-05-15
GENERAL ELECTRIC CO	P		2014-05-20
QUALCOMM INC	P		2014-05-20
COVIDIEN PLC	P		2014-06-19
SALESFORCE COM INC	P	2014-04-25	2014-07-07
WHOLE FOODS MARKET INC	P	2013-11-07	2014-02-21
MASCO CORP	P	2013-06-24	2014-04-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
127,478		128,987	-1,509
48,449		50,766	-2,317
29,519		37,776	-8,257
25,000		25,000	
13,115		11,013	2,102
17,584		9,753	7,831
84,423		43,895	40,528
68,964		62,977	5,987
36,960		43,420	-6,460
6,572		6,418	154

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,509
			-2,317
			-8,257
			2,102
			7,831
			40,528
			5,987
			-6,460
			154

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
DANAHER CORP DEL	P	2013-10-17	2014-05-01
GOOGLE INC CL C	P	2013-10-17	2014-04-25
AT&T INC, 2 500%	P	2010-10-27	2014-07-15
NOW INC	P	2014-04-25	2014-08-07
NOW INC	P		2014-08-07
EXXONMOBIL CORP	P	2014-04-25	2014-08-07
EXXONMOBIL CORP	P		2014-08-07
JOHNSON CONTROLS INC	P	2014-04-25	2014-08-07
JOHNSON CONTROLS INC	P		2014-08-07
FEDERAL HOME LOAN MORTGAGE 1 00%	P	2011-08-02	2014-08-27

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
38,744		16,695	22,049
25,882		22,200	3,682
8,190		8,041	149
2,208		2,438	-230
3,121		1,256	1,865
29,397		30,074	-677
39,196		30,144	9,052
14,226		13,460	766
47,422		36,410	11,012
25,000		25,000	

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			22,049
			3,682
			149
			-230
			1,865
			-677
			9,052
			766
			11,012

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
BB&T CORP	P	2014-04-25	2014-09-26
WELLS FARGO & CO MTN 3 75%	P	2009-09-24	2014-10-01
STARWOOD HOTELS & RESORTS WORLDWIDE	P	2014-05-01	2014-10-16
BP PLC	P	2014-08-07	2014-10-16
ANADARKO PETE CORP	P	2014-08-29	2014-10-20
HALYARD HEALTH INC	P		2014-11-03
FRANKLIN INTERNATIONAL SMALL CAP GROWTH	P	2014-04-25	2014-11-12
FRANKLIN INTERNATIONAL SMALL CAP GROWTH	P		2014-11-12
EATON CORP PLC	P	2014-04-25	2014-11-21
EATON CORP PLC	P		2014-11-21

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
63,692		63,908	-216
25,000		25,000	
50,822		53,357	-2,535
59,543		69,121	-9,578
64,996		78,858	-13,862
28		17	11
22,246		25,000	-2,754
28,565		25,000	3,565
13,682		14,816	-1,134
44,466		40,021	4,445

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-216
			-2,535
			-9,578
			-13,862
			11
			-2,754
			3,565
			-1,134
			4,445

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
GOOGLE INC CL A	P	2013-10-17	2014-11-21
DRIEHAUS SELECT CREDIT	P	2014-04-25	2014-11-24
OAKMARK INTERNATIONAL FUND	P		2014-11-24
SCOUT INTERNATIONAL FUND	P		2014-11-24
SCOUT INTERNATIONAL FUND	P	2014-04-25	2014-12-15
SCOUT INTERNATIONAL FUND	P		2014-12-15
RIDGEWORTH SEIX FLOTATING RATE HIGH INC	P	2014-04-25	2014-12-15
RIDGEWORTH SEIX FLOTATING RATE HIGH INC	P		2014-12-15
GNMA POOL 612970	P		
GNMA POOL 603099	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
27,298		22,256	5,042
94,985		99,902	-4,917
17,300		15,218	2,082
28,181		15,647	12,534
62,949		63,235	-286
33,842		19,168	14,674
48,226		50,000	-1,774
48,119		49,945	-1,826
806		832	-26
688		704	-16

