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

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

LOCKTON FAMILY FOUNDATION

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

Room/suite

444 W. 47TH STREET

900

City or town, state, and ZIP code

KANSAS CITY, MO 64112

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end

J Accounting method

 Cash Accrual

of year (from Part II, col. (c), line

 Other (specify) _____

16) ► \$ 1,615,180.

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

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, etc., received (attach schedule)	299,499.		
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments	24.	24.	ATCH 1
4 Dividends and interest from securities	25,988.	25,988.	ATCH 2
5 a Gross rents			
b Net rental income or (loss)			
6 a Net gain or (loss) from sale of assets not on line 10	95,305.		
b Gross sales price for all assets on line 6a	427,403.		
7 Capital gain net income (from Part IV, line 2)		95,305.	
8 Net short-term capital gain			
9 Income modifications			
10 a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)			
12 Total. Add lines 1 through 11		121,317.	
13 Compensation of officers, directors, trustees, etc			
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16 a Legal fees (attach schedule)			
b Accounting fees (attach schedule) ATCH 3	2,850.	1,425.	1,425.
c Other professional fees (attach schedule)			
17 Interest			
18 Taxes (attach schedule) (see instructions) ATCH 4	294.	294.	
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule) ATCH 5	6,999.	6,329.	670.
24 Total operating and administrative expenses			
Add lines 13 through 23	10,143.	8,048.	2,095.
25 Contributions, gifts, grants paid	316,500.		316,500.
26 Total expenses and disbursements Add lines 24 and 25	326,643.	8,048.	0 318,595.
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements	94,173.		
b Net investment income (if negative, enter -0-)		113,269.	
c Adjusted net income (if negative, enter -0-)			

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Operating and Administrative Expenses18
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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	37,026.	4,376.	4,376.
	2	Savings and temporary cash investments	543,281.	363,458.	363,458.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10	a Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	355,159.	1,247,346.	1,247,346.
	c	Investments - corporate bonds (attach schedule) ATCH 7	610,394.		
Liabilities	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 ►			
Net Assets or Fund Balances		Less accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,545,860.	1,615,180.	1,615,180.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Liabilities	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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,545,860.	1,615,180.	
	30	Total net assets or fund balances (see instructions)	1,545,860.	1,615,180.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,545,860.	1,615,180.	

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	1,545,860.
2	Enter amount from Part I, line 27a	2	94,173.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,640,033.
5	Decreases not included in line 2 (itemize) ► ATCH 8	5	24,853.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,615,180.

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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 PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
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	95,305.	
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	0	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	14,345.	1,566,389.	0.009158
2010	11,692.	913,085.	0.012805
2009	3,153.	732,229.	0.004306
2008	272,638.	1,132,612.	0.240716
2007	3,845.	1,265,934.	0.003037
2 Total of line 1, column (d)			2 0.270022
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 0.054004
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,435,221.
5 Multiply line 4 by line 3			5 77,508.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,133.
7 Add lines 5 and 6			7 78,641.
8 Enter qualifying distributions from Part XII, line 4			8 318,595.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1,133.
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	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2
3	Add lines 1 and 2	3
4	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
6	Credits/Payments	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,970.
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 2,970.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 1,837.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 1,837 Refunded ►	11

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	X	
1c	<i>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</i>	X	
c	Did the foundation file Form 1120-POL for this year?		
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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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? <i>If "No," attach explanation</i>	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> ATTACHMENT 11	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► N/A			
14	The books are in care of ► CHERYL L. WILLIAMS Located at ► 444 W. 47TH ST. SUITE 900 KANSAS CITY, MO	Telephone no ► 816-960-9082 ZIP+4 ► 64112	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X 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)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	
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 2012?	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes	X No
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	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	
	Organizations relying on a current notice regarding disaster assistance check here ►				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	X

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
ATCH 9		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

Total number of other employees paid over \$50,000 ► 0

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		0
Total number of others receiving over \$50,000 for professional services ►		0

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 N/A	
2	
3	
4	

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

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

Amount

1 NONE	
2	
	0
All other program-related investments See instructions	
3 NONE	
	0
Total. Add lines 1 through 3 ►	0

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	1,042,341.
b Average of monthly cash balances	1b	414,736.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,457,077.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,457,077.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	21,856.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,435,221.
6 Minimum investment return. Enter 5% of line 5	6	71,761.

