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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.

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, 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	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 <input type="checkbox"/>	D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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	I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,539,948.	E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/> 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)	16,075.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.	51.	51.		ATCH 1
	4 Dividends and interest from securities	30,557.	30,557.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	78,682.			
	b Gross sales price for all assets on line 6a	841,793.			
	7 Capital gain net income (from Part IV, line 2)		78,682.		
	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	125,365.	109,290.			
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)	3,500.	1,750.		1,750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	787.	787.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,995.	8,559.		436.
	24 Total operating and administrative expenses. Add lines 13 through 23.	13,282.	11,096.		2,186.
	25 Contributions, gifts, grants paid	100,000.			100,000.
26 Total expenses and disbursements. Add lines 24 and 25	113,282.	11,096.	0.	102,186.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	12,083.				
b Net investment income (if negative, enter -0-)		98,194.			
c Adjusted net income (if negative, enter -0-)					

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	2,986.	5,096.	5,096.
	2 Savings and temporary cash investments	238,292.	208,366.	208,366.
	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	1,194,811.	1,290,912.	1,326,486.
	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)	1,436,089.	1,504,374.	1,539,948.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons.			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund.			
	29 Retained earnings, accumulated income, endowment, or other funds	1,436,089.	1,504,374.	
	30 Total net assets or fund balances (see instructions).	1,436,089.	1,504,374.	
31 Total liabilities and net assets/fund balances (see instructions)	1,436,089.	1,504,374.		

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	1,436,089.
2 Enter amount from Part I, line 27a.	2	12,083.
3 Other increases not included in line 2 (itemize) ▶ ATCH 7	3	56,202.
4 Add lines 1, 2, and 3	4	1,504,374.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,504,374.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)

(b) How acquired
P - Purchase
D - Donation(c) Date acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a** SEE PART IV SCHEDULE

b			
c			
d			
e			

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

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

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

2 Capital gain net income or (net capital loss)	<div style="display: inline-block; vertical-align: middle;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	78,682.
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))
2014	110,198.	1,680,367.	0.065580
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

2 Total of line 1, column (d)	2	0.378219
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	0.075644
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,608,359.
5 Multiply line 4 by line 3	5	121,663.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	982.
7 Add lines 5 and 6	7	122,645.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	102,186.

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 type="checkbox"/> and enter 1% of Part I, line 27b.		1	1,964.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2.		3	1,964.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,964.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015.	6a	3,095.	
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	3,095.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	1,131.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> 1,131. 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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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 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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	No
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 <u>N/A</u>	13	X	
14	The books are in care of <u>CHERYL L. WILLIAMS</u> Telephone no. <u>816-960-9918</u> Located at <u>444 W. 47TH ST. SUITE 900 KANSAS CITY, MO</u> ZIP+4 <u>64112</u>			
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. <u>15</u>			
16	At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country <u></u>	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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
(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"/>	<input checked="" type="checkbox"/>	
(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"/>	<input checked="" type="checkbox"/>	
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years <u></u>		<input checked="" type="checkbox"/>	
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 <u></u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		<input checked="" type="checkbox"/>	
b	If "Yes," did it have excess business holdings in 2015 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 2015)	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 2015?	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)?

Organizations relying on a current notice regarding disaster assistance check here

5b**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?

If "Yes" to 6b, file Form 8870

6b**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****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.

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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

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.

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	

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

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	1,413,387.
b	Average of monthly cash balances	1b	219,465.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	1,632,852.
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	1,632,852.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	24,493.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,608,359.
6	Minimum investment return. Enter 5% of line 5	6	80,418.

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	80,418.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,964.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,964.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	78,454.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	78,454.
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	78,454.

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	102,186.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	102,186.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	102,186.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				78,454.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 13 , 20 12 , 20 11				
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012 247,967.				
d From 2013 32,044.				
e From 2014 26,744.				
f Total of lines 3a through e	306,755.			
4 Qualifying distributions for 2015 from Part XII, line 4. ► \$ 102,186.				
a Applied to 2014, 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 2015 distributable amount.				78,454.
e Remaining amount distributed out of corpus.	23,732.			
5 Excess distributions carryover applied to 2015 . (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:	330,487.			
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 2014 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				
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 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	330,487.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012 247,967.				
c Excess from 2013 32,044.				
d Excess from 2014 26,744.				
e Excess from 2015 23,732.				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
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	100,000.
b Approved for future payment				
NONE				
Total			3b	0.

