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## Return of Private Foundation

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](http://www.irs.gov/form990pf).

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation <b>LOCKTON FAMILY FOUNDATION</b>		A Employer identification number <b>48-1135485</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>444 W. 47TH STREET</b>		B Telephone number (see instructions) <b>(816) 960-9918</b>	
Room/suite <b>900</b>		C If exemption application is pending, check here . . . . . ► <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code <b>KANSAS CITY, MO 64112</b>		D 1 Foreign organizations, check here . . . ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . ► <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		Initial return of a former public charity <input type="checkbox"/> Amended return <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		Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>1,666,498.</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
<b>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))</b>		(a) Revenue and expenses per books	(b) Net investment income
1 Contributions, gifts, grants, etc., received (attach schedule)		<b>100,000.</b>	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments		<b>96.</b>	<b>96.</b>
4 Dividends and interest from securities		<b>28,794.</b>	<b>28,794.</b>
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10		<b>9,921.</b>	
b Gross sales price for all assets on line 6a		<b>320,308.</b>	
7 Capital gain net income (from Part IV, line 2)			<b>9,921.</b>
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		<b>138,811.</b>	<b>38,811.</b>
13 Compensation of officers, directors, trustees, etc		<b>0</b>	
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule) ATCH. 3		<b>3,500.</b>	<b>1,750.</b>
c Other professional fees (attach schedule)			
17 Interest		<b>2,883.</b>	<b>383.</b>
18 Taxes (attach schedule) (see instructions) [4]			
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule) ATCH. 5		<b>8,963.</b>	<b>8,483.</b>
24 Total operating and administrative expenses			
Add lines 13 through 23		<b>15,346.</b>	<b>10,616.</b>
25 Contributions, gifts, grants paid		<b>108,250.</b>	
26 Total expenses and disbursements Add lines 24 and 25		<b>123,596.</b>	<b>10,616.</b>
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements		<b>15,215.</b>	
b Net investment income (if negative, enter -0-)			<b>28,195.</b>
c Adjusted net income (if negative, enter -0-)			

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing . . . . .	3,486.	2,986.	2,986.
	2	Savings and temporary cash investments . . . . .	154,568.	238,292.	238,292.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) ATCH 6 . . . . .	1,367,898.	1,194,811.	1,425,220.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
		(attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .			
	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) . . . . .	1,525,952.	1,436,089.	1,666,498.
	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	
		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 . . . . .	1,525,952.	1,436,089.	
	30	Total net assets or fund balances (see instructions) . . . . .	1,525,952.	1,436,089.	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	1,525,952.	1,436,089.	

## 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	1,525,952.
2	Enter amount from Part I, line 27a . . . . .	2	15,215.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	1,541,167.
5	Decreases not included in line 2 (itemize) ► ATCH 7 . . . . .	5	105,078.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,436,089.

Form 990-PF (2014)

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }		<b>2</b>	9,921.	
<b>3</b> 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 . . . . .	{ }		<b>3</b>	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))
2013	110,860.	1,595,518.	0.069482
2012	317,462.	1,435,221.	0.221194
2011	14,345.	1,566,389.	0.009158
2010	11,692.	913,085.	0.012805
2009	3,153.	732,229.	0.004306

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	0.316945
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .	<b>3</b>	0.063389
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 . . . . .	<b>4</b>	1,680,367.
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	106,517.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	282.
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	106,799.
<b>8</b> 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	<b>8</b>	110,480.