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	71,761.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,133.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,133.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	70,628.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	70,628.
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	70,628.

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	318,595.
b Program-related investments - total from Part IX-B	1b	0
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	0
b Cash distribution test (attach the required schedule)	3b	0
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	318,595.
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	1,133.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	317,462.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				70,628.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 , 20 09 , 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	154,434.			
c From 2009	3,153.			
d From 2010				
e From 2011				
f Total of lines 3a through e		157,587.		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 318,595.				
a Applied to 2011, 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)				
d Applied to 2012 distributable amount				70,628.
e Remaining amount distributed out of corpus		247,967.		
5 Excess distributions carryover applied to 2012. (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		405,554.		
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		405,554.		
10 Analysis of line 9				
a Excess from 2008	154,434.			
b Excess from 2009	3,153.			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	247,967.			

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

NOT APPLICABLE

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
ATCH 10				
Total			► 3a	316,500.
<i>b Approved for future payment</i>				0
NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	24.	
4 Dividends and interest from securities			14	25,988.	
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					
8 Gain or (loss) from sales of assets other than inventory				18	95,305.	
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)				121,317.	
13 Total Add line 12, columns (b), (d), and (e)				13	121,317.

Relationship of Activities to the Accomplishment of Program Purposes

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

(See worksheet in line 13 instructions to verify calculations)

NOT APPLICABLE

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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

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

**Sign
Here**

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

Signature of officer or trustee

Dat

Title

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

Paid Preparer Use Only	Print/Type preparer's name JOSEPH A. JEZAK	Preparer's signature 	Date 3-9-13	Check <input type="checkbox"/> if self-employed	PTIN P00731634
	Firm's name ► JMW & ASSOCIATES, LLC		Firm's EIN ► 57-1224592		
	Firm's address ► 6400 GLENWOOD, SUITE 100 OVERLAND PARK, KS		66202	Phone no 913-499-4920	

Schedule of Contributors

OMB No 1545-0047

2012

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

LOCKTON FAMILY FOUNDATION

Employer identification number

48-1135485

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

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

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ► \$ -----

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

Name of organization LOCKTON FAMILY FOUNDATION

Employer identification number

48-1135485

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	RONALD J. LOCKTON 2321 W. 59TH STREET MISSION HILLS, KS 66208	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	CHERYL L. WILLIAMS 5825 OVERHILL MISSION HILLS, KS 66205	\$ 199,499.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization LOCKTON FAMILY FOUNDATION

Employer identification number

48-1135485

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
2	SECURITIES - STMT C	\$ 199,499.	11/30/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-		\$	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-		\$	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-		\$	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-		\$	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-		\$	-----

JSA

Name of organization LOCKTON FAMILY FOUNDATION

Employer identification number

48-1135485

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COMMERCE BANK	24.	24.
TOTAL	<u>24.</u>	<u>24.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SMITH BARNEY - 0776C	25,950.	25,950.
SMITH BARNEY - 11313	38.	38.
TOTAL	<u><u>25,988.</u></u>	<u><u>25,988.</u></u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
JMW & ASSOCIATES	2,850.	1,425.	1,425.
TOTALS	<u><u>2,850.</u></u>	<u><u>1,425.</u></u>	<u><u>1,425.</u></u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	294.	294.
TOTALS	<u>294.</u>	<u>294.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING/ADVISORY FEES	6,135.	6,135.	
WEB HOSTING FEE	670.		
BANK FEES	194.	194.	
TOTALS	<u>6,999.</u>	<u>6,329.</u>	<u>670.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SMITH BARNEY 0776C -SEE STMT D	355,159.	1,247,346.	1,247,346.
TOTALS	<u>355,159.</u>	<u>1,247,346.</u>	<u>1,247,346.</u>

