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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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

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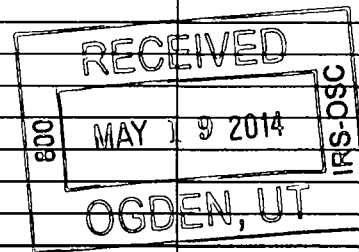
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation THE JAMES P. PACE FAMILY FOUNDATION		A Employer identification number 20-2061425						
Number and street (or P O box number if mail is not delivered to street address) 6420 WENONGA TERRACE		B Telephone number (see instructions) () -						
City or town, state or province, country, and ZIP or foreign postal code MISSION HILLS, KS 66208		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,448,367.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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, grants, etc., received (attach schedule)		2,100.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		45,762.	45,770.		ATCH 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		28,652.			
b Gross sales price for all assets on line 6a 153,045.					
7 Capital gain net income (from Part IV, line 2)			28,652.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		76,514.	74,422.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH 2		2,560.	1,280.		1,280.
c Other professional fees (attach schedule) *		7,668.	7,668.		
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 4		1,571.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23		11,799.	8,948.		1,280.
25 Contributions, gifts, grants paid		61,500.			61,500.
26 Total expenses and disbursements. Add lines 24 and 25		73,299.	8,948.	0	62,780.
27 Subtract line 26 from line 12		3,215.			
a Excess of revenue over expenses and disbursements			65,474.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					



24 515

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	3,085.	9,450.	9,450.	
	2	Savings and temporary cash investments	314,641.	101,272.	101,272.	
	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)	486,508.	767,846.	1,128,294.	
	b	Investments - corporate stock (attach schedule) ATCH 5	256,992.	185,873.	209,351.	
	c	Investments - corporate bonds (attach schedule) ATCH 6				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,061,226.	1,064,441.	1,448,367.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	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	1,061,226.	1,064,441.		
	30	Total net assets or fund balances (see instructions)	1,061,226.	1,064,441.		
	31	Total liabilities and net assets/fund balances (see instructions)	1,061,226.	1,064,441.		

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	1,061,226.
2	Enter amount from Part I, line 27a	2	3,215.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,064,441.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,064,441.

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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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: inline-block; vertical-align: middle;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	28,652.
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	<div style="display: inline-block; vertical-align: middle;"> { If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	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))
2012	58,400.	1,266,409.	0.046115
2011	54,487.	1,199,477.	0.045426
2010	50,785.	1,109,089.	0.045790
2009	54,400.	1,028,167.	0.052910
2008	78,171.	1,264,644.	0.061813

2 Total of line 1, column (d)	2	0.252054
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	0.050411
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,366,904.
5 Multiply line 4 by line 3	5	68,907.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	655.
7 Add lines 5 and 6	7	69,562.
8 Enter qualifying distributions from Part XII, line 4 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	8	62,780.

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		1	1,309.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	1,309.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,309.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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		0
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		29.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,338.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be. Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?		X
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.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> KS, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ JAMES P. PACE Telephone no ▶			
Located at ▶ 6420 WENONGA TERRACE MISSION HILLS, KS ZIP+4 ▶ 66208				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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 instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶			
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	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. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	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 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b** N/Ac 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A**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 8		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				

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,148,230.
b	Average of monthly cash balances	1b	239,490.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,387,720.
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	1,387,720.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	20,816.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,366,904.
6	Minimum investment return. Enter 5% of line 5	6	68,345.

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	68,345.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,309.
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,309.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	67,036.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	67,036.
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	67,036.

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	62,780.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	62,780.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	62,780.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				67,036.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			60,360.	
b Total for prior years: 20 11, 20 10, 20 09				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 62,780.				
a Applied to 2012, but not more than line 2a			60,360.	
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 2013 distributable amount				2,420.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013. (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				
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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				64,616.
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

NOT APPLICABLE

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 2013, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

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) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

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 address 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATCH 9				
Total			▶ 3a	61,500.
b <i>Approved for future payment</i>				
Total			▶ 3b	NONE

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					
4 Dividends and interest from securities			14	45,762.	
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	28,652.	
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)				74,414.	
13 Total. Add line 12, columns (b), (d), and (e)				74,414.	

