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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

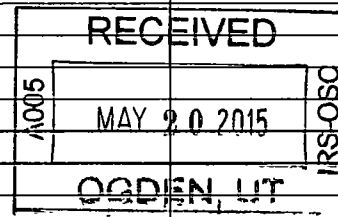
2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

| | | | | | | | | |
|--|--|--|--|---------------------------------------|---|---|--------------------------------------|--|
| Name of foundation LOCKTON FAMILY FOUNDATION | | A Employer identification number 48-1135485 | | | | | | |
| Number and street (or P O box number if mail is not delivered to street address) 444 W. 47TH STREET | Room/suite 900 | B Telephone number (see instructions) (816) 960-9918 | | | | | | |
| City or town, state or province, country, and ZIP or foreign postal code KANSAS CITY, MO 64112 | | 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) ▶ \$ 1,666,498. | | 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) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | 100,000. | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 96. | 96. | | ATCH 1 |
| | 4 Dividends and interest from securities | 28,794. | 28,794. | | ATCH 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 9,921. | | | |
| | b Gross sales price for all assets on line 6a | 320,308. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 9,921. | | |
| | 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 | 138,811. | 38,811. | | | |
| Operating and Administrative Expenses | 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 3 | 3,500. | 1,750. | | 1,750. |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) [4] | 2,883. | 383. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) ATCH 5 | 8,963. | 8,483. | | 480. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23. | 15,346. | 10,616. | | 2,230. |
| | 25 Contributions, gifts, grants paid | 108,250. | | | 108,250. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 123,596. | 10,616. | 0 | 110,480. | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | 15,215. | | | | |
| b Net investment income (if negative, enter -0-) | | 28,195. | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |



SCANNED MAY 25 2015

| 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 | 3,486. | 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 | | | |
| | 10 a | 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) | | | |
| | Liabilities | 11 | Investments - land, buildings, and equipment basis ▶ | | |
| | | Less accumulated depreciation ▶ (attach schedule) | | | |
| 12 | | Investments - mortgage loans | | | |
| 13 | | Investments - other (attach schedule) | | | |
| 14 | | Land, buildings, and equipment basis ▶ | | | |
| | | 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 | | | |
| Net Assets or Fund Balances | 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 | 1,525,952. | 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. |

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Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse, or common stock, 200 shs MLC Co)(b) How
acquired
P - Purchase
D - Donation(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a** SEE PART IV SCHEDULE**b**
c
d
e

(e) Gross sales price

(f) Depreciation allowed
(or allowable)(g) Cost or other basis
plus expense of sale(h) Gain or (loss)
(e) plus (f) minus (g)**a**
b
c
d
e

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

(i) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))

(i) F M V as of 12/31/69

(j) Adjusted basis
as of 12/31/69(k) Excess of col (i)
over col (j), if any**a**
b
c
d
e**2** Capital gain net income or (net capital loss){ If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 }**2**

9,921.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6){ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in
Part I, line 8 }**3**

0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|--|--|--|---|
| 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 |

2 Total of line 1, column (d)**2**

0.316945

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**

0.063389

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5**4**

1,680,367.

5 Multiply line 4 by line 3**5**

106,517.

6 Enter 1% of net investment income (1% of Part I, line 27b)**6**

282.

7 Add lines 5 and 6**7**

106,799.

8 Enter qualifying distributions from Part XII, line 4**8**

110,480.

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

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

| | | | |
|--|----|--------|------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . | | | |
| Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 282. |
| 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 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 282. |
| 6 Credits/Payments | | | |
| 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 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 3,095. | |
| 11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 3,095. 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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 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? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | | |
| 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 checked="" type="checkbox"/> MO, _____ | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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 <input checked="" type="checkbox"/> Statement C | 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? 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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 | | | |
| 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> 1b | | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 2a | | |
| 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 2c | | |
| 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 |

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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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** 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 ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATCH 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

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

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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 | 1,401,990. |
| b | Average of monthly cash balances | 1b | 303,966. |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (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 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,680,367. |
| 6 | Minimum investment return. 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 | Distributable amount 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 | Qualifying distributions. 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 | Adjusted qualifying distributions. 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: | 309,908. | | | |
| 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 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

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 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 | (d) 2011 | |
| 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 | | | | | |
| 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**

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|----------|
| a Paid during the year ATCH 9 | | | | |
| Total | | | 3a | 108,250. |
| b Approved for future payment NONE | | | | |
| Total | | | 3b | 0 |