Enter gross amounts unless otherwise indicated.

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

JSA
SE1492 1 000

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

- | | | | |
|---|--|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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</p> | | Yes | No |
| | | | |
| 1a(1) | | | X |
| 1a(2) | | | X |
| 1b(1) | | | X |
| 1b(2) | | | X |
| 1b(3) | | | X |
| 1b(4) | | | X |
| 1b(5) | | | X |
| 1b(6) | | | X |
| 1c | | | X |

[illegible]

- 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

**Sign
Here**

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

Signature of officer or trustee

Date 5-11-16

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

MERYN GOEHAUSEN

Preparer's signature

Date _____

Check		
-------	--	--

PTIN

Firm's name **JMW & ASSOCIATES, LLC**

Firm's address ▶ 6400 GLENWOOD SUITE 100

OVERLAND PARK, KS

66202

Firm's EIN ▶ 57-1224592

Phone no 913-499-4920

Form 990-PF (2015)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2015▶ **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.**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 foundationCheck 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 for 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	CHERYL L. WILLIAMS 5825 OVERHILL MISSION HILLS, KS 66208	\$ 16,075.	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)

Employer identification number

48-1135485

[illegible]

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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					576.	
358,525.		MORGAN STANLEY #107593 ST COVERED 353,089.					VARIOUS 5,436.	VARIOUS
315,867.		MORGAN STANLEY #107593 LT COVERED 303,880.					VARIOUS 11,987.	VARIOUS
167,401.		MS #107593 LT - SEE ATCH A 106,718.					VARIOUS 60,683.	VARIOUS
TOTAL GAIN (LOSS)					<u>78,682.</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	7.	7.
MORGAN STANLEY - 017200	44.	44.
TOTAL	<u>51.</u>	<u>51.</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	30,556.	30,556.
MORGAN STANLEY - 108744	1.	1.
TOTAL	<u>30,557.</u>	<u>30,557.</u>

ATTACHMENT 3FORM 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>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	787.	787.
TOTALS	<u>787.</u>	<u>787.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	36.	36.	
CONSULTING/ADVISORY FEES	8,523.	8,523.	
WEB HOSTING FEE	436.		436.
TOTALS	8,995.	8,559.	436.

ATTACHMENT 6

FORM 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 ATCH B	1,194,811.	1,290,912.	1,326,486.
TOTALS	<u>1,194,811.</u>	<u>1,290,912.</u>	<u>1,326,486.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED G/L

56,202.

TOTAL

56,202.

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 66208	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 4747 SOUTH FRANKLIN STREET CHERRY HILLS VILLAGE, CO 80113	TRUSTEE 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990EF, 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
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".	10,000.
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				<u>100,000.</u>

Morgan Stanley

PRIVATE WEALTH MANAGEMENT

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CLIENT STATEMENT | For the Period December 1-31, 2015

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

Select UMA Basic Securities Account
295-107593-343

Investment Objectives[†]: Capital Appreciation, Aggressive Income, Speculation, Income
[†] Inform us if your investment objectives, as defined in the Expanded Disclosures, change

Investment Advisory Account

HOLDINGS

This section reflects positions purchased/sold on a trade date basis. "Market Value" and "Unrealized Gain/(Loss)" may not reflect the value that could be obtained in the market. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated Annual Income a) is calculated on a pre-tax basis, b) does not include any reduction for applicable non-US withholding taxes, c) may include return of principal or capital gains which could overstate such estimates, and d) for securities that have a defined maturity date within the next 12 months, is reflected only through maturity date. Actual income or yield may be lower or higher than the estimates. Current yield reflects the income generated by an investment, and does not reflect changes in its price. Structured Investments, identified on the Position Description Details line as "Asset Class, Struct Inv," may appear in various statement product categories. When displayed, the accrued interest, annual income and current yield for those with a contingent income feature (e.g., Range Accrual Notes or Contingent Income Notes) are estimates and assume specified accrual conditions are met during the relevant period and payment in full of all contingent interest. For Floating Rate Securities, the accrued interest, annual income and current yield are estimates based on the current floating coupon rate and may not reflect historic rates within the accrual period.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. You have the right to instruct us to liquidate your bank deposit balance(s) or shares of any money market fund balance(s) at any time and have the proceeds of such liquidation remitted to you. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Market Value	Current Yield %	7-Day Yield %	Est Ann Income	APY %
MORGAN STANLEY PRIVATE BANK NA #	\$22,919.93	—	—	\$5.00	0.020