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

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		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					27.	
5,388.		GREAT PLAINS TRUST ST NON-COV PROPERTY TYPE: SECURITIES 4,948.				P	VAR	VAR
							440.	
12,230.		GREAT PLAINS TRUST ST COV PROPERTY TYPE: SECURITIES 10,927.				P	VAR	VAR
							1,303.	
1,771.		GREAT PLAINS TRUST ST CALLS PROPERTY TYPE: SECURITIES				P	VAR	VAR
							1,771.	
117,508.		GREAT PLAINS TRUST LT NON-COV PROPERTY TYPE: SECURITIES 98,444.				P	VAR	VAR
							19,064.	
16,121.		GREAT PLAINS TRUST LT COV PROPERTY TYPE: SECURITIES 10,074.				P	VAR	VAR
							6,047.	
TOTAL GAIN (LOSS)							<u>28,652.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GREAT PLAINS TRUST DIVIDENDS	26,797.	26,773.
GREAT PLAINS TRUST INTEREST	18,965.	18,997.
TOTAL	<u>45,762.</u>	<u>45,770.</u>

ATTACHMENT 2FORM 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>	<u>CHARITABLE PURPOSES</u>
TAX PREP FEES	2,560.	1,280.		1,280.
TOTALS	<u>2,560.</u>	<u>1,280.</u>		<u>1,280.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COUNTRY CLUB BANK - SERV FEE	10.	10.
GREAT PLAINS TRUST - MGMT FEES	6,572.	6,572.
GREAT PLAINS TRUST - ADMIN EXP	1,086.	1,086.
TOTALS	7,668.	7,668.

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL TAX PAYMENTS	1,571.
TOTALS	<u>1,571.</u>

FORM 990PF, PART II - CORPORATE STOCKDESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--	------------------------------	-----------------------

COMMON STOCK - SEE ATCH 10

767,846. 1,128,294.

TOTALS

767,846.
1,128,294.ATTACHMENT 5

ATTACHMENT 6FORM 990PF, PART II - CORPORATE BONDSDESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--	------------------------------	-----------------------

CORPORATE BONDS - SEE ATCH 10	158,515.	174,455.
INVESTMENT GRADE BONDS -ATCH 10	27,358.	34,896.

TOTALS	<u>185,873.</u>	<u>209,351.</u>
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ATTACHMENT 7

FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING

FOUNDATION IS EXEMPT FROM FILING UNDER THE KANSAS REGULATIONS

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

DIRECTOR

JAMES P PACE
6420 WENONGA TERRACE
MISSION HILLS, KS 66208

DIRECTOR

KIRSTIN PACE SALZMAN
2811 WEST 66TH TERRACE
SHAWNEE MISSION, KS 66208

DIRECTOR

COURTNEY ANGILAN
5500 NEOSHO
FAIRWAY, KS 66205

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. LUKES HOSPITAL FOUNDATION KANSAS CITY, MO 64111	NONE PC		GENERAL OPERATING SUPPORT	25,000.
ST. PAULS EPISCOPAL DAY SCHOOL 4041 MAIN STREET KANSAS CITY, MO 64111	NONE PC		GENERAL OPERATING SUPPORT	5,000.
UNIVERSITY OF MISSOURI OFFICE OF DEVELOPMENT 109 DONALD W. REYNOLDS ALUMNI & VISITORS CENTER COLUMBIA, MO 65211	NONE PC		FUNDING OF SCHOLARSHIPS	17,500.
SPECIAL OPERATIONS FUND 901 NORTH STUART STREET, SUITE 200 ARLINGTON, VA 22203	NONE PC		GENERAL OPERATING SUPPORT	3,000.
DELASALLE EDUCATION CENTER P.O. BOX 871317 ATTN: DEVELOPMENT OFFICE KANSAS CITY, MO 64187-1317	NONE PC		GENERAL OPERATING SUPPORT	1,000.
BOYS & GIRLS CLUB OF GREATER KANSAS CITY 6301 ROCKHILL ROAD, SUITE 303 KANSAS CITY, MO 64131	NONE PC		SUPPORT RBI PROGRAM	2,500.

ATTACHMENT 9

PAGE 26

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HIGHER M-PACT P.O. BOX 11718 KANSAS CITY, MO 64138	NONE		GENERAL OPERATING SUPPORT	7,500.
	PC			
			TOTAL CONTRIBUTIONS PAID	61,500.