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,042
			-4,917
			2,082
			12,534
			-286
			14,674
			-1,774
			-1,826
			-26
			-16

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
GNMA DTD 8/1/03, 5 375%	P		
GNMA POOL 003439	P		
GNMA DTD 8/1/03, 5 360%	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
11,630		11,457	173
1,351		1,381	-30
2,734		2,693	41

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			173
			-30
			41

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DONNELLY COLLEGE 608 NORTH 18TH STREET KANSAS CITY, KS 66102	NONE	N/A	EDUCATION	251,500
TRINITY COMMUNITY CHURCH 5010 PARALLEL PARKWAY KANSAS CITY, KS 66104	NONE	N/A	RELIGIOUS	10,000
EMPORIA STATE UNIVERSITY FOUNDATION 1200 COMMERCIAL STREET EMPORIA, KS 66801	NONE	N/A	EDUCATION	50,000
SANTA FE TRAIL GIRL SCOUTS 7620 STATE AVENUE KANSAS CITY, KS 66112	NONE	N/A	EDUCATION	1,500
FRIENDS OF THE ZOO 6800 ZOO DRIVE KANSAS CITY, MO 64132	NONE	N/A	EDUCATION	1,500
KANSAS CITY PUBLIC TELEVISION 125 EAST 31ST STREET KANSAS CITY, MO 64108	NONE	N/A	ARTS	1,500
BISHOP WARD HIGH SCHOOL 708 NORTH 18TH STREET KANSAS CITY, KS 66102	NONE	N/A	EDUCATION	5,000
KCUR 4825 TROOST KANSAS CITY, MO 64110	NONE	N/A	ARTS	2,000
FREEDOM'S FRONTIER NATL HERITAGE AR PO BOX 526 LAWRENCE, KS 66044	NONE	N/A	EDUCATION	1,000
EMPORIA STATE UNIV WOMEN'S BASKETBA 1200 COMMERCIAL STREET EMPORIA, KS 66801	NONE	N/A	EDUCATION	11,207
WYANDOTTE COUNTY MUSEUM 631 NORTH 126TH STREET BONNER SPRINGS, KS 66012	NONE	N/A	EDUCATION	500
KANSAS STATE ATHLETICS-AHEARN FUND 1800 COLLEGE AVENUE SUITE 138 MANHATTAN, KS 66502	NONE	N/A	EDUCATION	1,000
HEART OF AMERICA BOY SCOUTS 10210 HOLMES ROAD KANSAS CITY, MO 64131	NONE	N/A	EDUCATION	1,500
ALCOTTS ARTS CENTER 180 SOUTH 18TH STREET KANSAS CITY, KS 66102	NONE	N/A	ARTS	1,000
BONNER ANIMAL RESCUE PO BOX 332 BONNER SPRINGS, KS 66012	NONE	N/A	EDUCATION	1,500
Total . . . . ▶ **3a**				386,707

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BOYS GIRLS CLUBS-GREATER KANSAS CIT 6301 ROCKHILL ROAD SUITE 303 KANSAS CITY,MO 64131	NONE	N/A	EDUCATION	5,000
KANSAS STATE HISTORICAL SOCIETY 6425 SW 6TH AVENUE TOPEKA,KS 66615	NONE	N/A	EDUCATION	1,000
BETHEL NEIGHBORHOOD CENTER 14 S 7TH STREET TRAFFICWAY KANSAS CITY,KS 66101	NONE	N/A	CHARITABLE	10,000
WILLIAMS EDUCATIONAL FUND-KU 1651 NAISMITH DRIVE LAWRENCE,KS 66045	NONE	N/A	EDUCATION	20,000
UNIVERSITY OF NORTHERN COLORADO FDN 1620 RESERVOIR ROAD GREELEY,CO 80631	NONE	N/A	EDUCATION	10,000
Total . . . . ▶ **3a**				386,707

