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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation THE JAMES P. PACE FAMILY FOUNDATION	**A** Employer identification number 20-2061425
Number and street (or P O box number if mail is not delivered to street address) / Room/suite 6420 WENONGA TERRACE	**B** Telephone number (see instructions) (913) 722-6712
City or town, state or province, country, and ZIP or foreign postal code MISSION HILLS, KS 66208	**C** If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,425,136.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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)	157.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	34,402.	34,402.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	430,066.			
b	Gross sales price for all assets on line 6a 1,351,358.				
7	Capital gain net income (from Part IV, line 2)		430,066.		
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	464,625.	464,468.	0.	
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 2	2,040.	1,020.		1,020.
c	Other professional fees (attach schedule) [3]	4,055.	4,055.		
17	Interest				
18	Taxes (attach schedule) (see instructions) [4]	464.	46.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	6,559.	5,121.		1,020.
25	Contributions, gifts, grants paid	69,000.			69,000.
26	**Total expenses and disbursements** Add lines 24 and 25	75,559.	5,121.	0.	70,020.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	389,066.			
b	**Net investment income** (if negative, enter -0-)		459,347.		
c	**Adjusted net income** (if negative, enter -0-)			0.	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	3,275.	1,958.	1,958.
	2	Savings and temporary cash investments	11,964.	17,400.	17,400.
	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 5	921,387.	1,321,760.	1,333,719.
	c	Investments - corporate bonds (attach schedule) ATCH 6	83,450.	68,077.	72,059.
	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)	1,020,076.	1,409,195.	1,425,136.
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** ▶ ☐ **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. ▶ ☒			
	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	1,020,076.	1,409,195.	
	30	**Total net assets or fund balances** (see instructions)	1,020,076.	1,409,195.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,020,076.	1,409,195.	

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	1,020,076.
2	Enter amount from Part I, line 27a	2	389,066.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	53.
4	Add lines 1, 2, and 3	4	1,409,195.
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	1,409,195.

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)
1 a	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) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	430,066.
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))
2015	69,763.	1,412,809.	0.049379
2014	66,968.	1,466,043.	0.045679
2013	62,780.	1,366,904.	0.045929
2012	58,400.	1,266,409.	0.046115
2011	54,487.	1,199,477.	0.045426

2	**Total** of line 1, column (d)	2	0.232528
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	0.046506
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,404,262.
5	Multiply line 4 by line 3	5	65,307.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,593.
7	Add lines 5 and 6	7	69,900.
8	Enter qualifying distributions from Part XII, line 4	8	70,020.

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 ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b	1	4,593.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	4,593.
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	4,593.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 4,603.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	4,603.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	10.
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	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KS,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* ATCH 8	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JAMES P. PACE Telephone no ▶ 913-499-4925

Located at ▶ 6420 WENONGA TERRACE MISSION HILLS, KS ZIP+4 ▶ 66208

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	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)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

		Yes	No
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	N/A
	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	No: 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	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9	10	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0.

Total number of others receiving over $50,000 for professional services . . . ▶ 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	0
2	
3	
4	0

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

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	1,290,319.
b	Average of monthly cash balances	1b	64,899.
c	Fair market value of all other assets (see instructions)	1c	70,429.
d	**Total** (add lines 1a, b, and c)	1d	1,425,647.
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	1,425,647.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	21,385.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,404,262.
6	**Minimum investment return.** Enter 5% of line 5	6	70,213.

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	70,213.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,593.		
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,593.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	65,620.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	65,620.
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	65,620.

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	70,020.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	70,020.
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	4,593.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	65,427.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				65,620.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			69,961.	
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 70,020.				
a Applied to 2015, but not more than line 2a			69,961.	
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 2016 distributable amount				59.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (*If an amount appears in column (d), the same amount must be shown in column (a)*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				65,561.
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 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(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 ▶ [X] 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 10				
Total . . . . ▶ **3a**				69,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	34,402.	
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	430,066.	
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)				464,468.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 464,468.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

James P. Pace | 10/25/2017 | DIRECTOR

Signature of officer or trustee | Date | 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KEVIN D MURPHY	K.D.M	10/24/17		P00232620
Firm's name ▶ JMW & ASSOCIATES, LLC			Firm's EIN ▶ 57-1224592	
Firm's address ▶ 6400 GLENWOOD SUITE 100 OVERLAND PARK, KS 66202			Phone no 913-499-4920	

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					17,658.	
		BESSEMER TRUST #416 - STMT A PROPERTY TYPE: SECURITIES				P	VARIOUS	04/19/2016
56,720.		65,036.					-8,316.	
		BESSEMER TRUST #416 - STMT A PROPERTY TYPE: SECURITIES				P	VARIOUS	04/19/2016
1,276,980.		856,256.					420,724.	
TOTAL GAIN(LOSS)							430,066.	

See Attached Sch D.

Bessemer Trust Company N.A. Account 8M9416

Proceeds Not Reported to the IRS

2016 02/17/2017

Sales transactions are organized into sections according to term (long, short or undetermined). For tax lots whose term is undetermined, use your historical documents to establish the cost basis and date of purchase.

Several columns include both an amount and a qualifying notation to its right. Where proceeds are the result of an option exercise or assignment, there is indication of whether the amount is N (net of option premium) or G (Gross). Accrued market discount and Wash sale loss disallowed appear in the same column, identified by the letters D or W, respectively. Where you are not permitted to recognize a loss, an indication of X (change in control or capital structure) or Z (other corporate action) is used.