**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	282.
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . .		
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 . . .		3 282.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4 0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . .		5 282.
6	<b>Credits/Payments</b>		
a	2014 estimated tax payments and 2013 overpayment credited to 2014. . .	6a	3,377.
b	Exempt foreign organizations - tax withheld at source . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	
d	Backup withholding erroneously withheld . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . .	7	3,377.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10	3,095.
11	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> ► 3,095. <b>Refunded</b> ►	11	

**Part VII-A Statements Regarding Activities**

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	1b	X
	<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>		
c	Did the foundation file Form 1120-POL for this year? . . .	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . <i>If "Yes," attach a detailed description of the activities</i>	2	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> . . .	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	4b	
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>	5	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? . . .	6	
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> . . .	7	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> . . .	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . .	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> <u>Statement C</u> . . .	10	X

Form 990-PF (2014)

**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? Website address ► N/A	13	X	
14. The books are in care of ► CHERYL L. WILLIAMS Telephone no ► 816-960-9918 Located at ► 444 W. 47TH ST. SUITE 900 KANSAS CITY, MO ZIP+4 ► 64112			
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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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 <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	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ►		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? . . . . .	1c	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . .	<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	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 <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014) . . . . .	3b	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 2014? . . . . .	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 4945(d)(4)(A)? (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)? . . . . .	<input type="checkbox"/>	5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			
	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	7b	X
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			

**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		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
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		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
3		
<b>Total. Add lines 1 through 3 . . . . . ►</b>		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	1,401,990.
b	Average of monthly cash balances . . . . .	1b	303,966.
c	Fair market value of all other assets (see instructions) . . . . .	1c	
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d	1,705,956.
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	1,705,956.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4	25,589.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,680,367.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	84,018.

**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	84,018.
2a	Tax on investment income for 2014 from Part VI, line 5 . . . . .	2a	282.
b	Income tax for 2014 (This does not include the tax from Part VI) . . . . .	2b	
c	Add lines 2a and 2b . . . . .	2c	282.
3	Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	3	83,736.
4	Recoveries of amounts treated as qualifying distributions . . . . .	4	
5	Add lines 3 and 4 . . . . .	5	83,736.
6	Deduction from distributable amount (see instructions) . . . . .	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 . . . . .	7	83,736.

**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	110,480.
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	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	110,480.
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	282.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	110,198.

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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7 . . . . .				83,736.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only . . . . .				
b Total for prior years 20 12 ,20 11 ,20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009 . . . . .	3,153.			
b From 2010 . . . . .				
c From 2011 . . . . .				
d From 2012 . . . . .	247,967.			
e From 2013 . . . . .	32,044.			
f Total of lines 3a through e . . . . .		283,164.		
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 110,480.				
a Applied to 2013, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2014 distributable amount . . . . .				83,736.
e Remaining amount distributed out of corpus . . . . .	26,744.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		309,908.		
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .		3,153.		
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .		306,755.		
10 Analysis of line 9				
a Excess from 2010 . . . . .				
b Excess from 2011 . . . . .				
c Excess from 2012 . . . . .	247,967.			
d Excess from 2013 . . . . .	32,044.			
e Excess from 2014 . . . . .	26,744.			

**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 2014, 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)

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

### **6. 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 9				
<b>Total</b> .....			► 3a	108,250.
<i>b Approved for future payment</i>				
<i>NONE</i>				
<b>Total</b> .....			► 3b	0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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	96.	
4 Dividends and interest from securities			14	28,794.	
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			18	9,921.	
8 Gain or (loss) from sales of assets other than inventory					
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)				38,811.	
13 Total. Add line 12, columns (b), (d), and (e)				13	38,811.
(See worksheet in line 13 instructions to verify calculations )					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
NONE	NOT APPLICABLE

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

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?	Yes	No
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

b If "Yes," complete the following schedule

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

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

Sign  
Here

 Cheryl Williams | 5-6-15  
Signature of officer or trustee Date

1

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>MERYN GOEHAUSEN</b>	Preparer's signature 	Date <b>6/15/2016</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01215819</b>
	Firm's name <b>JMW &amp; ASSOCIATES, LLC</b>	Firm's EIN ► <b>57-1224592</b>			
	Firm's address <b>6400 GLENWOOD, SUITE 100 OVERLAND PARK, KS</b>	66202	Phone no	<b>913-499-4920</b>	