TY 2014 Accounting Fees Schedule

Name: WILLARD J & MARY G BREIDENTHAL FOUNDATION

EIN: 48-6103376

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
O'FLYNN & BIHUNIAK CHARTERED	2,850	2,565	0	285

TY 2014 Investments Corporate Bonds Schedule

Name: WILLARD J & MARY G BREIDENTHAL FOUNDATION

EIN: 48-6103376

Software ID: 14000265

Software Version: 2014v5.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ANHEUSER BUSCH COS INC 4.950%		
JP MORGAN CHASE & CO, 3.70%	24,999	25,042
WELLS FARGO & CO MTN, 3.75%		
AT & T INC 2.500%	17,050	17,184
COCA COLA CO 1.500%	24,990	25,245
COLGATE-PALMOLIVE CO, 1.375%	49,877	50,352
JOHN DEERE CAPITAL CORP 2.800%	25,165	25,979
PROCTER & GAMBLE CO 1.800%	24,977	25,285
EI DU PONT DE NEMOURS CO 1.950%	25,088	25,323
TEXAS INSTRUMENTS INC 1.375%		
AFLAC INC 2.65%	25,399	25,723
RIO TINTO FIN USA LTD 9.00%	30,207	31,629
RIDGEWORTH SEIX FLOATING RATE HIGH INC		
SCOUT UNCONSTRAINED BOND FUND CLASS I	99,894	95,599
DODGE & COX INCOME FUND	298,719	300,000
METWEST UNCONSTRAINED BOND FUND	350,211	350,719
POWERSHARES SENIOR LOAN PORTFOLIO	96,151	97,490
GOTHAM ABSOLUTE RETURN FUND	100,000	103,886

TY 2014 Investments Corporate Stock Schedule

Name: WILLARD J & MARY G BREIDENTHAL FOUNDATION

EIN: 48-6103376

Software ID: 14000265

Software Version: 2014v5.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	44,189	67,530
APPLE INC	34,227	115,899
BAXTER INTERNATIONAL INC		
COCA COLA CO.		
COSTCO WHOLESALE CORP	37,701	85,050
CVS CAREMARK CORPORATION		
DISNEY WALT CO	44,561	131,866
TJX COS INC	15,474	68,580
UMB FINANCIAL CORP	1,693	56,890
WELLS FARGO & CO	52,211	82,230
SCOUT MID CAP FUND		
CHEVRON CORP	39,594	58,894
HOME DEPOT INC	17,115	73,479
QUALCOMM INC	35,579	63,180
US BANCORP DEL		
NEXTERA ENERGY INC	55,502	85,032
VERIZON COMMUNICATIONS	54,014	79,526
DU PONT E I DE NEMOURS & CO	67,548	96,122
JOHNSON & JOHNSON	56,610	73,199
KIMBERLY CLARK CORP	58,081	105,141
ROCHE HOLDING LTD ADR	44,807	57,720
SPECTRA ENERGY CORP	45,920	50,820
UNITEDHEALTH GROUP INC	46,085	80,872
LKCM SMALL CAP EQUITY FUND INSTL		
TORTOISE ENERGY INFRASTRUCTURE CORP	63,552	78,786
ALLSTATE CORP	45,747	84,300
ANHEUSER-BUSCH INBEV NV ADR	32,865	42,120
BRISTOL MYERS SQUIBB	32,553	57,554
GENERAL ELECTRIC CO	60,874	63,175
INTERACTIVE CORP	60,937	66,869

