

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

**2009**

Department of the Treasury  
Internal Revenue Service (77)

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

For calendar year 2009, or tax year beginning 5/1/2009, and ending 4/30/2010

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

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions.</b>	Name of foundation <b>BARTLETT AND COMPANY GRAIN CHARITABLE FOUNDATION</b>	<b>A Employer identification number</b> 43-6323269
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 4900 MAIN STREET 1200	<b>B Telephone number (see page 10 of the instructions)</b> 816-753-6300
	City or town, state, and ZIP code KANSAS CITY MO 64112	<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,401,737	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments	4	4		
<b>4</b> Dividends and interest from securities	69,127	69,127		
<b>5 a</b> Gross rents		0		
<b>b</b> Net rental income or (loss)	0			
<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	-10,863			
<b>b</b> Gross sales price for all assets on line 6a	169,416			
<b>7</b> Capital gain net income (from Part IV, line 2)		0		
<b>8</b> Net short-term capital gain			0	
<b>9</b> Income modifications				
<b>10 a</b> Gross sales less returns and allowances	0			
<b>b</b> Less: Cost of goods sold	0			
<b>c</b> Gross profit or (loss) (attach schedule)	0			
<b>11</b> Other income (attach schedule)	1,151	1,151	0	
<b>12 Total.</b> Add lines 1 through 11	59,419	70,282	0	
<b>13</b> Compensation of officers, directors, trustees, etc.	0			
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16 a</b> Legal fees (attach schedule)	0	0	0	0
<b>b</b> Accounting fees (attach schedule)	0	0	0	0
<b>c</b> Other professional fees (attach schedule)	0	0	0	0
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see page 14 of the instructions)	0	0	0	0
<b>19</b> Depreciation (attach schedule) and depletion	0	0	0	
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)	50	0	0	0
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	50	0	0	0
<b>25</b> Contributions, gifts, grants paid	100,755			100,755
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	100,805	0	0	100,755
<b>27 Subtract line 26 from line 12:</b>				
<b>a</b> Excess of revenue over expenses and disbursements	-41,386			
<b>b</b> Net investment income (if negative, enter -0-)		70,282		
<b>c</b> Adjusted net income (if negative, enter -0-)			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 . . . . .	15,003	5,286	5,286
	2 Savings and temporary cash investments . . . . .	106	427	427
	3 Accounts receivable ▶ . . . . . 0			
	Less: allowance for doubtful accounts ▶ . . . . . 0	0	0	0
	4 Pledges receivable ▶ . . . . . 0			
	Less: allowance for doubtful accounts ▶ . . . . . 0	0	0	0
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ . . . . . 0			
	Less: allowance for doubtful accounts ▶ . . . . . 0	0	0	0
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments—U S and state government obligations (attach schedule) . . . . .	0	0	0
	b Investments—corporate stock (attach schedule) . . . . .	1,542,840	1,510,850	2,396,024
	c Investments—corporate bonds (attach schedule) . . . . .	0	0	0
	11 Investments—land, buildings, and equipment, basis ▶ . . . . . 0			
Less: accumulated depreciation (attach schedule) ▶ . . . . . 0	0	0	0	
12 Investments—mortgage loans . . . . .				
13 Investments—other (attach schedule) . . . . .	0	0	0	
14 Land, buildings, and equipment, basis ▶ . . . . . 0				
Less: accumulated depreciation (attach schedule) ▶ . . . . . 0	0	0	0	
15 Other assets (describe ▶ . . . . . )	0	0	0	
16 <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,557,949	1,516,563	2,401,737	
Liabilities	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .	0	0	
	21 Mortgages and other notes payable (attach schedule) . . . . .	0	0	
	22 Other liabilities (describe ▶ . . . . . )	0	0	
	23 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	1,490,690	1,490,690	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	67,259	25,873	
30 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,557,949	1,516,563		
31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,557,949	1,516,563		

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	1,557,949
2 Enter amount from Part I, line 27a . . . . .	2	-41,386
3 Other increases not included in line 2 (itemize) ▶ . . . . .	3	0
4 Add lines 1, 2, and 3 . . . . .	4	1,516,563
5 Decreases not included in line 2 (itemize) ▶ . . . . .	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	1,516,563

**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.)
<b>1a SEE ATTACHED STATEMENT</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
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		
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
<b>2 Capital gain net income or (net capital loss)</b>		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	-10,863
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			}	<b>3</b>

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	122,248	2,025,262	0.060362
2007	117,580	2,505,359	0.046931
2006	95,480	2,406,116	0.039682
2005	85,400	2,042,499	0.041812
2004	82,425	1,764,416	0.046715
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.235502
<b>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</b>			<b>3</b> 0.047100
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5</b>			<b>4</b> 1,997,365
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 94,076
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 703
<b>7 Add lines 5 and 6</b>			<b>7</b> 94,779
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 100,755