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|---|----------------------|---------------------------|-----------------------|--------------------------------------|----|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | | |
| 1 Program service revenue | | | | | | |
| a _____ | | | | | | |
| b _____ | | | | | | |
| c _____ | | | | | | |
| d _____ | | | | | | |
| e _____ | | | | | | |
| f _____ | | | | | | |
| g Fees and contracts from government agencies | | | | | | |
| 2 Membership dues and assessments | | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 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 | | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 9,921. | | |
| 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)

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **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

OMB No 1545-0047

2014

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="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | 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 |
| --- | ----- ----- ----- ----- | \$ ----- | ----- |
| (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

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|---|-------------------------|--|
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | ----- ----- ----- | ----- ----- ----- | |
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | ----- ----- ----- | ----- ----- ----- | |
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | ----- ----- ----- | ----- ----- ----- | |
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | ----- ----- ----- | ----- ----- ----- | |

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

SUBSTANTIAL CONTRIBUTORS

**RONALD J. LOCKTON
2321 W. 59TH STREET
MISSION HILLS, KS 66208**

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 | | | | | 496. | |
| 1,331. | | MORGAN STANLEY 107593 ST 1,335. | | | | | 11/08/2013 -4. | 10/22/2014 |
| 237,099. | | MORGAN STANLEY 107593 LT 238,023. | | | | | VARIOUS -924. | VARIOUS |
| 81,878. | | MORGAN STANLEY 107593 - SEE STMT A 71,525. | | | | | VARIOUS 10,353. | VARIOUS |
| TOTAL GAIN (LOSS) | | | | | | | <u>9,921.</u> | |

ATTACHMENT 1

FORM 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 2

FORM 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>28,794.</u> | <u>28,794.</u> |

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|------------------|---|-----------------------------|---------------------------|------------------------|
| JMW & ASSOCIATES | 3,500. | 1,750. | | 1,750. |
| TOTALS | <u>3,500.</u> | <u>1,750.</u> | | <u>1,750.</u> |

ATTACHMENT 4

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 5

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|--------------------------|---|-----------------------------|------------------------|
| CONSULTING/ADVISORY FEES | 8,459. | 8,459. | |
| WEB HOSTING FEE | 480. | | 480. |
| BANK FEES | 24. | 24. | |
| TOTALS | <u>8,963.</u> | <u>8,483.</u> | <u>480.</u> |

ATTACHMENT 6FORM 990PF, PART II - CORPORATE STOCK

| <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>1,367,898.</u> | <u>1,194,811.</u> | <u>1,425,220.</u> |

ATTACHMENT 7FORM 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> |

LOCKTON FAMILY FOUNDATION

48-1135485

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

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

FORM 990PE, 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 |
|---|--|--|--|---------|
| | | | | |
| 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. |
| MOCSEA 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. |

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 |
|--|--|--|--|----------|
| MCW PANCREATIC CANCER RESEARCH 9200 W WISCONSIN AVENUE MILWAUKEE, WI 53226 | NONE PC | | TO HELP PROVIDE EXCELLENCE IN EDUCATION, DISCOVERY, PATIENT CARE, AND PUBLIC AND COMMUNITY HEALTH. | 50,000. |
| TOTAL CONTRIBUTIONS PAID | | | | 108,250. |

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ 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.

OMB No 1545-0092

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 Box A checked. | | | | |
| 2 Totals for all transactions reported on Form(s) 8949 with Box B checked. | | | | |
| 3 Totals for all transactions reported on Form(s) 8949 with Box C 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 Box D checked. | | | | |
| 9 Totals for all transactions reported on Form(s) 8949 with Box E checked. | 81,878. | 71,525. | | 10,353. |
| 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. | | | | 13 496. |
| 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

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 | | -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 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) 2014

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

| 1 | (a) Description of property (Example: 100 sh. XYZ Co.) | (b) Date acquired (Mo., day, yr.) | (c) Date sold or disposed (Mo., day, yr.) | (d) Proceeds (sales price) (see instructions) | (e) Cost or other basis. See the Note below and see Column (e) in the separate instructions. | Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. | | (h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g). |
|---|--|---|---|--|---|---|-----------------------------|---|
| | | | | | | (f) Code(s) from instructions | (g) Amount of adjustment | |
| | MORGAN STANLEY 107593 - SEE STMT A | VARIOUS | VARIOUS | 81,878. | 71,525. | | | 10,353. |
| | | | | | | | | |
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| | | | | | | | | |
| 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.