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JPMORGAN CHASE & CO	54,038	81,354
MASTERCARD INC-CLASS A	51,709	81,852
UNION PACIFIC CORP	71,919	126,278
UNITED PARCEL SERVICE INC CLASS B SHARES	54,502	72,261
PRINCIPAL FUND MIDCAPS I	90,332	131,867
VANGUARD REIT VIPERS ETF	68,729	81,000
WALTHAUSEN SMALL CAP VALUE FUND	87,995	114,062
ABBVIE INC	26,898	65,440
BERKSHIRE HATHAWAY INC-CL B		
BOEING CO	63,229	71,489
CME GROUP INC	64,835	79,785
CONOCOPHILLIPS	73,503	69,060
CONTINENTAL RESOURCES INC	35,652	34,524
DANAHER CORP DEL		
EATON CORP PLC		
ECOLAB INC	68,614	67,938
GILEAD SCIENCES INC	60,452	94,260
GOOGLE INC CLASS A	95,224	119,398
HARTFORD FINANCIAL SERVICES GROUP INC	54,108	83,380
KLA-TENCOR CORP	60,398	66,804
LINCOLN NATIONAL CORP	48,154	74,971
MASCO CORP		
OCCIDENTAL PETROLEUM CORP	63,053	56,427
PRUDENTIAL FINANCIAL INC	64,802	72,368
SALESFORCE.COM INC		
SCHLUMBERGER LTD	56,015	67,047
STARBUCKS CORP	59,927	73,845
THERMO FISHER SCIENTIFIC INC.	76,812	93,968
TWENTY-FIRST CENTURY FOX-CLASS A		
WEYERHAEUSER CO		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WHOLE FOODS MARKET INC		
FRANKLIN INTL SMALL CAP GROWTH ADV		
OAKMARK INTERNATIONAL FUND CLASS I	90,782	94,038
OPPENHEIMER DEVELOPING MKTS CL Y	25,925	25,312
AT&T INC	41,458	47,026
BLACKROCK INC	91,254	98,329
CALIFORNIA RESOURCES CORP	2,277	1,543
CVS HEALTH CORPORATION	42,551	108,349
DOMINION RESOURCES INC	41,005	103,815
DOW CHEMICAL CO	81,418	72,976
EOG RESOURCES INC	64,834	64,449
EXPEDIA INC	66,908	76,824
FEDEX CORP	36,583	62,518
HALYARD HEALTH INC	2,499	5,138
MICROSOFT CORP	75,353	81,287
NATIONAL OILWELL VARCO INC	32,845	45,871
PEPSICO INC	68,296	75,648
PROCTER & GAMBLE CO	69,285	136,635
SOUTHWEST AIRLINES CO	67,254	126,960
TEXAS INSTRUMENTS INC	73,096	85,544
TRAVELERS COMPANIES INC	33,240	87,326
VF CORP	25,070	91,378
AMERICAN CENTURY MID CAP VALUE	97,172	100,848
DODGE & COX INTERNATIONAL STOCK FUND	125,000	118,982
RAINIER INTERNATION DISCOVERY FD	51,367	48,511
FIRST TRUST ENERGY INCOME AND GROWTH	41,617	45,625
UNILEVER PLC	41,790	51,814

TY 2014 Investments Government Obligations Schedule

Name: WILLARD J & MARY G BREIDENTHAL FOUNDATION

EIN: 48-6103376

Software ID: 14000265

Software Version: 2014v5.0

US Government Securities - End of Year Book Value: 161,859

US Government Securities - End of Year Fair Market Value: 171,085

State & Local Government Securities - End of Year Book Value:

State & Local Government Securities - End of Year Fair Market Value:

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491295002005

TY 2014 Other Expenses Schedule

Name: WILLARD J & MARY G BREIDENTHAL FOUNDATION

EIN: 48-6103376

Software ID: 14000265

Software Version: 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	34	31		3

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491295002005

TY 2014 Other Income Schedule

Name: WILLARD J & MARY G BREIDENTHAL FOUNDATION

EIN: 48-6103376

Software ID: 14000265

Software Version: 2014v5.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	-2,225	-2,225	

TY 2014 Taxes Schedule

Name: WILLARD J & MARY G BREIDENTHAL FOUNDATION

EIN: 48-6103376

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2014 990PF ESTIMATE	2,646			

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2014

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

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BREIDENTHAL CHARTBL RMNDR UNITRUST 5901 COLLEGE BLVD SUITE 100 OVERLAND PARK, KS662111503	$ 2,082,102	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	MARKETABLE SECURITIES	$ 1,959,346	2014-02-05
		$	
		$	
		$	
		$	
		$	

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

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e) and** the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ ____________
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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