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

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

**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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

**Special Rules**

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

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

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

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

Name of organization 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 for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

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
		\$-----	-----
(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
		\$-----	-----

**Name of organization** LOCKTON FAMILY FOUNDATION

**Employer identification number**

48-1135485

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

**LOCKTON FAMILY FOUNDATION**  
**444 W. 47<sup>TH</sup> STREET, SUITE 900**  
**KANSAS CITY, MO 64112**

**SUBSTANTIAL CONTRIBUTORS**

**RONALD J. LOCKTON**  
**2321 W. 59<sup>TH</sup> STREET**  
**MISSION HILLS, KS 66208**

**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					496.	
1,331.		MORGAN STANLEY 107593 ST 1,335.				11/08/2013	10/22/2014	
237,099.		MORGAN STANLEY 107593 LT 238,023.				VARIOUS	VARIOUS	
81,878.		MORGAN STANLEY 107593 - SEE STMT A 71,525.				VARIOUS	VARIOUS	
TOTAL GAIN(LOSS) .....							<u>9,921.</u>	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
COMMERCE BANK MORGAN STANLEY - 017200	4. 92.	4. 92.
TOTAL	<u>96.</u>	<u>96.</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>
MORGAN STANLEY - 107593	28,785.	28,785.
MORGAN STANLEY - 108744	9.	9.
TOTAL	<u><u>28,794.</u></u>	<u><u>28,794.</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>	<u>CHARITABLE PURPOSES</u>
JMW & ASSOCIATES	3,500.	1,750.		1,750.
TOTALS	<u><u>3,500.</u></u>	<u><u>1,750.</u></u>		<u><u>1,750.</u></u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	383.	383.
FEDERAL TAXES	2,500.	
TOTALS	<u>2,883.</u>	<u>383.</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	8,459.	8,459.	
WEB HOSTING FEE	480.		
BANK FEES	24.		
TOTALS	<u>8,963.</u>	<u>8,483.</u>	<u>480.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MORGAN STANLEY - 107593 STMT B	1,367,898.	1,194,811.	1,425,220.
TOTALS	<u><u>1,367,898.</u></u>	<u><u>1,194,811.</u></u>	<u><u>1,425,220.</u></u>

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

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

UNREALIZED G/L	105,078.
----------------	----------

TOTAL	<u>105,078.</u>
-------	-----------------

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
		0	0		
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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE PEMBROKE HILL SCHOOL 400 W. 51ST STREET KANSAS, MO 64112	NONE PC	TO HELP STUDENTS ACHIEVE EDUCATIONAL EXCELLENCE AND BUILD CHARACTER.	7,500.
DENVER ACADEMY 4400 E. ILIFF AVE. DENVER, CO 80222	NONE PC	TO PROVIDE EXCELLENCE IN EDUCATING AND ADVOCATING FOR STUDENTS WITH LEARNING DIFFERENCES.	1,500.
KU ENDOWMENT P.O. BOX 928 LAWRENCE, KS 66044	NONE PC	TO PROVIDE PHILANTHROPIC SUPPORT TO BUILD A GREATER UNIVERSITY OF KANSAS.	30,000.
MOCSA 3100 BROADWAY, SUITE 400 KANSAS CITY, MO 64111	NONE PC	TO HELP IMPROVE THE LIVES OF THOSE IMPACTED BY SEXUAL ABUSE AND SEXUAL ASSAULT AND PREVENT SEXUAL VIOLENCE IN THE COMMUNITY.	10,000.
THE ELLIS FOUNDATION P.O. BOX 54 FORT SCOTT, KS 66701	NONE PC	TO HELP EARN DEGREES FOR CAPABLE, DESERVING AND DETERMINED STUDENTS WHO ARE LOOKING FOR A "HAND UP" NOT A "HAND OUT".	8,000.
SYMPHONY IN THE FLINT HILLS 331 BROADWAY COTTONWOOD FALLS, KS 66845	NONE PC	TO HELP HEIGHTEN APPRECIATION AND KNOWLEDGE OF THE TALLGRASS PRAIRIE.	1,250.