January 01, 2013 To Decen...r 31, 2013

Account Name : James P. Pace Family Foundation

Account No : 18-00909

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Avg Unit Cost	Cost Basis	Unit Price	Market Value	Estimated Current Ann Inc	Current Yield
<u>Common Stock</u>							
100	3M CO	54.14	5,414.00	140.25	14,025.00	342.00	2.44%
400	Abbott Laboratories	23.03	9,210.38	38.33	15,332.00	352.00	2.30%
100	ADR ABB Ltd	17.52	1,751.57	26.56	2,656.00	70.41	2.65%
500	ADR BP Amoco PLC	41.79	20,897.09	48.61	24,305.00	1,140.00	4.69%
200	ADR Diageo PLC Sponsored	67.00	13,400.24	132.42	26,484.00	599.69	2.26%
300	ADR Royal Dutch Shell PLC A Shares	48.91	14,673.16	71.27	21,381.00	918.00	4.29%
200	AGL Resource Inc	41.91	8,382.57	47.23	9,446.00	376.00	3.98%
100	Apache Corp	91.32	9,131.56	85.94	8,594.00	80.00	0.93%
800	AT&T Inc	36.26	29,009.52	35.16	28,128.00	1,472.00	5.23%
400	Baxter Intl Inc	66.60	26,638.56	69.55	27,820.00	784.00	2.82%
100	BHP Billiton LTC	62.74	6,273.84	68.20	6,820.00	232.00	3.40%
200	Boeing Co	41.91	8,382.00	136.49	27,298.00	584.00	2.14%
300	Campbell Soup Co	35.65	10,695.09	43.28	12,984.00	374.40	2.88%
400	Chevron Corp	70.29	28,114.14	124.91	49,964.00	1,600.00	3.20%
200	Chubb Corp	42.98	8,596.00	96.63	19,326.00	352.00	1.82%
500	Cincinnati Financial Corp	27.95	13,975.86	52.37	26,185.00	840.00	3.21%
1,000	Cisco Sys Inc.	24.43	24,429.90	22.43	22,430.00	680.00	3.03%
300	Clorox Co	72.24	21,670.54	92.76	27,828.00	852.00	3.06%
800	Coca Cola CO	23.41	18,729.28	41.31	33,048.00	896.00	2.71%
500	Conocophillips	38.53	19,262.79	70.65	35,325.00	1,380.00	3.91%
100	Costco Whsl Corp	60.11	6,011.00	119.02	11,902.00	124.00	1.04%
300	Dow Chemical Co	32.22	9,664.86	44.40	13,320.00	384.00	2.88%
200	Du Pont E. I. DE Nemours	24.26	4,852.00	64.97	12,994.00	360.00	2.77%
400	Eli Lilly & CO	36.43	14,570.48	51.00	20,400.00	784.00	3.84%
300	Exxon-Mobil Corp	70.61	21,184.00	101.20	30,360.00	756.00	2.49%
300	General Dynamics Corp	87.54	26,262.13	95.55	28,665.00	672.00	2.34%
1,100	General Electric Company	17.52	19,272.46	28.03	30,833.00	968.00	3.14%
200	General Mills	47.26	9,451.80	49.91	9,982.00	304.00	3.05%

