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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation
THE LAWRENCE & NANCY PADFIELD FOUNDATION

A Employer identification number
27-2798913

Number and street (or P O box number if mail is not delivered to street address)
11106 FALCONWING DRIVE

Room/suite

B Telephone number (see instructions)
(281) 370-0297

City or town, state or province, country, and ZIP or foreign postal code
THE WOODLANDS, TX 77381

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 3,629,318

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)	202,207			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	50,293	50,293		
	4	Dividends and interest from securities	58,979	58,979		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	77,474			
	b	Gross sales price for all assets on line 6a 2,892,596				
	7	Capital gain net income (from Part IV, line 2)		77,474		
	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)	2,641			
	12	**Total.** Add lines 1 through 11	391,594	186,746		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	9,784	6,522		3,262
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	320	320		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	28,721	28,721		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	38,825	35,563		3,262
	25	Contributions, gifts, grants paid	176,900			176,900
	26	**Total expenses and disbursements.** Add lines 24 and 25	215,725	35,563		180,162
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	175,869			
	b	**Net investment income** (if negative, enter -0-)		151,183		
	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	181,635	159,695	159,695
	2	Savings and temporary cash investments			
	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)	39,603		
	b	Investments—corporate stock (attach schedule)	1,787,011	1,972,724	2,370,625
	c	Investments—corporate bonds (attach schedule)	1,102,877	1,061,018	1,005,109
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		79,359	78,139
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	1,551	15,750	15,750
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,112,677	3,288,546	3,629,318
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	
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	3,112,677	3,288,546	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	3,112,677	3,288,546	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,112,677	3,288,546	

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	3,112,677
2	Enter amount from Part I, line 27a	2	175,869
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,288,546
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	3,288,546

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	PUBLICLY TRADED SECURITIES	P		
b	Capital Gain Dividends			
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	2,890,758		2,815,122	75,636
b				1,838
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				75,636
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	77,474
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	

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 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	167,126	3,448,186	0 04847
2014	181,994	3,570,812	0 05097
2013	143,186	3,396,611	0 04216
2012	47,045	1,027,059	0 04581
2011	46,540	966,565	0 04815

2	**Total** of line 1, column (d)	2	0 235547
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 047109
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,393,299
5	Multiply line 4 by line 3	5	159,855
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,512
7	Add lines 5 and 6	7	161,367
8	Enter qualifying distributions from Part XII, line 4	8	180,162

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 ▶ ☑ and enter 1% of Part I, line 27b			1	1,512
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	1,512
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,512
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,692		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,692
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	2,180
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 2,180 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TX			
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*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶LAWRENCE J PADFIELD Telephone no ▶(281) 370-0297

Located at ▶11106 FALCONWING DRIVE THE WOODLANDS TX ZIP+4 ▶773814491

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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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		No
	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		No
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 ▶ 20____ , 20____ , 20____ , 20____				
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		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		**No**
	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**
	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**		**No**

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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
LAWRENCE JAMES PADFIELD 11106 FALCONWING DRIVE THE WOODLANDS, TX 773814491	President 3 00	0		
NANCY JEAN PADFIELD 11106 FALCONWING DRIVE THE WOODLANDS, TX 773814491	Vice Pres 1 00	0		
RAE ANN PADFIELD 1532 BLUE BELL LANE ST LOUIS, MO 63119	Treasurer 0 50	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	Title, and average hours per week **(b)** 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 ▶

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		

Total number of others receiving over $50,000 for professional services. . . . . ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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	3,223,898
b	Average of monthly cash balances.	1b	221,076
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	3,444,974
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). **1e** 0		
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	3,444,974
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	51,675
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,393,299
6	**Minimum investment return.** Enter 5% of line 5.	6	169,665

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	169,665
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,512		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	1,512
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	168,153
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	168,153
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	168,153

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	180,162
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	180,162
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	1,512
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	178,650

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					168,153
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				73,696	
b Total for prior years 20___, 20___, 20___					
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.					
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 180,162					
a Applied to 2015, but not more than line 2a				73,696	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2016 distributable amount.					106,466
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					61,687
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					
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)

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 organization 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 organization 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))

See Additional Data Table

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

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

LAWRENCE NANCY PADFIELD
11106 FALCONWING DRIVE
THE WOODLANDS, TX 77381
(281) 370-0297

b The form in which applications should be submitted and information and materials they should include

SOLICITATIONS OF CHARITABLE NEEDS INCLUDING INTRODUCTORY LETTER OF QUALIFIED ORGANIZATION

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SUPPORT OF CHARITABLE, RELIGIOUS, EDUCATIONAL AND SCIENTIFIC ENDEAVORS OF QUALIFIED ORGANIZATIONS UNDER PROVISIONS OF SECTION 501(C)(3)OF THE INTERNAL REVENUE CODE