ATTACHMENT 9

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

RECIPIENT NAME AND ADDRESS  
MCW PANCREATIC CANCER RESEARCH  
9200 W WISCONSIN AVENUE  
MILWAUKEE, WI 53226

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

## FOUNDATION STATUS OF RECIPIENT

NONE  
PC

## PURPOSE OF GRANT OR CONTRIBUTION

TO HELP PROVIDE EXCELLENCE IN EDUCATION,  
DISCOVERY, PATIENT CARE, AND PUBLIC AND COMMUNITY  
HEALTH.

## AMOUNT

50,000.

## TOTAL CONTRIBUTIONS PAID

108,250.ATTACHMENT 9 (CONT'D)

**SCHEDULE D**  
(Form 1041)

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

OMB No 1545-0092

► 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](http://www.irs.gov/form1041).

**2014**

Name of estate or trust

LOCKTON FAMILY FOUNDATION

Employer identification number

48-1135485

**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 .	1,331.	1,335.		-4.
1b Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .				
2 Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
3 Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .				
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 2013 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	-4.

**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 .	237,099.	238,023.		-924.
8b Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .				
9 Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .	81,878.	71,525.		10,353.
10 Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> 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	496.
14 Gain from Form 4797, Part I. . . . .			14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2013 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	9,925.

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

Schedule D (Form 1041) 2014

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PAGE 29

<b>Part III Summary of Parts I and II</b>		<b>(1) Beneficiaries' (see instr.)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
17	Net short-term gain or (loss) . . . . .	17		- 4 .
18	Net long-term gain or (loss):			
a	Total for year . . . . .	18a		9,925 .
b	Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	18b		
c	28% rate gain . . . . .	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. . . . . ►	19		9,921 .

**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 \$2,500 . . . . .	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 \$12,150. . . . .	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 2014 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 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	44		
45	<b>Tax on all taxable income.</b> 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		

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side

**Social security number or taxpayer identification number**

LOCKTON FAMILY FOUNDATION

48-1135485

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

**Part II** Long-Term. Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

**Note.** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

**You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.**

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)  
 (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS  
 (F) Long-term transactions not reported to you on Form 1099-B

**2 Totals.** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

81,878. 71,525.

10,353.

**Note.** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

# Morgan Stanley

## Corporate Tax Statement Tax Year 2014

THE LOCKTON FAMILY FOUNDATION  
444 W 47TH STREET, SUITE 900  
KANSAS CITY MO 64112-1906

Morgan Stanley Smith Barney Holdings LLC  
1 New York Plaza  
8th Floor  
New York, NY 10004  
Identification Number 26-4310632  
Taxpayer ID Number: XX-XXXX5485  
Account Number: 295 107593 343  
**Customer Service: 866-324-6088**