Some tax lots may have notations in the column of additional information because they require special treatment on your tax returns. Sales of securities such as Contingent Payment Debt Instruments (CPDI) are marked as "Ordinary" because gains and losses on these instruments generally do not qualify as short- or long-term capital transactions. Similarly, sales of collectibles, noted as "12- [X] Collectible," are handled distinctly under the tax code. You may wish to consult with your tax advisor, the IRS or your state tax authority regarding the proper treatment for these scenarios.

Closing of written options is presented in a distinct manner in accordance with IRS regulation. For these transactions the Cost or other basis is always presented as $0.00 and the Proceeds is the net of the amount received when the option was written and the cost to close the position.

SHORT TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]

Report on Form 8949, Part I, with Box C checked.

Description of property

Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
BUFFALO EMERGING OPPORTUNI / CUSIP: 119530301 / Symbol: BUFO X							
04/19/16	1.205	17.26	12/18/15	17.11	...	0.15	Sale
BUFFALO INTERNATIONAL FUND / CUSIP: 119530509 / Symbol: BUFI X							
04/19/16	4.397	51.23	12/18/15	49.07	...	2.16	Sale
CUMMINS INC / CUSIP: 231021106 / Symbol: CMI							
04/19/16	100.000	11,739.74	07/22/15	12,698.45	...	-958.71	Sale
GALLAGER ARTHUR J & CO / CUSIP: 363576109 / Symbol: AJG							
04/19/16	400.000	18,083.60	12/09/15	17,314.20	..	769.40	Sale
KIMBERLY-CLARK CORP / CUSIP: 494368103 / Symbol: KMB							
04/19/16	100.000	13,738.04	05/05/15	10,936.30	...	2,801.74	Sale
KINDER MORGAN INC / CUSIP. 49456B101 / Symbol: KMI							
	2 transactions for 04/19/16						
	100.000	*1,906.96*	*04/20/15*	*4,358.00*	...	*-2,451.04*	*Sale*

STATEMENT A

TAX91324318M9416009036

Proceeds Not Reported to the IRS
(continued)

SHORT TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]
Report on Form 8949, Part I, with Box C checked.

Description of property

Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
KINDER MORGAN INC / CUSIP: 49456B101 / Symbol. KMI (cont'd)							
	300.000	*5,720 87*	*04/27/15*	*13,209.00*	...	*-7,488.13*	*Sale*
04/19/16	400.000	7,627.83	Various	17,567.00	...	-9,939.17	Total of 2 transactions
ROYAL DUTCH SHELL ADR A / CUSIP: 780259206 / Symbol: RDS A							
04/19/16	100.000	5,219.88	05/19/15	6,120.60	..	-900.72	Sale
SOUTH 32 LT ADR / CUSIP: 84473L105 / Symbol: SOUH Y							
04/19/16	40.000	242.03	05/29/15	333.00	..	-90.97	Sale
	Totals:	56,719.61		65,035.73	...	-8,316.12	

LONG TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]
Report on Form 8949, Part II, with Box F checked.

Description of property

Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
ABB LTD SPONSORED ADR / CUSIP: 000375204 / Symbol: ABB							
04/19/16	100.000	2,018.45	08/27/12	1,751.57	...	266.88	Sale
AGL RES INC / CUSIP: 001204106 / Symbol:							
	2 transactions for 04/19/16						
	100.000	*6,559.86*	*06/12/13*	*4,192.13*	...	*2,367.73*	*Sale*
	100.000	*6,559.85*	*06/20/13*	*4,190.44*	...	*2,369.41*	*Sale*
04/19/16	200.000	13,119.71	Various	8,382.57	...	4,737.14	Total of 2 transactions

STATEMENT A

TAX91324318M9416010036

Bessemer Trust Company N.A. | Account 8M9416

2016

Proceeds Not Reported to the IRS
(continued)

02/17/2017

LONG TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]
Report on Form 8949, Part II, with Box F checked.

Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
Description of property							
AT&T INC / CUSIP: 00206R102 / Symbol: T							
04/19/16	800.000	30,959.32	05/28/13	29,009 52	...	1,949.80	Sale
ABBOTT LABORATORIES / CUSIP: 002824100 / Symbol ABT							
	3 transactions for 04/19/16						
	100.000	*4,355.90*	*01/22/09*	*2,516.77*	...	*1,839.13*	*Sale*
	200.000	*8,711.81*	*05/20/10*	*4,508.21*	...	*4,203 60*	*Sale*
	100.000	*4,355.90*	*01/28/11*	*2,185.40*	...	*2,170.50*	*Sale*
04/19/16	400.000	17,423.61	Various	9,210.38	...	8,213.23	Total of 3 transactions
APACHE CORP / CUSIP· 037411105 / Symbol: APA							
04/19/16	100.000	5,514.87	04/23/12	9,131.56	...	-3,616.69	Sale
BP PLC ADR / CUSIP: 055622104 / Symbol: BP							
	3 transactions for 04/19/16						
	200.000	*6,320.26*	*04/23/12*	*8,383.02*	...	*-2,062.76*	*Sale*
	200.000	*6,320.26*	*06/20/13*	*8,360.86*	..	*-2,040.60*	*Sale*
	100.000	*3,160.13*	*06/21/13*	*4,153.21*	...	*-993.08*	*Sale*
04/19/16	500.000	15,800.65	Various	20,897.09	...	-5,096.44	Total of 3 transactions
BAXALTA INC / CUSIP. 07177M103 / Symbol:							
04/19/16	400.000	16,463.64	09/26/13	12,254.54	...	4,209.10	Sale
BAXTER INTERNATIONAL INC / CUSIP: 071813109 / Symbol: BAX							
04/19/16	400.000	17,269.14	09/26/13	14,384.02	..	2,885.12	Sale
BHP BILLITON LTD ADR / CUSIP: 088606108 / Symbol: BHP							
04/19/16	100.000	3,130.93	06/18/13	6,273.84	...	-3,142.91	Sale
BOEING COMPANY / CUSIP: 097023105 / Symbol: BA							
04/19/16	200.000	26,525.42	01/22/09	8,382.00	...	18,143.42	Sale

STATEMENT A

TAX9132431BM9416011036

Bessemer Trust Company N.A. Account 8M9416

Proceeds Not Reported to the IRS
(continued)

2016 02/17/2017

LONG TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]
Report on Form 8949, Part II, with Box F checked.