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

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

1 a 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	703
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	703
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	703
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	945	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	945	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	242	
11 Enter the amount of line 10 to be credited to 2010 estimated tax	11	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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 page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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. \$ _____ (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		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
4 a 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?	N/A	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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

**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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address				
14	The books are in care of <b>A.F. WHEELER</b> Telephone no. <b>(816) 753-6300</b>			
	Located at <b>4900 MAIN STREET, SUITE 1200, KANSAS CITY, MO</b> ZIP+4 <b>64112</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	

**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 type="checkbox"/> Yes <input checked="" 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>		
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 2009 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 2009.)	3b	N/A
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 2009?	4b	X

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

**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?  Yes  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?  Yes  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?  Yes  No

	<b>5b</b>	N/A
	<b>6b</b>	X
	<b>7b</b>	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAUL D. BARTLETT, JR 4900 MAIN STREET, SUITE 1200 KC MO 6411	TRUSTEE PT .00	0	0	0
JAMES B. HEBENSTREIT 4900 MAIN STREET, SUITE 1200 KC MO 6411	TRUSTEE PT .00	0	0	0
.....	.00	0	0	0
.....	.00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0

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

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

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

**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
3 All other program-related investments. See page 24 of the instructions	
	0
<b>Total. Add lines 1 through 3</b> . . . . . ▶	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,010,460
<b>b</b>	Average of monthly cash balances	<b>1b</b>	17,322
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,027,782
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,027,782
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	30,417
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,997,365
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	99,868

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	99,868
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	703
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	703
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	99,165
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	99,165
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	99,165

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	100,755
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	100,755
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	703
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	100,052

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7 . . . . .				99,165
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only . . . . .			100,104	
b Total for prior years: 20 05 , 20 06 , 20 07 . . . . .				
3 Excess distributions carryover, if any, to 2009:				
a From 2004 . . . . . 0				
b From 2005 . . . . . 0				
c From 2006 . . . . . 0				
d From 2007 . . . . . 0				
e From 2008 . . . . . 0				
f Total of lines 3a through e . . . . . 0				
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 100,755				
a Applied to 2008, but not more than line 2a . . . . .			100,104	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions) . . . . .		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions) . . . . .	0			
d Applied to 2009 distributable amount . . . . .				651
e Remaining amount distributed out of corpus . . . . .	0			
5 Excess distributions carryover applied to 2009 . . . . .	0			0
(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 . . . . .	0			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . . .		0		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .				0
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .				98,514
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9:				
a Excess from 2005 . . . . . 0				
b Excess from 2006 . . . . . 0				
c Excess from 2007 . . . . . 0				
d Excess from 2008 . . . . . 0				
e Excess from 2009 . . . . . 0				

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . .

4942(j)(3) or  4942(j)(5)

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

4942(j)(3) or  4942(j)(5)

**2 a** 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) 2009	(b) 2008	(c) 2007	(d) 2006	
0	0	0		0

**b** 85% of line 2a . . . . .

0	0	0	0	0
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**c** Qualifying distributions from Part XII, line 4 for each year listed . . . . .

0	0	0		0
---	---	---	--	---

**d** Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .

				0
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**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .

0	0	0	0	0
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**3** Complete 3a, b, or c for the alternative test relied upon.

**a** "Assets" alternative test—enter

**(1)** Value of all assets . . . . .

				0
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**(2)** Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .

				0
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**b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .

0	0	0		0
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**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) . . . . .

				0
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**(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .

				0
--	--	--	--	---

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

				0
--	--	--	--	---

**(4)** Gross investment income . . . . .

				0
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**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 page 28 of the instructions.)**

**1 Information Regarding Foundation Managers:**

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT

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

SEE STATEMENT

**c** Any submission deadlines:

SEE STATEMENT

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

SEE STATEMENT

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year SEE STATEMENT				100,755
<b>Total</b>			▶ <b>3a</b>	100,755
<b>b</b> Approved for future payment				
<b>Total</b>			▶ <b>3b</b>	0





Form 990PF	Taxes			Statement 1
<u>Description</u>	(A) Revenue Per Books	(B) Net Investment Income	(C) Adjusted Income	(D) Charitable Purposes
12B1 Fee Rebate	951			
Other Income	200			
To Form 990PF, Pg1, Ln11	<u>1,151</u>			
<u>Description</u>	(A) Expenses Per Books	(B) Net Investment Income	(C) Adjusted Income	(D) Charitable Purposes
Wire Transfer Fee	50			
To Form 990PF, Pg1, Ln23	<u>50</u>			