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

### 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

**Gross Proceeds less commissions and option premiums on stocks, bonds, etc.** Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions  
**Long Term - Noncovered Securities** # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	OTHER BASIS	COST OR ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ISHARES RUSSELL MIDCAP G ETF	10,000	07/23/10	04/11/14	\$826.92	\$462.30	\$0.00	\$364.62	\$0.00
	19,000	07/23/10	08/15/14	\$1,689.60	\$978.37	\$0.00	\$811.23	\$0.00
<b>Security Subtotal</b>	<b>29,000</b>			<b>\$2,516.52</b>	<b>\$1,340.67</b>	<b>\$0.00</b>	<b>\$1,175.85</b>	<b>\$0.00</b>
ISHARES RUSSELL MIDCAP V ETF	23,000	01/14/11	04/11/14	\$1,547.40	\$1,054.31	\$0.00	\$493.09	\$0.00
	18,000	01/14/11	08/15/14	\$1,284.35	\$825.11	\$0.00	\$459.24	\$0.00
<b>Security Subtotal</b>	<b>41,000</b>			<b>\$2,831.75</b>	<b>\$1,879.42</b>	<b>\$0.00</b>	<b>\$952.33</b>	<b>\$0.00</b>
ISHARES RUSSELL 1000 GRW ETF	193,000	07/23/10	04/11/14	\$16,251.69	\$9,408.52	\$0.00	\$6,843.17	\$0.00
ISHARES RUSSELL 1000 VALUE ETF	46,000	06/04/10	08/15/14	\$4,618.62	\$2,618.55	\$0.00	\$2,000.07	\$0.00
SPDR BARCLAYS CAPITAL INTERNAT	1,000	12/07/11	04/11/14	\$59.99	\$59.31	\$0.00	\$0.68	\$0.00
	223,000	12/07/11	10/22/14	\$12,947.45	\$13,226.44	\$0.00	(\$278.99)	\$0.00
<b>Security Subtotal</b>	<b>224,000</b>			<b>\$13,007.44</b>	<b>\$13,285.75</b>	<b>\$0.00</b>	<b>(\$278.31)</b>	<b>\$0.00</b>

CONTINUED ON NEXT PAGE

# Morgan Stanley

## Corporate Tax Statement Tax Year 2014

THE LOCKTON FAMILY FOUNDATION  
444 W 47TH STREET, SUITE 900  
KANSAS CITY MO 64112-1906

Morgan Stanley Smith Barney Holdings LLC  
1 New York Plaza  
8th Floor  
New York, NY 10004

Identification Number 26-4310632

Taxpayer ID Number: XX-XXXX5485  
Account Number: 295 107593 343

**Customer Service: 866-324-6088**

**This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.**

### 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

**Gross Proceeds less commissions and option premiums on stocks, bonds, etc.** Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

**Long Term - Noncovered Securities** # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8849 Part II with box E checked) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1b)	DATE ACQUIRED (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VANGUARD TOTAL BOND MARKET	CUSIP: 921937835	Symbol (Box 1d): BND	\$42,652.33	\$42,992.15	\$0.00	(\$339.82)	\$0.00
Total Long Term Noncovered Securities	515,000	12/07/11 10/22/14	\$81,878.35	\$71,525.06	\$0.00	\$10,353.29	\$0.00
Total Long Term Covered and Noncovered Securities			\$318,976.93	\$309,547.77	\$0.00	\$9,429.16	\$0.00
Total Short and Long Term, Covered and Noncovered Securities			\$320,307.63	\$310,882.75	\$0.00	\$9,424.88	\$0.00
<b>Form 1099-B Total Reportable Amounts</b> - Does not include cost basis or adjustment amounts for noncovered securities							
Total IRS Reportable Proceeds (Box 1d)			\$320,307.63				
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)				\$239,357.69			
Total IRS Reportable Adjustments (Box 1g)					\$0.00		
Total Fed Tax Withheld (Box 4)						\$0.00	

# Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any adjustments resulting from a wash sale or market discount will not be reported to the IRS. The cost basis is provided for informational purposes only and may not reflect required adjustments under the applicable tax regulations. Please consult your tax advisor regarding any adjustments to your original cost basis