ATTACHMENT 6

FORM 990PF, PART III - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SMITH BARNEY 0776C -SEE STMT D	610,394.	0	0
TOTALS	<u>610,394.</u>	<u>0</u>	<u>0</u>

ATTACHMENT 7

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
--------------------	---------------

UNREALIZED G/L	24,853.
----------------	---------

TOTAL	<u>24,853.</u>
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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHERYL L. WILLIAMS 5825 OVERHILL MISSION HILLS, KS 66205	TRUSTEE 2.00	0	0	0	0
RONALD J. LOCKTON 2321 W. 59TH STREET MISSION HILLS, KS 66208	TRUSTEE 1.00	0	0	0	0
DONALD S. LOCKTON 6715 CHEROKEE LANE MISSION HILLS, KS 66208	TRUSTEE 1.00	0	0	0	0
JOHN STEPHEN LOCKTON 5771 S. MAPLE COURT GREENWOOD VILLAGE, CO 80121	TRUSTEE 1.00	0	0	0	0
GRAND TOTALS		0	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
			2,500.
THE PEMBROKE HILL SCHOOL 400 W 51ST STREET KANSAS CITY, MO 64112	NONE 501 (C) (3)	EDUCATIONAL	
MOCSA 3100 BROADWAY, SUITE 400 KANSAS CITY, MO 64111	NONE 501 (C) (3)	CIVIC	10,000.
THE ELLIS FOUNDATION P O BOX 54 FORT SCOTT, KS 66701	NONE 501 (C) (3)	EDUCATIONAL	4,000.
MD ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD HOUSTON, TX 77030	NONE 501 (C) (3)	MEDICAL	250,000.
KU ENDOWMENT P O. BOX 928 LAWRENCE, KS 66044	NONE 501 (C) (3)	EDUCATIONAL	40,000.
CHILDREN'S DIABETES FOUNDATION 4380 S. SYRACUSE STREET DENVER, CO 80237	NONE 501 (C) (3)	MEDICAL	10,000.
		TOTAL CONTRIBUTIONS PAID	<u>316,500.</u>

THE LOCKTON FAMILY FOUNDATION
444 W. 47TH Street, Suite 900
Kansas City, MO 64112

Substantial Contributors

Ronald J. Lockton
2321 W. 59th Street
Mission Hills, KS 66208

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	456.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	456.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	93,422.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	1,427.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	94,849.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II Caution: Read the instructions before completing this part		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		456.
14	Net long-term gain or (loss):			
a	Total for year	14a		94,849.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		95,305.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV **Capital Loss Limitation**

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of		
	a The loss on line 15, column (3) or b \$3,000	16	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25		
	<input type="checkbox"/> No. Enter the amount from line 23	26		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same?	27		
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	28		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	29		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

2012

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

Department of the Treasury
Internal Revenue Service

LOCKTON FAM

LOCKTON FAMILY FOUNDATION

Employer identification number
48-1135485

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 456.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA

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PAGE 31

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 93,422.

Schedule D-1 (Form 1041) 2012

LOCKTON FAMILY FOUNDATION
2012 STOCK CONTRIBUTIONS

EIN: 48-1135485

DATE	STOCKS	SHARES	CONT. VALUE
11/6/2012	COOPER INDUSTRIES	50	3,881
11/6/2012	INGERSOLL-RAND	125	5,993
11/6/2012	CDN PACIFIC RY	410	38,390
11/6/2012	DIAGEO PLC	255	29,530
11/6/2012	BRITISH AMERICAN TOBACCO	13	1,310
11/6/2012	FORD MOTORS	5,110	58,382
11/19/2012	APPLE INC	112	62,013
TOTAL			<u>199,499</u>