January 01, 2013 To Dec. 31, 2013

Account Name : James P. Pace Family Foundation

Account No : 18-00909

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Avg Unit Cost	Cost Basis	Unit Price	Market Value	Estimated Current	
						Ann Inc	Yield
600	Glaxo Smithkline	41.64	24,984.04	53.39	32,034.00	1,445.41	4.51%
100	Hershey Company	34.62	3,462.00	97.23	9,723.00	194.00	2.00%
500	HollyFrontier Corp	47.48	23,740.51	49.69	24,845.00	600.00	2.41%
1,200	Intel Corp	17.56	21,069.93	25.96	31,146.00	1,080.00	3.47%
100	International Business Mach Corp	200.95	20,095.06	187.57	18,757.00	380.00	2.03%
300	Johnson & Johnson	60.67	18,200.33	91.59	27,477.00	792.00	2.88%
125	Kellogg Co	45.30	5,662.58	61.07	7,633.75	230.00	3.01%
200	Kimberly-Clark Corp	52.22	10,444.00	104.46	20,892.00	648.00	3.10%
200	Kraft Foods Group Inc	53.30	10,660.34	53.91	10,782.00	420.00	3.90%
500	Lions Gate Entertainment	6.98	3,491.05	31.66	15,830.00	100.00	0.63%
200	Marathon Oil Corp	16.72	3,344.58	35.30	7,060.00	152.00	2.15%
200	McDonalds Corp	58.64	11,728.00	97.03	19,406.00	648.00	3.34%
500	Merck & Co Inc New	39.66	19,829.17	50.05	25,025.00	880.00	3.52%
900	Microsoft Corp	25.40	22,857.37	37.41	33,669.00	1,008.00	2.99%
200	Northrop Gruman Corp	42.40	8,480.25	114.61	22,922.00	488.00	2.13%
300	Paychex Inc	24.74	7,422.00	45.53	13,659.00	420.00	3.07%
200	Pepsico Inc	50.07	10,014.00	82.94	16,588.00	454.00	2.74%
1,000	Pfizer Inc	17.24	17,235.00	30.63	30,630.00	1,040.00	3.40%
100	Phillips 66	23.46	2,346.03	77.13	7,713.00	156.00	2.02%
1,000	Pitney Bowes Inc	17.04	17,035.48	23.30	23,300.00	750.00	3.22%
450	Procter & Gamble CO.	62.34	28,052.11	81.41	36,634.50	1,082.70	2.96%
100	Qualcomm Inc	61.76	6,175.95	74.25	7,425.00	140.00	1.89%
100	Schlumberger Ltd	74.47	7,446.61	90.11	9,011.00	125.00	1.39%
200	Sysco Corp	23.67	4,734.00	36.10	7,220.00	232.00	3.21%
400	Walmart Stores Inc.	52.06	20,822.62	78.69	31,476.00	752.00	2.39%
300	Waste Mgmt Inc	33.86	10,156.92	44.87	13,461.00	438.00	3.25%
100	Weyerhaeuser CO	28.80	2,880.46	31.57	3,157.00	88.00	2.79%

January 01, 2013 To December 31, 2013

Account Name : James P. Pace Family Foundation

Account No : 18-00909

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Avg Unit Cost	Cost Basis	Unit Price	Market Value	Estimated Current Ann Inc	Current Yield
567,745	Buffalo Emerging Opportunities Fund	8.94	5,076.77	19.97	11,337.87	0.00	0.00%
991,908	Buffalo International Fund	10.58	10,491.93	11.74	11,645.00	20.84	0.18%
Totals			15,568.70		22,982.87	20.84	0.09%
<u>Convertible Bonds</u>							
5,000	MolyCorp Inc 6.000% 09/01/17	84.50	4,225.00	80.38	4,018.75	300.00	7.47%
Totals			4,225.00		4,018.75	300.00	7.47%
<u>Corporate Bonds</u>							
10,000	Constellation Brands	107.50	10,750.00	106.50	10,650.00	837.50	7.86%
10,000	Anixter Inc Notes	99.25	9,925.00	104.75	10,475.00	595.00	5.68%
2,000	Donnelley RR & Sons	93.00	1,860.00	105.50	2,110.00	110.00	5.21%
20,000	Swift Energy Company	77.00	15,400.00	102.00	20,400.00	1,425.00	6.99%
15,000	Polypore Intl Inc	102.67	15,400.00	105.75	15,862.50	1,125.00	7.09%
10,000	United Refining Co Sr Secd N	96.25	9,625.00	112.00	11,200.00	1,050.00	9.38%
10,000	Prestige Brands	104.00	10,400.00	105.95	10,594.59	825.00	7.79%
20,000	Alpha Natural Resources 9 75	98.96	19,791.80	106.00	21,200.00	1,950.00	9.20%
10,000	Autonation Inc	99.12	9,911.90	115.75	11,575.00	675.00	5.83%
5,000	Warner Chilcott Co	97.75	4,887.50	108.25	5,412.50	387.50	7.16%
8,000	Healthsouth Corp	98.38	7,870.00	106.88	8,550.00	580.00	6.78%
15,000	Tutor Perini Corp	97.58	14,637.50	107.00	16,050.00	1,143.75	7.13%
5,000	Anixter Inc	100.00	5,000.00	105.13	5,256.25	281.25	5.35%
5,000	Approach Resources	99.88	4,993.75	102.50	5,125.00	350.00	6.83%
15,000	Brunswick Corp	92.25	13,837.50	106.50	15,975.00	1,106.25	6.92%
Totals			154,289.95		170,435.84	12,441.25	7.30%