STATEMENT A

**IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS**

# Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2014

Page 5 of 14

## Account Detail

Select UMA Basic Securities Account  
295-107593-343

THE LOCKTON FAMILY FOUNDATION  
444 W. 47TH STREET, SUITE 900

Nickname: SELECT UMA#5

## EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(loss)	Estimated Annual Income	Dividend Yield %
<b>ISHARES RUSSELL 1000 GRW ETF (IWF)</b>	7/23/10	4,000	\$48.749	\$195.00	\$382.44	\$187.44 LT		
1/14/11	261,000	58.580	15,289.38	24,954.21	9,664.83 LT			
4/15/11	168,000	59.930	10,068.24	16,062.48	5,994.24 LT			
8/16/11	544,000	55.593	30,242.37	52,011.84	21,769.47 LT			
1/17/12	256,000	64.570	16,529.89	24,476.16	7,946.27 LT			
1/19/12	264,000	63.636	16,799.90	25,241.04	8,441.14 LT			
1/120/12	136,000	64.199	8,731.12	13,002.96	4,271.84 LT			
8/15/14	234,000	91.200	21,340.75	22,372.74	1,031.99 ST			
10/22/14	1,213,000	90.045	109,224.22	115,974.93	6,750.71 ST			
<b>Total</b>	3,080,000		228,420.87	<b>294,478.80</b>	58,275.23 LT	3,902.00	1.32	
					7,782.70 ST			

Share Price \$95.610, Next Dividend Payable 03/2015

<b>ISHARES RUSSELL 1000 VALUE ETF (IWD)</b>	6/4/10	235,000	56.925	13,377.40	24,534.00	11,156.60 LT		
1/1/9/10	30,000	61.196	1,835.89	3,132.00	1,296.11 LT			
1/14/11	93,000	66.200	6,156.60	9,709.20	3,552.60 LT			
8/16/11	438,000	60.320	26,420.16	45,727.20	19,307.04 LT			
1/17/12	129,000	71.057	9,166.40	13,467.60	4,301.20 LT			
1/19/12	194,000	70.379	13,653.53	20,253.60	6,600.07 LT			
1/120/12	106,000	70.250	7,446.50	11,066.40	3,619.90 LT			
9/13/13	77,000	87.185	6,713.23	8,038.80	1,325.57 LT			
4/11/14	108,000	94.422	10,197.58	11,275.20	1,077.62 ST			
10/22/14	851,000	98.364	83,707.42	88,844.40	5,136.98 ST			
<b>Total</b>	2,261,000		178,674.71	<b>236,048.40</b>	51,159.09 LT	6,214.60 ST	4,723.00	2.00

Share Price \$104.400, Next Dividend Payable 03/2015

<b>ISHARES RUSSELL 2000 GROWTH ETF (IWO)</b>	8/24/12	165,000	92.460	15,255.90	23,492.70	8,236.80 LT		
11/7/12	28,000	91.415	2,559.63	3,986.64	1,427.01 LT			
11/9/12	8,000	90.060	720.48	1,139.04	418.56 LT			
11/20/12	12,000	90.312	1,083.74	1,708.56	624.82 LT			
10/22/14	108,000	128.913	13,922.56	15,377.04	1,454.48 ST			
<b>Total</b>	321,000		33,542.31	<b>45,703.98</b>	10,707.19 LT	332.00	0.72	

Share Price \$142.380, Next Dividend Payable 03/2015

<b>ISHARES RUSSELL 2000 VALUE ETF (IWN)</b>	8/24/12	220,000	71.360	15,699.18	22,369.60	6,670.42 LT		
11/7/12	32,000	71.689	2,294.05	3,253.76	959.71 LT			
11/9/12	9,000	70.470	634.23	915.12	280.89 LT			

STATEMENT 

# Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2014

Page 6 of 14

## Account Detail

Select UMA Basic Securities Account  
295-107593-343

THE LOCKTON FAMILY FOUNDATION  
444 W 47TH STREET, SUITE 900  
Nickname: SELECT UMA#5

### EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES RUSSELL MIDCAP G ETF (IWP)	7/22/10	28 000	46.230	1,294.44	2,610.44	1,316.00	LT	
	8/16/11	209 000	53.837	11,251.83	19,485.07	8,233.24	LT	
	8/24/12	11,000	60.745	668.20	1,025.53	357.33	LT	
	11/7/12	42,000	61.077	2,565.24	3,915.66	1,350.42	LT	
	11/9/12	7,000	60.176	421.23	652.61	231.38	LT	
	11/20/12	13,000	60.748	789.73	1,211.99	422.26	LT	
	11/8/13	170 000	79.389	13,496.16	15,849.10	2,352.94	LT	
	10/22/14	156,000	86.863	13,550.60	14,543.88	993.28	ST	
<b>Total</b>		636,000		44,037.43	<b>59,294.28</b>	14,263.57	LT	1.02
						993.28	ST	