Form 990PF

Corporate Stock

Statement 2

Description	Book Value	Fair Market Value
12,000 Shares CSX Corp.	223,875	672,600
9,788 Shares Macy's	340,035	227,081
1,848 Shares McKesson Corp.	29,106	119,769
5,028 Shares Collective Brands, Inc.	38,416	117,906
5,600 Shares Union Pacific	58,600	423,696
327 Shares RJ Reynolds Tobacco Holdings, Inc.	-	17,486
6,237 Shares Calamos Invt Tr New Conv FD Class A	112,967	120,186
4,344 Shares PIMCO All Asset Administration Class	52,285	52,090
2,142 Shares Euro Pac Growth Fund Class F	81,759	81,083
6,933 Shares NFJ Dividend Interest & Premium Strategy Fund	153,371	109,893
10,913 Shares PIMCO Investment MGMT Total Return	113,093	121,462
6,478 Shares ING Risk Managed Natural Resources Fund	116,412	108,772
13,205 Shares PIMCO High Yield Fund	90,152	121,090
9,690 PIMCO All Asset All Authority	100,779	102,910
Total to Form 990PF Pt2-Ln10B	1,510,850	2,396,024

Bartlett and Company Grain Charitable Foundation

Statement 3

Form 990PF

Part IV Capital Gains and Losses for Tax on Investment Income

Kind of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost	Gain or (Loss)
ING Risk Managed Natural Resources	P	Various	9/29/2009	39,916	-	42,502	(2,586)
PIMCO All Asset Administration	P	Various	2/10/2010	100,000	-	109,913	(9,913)
PIMCO Investment Mgmt Total Return	P	Various	4/7/2010	12,000	-	11,576	424
PIMCO High Yield Fund	P	Various	4/7/2010	12,000	-	10,801	1,199
Calamos Invnt Tr New Cl A	P	Various	4/7/2010	5,500	-	5,487	13
Total							(10,863)

## BARTLETT AND COMPANY GRAIN CHARITABLE FOUNDATION

43-6323269

FORM 990PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR			STATEMENT 4
	Recipient Name and Address	Relationship	Status	Purpose
The Claremont Institute Post Office Box 61454 Los Angeles, CA 90099-9355	None		Chantable Contribution	300.00
CAFNR Week Steering Committee College of Agriculture, Food and Natural Resources University of Missouri 2-64 Agriculture Building Columbia, MO 65211	None		Chantable Contribution	500.00
The Thomas Jefferson Foundation P. O. Box 316 Charlottesville, VA 22902	None		Chantable Contribution	5,000.00
Donnelly College 608 North 18th Street Kansas City, Kansas 66102	None		Chantable Contribution	500.00
Conservation Federation of Missouri 728 West Main Street Jefferson City, MO 65101	None		Chantable Contribution	30.00
Institute for Humane Studies George Mason University 3301 North Fairfax Drive, Suite 440 Arlington, VA 22201	None		Chantable Contribution	300.00
George Mason University Foundation Marcatus Center 3301 North Fairfax Drive Arlington, VA 22201-4433	None		Chantable Contribution	300.00
Freedom Works Foundation 601 Pennsylvania Avenue, NW North Building - Suite 700 Washington, DC 20004	None		Chantable Contribution	200.00
The Heritage Foundation 214 Massachusetts Avenue, NE Washington, DC 20002	None		Chantable Contribution	1,000.00
Kansas City Symphony 1020 Central, Suite 300 Kansas City, MO 64105	None		Chantable Contribution	25.00
KSU Foundation Biological and Agricultural Engineering 1/4 Scale Tractor Team Seaton Hall #129 Manhattan, KS 66506-2906	None		Chantable Contribution	500.00
Saint Luke's Hospital Foundation FBO Mid-America Heart & Vascular Institute 4401 Wornall Road Kansas City, Missouri 64111	None		Chantable Contribution	35,000.00
The Pembroke Hill School - Annual Fund 400 West 51st Street Kansas City, MO 64112	None		Chantable Contribution	500.00
Heart of America Council, BSA 10210 Holmes Road Kansas City, MO 64131	None		Chantable Contribution	2,500.00
The Foundation Endowment 611 Cameron Street Alexandria, VA 22314	None		Chantable Contribution	500.00