Description of property

Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
BUFFALO EMERGING OPPORTUNI / CUSIP: 119530301 / Symbol: BUFO X							
	4 transactions for 04/19/16						
	11.610	*166.25*	*08/18/11*	*99.38*	...	*66.87*	*Sale*
	1.390	*19.91*	*12/18/13*	*26.77*	...	*-6.86*	*Sale*
	0.413	*5.91*	*12/18/14*	*6.99*	...	*-1.08*	*Sale*
	0.550	*7.88*	*12/18/14*	*9.31*	...	*-1.43*	*Sale*
04/19/16	13.963	199.95	Various	142.45	...	57.50	Total of 4 transactions
BUFFALO INTERNATIONAL FUND / CUSIP. 119530509 / Symbol: BUFI X							
	12 transactions for 04/19/16						
	254.517	*2,965.12*	*04/13/11*	*2,960.00*	...	*5.12*	*Sale*
	269.667	*3,141.62*	*04/18/11*	*3,108.00*	..	*33.62*	*Sale*
	119.082	*1,387.31*	*05/05/11*	*1,332.00*	...	*55.31*	*Sale*
	339.367	*3,953 63*	*08/18/11*	*3,000.00*	...	*953.63*	*Sale*
	0.421	*4.90*	*12/20/11*	*3.60*	...	*1.30*	*Sale*
	1 960	*22.83*	*12/20/11*	*16.11*	...	*6.72*	*Sale*
	0.557	*6.49*	*12/18/12*	*5.35*	...	*1.14*	*Sale*
	1.432	*16.68*	*12/18/12*	*14.11*	...	*2.57*	*Sale*
	3.084	*35.93*	*01/22/13*	*31.96*	...	*3.97*	*Sale*
	1.821	*21.21*	*12/18/13*	*20.80*	...	*0.41*	*Sale*
	5.256	*61.23*	*12/18/14*	*60.50*	...	*0.73*	*Sale*
	0.787	*9.17*	*01/02/15*	*8 96*	...	*0 21*	*Sale*
04/19/16	997.951	11,626.12	Various	10,561.39	..	1,064.73	Total of 12 transactions
CAMPBELL SOUP CO / CUSIP: 134429109 / Symbol. CPB							
04/19/16	300.000	18,551.59	03/30/10	10,695.09	...	7,856.50	Sale
CHEMOURS CO / CUSIP: 163851108 / Symbol: CC							
04/19/16	40.000	347.59	01/22/09	236.15	...	111.44	Sale

STATEMENT A

TAX91324318M9416012036

LONG TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]
Report on Form 8949, Part II, with Box F checked.

Description of property

Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
CHEVRON CORP / CUSIP· 166764100 / Symbol: CVX							
	3 transactions for 04/19/16						
	100.000	*9,967.78*	*01/22/09*	*7,010.00*	..	*2,957.78*	*Sale*
	100 000	*9,967.78*	*03/26/10*	*7,415.00*	..	*2,552.78*	*Sale*
	200.000	*19,935.57*	*06/29/10*	*13,689.14*	...	*6,246.43*	*Sale*
04/19/16	400.000	39,871.13	Various	28,114.14	...	11,756.99	Total of 3 transactions
CINCINNATI FINANCIAL CORP / CUSIP: 172062101 / Symbol: CINF							
	2 transactions for 04/19/16						
	300.000	*19,774.07*	*03/26/10*	*8,704.50*	..	*11,069.57*	*Sale*
	200.000	*13,182.71*	*06/29/10*	*5,271.36*	...	*7,911.35*	*Sale*
04/19/16	500 000	32,956.78	Various	13,975.86	...	18,980.92	Total of 2 transactions
CISCO SYSTEMS INC / CUSIP: 17275R102 / Symbol. CSCO							
04/19/16	1,000.000	28,199.38	06/06/13	24,429.90	...	3,769.48	Sale
CLOROX CO / CUSIP: 189054109 / Symbol: CLX							
	2 transactions for 04/19/16						
	200.000	*25,296.79*	*03/30/10*	*12,898.74*	...	*12,398.05*	*Sale*
	100.000	*12,648.39*	*05/15/13*	*8,771.80*	...	*3,876.59*	*Sale*
04/19/16	300.000	37,945.18	Various	21,670.54	...	16,274.64	Total of 2 transactions
COCA-COLA COMPANY / CUSIP: 191216100 / Symbol: KO							
	2 transactions for 04/19/16						
	400.000	*18,579.59*	*01/22/09*	*8,540.00*	...	*10,039.59*	*Sale*
	400.000	*18,579.59*	*06/07/10*	*10,189.28*	...	*8,390.31*	*Sale*
04/19/16	800.000	37,159.18	Various	18,729.28	...	18,429.90	Total of 2 transactions

STATEMENT A

TAX91324318M9416013036

Bessemer Trust Company N.A. Account 8M9416

Proceeds Not Reported to the IRS
(continued)

2016 02/17/2017

LONG TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]
Report on Form 8949, Part II, with Box F checked.

Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
CONOCOPHILLIPS / CUSIP: 20825C104 / Symbol: COP							
	3 transactions for 04/19/16						
	200.000	*9,283 80*	*01/22/09*	*7,448.65*	...	*1,835.15*	*Sale*
	100.000	*4,641.90*	*03/26/10*	*3,918.99*	..	*722.91*	*Sale*
	200.000	*9,283.79*	*03/31/10*	*7,895.15*	..	*1,388.64*	*Sale*
04/19/16	500.000	23,209.49	Various	19,262.79	...	3,946.70	Total of 3 transactions
COSTCO WHSL CORP NEW / CUSIP: 22160K105 / Symbol: COST							
04/19/16	100.000	15,280.66	03/26/10	6,011.00	...	9,269.66	Sale
DIAGEO PLC ADR NEW / CUSIP 25243Q205 / Symbol: DEO							
04/19/16	200.000	22,308.51	03/30/10	13,400.24	..	8,908.27	Sale
DOW CHEMICAL / CUSIP: 260543103 / Symbol: DOW							
	2 transactions for 04/19/16						
	300.000	*15,926.65*	*06/28/13*	*9,664.86*	...	*6,261.79*	*Sale*
	300.000	*15,926.65*	*03/27/15*	*14,442.09*	...	*1,484.56*	*Sale*
04/19/16	600.000	31,853.30	Various	24,106.95	...	7,746.35	Total of 2 transactions
DU PONT E I DE NEMOURS / CUSIP: 263534109 / Symbol: DD							
04/19/16	200.000	13,137.73	01/22/09	4,615.85		8,521.88	Sale
EMERSON ELECTRIC CO / CUSIP: 291011104 / Symbol: EMR							
04/19/16	100.000	5,533.87	03/26/15	5,630.19	...	-96.32	Sale
EXXON MOBIL CORP / CUSIP: 30231G102 / Symbol: XOM							
	3 transactions for 04/19/16						
	100.000	*8,594.81*	*05/20/10*	*6,084.36*	...	*2,510.45*	*Sale*
	100.000	*8,594.81*	*06/24/10*	*6,010.64*	...	*2,584.17*	*Sale*

STATEMENT A

TAX91324318M9416014036

Proceeds Not Reported to the IRS
(continued)

LONG TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]
Report on Form 8949, Part II, with Box F checked.

Description of property

Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
EXXON MOBIL CORP / CUSIP· 30231G102 / Symbol XOM (cont'd)							
	100.000	*8,594.81*	*06/07/13*	*9,089.00*	...	*-494.19*	*Sale*
04/19/16	300.000	25,784.43	Various	21,184.00	...	4,600.43	Total of 3 transactions
GENERAL DYNAMICS CORP / CUSIP: 369550108 / Symbol· GD							
	2 transactions for 04/19/16						
	100.000	*13,623.70*	*10/28/13*	*8,766.49*	...	*4,857.21*	*Sale*
	200.000	*27,247.40*	*10/29/13*	*17,495.64*	..	*9,751.76*	*Sale*
04/19/16	300.000	40,871.10	Various	26,262.13	...	14,608.97	Total of 2 transactions
GENERAL ELECTRIC CO / CUSIP: 369604103 / Symbol: GE							
	3 transactions for 04/19/16						
	900.000	*27,917.39*	*11/12/10*	*14,582.52*	...	*13,334.87*	*Sale*
	100.000	*3,101.93*	*06/05/13*	*2,330.62*	...	*771 31*	*Sale*
	100.000	*3,101.93*	*06/14/13*	*2,359.32*	...	*742.61*	*Sale*
04/19/16	1,100.000	34,121.25	Various	19,272.46	..	14,848.79	Total of 3 transactions
GENERAL MILLS INC / CUSIP: 370334104 / Symbol: GIS							
04/19/16	200.000	12,445.72	05/31/13	9,451.80	...	2,993.92	Sale
GLAXOSMITHKLINE PLC ADR / CUSIP. 37733W105 / Symbol: GSK							
	3 transactions for 04/19/16						
	200.000	*8,637.97*	*01/22/09*	*6,854.00*	...	*1,783.97*	*Sale*
	200.000	*8,637.97*	*02/09/10*	*7,637.46*	...	*1,000.51*	*Sale*
	200.000	*8,637.97*	*06/18/13*	*10,492.58*	...	*-1,854.61*	*Sale*
04/19/16	600.000	25,913.91	Various	24,984.04	..	929.87	Total of 3 transactions
THE HERSHEY COMPANY / CUSIP: 427866108 / Symbol: HSY							
04/19/16	100.000	9,471 79	01/22/09	3,462.00	...	6,009.79	Sale

STATEMENT A

TAX91324318M9416015036

Proceeds Not Reported to the IRS
(continued)

LONG TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]
Report on Form 8949, Part II, with Box F checked.

Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
Description of property							
HOLLYFRONTIER CORP / CUSIP: 436106108 / Symbol: HFC							
	5 transactions for 04/19/16						
	100.000	*3,424.35*	*06/03/13*	*4,818.63*	...	*-1,394.28*	*Sale*
	100.000	*3,424.36*	*06/04/13*	*4,735.65*	..	*-1,311.29*	*Sale*
	100.000	*3,424.35*	*06/05/13*	*4,670.85*	...	*-1,246.50*	*Sale*
	200.000	*6,848.71*	*06/07/13*	*9,515.38*	...	*-2,666.67*	*Sale*
	200.000	*6,848 71*	*03/26/15*	*8,102.10*	...	*-1,253.39*	*Sale*
04/19/16	700.000	23,970.48	Various	31,842.61	...	-7,872.13	Total of 5 transactions
INTEL CORP / CUSIP: 458140100 / Symbol. INTC							
	4 transactions for 04/19/16						
	500.000	*15,734.65*	*01/22/09*	*6,410.00*	...	*9,324.65*	*Sale*
	500.000	*15,734.66*	*06/29/10*	*9,866.80*	...	*5,867.86*	*Sale*
	100.000	*3,146.93*	*06/07/13*	*2,426.00*	..	*720.93*	*Sale*
	100.000	*3,146.93*	*06/24/13*	*2,367.13*	...	*779.80*	*Sale*
04/19/16	1,200.000	37,763.17	Various	21,069.93	...	16,693.24	Total of 4 transactions
INTERNATIONAL BUS MACHINES / CUSIP: 459200101 / Symbol: IBM							
04/19/16	100.000	14,267.68	06/12/13	20,095.06	...	-5,827.38	Sale
JOHNSON & JOHNSON / CUSIP: 478160104 / Symbol: JNJ							
	3 transactions for 04/19/16						
	100.000	*11,260.75*	*01/22/09*	*5,610.00*	...	*5,650.75*	*Sale*
	100.000	*11,260.76*	*03/30/10*	*6,488.00*	..	*4,772.76*	*Sale*
	100.000	*11,260.75*	*05/20/10*	*6,102.33*	...	*5,158.42*	*Sale*
04/19/16	300.000	33,782.26	Various	18,200.33	...	15,581 93	Total of 3 transactions

STATEMENT A

TAX91324318M9416016036

Bessemer Trust Company N.A. | Account 8M9416

Proceeds Not Reported to the IRS
(continued)

2016 | 02/17/2017

LONG TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]
Report on Form 8949, Part II, with Box F checked.

Description of property

Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
KELLOGG CO / CUSIP: 487836108 / Symbol· K							
	2 transactions for 04/19/16						
	100.000	*7,747.82*	*01/22/09*	*4,406.00*	...	*3,341.82*	*Sale*
	25.000	*1,936.96*	*09/14/12*	*1,256.58*	...	*680.38*	*Sale*
04/19/16	125.000	9,684.78	Various	5,662.58	...	4,022.20	Total of 2 transactions
KIMBERLY-CLARK CORP / CUSIP: 494368103 / Symbol: KMB							
04/19/16	200.000	27,476.08	01/22/09	10,010.37	...	17,465.71	Sale
KINDER MORGAN INC / CUSIP: 49456B101 / Symbol· KMI							
	2 transactions for 04/19/16						
	100.000	*1,906.96*	*12/10/14*	*3,953.40*	...	*-2,046.44*	*Sale*
	100.000	*1,906.96*	*12/15/14*	*3,858.73*	...	*-1,951.77*	*Sale*
04/19/16	200.000	3,813.92	Various	7,812.13	..	-3,998.21	Total of 2 transactions
KRAFT HEINZ CO / CUSIP: 500754106 / Symbol: KHC							
	2 transactions for 04/19/16						
	100.000	*7,792.83*	*06/07/13*	*5,314.89*	...	*2,477.94*	*Sale*
	100.000	*7,792.83*	*06/20/13*	*5,250.55*	...	*2,542.28*	*Sale*
04/19/16	200.000	15,585.66	Various	10,565.44	...	5,020.22	Total of 2 transactions
LILLY ELI & CO / CUSIP: 532457108 / Symbol: LLY							
	2 transactions for 04/19/16						
	200.000	*15,387.66*	*01/22/09*	*7,572.00*	..	*7,815.66*	*Sale*
	200.000	*15,387.66*	*02/09/10*	*6,998.48*	...	*8,389.18*	*Sale*
04/19/16	400.000	30,775.32	Various	14,570.48	...	16,204.84	Total of 2 transactions

STATEMENT A

TAX91324318M9416017036

Proceeds Not Reported to the IRS
(continued)

LONG TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]
Report on Form 8949, Part II, with Box F checked.

Description of property Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
LIONS GATE ENTMT CORP / CUSIP: 535919203 / Symbol:							
	3 transactions for 04/19/16						
	100.000	*1,967.96*	*04/30/10*	*691.05*	...	*1,276.91*	*Sale*
	400.000	*7,871.83*	*10/13/11*	*2,800.00*	...	*5,071.83*	*Sale*
	500.000	*9,839.78*	*03/28/14*	*12,475.55*	...	*-2,635.77*	*Sale*
04/19/16	1,000.000	19,679.57	Various	15,966.60	...	3,712.97	Total of 3 transactions
MARATHON OIL CORP / CUSIP: 565849106 / Symbol. MRO							
04/19/16	200.000	2,759.93	01/22/09	3,344.58	...	-584.65	Sale
MCDONALD'S CORP / CUSIP: 580135101 / Symbol: MCD							
04/19/16	200.000	25,735.43	01/22/09	11,728.00	...	14,007.43	Sale
Merck & Co Inc New / CUSIP: 58933Y105 / Symbol: MRK							
	2 transactions for 04/19/16						
	200 000	*11,343.75*	*01/22/09*	*5,500.00*	...	*5,843 75*	*Sale*
	300.000	*17,015.63*	*06/11/13*	*14,329.17*	..	*2,686.46*	*Sale*
04/19/16	500.000	28,359.38	Various	19,829.17	...	8,530.21	Total of 2 transactions
MICROSOFT CORP / CUSIP: 594918104 / Symbol: MSFT							
	4 transactions for 04/19/16						
	300.000	*16,862.63*	*01/22/09*	*5,380.50*	...	*11,482.13*	*Sale*
	300.000	*16,862.63*	*06/24/10*	*7,503.00*	...	*9,359.63*	*Sale*
	50.000	*2,810.44*	*06/14/13*	*1,721.50*	...	*1,088.94*	*Sale*
	250.000	*14,052.19*	*09/18/13*	*8,252.37*	...	*5,799.82*	*Sale*
04/19/16	900.000	50,587.89	Various	22,857.37	...	27,730.52	Total of 4 transactions
NORTHROP GRUMMAN CORP / CUSIP: 666807102 / Symbol: NOC							
04/19/16	200.000	40,447.87	01/22/09	8,480.25	...	31,967.62	Sale