	Market Value	Est Ann Income
CASH, BDP, AND MMFS	\$22,919.93	\$5.00

Bank Deposits are held at Morgan Stanley Bank, N.A. and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley Smith Barney LLC and each a national bank and FDIC member.

EXCHANGE-TRADED & CLOSED-END FUNDS

Global Investment Manager Analysis (GIMA) status codes (FL, AL or NL), may be shown for certain exchange-traded funds and are not guarantees of performance. Refer to "GIMA Status in Investment Advisory Programs" in the June or December statement for a description of these status codes.

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
DEUTSCHE X-TRACKERS MSCI EAF (DBEF)	4/17/15	4,493,000	\$30.545	\$27.160	\$137,239.58	\$122,029.88	\$(15,209.70) ST		
	8/14/15	1,118,000	29.065	27.160	32,494.45	30,364.88	(2,129.57) ST		
Total		5,611,000			169,734.03	152,394.76	(17,339.27) ST	4,966.00	3.25
GIMA Status: AL, Next Dividend Payable 06/20/16, Asset Class: Equities									
ISHARES CORE MSCI EAFE ETF (IEFA)	2/25/15	2,268,000	59.415	54.380	134,752.99	123,333.84	(11,419.15) ST		
	8/14/15	501,000	58.537	54.380	29,327.14	27,244.38	(2,082.76) ST		
Total		2,769,000			164,080.13	150,578.22	(13,501.91) ST	3,960.00	2.62
GIMA Status: AL, Next Dividend Payable 06/20/16, Asset Class: Equities									

ATTACHMENT B

Morgan Stanley

PRIVATE WEALTH MANAGEMENT

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CLIENT STATEMENT | For the Period December 1-31, 2015

Account Detail

Select UMA Basic Securities Account
THE LOCKTON FAMILY FOUNDATION
444 W. 17TH STREET SUITE 900
NICKNAME: SELECTUMA #5

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ISHARES CORE MSCI EMERGING (IEMG)	2/25/15	1,021,000	49.013	39.390	50,041.97	40,217.19	(9,824.78) ST		
	4/17/15	1,341,000	51.333	39.390	68,837.55	52,821.99	(16,015.56) ST		
	8/14/15	448,000	43.320	39.390	19,407.36	17,646.72	(1,760.64) ST		
Total		2,810,000			138,286.88	110,685.90	(27,600.98) ST	2,796.00	2.52
GIMA Status: AL: Next Dividend Payable 06/20/16; Asset Class: Equities									
ISHARES IBOX \$ HYN COR BD ETF (HYG)	2/25/15	612,000	91.795	80.580	56,178.30	49,314.96	(6,863.34) ST		
	4/17/15	166,000	91.078	80.580	15,118.87	13,376.28	(1,742.59) ST		
	8/14/15	18,000	86.409	80.580	1,555.37	1,450.44	(104.93) ST		
Total		796,000			72,852.54	64,141.68	(8,710.86) ST	3,786.00	5.90
GIMA Status: AL: Next Dividend Payable 01/20/16; Asset Class: FI & Pref									
ISHARES RUSSELL 1000 GRW ETF (IWR)	8/16/11	183,000	55.593	99.480	10,173.44	18,204.84	8,031.40 LT		
	11/7/12	256,000	64.570	99.480	16,529.89	25,466.88	8,936.99 LT		
	11/9/12	264,000	63.636	99.480	16,799.90	26,262.72	9,462.82 LT		
	11/20/12	136,000	64.199	99.480	8,731.12	13,529.28	4,798.16 LT		
	8/15/14	234,000	91.200	99.480	21,340.75	23,278.32	1,937.57 LT		
	10/22/14	1,213,000	90.045	99.480	109,224.22	120,669.24	11,445.02 LT		
	8/14/15	57,000	100.853	99.480	5,748.61	5,670.36	(78.25) ST		
Total		2,343,000			188,547.93	233,081.64	44,611.96 LT	3,194.00	1.37
GIMA Status: AL: Next Dividend Payable 03/20/16; Asset Class: Equities									
ISHARES RUSSELL 1000 VALUE ETF (IWD)	6/4/10	147,000	56.925	97.860	8,367.99	14,385.42	6,017.43 LT		
	11/19/10	30,000	61.196	97.860	1,835.89	2,935.80	1,099.91 LT		
	1/14/11	93,000	56.200	97.860	6,156.60	9,100.98	2,944.38 LT		
	8/16/11	438,000	60.320	97.860	26,420.16	42,862.68	16,442.52 LT		
	11/7/12	129,000	71.057	97.860	9,166.40	12,623.94	3,457.54 LT		
	11/9/12	194,000	70.379	97.860	13,653.53	18,984.84	5,331.31 LT		
	11/20/12	106,000	70.250	97.860	7,446.50	10,373.16	2,926.66 LT		
	9/13/13	77,000	87.185	97.860	6,713.23	7,535.22	821.99 LT		
	4/1/14	108,000	94.422	97.860	10,197.58	10,568.88	371.30 LT		
	10/22/14	851,000	98.364	97.860	83,707.42	83,278.86	(428.56) LT		
	4/17/15	23,000	104.168	97.860	2,395.87	2,250.78	(145.09) ST		
	8/14/15	126,000	102.542	97.860	12,920.25	12,330.36	(589.89) ST		
Total		2,322,000			188,981.42	227,230.92	38,984.48 LT	5,622.00	2.47
GIMA Status: AL: Next Dividend Payable 03/20/16; Asset Class: Equities									
							(734.98) ST		