Corporate Tax Statement
Tax Year 2014THE LOCKTON FAMILY FOUNDATION
444 W 47TH STREET, SUITE 900
KANSAS CITY MO 64112-1906Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number

26-4310632

Taxpayer ID Number: XX-XXX5485
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

OMB NO. 1545-0715

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) | COST OR OTHER BASIS (Box 1e) | ADJUSTMENTS/CODE (Box 1g)/(Box 1f) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|--------------------------------|----------|------------------------|----------------------|-------------------|------------------------------|------------------------------------|--------------------|-------------------------------------|
| ISHARES RUSSELL MIDCAP G ETF | | CUSIP: 464287481 | Symbol (Box 1d): IWP | | | | | |
| | 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 | \$878.37 | \$0.00 | \$811.23 | \$0.00 |
| Security Subtotal | 29.000 | | | \$2,516.52 | \$1,340.67 | \$0.00 | \$1,175.85 | \$0.00 |
| ISHARES RUSSELL MIDCAP V ETF | | CUSIP: 464287473 | Symbol (Box 1d): IWS | | | | | |
| | 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 |
| Security Subtotal | 41.000 | | | \$2,831.75 | \$1,879.42 | \$0.00 | \$952.33 | \$0.00 |
| ISHARES RUSSELL 1000 GRW ETF | | CUSIP: 464287614 | Symbol (Box 1d): IWF | | | | | |
| | 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 | | CUSIP: 464287598 | Symbol (Box 1d): IWD | | | | | |
| | 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 | | CUSIP: 78464A516 | Symbol (Box 1d): BWX | | | | | |
| | 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 |
| Security Subtotal | 224.000 | | | \$13,007.44 | \$13,285.75 | \$0.00 | (\$278.31) | \$0.00 |

CONTINUED ON NEXT PAGE

Corporate Tax Statement
Tax Year 2014Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorTHE LOCKTON FAMILY FOUNDATION
444 W 47TH STREET, SUITE 900
KANSAS CITY MO 64112-1906New York, NY 10004
Identification Number 26-4310632Taxpayer ID Number: XX-XX5485
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) OMB NO. 1545-0715

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) (Continued)

| DESCRIPTION (Box 8) | QUANTITY | DATE ACQUIRED (Box 1b) | DATE SOLD (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 | 515.000 | 12/07/11 | 10/22/14 | \$42,652.33 | \$42,992.15 | \$0.00 | (\$339.82) | \$0.00 |
| Total Long Term Noncovered Securities | | | | \$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 |
| Form 1099-B Total Reportable Amounts - 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

Account Detail

Select UMA Basic Securities Account
295-107593-343THE 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 % |
|--|------------|------------------|-----------|-------------------|-------------------|---|-------------------------|------------------|
| ISHARES RUSSELL 1000 GRW ETF (IWF) | 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 | | |
| | 11/7/12 | 256 000 | 64 570 | 16,529 89 | 24,476 16 | 7,946 27 LT | | |
| | 11/9/12 | 264 000 | 63 636 | 16,799 90 | 25,241 04 | 8,441 14 LT | | |
| | 11/20/12 | 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 | | |
| Total | | 3,080,000 | | 228,420 87 | 294,478.80 | 58,275 23 LT 7,782 70 ST | 3,902 00 | 1 32 |
| Share Price \$95.610, Next Dividend Payable 03/2015 | | | | | | | | |
| ISHARES RUSSELL 1000 VALUE ETF (IWD) | 6/4/10 | 235 000 | 56 925 | 13,377 40 | 24,534 00 | 11,156 60 LT | | |
| | 11/19/10 | 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 | | |
| | 11/7/12 | 129 000 | 71 057 | 9,166 40 | 13,467 60 | 4,301 20 LT | | |
| | 11/9/12 | 194 000 | 70 379 | 13,653 53 | 20,253 60 | 6,600 07 LT | | |
| | 11/20/12 | 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 | | |
| Total | | 2,261 000 | | 178,674 71 | 236,048.40 | 51,159 09 LT 6,214 60 ST | 4,723 00 | 2 00 |
| Share Price \$104.400, Next Dividend Payable 03/2015 | | | | | | | | |
| ISHARES RUSSELL 2000 GRWTH ETF (IWO) | 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 | | |
| Total | | 321 000 | | 33,542 31 | 45,703.98 | 10,707 19 LT 1,454 48 ST | 332 00 | 0 72 |
| Share Price \$142.380, Next Dividend Payable 03/2015 | | | | | | | | |
| ISHARES RUSSELL 2000 VALUE ETF (IWN) | 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 | | |