### Share Price \$101.680, Next Dividend Payable 03/2015

ISHARES RUSSELL MIDCAP V ETF (IWS)	1/14/11	40 000	45.840	1,833.59	2,950.40	1,116.81	LT	
	8/16/11	275 000	41.568	11,431.28	20,284.00	8,852.72	LT	
	11/7/12	49,000	48.728	2,387.68	3,614.24	1,226.56	LT	
	11/9/12	4 000	47.780	191.12	295.04	103.92	LT	
	11/20/12	26 000	48.167	1,252.34	1,917.76	665.42	LT	
	11/8/13	202 000	63.478	12,822.52	14,899.52	2,077.00	LT	
	10/22/14	201 000	69.706	14,010.91	14,925.76	814.85	ST	
<b>Total</b>		797,000		43,929.44	<b>58,786.72</b>	14,042.43	LT	1.84
						814.85	ST	

### Share Price \$93.230, Next Dividend Payable 03/2015

SPDR BARCLAYS CAPITAL HIGH YIE (JNK)	11/8/13	958 000	40.454	38,754.74	36,988.38	(1,766.36)	LT	
	4/11/14	21,000	41.129	863.71	810.81	(52.90)	ST	
	8/15/14	396 000	41.209	16,318.65	15,289.56	(1,029.09)	ST	
<b>Total</b>		1,375,000		55,937.10	<b>53,088.75</b>	(1,766.36)	LT	5.99
						(1,081.99)	ST	

### Share Price \$73.760, Next Dividend Payable 03/2015

SPDR BARCLAYS CAPITAL INTERNAT (BWX)	12/7/11	143,000	59.311	8,481.53	7,912.19	(569.34)	LT	
	4/13/12	58,000	59.670	3,460.86	3,209.14	(251.72)	LT	
	11/7/12	162,000	60.880	9,862.59	8,963.46	(899.13)	LT	
	11/20/12	71,000	60.476	4,293.82	3,928.43	(365.39)	LT	
	9/13/13	32,000	56.969	1,823.00	1,770.56	(52.44)	LT	