Morgan Stanley

PRIVATE WEALTH MANAGEMENT

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CLIENT STATEMENT | For the Period December 1-31, 2015

Account Details

Select UMA Basic Securities Account
THE LOCKTON FAMILY FOUNDATION
295-107593-343
25444W/47TH STREET, SUITE 900
NICKNAME: SELECT.UMA#5

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ISHARES RUSSELL 2000 GRWTH ETF (IWO)	8/24/12	131.000	92.460	139.280	12,112.26	18,245.68	6,133.42 LT		
	11/7/12	28.000	91.415	139.280	2,559.63	3,899.84	1,340.21 LT		
	11/9/12	8.000	90.060	139.280	720.48	1,114.24	393.76 LT		
	11/20/12	12.000	90.312	139.280	1,083.74	1,671.36	587.62 LT		
	10/22/14	108.000	128.913	139.280	13,922.56	15,042.24	1,119.68 LT		
Total		287.000			30,398.67	39,973.36	9,574.69 LT	357.00	0.89
GIMA Status: AL: Next Dividend Payable 03/2016; Asset Class: Equities									
ISHARES RUSSELL 2000 VALUE ETF (IWN)	8/24/12	190.000	71.360	91.940	13,558.38	17,468.60	3,910.22 LT		
	11/7/12	32.000	71.689	91.940	2,294.05	2,942.08	648.03 LT		
	11/9/12	9.000	70.470	91.940	634.23	827.46	193.23 LT		
	11/20/12	21.000	70.436	91.940	1,479.16	1,930.74	451.58 LT		
	8/15/14	5.000	98.766	91.940	493.83	459.70	(34.13) LT		
	10/22/14	152.000	94.750	91.940	14,401.97	13,974.88	(427.09) LT		
	8/14/15	19.000	96.814	91.940	1,839.46	1,746.86	(92.60) ST		
Total		428.000			34,701.08	39,350.32	4,741.84 LT	845.00	2.14
GIMA Status: AL: Next Dividend Payable 03/2016; Asset Class: Equities									
ISHARES RUSSELL MIDCAP G ETF (IWP)	8/16/11	44.000	53.837	91.920	2,368.81	4,044.48	1,675.67 LT		
	8/24/12	11.000	60.745	91.920	668.20	1,011.12	342.92 LT		
	11/7/12	42.000	61.077	91.920	2,565.24	3,860.64	1,295.40 LT		
	11/9/12	7.000	60.176	91.920	421.23	643.44	222.21 LT		
	11/20/12	13.000	60.748	91.920	789.73	1,194.96	405.23 LT		
	11/8/13	170.000	79.389	91.920	13,496.16	15,626.40	2,130.24 LT		
	10/22/14	156.000	86.863	91.920	13,550.60	14,339.52	788.92 LT		
Total		443.000			33,859.97	40,720.56	6,860.59 LT	400.00	0.98
GIMA Status: AL: Next Dividend Payable 03/2016; Asset Class: Equities									
ISHARES RUSSELL MIDCAP V ETF (IWS)	8/16/11	93.000	41.568	68.660	3,865.85	6,385.38	2,519.53 LT		
	11/7/12	49.000	48.728	68.660	2,387.68	3,364.34	976.66 LT		
	11/9/12	4.000	47.780	68.660	191.12	274.64	83.52 LT		
	11/20/12	26.000	48.167	68.660	1,252.34	1,785.16	532.82 LT		
	11/8/13	202.000	63.478	68.660	12,822.52	13,869.32	1,046.80 LT		
	10/22/14	201.000	69.706	68.660	14,010.91	13,800.66	(210.25) LT		
Total		575.000			34,530.42	39,479.50	4,949.08 LT	845.00	2.14
GIMA Status: AL: Next Dividend Payable 03/2016; Asset Class: Equities									
ISHARES TIPS BOND ETF (TIP)	4/17/15	489.000	115.252	109.680	56,357.98	53,633.52	(2,724.46) ST	180.00	0.33
GIMA Status: AL: Next Dividend Payable 01/2016; Asset Class: FI & Pref									