Investment Grade Corp Bonds

5,000	Kia-Tencor Corp Sr Nt	95.25	4,762.50	117.01	5,850.71	345.00	5.90%
15,000	International Paper Co Nt	83.97	12,595.10	121.47	18,220.38	1,192.50	6.54%
10,000	Seacor Holdings Inc	100.00	10,000.00	108.25	10,825.00	737.50	6.81%

January 01, 2013 To Dec. 31, 2013

Account Name : James P. Pace Family Foundation

Account No : 18-00909

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Avg Unit Cost	Cost Basis	Unit Price	Market Value	Estimated Current Ann Inc	Yield
<i>Totals</i>							
			27,357.50		34,896.09	2,275.00	6.52%
<u>Money Market Funds</u>							
101,272.48	Northern Inst Tax-Exempt	100.00	101,272.48	100.00	101,272.48	10.13	0.01%
<i>Totals</i>							
			101,272.48		101,272.48	10.13	0.01%
<i>Total Investments</i>							
			1,054,990.94		1,438,917.28	48,066.83	3.34%
<i>Plus Net Cash</i>							
					0.00		
<i>Total Market Value</i>							
					1,438,917.28		

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

2013

Name of estate or trust

THE JAMES P. PACE FAMILY FOUNDATION

Employer identification number

20-2061425

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked	12,230.	10,927.		1,303.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked	5,388.	4,948.		440.
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	1,771.			1,771.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 3,514.

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	16,121.	10,074.		6,047.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	117,508.	98,444.		19,064.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13 27.
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 25,138.

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

Schedule D (Form 1041) 2013

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
17 Net short-term gain or (loss)	17		3,514.
18 Net long-term gain or (loss):			
a Total for year	18a		25,138.
b Unrecaptured section 1250 gain (see line 18 of the wrkst.).	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		28,652.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 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:	20	()
a The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23 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).	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-. . . ▶	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-.	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-.	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26.	32		
33 Enter the smaller of line 21 or \$11,950.	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-.	35		
36 Enter the smaller of line 32 or line 35.	36		
37 Multiply line 36 by 15%. ▶	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-.	40		
41 Multiply line 40 by 20% ▶	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). ▶	45		

Schedule D (Form 1041) 2013

01/28/2014

RECIPIENT

James P Pace Family Foundation
6420 Wenonga Ter
Mission Hills KS 66208-1732

PAYER

Great Plains Trust Company
7700 Shawnee Mission Parkway, Suite 101
Overland Park KS 66202
913-831-7999

RECIPIENT'S FEDERAL ID

20-2061425

PAYER'S FEDERAL ID

43-1774359

Account Number

18-00909

James P. Pace Family Foundation

PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

2013 Form 1099 - B
OMB No. 1545-0715

Reported To IRS: Gross Proceeds Less Commissions And Option Premiums

CUSIP/Symbol	Description (Box 8)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Quantity Sold (Box 1e)	Stock/Bond Proceeds (Box 2a)	Cost or Other Basis (Box 3)	FEDERAL INCOME TAX WITHHELD (Box 4)	Wash Sale Loss Disallowed (Box 5)	Recipient cannot take a Loss based on their Amount in Box ; (Y/N) (Box 2b)
02076XAD4/	Alpha Natural Resources	05/06/2013	09/28/2012	5000 000000	5,387 50	4,947 95	0 00	0 00	No
Total Short Term Sales Reported on 1099-B									
Report on Form 8949, Part I, with Box B checked									
Long Term Sales (Box 1c checked as LT)									
367905AD8/	Gaylord Entertainment Co	01/17/2013	11/19/2010	5000 000000	5,000 00	5,012 50	0 00	0 00	No
367905AD8/	Gaylord Entertainment Co	01/17/2013	05/05/2011	10000 00000 0	10,000 00	10,225 00	0 00	0 00	No
367905AD8/	Gaylord Entertainment Co	01/17/2013	03/09/2010	5000 000000	5,000 00	4,775 00	0 00	0 00	No
471109AC2/	Jarden Corp	05/01/2013	05/18/2010	10000 00000 0	10,400 00	10,225 00	0 00	0 00	No
00287Y109/ABBV	AbbVie Inc	05/17/2013	01/22/2009	100 000000	4,598 05	2,729 23	0 00	0 00	No