STATEMENT A

TAX91324318M9416018036

Proceeds Not Reported to the IRS
(continued)

LONG TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]
Report on Form 8949, Part II, with Box F checked.

Description of property Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
PAYCHEX INC / CUSIP. 704326107 / Symbol: PAYX							
04/19/16	300.000	15,998.65	01/22/09	7,422.00	...	8,576.65	Sale
PEPSICO INC / CUSIP: 713448108 / Symbol: PEP							
	2 transactions for 04/19/16						
	200.000	*20,908.88*	*01/22/09*	*10,014.00*	..	*10,894.88*	*Sale*
	100.000	*10,454.44*	*02/14/14*	*7,817.28*	..	*2,637.16*	*Sale*
04/19/16	300.000	31,363.32	Various	17,831.28	..	13,532.04	Total of 2 transactions
PFIZER INC / CUSIP: 717081103 / Symbol: PFE							
	2 transactions for 04/19/16						
	500.000	*16,404.64*	*01/22/09*	*8,670.00*	...	*7,734.64*	*Sale*
	500.000	*16,404.64*	*04/08/10*	*8,565.00*	...	*7,839.64*	*Sale*
04/19/16	1,000.000	32,809.28	Various	17,235.00	...	15,574.28	Total of 2 transactions
PHILLIPS 66 COMMON / CUSIP: 718546104 / Symbol· PSX							
04/19/16	100.000	8,566.81	03/31/10	2,346.03	...	6,220.78	Sale
PITNEY BOWES / CUSIP: 724479100 / Symbol: PBI							
	2 transactions for 04/19/16						
	300.000	*6,449.71*	*01/22/09*	*6,783.00*	...	*-333.29*	*Sale*
	700.000	*15,049.32*	*05/17/13*	*10,252.48*	...	*4,796 84*	*Sale*
04/19/16	1,000.000	21,499.03	Various	17,035.48	...	4,463.55	Total of 2 transactions
PROCTER & GAMBLE CO / CUSIP: 742718109 / Symbol· PG							
	3 transactions for 04/19/16						
	200.000	*16,694 98*	*01/22/09*	*11,450.00*	...	*5,244.98*	*Sale*
	200.000	*16,694.98*	*03/31/10*	*12,652.04*	...	*4,042.94*	*Sale*

STATEMENT A

TAX91324318M9416019036

Proceeds Not Reported to the IRS
(continued)

LONG TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]
Report on Form 8949, Part II, with Box F checked.

Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
PROCTER & GAMBLE CO / CUSIP: 742718109 / Symbol: PG (cont'd)							
	50.000	*4,173.74*	*05/29/13*	*3,950.07*	..	*223.67*	*Sale*
04/19/16	450.000	37,563.70	Various	28,052.11	..	9,511.59	Total of 3 transactions
QUALCOMM INC / CUSIP: 747525103 / Symbol: QCOM							
	2 transactions for 04/19/16						
	100.000	*5,136.89*	*06/07/13*	*6,175.95*	..	*-1,039.06*	*Sale*
	100.000	*5,136.88*	*03/25/15*	*6,769.00*	..	*-1,632.12*	*Sale*
04/19/16	200.000	10,273.77	Various	12,944.95	...	-2,671.18	Total of 2 transactions
QUESTAR CORP / CUSIP: 748356102 / Symbol:							
04/19/16	1,000.000	24,959.45	03/24/15	23,574.60	..	1,384.85	Sale
RIO TINTO PLC SPON ADR / CUSIP: 767204100 / Symbol: RIO							
04/19/16	200.000	6,703.85	04/02/15	8,218.64	...	-1,514.79	Sale
ROYAL DUTCH SHELL ADR A / CUSIP: 780259206 / Symbol: RDS A							
	2 transactions for 04/19/16						
	200.000	*10,439.77*	*01/22/09*	*9,428.00*	...	*1,011.77*	*Sale*
	100.000	*5,219.89*	*05/19/10*	*5,245.16*	...	*-25.27*	*Sale*
04/19/16	300.000	15,659.66	Various	14,673.16	..	986.50	Total of 2 transactions
SCHLUMBERGER LTD / CUSIP: 806857108 / Symbol: SLB							
04/19/16	100.000	7,887.82	05/29/13	7,446.61	...	441.21	Sale
SYSCO CORP / CUSIP: 871829107 / Symbol: SYY							
	2 transactions for 04/19/16						
	200.000	*9,395.79*	*01/22/09*	*4,734.00*	...	*4,661.79*	*Sale*

STATEMENT A

TAX913243l8M9416020036

Bessemer Trust Company N.A. | Account 8M9416

Proceeds Not Reported to the IRS

(continued)

2016 | 02/17/2017

LONG TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]

Report on Form 8949, Part II, with Box F checked.