STATEMENT B

## Account Detail

**Select UMA Basic Securities Account**  
295-107593-343

**THE LOCKTON FAMILY FOUNDATION**  
444 W 47TH STREET, SUITE 900  
Nickname: SELECT UMA#5

### EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	8/15/14	13,000	60.441	785.73	719.29	(66.44) ST	313.00	1.18
<b>Total</b>		479,000		28,707.53	26,503.07	(2,138.02) LT (66.44) ST		
<i>Share Price \$55.330, Next Dividend Payable 01/07/15</i>								
<b>VANGUARD FTSE DEVELOPED MKTS E (VFA)</b>	6/4/10	525,000	29.953	15,725.33	19,887.00	4,161.67 LT		
	8/16/11	365,000	33.710	12,304.15	13,826.20	1,522.05 LT		
	4/13/12	32,000	32.620	1,043.84	1,212.16	168.32 LT		
	8/24/12	325,000	32.880	10,685.84	12,311.00	1,625.16 LT		
	11/7/12	153,000	33.065	5,058.95	5,795.64	736.69 LT		
	11/9/12	735,000	32.700	24,034.50	27,841.80	3,807.30 LT		
	11/20/12	65,000	32.910	2,139.15	2,462.20	323.05 LT		
	3/8/13	597,000	36.822	21,982.55	22,614.36	631.81 LT		
	9/13/13	577,000	39,010	22,508.77	21,856.76	(652.01) LT		
	11/8/13	967,000	40.160	38,834.72	36,629.96	(2,204.76) LT		
	4/11/14	31,000	40.822	1,265.48	1,174.28	(91.20) ST		
	8/15/14	67,000	41.606	2,787.62	2,537.96	(249.66) ST		
	10/22/14	2,472,000	38,118	94,226.46	93,639.36	(587.10) ST		
<b>Total</b>		6,911,000		252,597.36	261,788.68	10,119.28 LT (927.96) ST	9,634.00	3.68
<i>Share Price \$37.880, Next Dividend Payable 03/20/15</i>								
<b>VANGUARD FTSE EMERGING MARKETS (VWO)</b>	8/24/12	206,000	40.758	8,396.07	8,244.12	(151.95) LT		
	11/7/12	193,000	41.726	8,053.21	7,723.86	(329.35) LT		
	11/20/12	103,000	41.230	4,246.68	4,122.06	(124.62) LT		
	9/13/13	126,000	40.636	5,120.09	5,042.52	(77.57) LT		
	4/11/14	6,000	41.187	247.12	240.12	(7.00) ST		
	10/22/14	713,000	41.050	29,268.65	28,534.26	(734.39) ST		
<b>Total</b>		1,347,000		55,331.82	53,906.94	(683.49) LT (741.39) ST	1,540.00	2.85
<i>Share Price \$40.020, Next Dividend Payable 03/20/15</i>								
<b>VANGUARD SHORT TERM BND (BSV)</b>	3/8/13	1,610,000	80.990	130,393.90	128,719.50	(1,674.40) LT		
	9/13/13	129,000	79.900	10,307.10	10,313.55	6.45 LT		
	11/8/13	44,000	80.458	3,540.13	3,517.80	(22.33) LT		
	4/11/14	120,000	80.299	9,635.83	9,594.00	(41.83) ST		
<b>Total</b>		1,903,000		153,876.96	152,144.85	(1,690.28) LT (41.83) ST	2,013.00	1.32
<i>Share Price \$79.950, Next Dividend Payable 01/20/15</i>								

# Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2014

Page 8 of 14

## Account Detail

Select UMA Basic Securities Account      THE LOCKTON FAMILY FOUNDATION  
 295-107593-343      444 W. 47TH STREET, SUITE 900  
 Nickname: SELECT UMA#5

### EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<b>VANGUARD TOTAL BOND MARKET (BND)</b>	4/13/12	17,000	83.739	1,423.57	1,400.29	(23.28) LT		
	1/17/12	552,000	84.910	46,870.32	45,468.24	(1,402.08) LT		
	1/20/12	243,000	84.808	20,608.25	20,015.91	(592.34) LT		
	9/13/13	136,000	79.800	10,852.77	11,202.32	349.55 LT		
	4/11/14	36,000	81.600	2,937.60	2,965.32	27.72 ST		
	8/15/14	25,000	82.410	2,060.25	2,059.25	(1.00) ST		
<b>Total</b>		1,009,000		84,752.76	83,111.33	(1,668.15) LT	2,307.00	2.77
						26.72 ST		

Share Price \$82.370, Next Dividend Payable 01/2015

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Accrued Interest	Yield %
94.6%	\$1,194,810.71	\$1,369,493.32	\$159,187.63 LT	\$30,479.00	\$0.00	2.23%

### EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<b>INVEESCO PREMIER INST (IPXX)</b>		55,727.000	\$0.000	\$0.00	\$55,727.00		\$10.00	0.01
Share Price \$1,000, Dividend Cash, Capital Gains Cash								
<b>MUTUAL FUNDS</b>								

### MUTUAL FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<b>MUTUAL FUNDS</b>								

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Accrued Interest	Yield %
100.0%	\$1,194,810.71	\$1,448,110.81	\$159,187.63 LT	\$30,490.94	\$0.00	2.11%

### TOTAL MARKET VALUE

\$1,448,110.81

TOTAL VALUE (includes accrued interest)  
 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

STATEMENT 