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

Account Detail

Select UMA Basic Securities Account
295-107593-343THE 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 % |
|--|------------|------------------|-----------|------------------|------------------|--|-------------------------|------------------|
| Share Price \$101.680, Next Dividend Payable 03/2015 | | | | | | | | |
| ISHARES RUSSELL MIDCAP G ETF (IWP) | 7/23/10 | 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 | | |
| Total | | 636,000 | | 44,037.43 | 59,294.28 | 14,263.57 LT 993.28 ST | 609.00 | 1.02 |
| Share Price \$93.230, 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 | 14,825.76 | 814.85 ST | | |
| Total | | 797,000 | | 43,929.44 | 58,786.72 | 14,042.43 LT 814.85 ST | 1,084.00 | 1.84 |
| Share Price \$73.760, 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 | | |
| Total | | 1,375,000 | | 55,937.10 | 53,088.75 | (1,766.36) LT (1,081.99) ST | 3,182.00 | 5.99 |
| Share Price \$38.610, Next Dividend Payable 01/07/15 | | | | | | | | |
| SPDR BARCLAYS CAPITAL INTERNAT (BWV) | 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 | | |

Account Detail

Select UMA Basic Securities Account
295-107593-343THE 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 | | |
| Total | | 479 000 | | 28,707 53 | 26,503.07 | (2,138.02) LT (66.44) ST | 313 00 | 1 18 |
| Share Price \$55 330, Next Dividend Payable 01/07/15 | | | | | | | | |
| VANGUARD FTSE DEVELOPED MKTS E (VEA) | 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 | | |
| Total | | 6,911 000 | | 252,597 36 | 261,788.68 | 10,119.28 LT (927 96) ST | 9,634.00 | 3.68 |
| Share Price \$37 880, Next Dividend Payable 03/20/15 | | | | | | | | |
| VANGUARD FTSE EMERGING MARKETS (VWO) | 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 | | |
| Total | | 1,347 000 | | 55,331 82 | 53,906.94 | (683 49) LT (741.39) ST | 1,540 00 | 2 85 |
| Share Price \$40 020, Next Dividend Payable 03/20/15 | | | | | | | | |
| VANGUARD SHORT TERM BND (BSV) | 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 | | |
| Total | | 1,903 000 | | 153,876 96 | 152,144.85 | (1,690 28) LT (41 83) ST | 2,013 00 | 1 32 |
| Share Price \$79 950, Next Dividend Payable 01/20/15 | | | | | | | | |

Morgan Stanley

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

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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 % |
|---|------------|------------------|-----------|------------------|------------------|---|-------------------------|------------------|
| VANGUARD TOTAL BOND MARKET (BND) | | | | | | | | |
| | 4/13/12 | 17,000 | 83.739 | 1,423.57 | 1,400.29 | (23.28) LT | | |
| | 11/7/12 | 552,000 | 84.910 | 46,870.32 | 45,468.24 | (1,402.08) LT | | |
| | 11/20/12 | 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 | | |
| Total | | 1,009,000 | | 84,752.76 | 83,111.33 | (1,668.15) LT 26.72 ST | 2,307.00 | 2.77 |

Share Price \$82.370, Next Dividend Payable 01/20/15

EXCHANGE-TRADED & CLOSED-END FUNDS

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|-------------------------------------|------------|------------|-----------|----------------|----------------|---------------------------------|-------------------------|------------------|
| INVESTCO PREMIER INST (IPXX) | | | | | | | | |
| | | 55,727,000 | \$0.000 | \$1,194,810.71 | \$1,369,493.32 | \$159,187.63 LT 15,494.98 ST | \$30,479.00 | 2.23% |

MUTUAL FUNDS

OTHER MUTUAL FUNDS

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|-------------------------------------|------------|------------|-----------|------------|--------------|------------------------|-------------------------|------------------|
| INVESTCO PREMIER INST (IPXX) | | | | | | | | |
| | | 55,727,000 | \$0.000 | \$0.00 | \$55,727.00 | | \$10.00 | 0.01 |

Share Price \$1.000, Dividend Cash, Capital Gains Cash

MUTUAL FUNDS

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|-------------------------------------|------------|----------|-----------|------------|--------------|------------------------|-------------------------|------------------|
| INVESTCO PREMIER INST (IPXX) | | | | | | | | |
| | | 3.8% | | \$0.00 | \$55,727.00 | | \$10.00 | 0.02% |

TOTAL MARKET VALUE

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---------------------------|------------|----------|-----------|----------------|----------------|-----------------------------------|-------------------------|------------------|
| TOTAL MARKET VALUE | | | | | | | | |
| | | 100.0% | | \$1,194,810.71 | \$1,448,110.81 | \$159,187.63 LT \$15,494.98 ST | \$30,490.94 | 2.11% |

TOTAL VALUE (includes accrued interest)

\$1,448,110.81

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.

ΣA = 1,425,220.32

STATEMENT

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