Description of property

Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
SYSCO CORP / CUSIP: 871829107 / Symbol: SYY (cont'd)							
	200.000	*9,395.79*	*03/31/15*	*7,557.90*	...	*1,837.89*	*Sale*
04/19/16	400.000	18,791.58	Various	12,291.90	...	6,499.68	Total of 2 transactions
3M CO / CUSIP: 88579Y101 / Symbol: MMM							
04/19/16	100.000	16,942.63	01/22/09	5,414 00	...	11,528.63	Sale
WAL-MART STORES INC / CUSIP: 931142103 / Symbol: WMT							
	3 transactions for 04/19/16						
	100.000	*6,976.92*	*06/15/09*	*4,846.00*	...	*2,130.92*	*Sale*
	100.000	*6,976.92*	*03/29/10*	*5,557.00*	...	*1,419.92*	*Sale*
	200.000	*13,953.83*	*05/10/10*	*10,419.62*	...	*3,534.21*	*Sale*
04/19/16	400.000	27,907.67	Various	20,822.62	...	7,085.05	Total of 3 transactions
WASTE MANAGEMENT INC NEW / CUSIP: 94106L109 / Symbol: WM							
	2 transactions for 04/19/16						
	200.000	*11,453.75*	*08/02/11*	*6,177.58*	...	*5,276.17*	*Sale*
	100.000	*5,726 87*	*06/13/13*	*3,979.34*	...	*1,747.53*	*Sale*
04/19/16	300.000	17,180.62	Various	10,156.92	...	7,023.70	Total of 2 transactions
WEYERHAEUSER CO / CUSIP: 962166104 / Symbol: WY							
04/19/16	100.000	3,167.93	06/07/13	2,880.46	...	287.47	Sale
	Totals:	1,276,979.59		856,256.00	...	420,723.59	

STATEMENT A

TAX91324318M9416021036

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
BESSEMER TRUST #373 DIVIDENDS	13,216.	13,216.	
BESSEMER TRUST #416 DIVIDENDS	4,609.	4,609.	
BESSEMER TRUST #416 INTEREST	4,391.	4,391.	
BESSEMER TRUST #416 BOND PREMIUM PAID	-30.	-30.	
BESSEMER TRUST #416 MARKET DISCOUNT	1,600.	1,600.	
GREAT PLAINS TRUST DIVIDENDS	10,059.	10,059.	
GREAT PLAINS TRUST INTEREST	557.	557.	
TOTAL	34,402.	34,402.	

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEES		2,040.	1,020.		1,020.
	TOTALS	2,040.	1,020.		1,020.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BESSEMER TRUST #373 - FEES	464.	464.		NONE
BESSEMER TRUST #416 - FEES	1,639.	1,639.		NONE
GREAT PLAINS TRUST - FEES	264.	264.		NONE
COUNTRY CLUB BANK - FEES	5.	5.		NONE
KCM MANAGEMENT FEES	1,683.	1,683.		NONE
TOTALS	4,055.	4,055.		NONE

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL TAX PAYMENTS	418.	NONE		NONE
FOREIGN TAXES PAID	46.	46.		NONE
TOTALS	464.	46.		NONE

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BESSEMER TRUST - SEE STMT 1	1,321,760.	1,333,719.
TOTALS	1,321,760.	1,333,719.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BESSEMER TRUST - SEE STMT 1	68,077.	72,059.
TOTALS	68,077.	72,059.

ATTACHMENT 7

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

DESCRIPTION		AMOUNT
BOOK TO TAX DIFFERENCE		53.
	TOTAL	53.

ATTACHMENT 8

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

FOUNDATION IS EXEMPT FROM FILING UNDER THE KANSAS REGULATIONS

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES P PACE 6420 WENONGA TERRACE MISSION HILLS, KS 66208	DIRECTOR 2.00	0.	0.	0.
KIRSTIN PACE SALZMAN 2811 WEST 66TH TERRACE SHAWNEE MISSION, KS 66208	DIRECTOR 0.0	0.	0.	0.
COURTNEY ANGILAN 5500 NEOSHO FAIRWAY, KS 66205	DIRECTOR 0.0	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. LUKES HOSPITAL FOUNDATION 4225 BALTIMORE AVENUE KANSAS CITY, MO 64111	NONE PC	GENERAL OPERATING SUPPORT	10,000
UNIVERSITY OF MISSOURI OFFICE OF DEVELOPMENT 109 DONALD W. REYNOLDS ALUMNI & VISITORS CENTER COLUMBIA, MO 65211	NONE PC	FUNDING OF SCHOLARSHIPS	23,000.
SPECIAL OPERATIONS FUND 901 NORTH STUART STREET, SUITE 200 ARLINGTON, VA 22203	NONE PC	GENERAL OPERATING SUPPORT	9,000.
BOYS & GIRLS CLUB OF GREATER KANSAS CITY 6301 ROCKHILL ROAD, SUITE 303 KANSAS CITY, MO 64131	NONE PC	SUPPORT RBI PROGRAM	3,000.
HIGHER M-PACT P.O. BOX 11718 KANSAS CITY, MO 64138	NONE PC	GENERAL OPERATING SUPPORT	8,000.
RONALD MCDONALD HOUSE 2502 CHERRY ST. KANSAS CITY, MO 64108	NONE PC	GENERAL OPERATING SUPPORT	750.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. ANDREWS CHURCH 6401 WORNALL TERRACE KANSAS CITY, MO 64113	NONE PC	GENERAL OPERATING SUPPORT	6,000.
VILLAGE CHURCH 6641 MISSION RD PRAIRIE VILLAGE, KS 66208	NONE PC	GENERAL OPERATING SUPPORT	7,000.
WAYSIDE WAIFS 3901 MARTHA TRUMAN ROAD KANSAS CITY, MO 64137	NONE PC	GENERAL OPERATING SUPPORT	750.
ST PAUL'S CHURCH 1300 N 18TH ST. KANSAS CITY, KS 66102	NONE PC	GENERAL OPERATING SUPPORT	750.
WOMEN'S FOUNDATION 2100 CENTRAL ST. #11E KANSAS CITY, MO 64108	NONE PC	GENERAL OPERATING SUPPORT	750.
		TOTAL CONTRIBUTIONS PAID	69,000.