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings



Select UMA Basic Securities Account

25-107593-343

THE ROCKTON FAMILY FOUNDATION
SELECT UMA MODEL 3

Nickname: FDTN UMA#3

STOCKS

COMMON STOCKS

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain exchange-traded funds. Please refer to "CG IAR Statuses in Investment Advisory Programs" in the quarter-end statement (or your first statement if you have not yet received a statement at the quarter end) for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES BARCLAYS SHORT TREAS (SHV)	12/7/11	672,000	\$110.230	\$74,074.56	\$74,094.72	\$20.16 LT		
	4/13/12	53,000	110.204	5,840.80	5,843.78	2.98 ST		
	11/7/12	120,000	110.209	13,225.03	13,231.20	6.17 ST		
	11/20/12	45,000	110.219	4,959.84	4,961.70	1.86 ST		
Total		890,000		98,100.23	98,131.40	20.16 LT	6.23	—
						11.01 ST		

Share Price \$110.260, CG IAR Status AL, Next Dividend Payable 01/02/13

ISHARES BARCLAYS TIPS BD FD (TIP)	8/24/12	169,000	120.580	20,378.02	20,518.29	140.27 ST
	11/7/12	20,000	122.625	2,452.50	2,428.20	(24.30) ST
	11/20/12	111,000	122.226	1,344.49	1,335.51	(8.98) ST

Share Price \$121.410, CG IAR Status AL, Next Dividend Payable 01/02/13

ISHARES JP MORGAN EM BOND FD (EMB)	6/4/10	31,000	102.101	3,165.14	3,804.49	641.35 LT
	1/14/11	30,000	107.744	3,232.32	3,683.70	451.38 LT
	4/15/11	114,000	106.560	12,147.84	13,998.06	1,850.22 LT
	4/13/12	2,000	112.895	225.79	245.58	19.79 ST
	8/24/12	80,000	119.220	9,537.60	9,823.20	285.60 ST
	11/7/12	31,000	121.547	3,767.95	3,806.49	38.54 ST
	11/20/12	12,000	121.493	1,457.91	1,473.48	15.57 ST
Total		300,000		33,534.55	36,837.00	2,942.95 LT
						359.50 ST

Share Price \$122.790, CG IAR Status AL, Next Dividend Payable 01/02/13

ISHARES RUSSELL 1000 GR INDEX (IWF)	6/4/10	437,000	48.610	21,242.35	28,619.13	7,376.78 LT
	7/23/10	634,000	48.749	30,906.74	41,520.66	10,613.92 LT
	1/14/11	261,000	58.580	15,289.38	17,092.89	1,803.51 LT
	4/15/11	168,000	59.930	10,068.24	11,002.32	934.08 LT
	8/16/11	544,000	55.593	30,242.37	35,626.56	5,384.19 LT
	11/7/12	256,000	64.570	16,529.89	16,765.44	235.55 ST
	11/9/12	264,000	63.636	16,799.90	17,289.36	489.46 ST
	11/20/12	136,000	64.199	8,731.12	8,906.64	175.52 ST

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CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings



STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Annual Income	Dividend Yield %
Share Price \$65 490. CG IAR Status Al, Next Dividend Payable 03/20/2013								
ISHARES RUSSELL 1000 VALUE IDX (IWD)	6/4/10	610 000	56.925	34,724.31	44,420.20	9,695.89 LT		
	11/19/10	30 000	61.196	1,835.89	2,184.60	348.71 LT		
	1/14/11	93 000	66.200	6,156.60	6,772.26	615.66 LT		
	8/16/11	438 000	60.320	26,420.16	31,895.16	5,475.00 LT		
	11/7/12	129 000	71.057	9,166.40	9,393.78	227.38 ST		
	11/9/12	194 000	70.379	13,653.53	14,127.08	473.55 ST		
	11/20/12	106 000	70.250	7,446.50	7,718.92	272.42 ST		
Total		1,600 000		99,403.39	116,512.00	16,135.26 LT	2,681.60	2.30
Share Price \$72 820. CG IAR Status Al, Next Dividend Payable 03/20/2013								
ISHARES RUSSELL 2000 GROWTH FD (IWO)	8/24/12	222 000	92.460	20,526.12	21,158.82	632.70 ST		
	11/7/12	28 000	91.415	2,559.63	2,668.68	109.05 ST		
	11/9/12	8 000	90.060	720.48	762.48	42.00 ST		
	11/20/12	12 000	90.312	1,083.74	1,143.72	59.98 ST		
Total		270 000		24,889.97	25,733.70	843.73 ST	376.65	1.46
Share Price \$95 310. CG IAR Status Al, Next Dividend Payable 03/20/2013								
ISHARES RUSSELL 2000 VALUE FD (IWN)	8/24/12	288 000	71.360	20,551.65	21,746.88	1,195.23 ST		
	11/7/12	32 000	71.689	2,294.05	2,416.32	122.27 ST		
	11/9/12	9 000	70.470	634.23	679.59	45.36 ST		
	11/20/12	21 000	70.436	1,479.16	1,585.71	106.55 ST		
Total		350 000		24,959.09	26,428.50	1,469.41 ST	661.50	2.50
Share Price \$75 510. CG IAR Status Al, Next Dividend Payable 03/20/2013								
ISHARES RUSSELL MIDCAP G IN FD (IWP)	7/23/10	118 000	46.230	5,455.14	7,410.40	1,955.26 LT		
	8/16/11	209 000	53.837	11,251.83	13,125.20	1,873.37 LT		
	8/24/12	11 000	60.745	668.20	690.80	22.60 ST		
	11/7/12	42 000	61.077	2,565.24	2,637.60	72.36 ST		
	11/9/12	7 000	60.176	421.23	439.60	18.37 ST		
	11/20/12	13 000	60.748	789.73	816.40	26.67 ST		

CONTINUED

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings



STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Annual Income	Dividend Yield %
	Total	400 000		21,151.37	25,120.00	3,828.63 LT	330.40	1.31
<i>Share Price \$62.800, CG IAR Status AL, Next Dividend Payable 03/2/2013</i>								
ISHARES RUSSELL MIDCAP V IN FD (IWS)	1/14/11	156 000	45.840	7,150.99	7,837.44	686.45 LT		
	8/16/11	275 000	41.568	11,431.28	13,816.00	2,384.72 LT		
	11/7/12	49 000	48.728	2,387.68	2,461.76	74.08 ST		
	11/9/12	4 000	47.780	191.12	200.96	9.84 ST		
	11/20/12	26 000	48.167	1,252.34	1,306.24	53.90 ST		
Total		510 000		22,413.41	25,622.40	3,071.17 LT	536.01	2.09
<i>Share Price \$50.240, CG IAR Status AL, Next Dividend Payable 03/2/2013</i>								
SPDR BARCLAYS CAPITAL HIGH YIE (JNK)	8/24/12	477 000	39.990	19,075.23	19,418.67	343.44 ST		
	11/7/12	38 000	40.070	1,522.66	1,546.98	24.32 ST H		
	11/7/12	68 000	40.070	2,724.76	2,768.28	43.52 ST		
	11/20/12	27 000	40.029	1,080.77	1,099.17	18.40 ST		
Total		610 000		24,403.42	24,833.10	429.68 ST	1,676.28	6.75
<i>Share Price \$40.710, CG IAR Status AL, Next Dividend Payable 01/07/13</i>								
SPDR BARCLAYS CAPITAL INTERNAT (BWX)	10/7/11	285 000	60.440	17,225.40	17,387.85	162.45 LT		
	10/24/11	100 000	61.230	6,123.00	6,101.00	(22.00) LT		
	12/7/11	924 000	59.311	54,803.73	56,373.24	1,569.51 LT		
	4/13/12	58 000	59.670	3,460.86	3,538.58	77.72 ST		
	11/7/12	162 000	60.880	9,862.59	9,883.62	21.03 ST		
	11/20/12	71 000	60.476	4,293.82	4,331.71	37.89 ST		
Total		1,600 000		95,769.40	97,616.00	1,709.96 LT	1,977.60	2.02
<i>Share Price \$61.010, CG IAR Status AL, Next Dividend Payable 01/07/13</i>								
VANGUARD MSCI EAFE ETF (VEA)	6/4/10	525 000	29.953	15,725.33	18,495.75	2,770.42 LT		
	8/16/11	365 000	33.710	12,304.15	12,858.95	554.80 LT		
	4/13/12	32 000	32.620	1,043.84	1,127.36	83.52 ST		
	8/24/12	325 000	32.880	10,685.84	11,449.75	763.91 ST		
	11/7/12	153 000	33.065	5,058.95	5,390.19	331.24 ST		
	11/9/12	735 000	32.700	24,034.50	25,894.05	1,859.55 ST		
	11/20/12	65 000	32.910	2,139.15	2,289.95	150.80 ST		