Non-Covered (Box 6a checked - Basis not reported to IRS)

Short Term Sales (Box 1c checked as ST)

02076XAD4/ Alpha Natural Resources 9 7500

Total Short Term Sales Reported on 1099-B

Report on Form 8949, Part I, with Box B checked

Long Term Sales (Box 1c checked as LT)

367905AD8/ Gaylord Entertainment Co 6

367905AD8/ Gaylord Entertainment Co 6

367905AD8/ Gaylord Entertainment Co 6

471109AC2/ Jarden Corp 8

00287Y109/ABBV AbbVie Inc

CUSIP/Symbol	Description (Box 8)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Quantity Sold (Box 1e)	Stock/Bond Proceeds (Box 2a)	Cost or Other Basis (Box 3)	FEDERAL INCOME TAX WITHHELD (Box 4)	Wash Sale Loss Disallowed (Box 5)	Recipient cannot take a Loss based on their Amount in Box 5 (Y/N) (Box 2b)
00287Y109/ABBV	AbbVie Inc	05/17/2013	05/20/2010	200 000000	9 196 08	4,888 77	0 00	0 00	No
83545GAT9/	Sonic Automotive	05/24/2013	05/18/2010	5000 000000	5,561 10	5,075 00	0 00	0 00	No
83545GAT9/	Sonic Automotive	05/24/2013	10/05/2011	5000 000000	5,561 10	5,000 00	0 00	0 00	No
83545GAT9/	Sonic Automotive	05/24/2013	05/08/2010	5000 000000	5,561 10	5,100 00	0 00	0 00	No
718546104/PSX	Phillips 66	06/07/2013	01/22/2009	100 000000	6 590 71	2,213 35	0 00	0 00	No
718546104/PSX	Phillips 66	06/07/2013	03/26/2010	50 000000	3,295 35	1,164 52	0 00	0 00	No
53626YAD0/	Lions Gate Entertainment	07/30/2013	12/06/2011	25000 000000	26,892 88	25,000 00	0 00	0 00	No
257867AR2/	Donnelley RR & Sons	08/26/2013	09/13/2011	5000 000000	5,375 00	4,650 00	0 00	0 00	No
911358AK5/	United Refining Co Sr Secd N	08/30/2013	09/08/2011	5000 000000	5,525 00	4,981 25	0 00	0 00	No
898818AD3/	Triumph Group Inc	11/15/2013	05/26/2010	5000 000000	5,200 00	4,800 00	0 00	0 00	No
421924BH3/	Healthsouth Corp	11/29/2013	09/20/2011	1000 000000	1,030 00	983 75	0 00	0 00	No
369604103/GE	General Electric Company	12/18/2013	11/12/2010	100 000000	2,721 74	1,620 28	0 00	0 00	No
Total Long Term Sales Reported on 1099-B									
Report on Form 8949, Part II, with Box B checked									
Covered (Box 6b checked - Basis reported to IRS)									
Short Term Sales (Box 1c checked as ST)									
767204100/RIO	ADR Rio Tinto PLC	10/18/2013	06/19/2013	100 000000	5,085 36	4,326 90	0 00	0 00	No
088608108/BHP	BHP Billiton LTC	11/15/2013	05/31/2013	100 000000	7,144 71	6,600 39	0 00	0 00	No
Total Short Term Sales Reported on 1099-B									
Report on Form 8949, Part I, with Box A checked									
Long Term Sales (Box 1c checked as LT)									
00287Y109/ABBV	AbbVie Inc	05/17/2013	01/28/2011	100 000000	4,598 05	2,369 87	0 00	0 00	No
260543103/DOW	Dow Chemical Co	12/20/2013	09/12/2011	100 000000	3,840 85	2,533 16	0 00	0 00	No
260543103/DOW	Dow Chemical Co	12/20/2013	09/06/2011	200 000000	7,681 71	5,170 64	0 00	0 00	No
Total Long Term Sales Reported on 1099-B									
Report on Form 8949, Part II, with Box A checked									
				86,550.000	117,508.11	98,443.65	0.00	0.00	
				200.000000	12,230.07	10,927.29	0.00	0.00	
				400.000000	16,120.61	10,073.67	0.00	0.00	