Statement dated December 31, 2016
INVBLB - THE JAMES P PACE FAMILY FOUNDATION

Trade date basis

Account Holdings

Cash and Short Term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE (8M9373)			$49		$49	0 3%			
CASH AVAILABLE (8M9416)			451		451	2 6			
SEI GOVT II FUND #33 (8M9373) 0 320%	11,700	1 00	11,700	1 000	11,700	67 2		37	0 32
SEI GOVT II FUND #33 (8M9416) 0 320%	5,200	1 00	5,200	1 000	5,200	29 9		16	0 32
Total cash and short term			**$17,400**		**$17,400**	**100.0%**		**$53**	

Fixed Income

Corporate bonds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AUTONATION INC AN 6.75 18 Not callable 6 750% Due 04/15/2018 Baa3/BBB-	10,000	$99 11	$9,911	$105 811	$10,581	14 7%	$670	$675	6 38%
TUTOR PERINI CORP TPC 7 625 18 Callable 01/30/2017 @ 100 000 7 625% Due 11/01/2018 B1/BB-	15,000	97 58	14,637	99 875	14,981	20 8	344	1,143	7 63
ANIXTER INC AXE 5 625 19 Not callable 5 625% Due 05/01/2019 Ba3/BB	5,000	100 00	5,000	104 750	5,237	7 3	237	281	5 37
SEACOR HOLDINGS INC Not callable 7 375% Due 10/01/2019 Caa1/B	10,000	100 00	10,000	101 107	10,110	14 0	110	737	7 29

Statement dated December 31, 2016
INVBLB - THE JAMES P PACE FAMILY FOUNDATION

Trade date basis

Corporate bonds - continued

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
APPROACH RESOURCES INC SR Callable 01/30/2017 @ 105 250 7 000% Due 06/15/2021 Caa3/C	10,000	95 56	9,556	90 000	9,000	12 5	(556)	700	7 78
FTI CONSULTING INC FCN 6 22 Callable 11/15/2017 @ 103 000 6 000% Due 11/15/2022 Ba3/BB+	5,000	102 72	5,136	104 000	5,200	7 2	64	300	5 77
BRUNSWICK CORP BC 7 375 23 Not callable 7 375% Due 09/01/2023 Baa3/BBB-	15,000	92 25	13,837	113 000	16,950	23 5	3,113	1,106	6 53
Total Corporate bonds			**$68,077**		**$72,059**	**100.0%**	**$3,982**	**$4,942**	**6.86%**
Total fixed income			**$68,077**		**$72,059**	**100.0%**	**$3,982**	**$4,942**	**6.86%**

Large Cap Core - Global

Large cap core funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW LARGE CAP CORE FD *(OWLCX)* BOOK COST 273,048	20,318 935	$13 44	$273,048	$14 070	$285,887	100 0%	$12,839	$3,088	1 08%
Total large cap core - global			**$273,048**		**$285,887**	**100.0%**	**$12,839**	**$3,088**	**1.08%**

Large Cap Strategies

Large cap strategies funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW LARGE CAP STRATEGIES FD *(OWLSX)* BOOK COST 584,467	45,968 308	$12 71	$584,467	$12 830	$589,773	100 0%	$5,306	$4,468	0 76%
Total large cap strategies			**$584,467**		**$589,773**	**100.0%**	**$5,306**	**$4,468**	**0.76%**

STATEMENT 1

Statement dated December 31, 2016
INVBLB - THE JAMES P PACE FAMILY FOUNDATION

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Large Cap - U.S.									
Energy									
SWIFT ENERGY CO *(SWTF)*	49	$346 94	$17,000	$33 700	$1,651	100 0%	($15,349)		
Total large cap - u.s.			**$17,000**		**$1,651**	**100.0%**	**($15,349)**		
Small & Mid Cap									
Small & mid cap funds									
OW SMALL & MID CAP FUND *(OWSMX)* BOOK COST 212,734	14,057 097	$15 13	$212,734	$15 240	$214,230	100 0%	$1,496	$1,259	0 59%
Total small & mid cap			**$212,734**		**$214,230**	**100.0%**	**$1,496**	**$1,259**	**0.59%**
Strategic Opportunities									
Strategic Opportunities funds									
OW STRATEGIC OPPTYS FUND *(OWSOX)* BOOK COST 234,511	32,550 826	$7 20	$234,511	$7 440	$242,178	100 0%	$7,667	$4,589	1 90%
Total strategic opportunities			**$234,511**		**$242,178**	**100.0%**	**$7,667**	**$4,589**	**1.89%**

1,321,760

1,333,719

STATEMENT 1