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CLIENT STATEMENT | For the Period December 1-31, 2012

Morgan Stanley

Holdings

Securities Account: **THE ROCKTON FAMILY FOUNDATION**
 UMA Name: **SELECT UMA MODEL 3**
 UMA ID: **295-107593-343**
 Nickname: **FDTN UMA#3**

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	2,200 000		70,991.76	77,506.00	3,325.22 LT 3,189.02 ST	3,036.00	3.91
<i>Share Price \$35.230, CG IAR Status AL, Next Dividend Payable 03/2013</i>								
VANGUARD MSCI EMERGING MARKETS (YWO)	8/24/12	1,504 000	40.758	61,299.43	66,973.12	5,673.69 ST		
	1/17/12	193 000	41.726	8,053.21	8,594.29	541.08 ST		
	1/120/12	103 000	41.230	4,246.68	4,586.59	339.91 ST		
Total		1,800 000		73,599.32	80,154.00	6,554.68 ST	1,755.00	2.18
<i>Share Price \$44.530, CG IAR Status AL, Next Dividend Payable 03/2013</i>								
VANGUARD TOTAL BOND MARKET (BND)	1/19/10	84 000	81.829	6,873.68	7,058.52	184.84 LT		
	1/14/11	96 000	80.540	7,731.84	8,066.88	335.04 LT		
	10/7/11	1,292 000	83.170	107,455.64	108,566.76	1,111.12 LT		
	12/7/11	2,424 000	83.480	202,355.28	203,688.72	1,333.44 LT		
	4/13/12	209 000	83.739	17,501.49	17,562.27	60.78 ST		
	11/7/12	552 000	84.910	46,870.32	46,384.56	(485.76) ST		
	1/120/12	243 000	84.808	20,608.25	20,419.29	(188.96) ST		
Total		4,900 000	409,396.50	411,747.00	2,964.44 LT (613.94) ST	10,980.90	2.66	
<i>Share Price \$84.030, CG IAR Status AL</i>								
	Percentage of Assets %							
STOCKS	Total Cost		Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Accrued Interest	Yield %	
	\$1,172,597.41	\$1,247,346.10		\$60,110.27 LT \$14,638.42 ST	\$29,020.47	\$0.00	2.33%	
	98.2%							
TOTAL MARKET VALUE	100.0%	\$1,172,597.41	\$1,269,813.73	\$60,110.27 LT \$14,638.42 ST	\$29,022.43	\$0.00	2.29%	
TOTAL VALUE (includes accrued interest)								
<i>H - Wash sale rules apply to this tax lot. The cost basis has been adjusted to account for disallowed loss of a related wash sale transaction</i>								
<i>Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included</i>								

STATEMENT

PERSONAL ACCOUNTS RETIREMENT ACCOUNTS EDUCATION ACCOUNTS TRUST ACCOUNTS BUSINESS ACCOUNTS

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
		TOTAL CAPITAL GAIN DISTRIBUTIONS					1,427.	
19,361.		MSSB 0776C - SEE STMT A 12,642.				VARIOUS	6,719.	04/13/2012
54,076.		MSSB 107593 - SEE STMT B 53,620.				VARIOUS	456.	VARIOUS
352,539.		MSSB 107593 - SEE STMT B 265,836.				VARIOUS	86,703.	VARIOUS
TOTAL GAIN(LOSS)							<u>95,305.</u>	