ATTACHMENT B

CLIENT STATEMENT | For the Period December 1-31, 2015

PRIVATE WEALTH MANAGEMENT

THE LOCKTON FAMILY FOUNDATION

44 WALL STREET SUITE 900

New York, NY 10005

Nickname: SELECT UMA #5

Select UMA Basic Securities Account

295-107593-343

295-107593-343

295-107593-343

Account Detail

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
VANGUARD SHORT TERM BND (BSV)									
	3/8/13	941,000	80.990	79.570	76,211.59	74,875.37	(1,336.22) LT		
	9/13/13	129,000	79.900	79.570	10,307.10	10,264.53	(42.57) LT		
	11/8/13	44,000	80.458	79.570	3,540.13	3,501.08	(39.05) LT		
	4/11/14	120,000	80.299	79.570	9,635.83	9,548.40	(87.43) LT		
	2/25/15	119,000	80.310	79.570	9,556.89	9,468.83	(88.06) ST		
Total		1,353,000			109,251.54	107,658.21	(1,593.33) LT	1,406.00	1.30

GIMA Status: AL: Next Dividend Payable 01/2016; Asset Class: FI & Pref

VANGUARD TOTAL BOND MARKET (BND)

	11/7/12	167,000	84.910	80.760	14,179.97	13,486.92	(693.05) LT		
	11/20/12	243,000	84.808	80.760	20,608.25	19,624.68	(983.57) LT		
	9/13/13	136,000	79.800	80.760	10,852.77	10,983.36	130.59 LT		
	4/11/14	36,000	81.600	80.760	2,937.60	2,907.36	(30.24) LT		
	8/15/14	25,000	82.410	80.760	2,060.25	2,019.00	(41.25) LT		
	2/25/15	56,000	83.150	80.760	4,556.40	4,522.56	(33.84) ST		
Total		663,000			55,295.24	53,543.88	(1,751.36) LT	1,327.00	2.47

GIMA Status: AL: Next Dividend Payable 01/2016; Asset Class: FI & Pref

VANGUARD TOTAL INTL BOND ETF (BNDX)

	8/14/15	265,000	52.960	52.880	14,034.40	14,013.20	(21.20) ST		
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GIMA Status: AL: Next Dividend Payable 01/2016; Asset Class: FI & Pref

Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	\$1,290,912.23	\$1,326,485.67	\$35,573.44	\$29,912.00	2.25%

Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
TOTAL MARKET VALUE	\$1,290,912.23	\$1,349,405.60	\$58,493.37	\$29,917.00	2.22%
TOTAL VALUE (includes accrued interest)		\$1,349,405.60		\$0.00	

Unrealized Gain/(Loss) totals only reflect positions that have both cost basis and market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.