FORM 990PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 4

Recipient Name and Address	Relationship	Status	Purpose	Amount
The Tax Foundation 2001 L Street, NW, Suite 1050 Washington, D C. 20036	None		Charitable Contribution	1,000 00
The Kansas City Public Library The Greenwood Society 14 West 10th Street Kansas City, MO 64105	None		Charitable Contribution	1,000 00
Landmark Legal Foundation 19415 Deerfield Avenue, Suite 312 Leesburg, VA 20176	None		Charitable Contribution	1,000 00
Kansas City Free Health Clinic 3515 Broadway Kansas City, MO 64111	None		Charitable Contribution	1,000.00
Kansas Independent College Fund 700 South Kansas Avenue, Suite 511 Topeka, KS 66603	None		Charitable Contribution	500.00
Capital Research Center 1513 16th Street NW Washington, DC 20077-5923	None		Charitable Contribution	250.00
Science Pioneers 30 West Pershing, Suite 410 Kansas City, MO 64108	None		Charitable Contribution	500 00
Judicial Watch 501 School Street, SW, 5th Floor Washington, DC 20024	None		Charitable Contribution	200.00
Collegiate Network P O. Box 4431 Wilmington, De 19807-4431	None		Charitable Contribution	100 00
The Children's Place Two East 59th Street Kansas City, MO 64113	None		Charitable Contribution	300.00
State Policy Network 2020 North 14th Street, Suite 250 Arlington, VA 22201	None		Charitable Contribution	500 00
Wayside Warfs P O Box 9791 Kansas City, MO 64134-0791	None		Charitable Contribution	300.00
National Right to Work Legal Defense Foundation 8001 Braddock Road Springfield, VA 22160	None		Charitable Contribution	300.00
Kansas Policy Institute 250 North Water, Suite 216 Wichita, KS 67202-1215	None		Charitable Contribution	2,000.00
Kansas City Art Institute 4415 Warwick Boulevard Kansas City, MO 64111	None		Charitable Contribution	500.00
National Legal and Policy Center 107 Park Washington Court Falls Church, VA 22046	None		Charitable Contribution	250.00
Show Me Institute 7777 Bonhomme Avenue, Suite 2150 Clayton, MO 63105-9772	None		Charitable Contribution	500.00

FORM 990PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR			STATEMENT 4	
	Recipient Name and Address	Relationship	Status	Purpose	Amount
	Metropolitan Lutheran Ministry 3031 Holmes Kansas City, MO 64111-1393	None		Chantable Contribution	1,000.00
	Hoover Institution Development Office Stanford University Stanford, CA 94305-9954	None		Chantable Contribution	1,000.00
	CATO Institute 1000 Massachusetts Avenue, NW Washington, DC 20077	None		Chantable Contribution	1,000.00
	Episcopal Community Services Kansas City Community Kitchen 11 East 40th Street Kansas City, MO 64111	None		Chantable Contribution	200.00
	The Lyric Opera 1029 Central Kansas City, MO 64105	None		Chantable Contribution	10,000.00
	TLC (Trichotillomania Learning Center) c/o Christina Pearson, Executive Director 207 McPherson Street, Suite H Santa Cruz, CA 95060	None		Chantable Contribution	10,000.00
	Junior Achievement 4049 Pennsylvania, Suite 150 Kansas City, MO 64111	None		Chantable Contribution	500.00
	Missouri Colleges Fund 3702 West Truman Boulevard, Suite 319 Jefferson City, MO 65109-6153	None		Chantable Contribution	600.00
	The Lyric Opera 1029 Central Kansas City, MO 64105	None		Chantable Contribution	2,500.00
	Washington Legal Foundation 2009 Massachusetts Avenue, NW Washington, DC 20036	None		Chantable Contribution	300.00
	American Enterprise Institute for Public Policy Research 1150 Seventeenth Street, N.W Washington, DC 20036	None		Chantable Contribution	2,000.00
	Business Executives for National Security 104 West 9th Street, Suite 10 Kansas City, MO 64105	None		Chantable Contribution	1,000.00
	The Leadership Institute Stephen P J Wood Building 1101 North Highland Street Arlington, VA 22201	None		Chantable Contribution	500.00
	Kansas City Metropolitan Crime Commission 3100 Main Street, Suite 201 Kansas City, MO 64111	None		Chantable Contribution	300.00
	Skidmore College 815 North Broadway Saratoga Springs, NY 12866-9988	None		Chantable Contribution	1,000.00
	Kemper Museum of Contemporary Art & Design 4420 Warwick Kansas City, MO 64112	None		Chantable Contribution	5,000.00

FORM 990PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 4

Recipient Name and Address	Relationship	Status	Purpose	Amount
Powell Gardens 1609 NW US Highway 50 Kingsville, MO 64061	None		Charitable Contribution	1,000.00
National Right to Work Legal Defense Foundation 8001 Braddock Road Springfield, Virginia 22160	None		Charitable Contribution	2,000.00
The Nelson Gallery Foundation Business Council 4525 Oak Street Kansas City, MO 64111	None		Charitable Contribution	3,500.00
Total Contributions				<u>100,755.00</u>

Bartlett and Company Grain Charitable Foundation  
Part XV, Line 2

43-6323269

The above stated private foundation supports public charities through cash contributions. The private foundation, therefore, does not provide grants within the definition of regulation 53.4945-4(A)(2). Accordingly, the information requested is not applicable to the private foundation.