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* See Additional Data Table				
Total . . . . ▶ **3a**				176,900
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	50,293	
4 Dividends and interest from securities			14	58,979	
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	77,474	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Municipal Bond INTEREST			14	2,605	
b NON-DIVIDEND DISTR (T/E)			14	36	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				189,387	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 189,387

(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)

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

******	2017-11-14	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
LOUISE S ROSENTHALCPA				P00088243
Firm's name ▶ Rosenthal & Co PC				Firm's EIN ▶
Firm's address ▶ 3900 Essex Lane Suite 1120 Houston, TX 77027				Phone no (713) 655-0163

Form 990PF Part XV Line 1a - 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).

LAWRENCE JAMES PADFIELD
NANCY JEAN PADFIELD

Form 990PF Part XV Line 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*				
GOLFERS AGAINST CANCER 1700 LAKE KINGWOOD TR KINGWOOD, TX 77339	NONE	501C-3	CHARITABLE	50,000
ROMO FOUNDATION 9832 WHITCOMB LANE SAINT LOUIS, MO 63123	NONE	501C-3	CHARITABLE	10,000
NORTHWEST ASSISTANCE MINISTRIES 15555 KUYKENDAHL HOUSTON, TX 77090	NONE	501C-3	CHARITABLE	25,000
SPIRIT GOLF ASSOCIATION 2441 HIGH TIMBERS STE 430 THE WOODLANDS, TX 77380	NONE	501C-3	CHARITABLE	6,600
FOLDS OF HONOR 5800 N PATRIOT DRIVE OWASSO, OK 74055	NONE	501C-3	CHARITABLE	5,000
Total . . . . ▶ **3a**				176,900

Form 990PF Part XV Line 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*				
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231	NONE	501C-3	CHARITABLE	5,300
SAN ANTONIO LIGHTHOUSE 2305 ROOSEVELT AVENUE SAN ANTONIO, TX 78210	NONE	501C-3	CHARITABLE	5,000
THE BACKSTOPPERS INC 10411 CLAYTON RD STE A5 ST LOUIS, MO 63131	NONE	501C-3	CHARITABLE	20,000
PTDS FOUNDATION OF AMERICA PO BOX 690748 HOUSTON, TX 77269	N/A	501C-3	CHARITABLE	50,000
Total . . . . ▶ **3a**				176,900

TY 2016 Accounting Fees Schedule

Name: THE LAWRENCE & NANCY PADFIELD FOUNDATION

EIN: 27-2798913

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	9,784	6,522	0	3,262

TY 2016 Investments Corporate Bonds Schedule

Name: THE LAWRENCE & NANCY PADFIELD FOUNDATION

EIN: 27-2798913

Software ID: 16000303

Software Version: 2016v3.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS (NB) - SEE DETAIL		
CORPORATE BONDS (MSSB) - SEE DETAIL	1,061,018	1,005,109

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491318010597

TY 2016 Investments Corporate Stock Schedule

Name: THE LAWRENCE & NANCY PADFIELD FOUNDATION

EIN: 27-2798913

Software ID: 16000303

Software Version: 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK (NB) - SEE DETAIL		
PREFERRED STOCKS (MSSB) - SEE DETAIL	164,852	164,246
COMMON STOCKS (MSSB) - SEE DETAIL	1,807,872	2,206,379

TY 2016 Investments - Other Schedule

Name: THE LAWRENCE & NANCY PADFIELD FOUNDATION

EIN: 27-2798913

Software ID: 16000303

Software Version: 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ETF'S & CEF'S - SEE DETAIL	AT COST	79,359	78,139

TY 2016 Other Assets Schedule

Name: THE LAWRENCE & NANCY PADFIELD FOUNDATION

EIN: 27-2798913

Software ID: 16000303

Software Version: 2016v3.0

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	650	15,412	15,412
AR DIVIDENDS	901	338	338

TY 2016 Other Expenses Schedule

Name: THE LAWRENCE & NANCY PADFIELD FOUNDATION

EIN: 27-2798913

Software ID: 16000303

Software Version: 2016v3.0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	28,721	28,721		

TY 2016 Other Income Schedule

Name: THE LAWRENCE & NANCY PADFIELD FOUNDATION

EIN: 27-2798913

Software ID: 16000303

Software Version: 2016v3.0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Municipal Bond INTEREST	2,605		
NON-DIVIDEND DISTR (T/E)	36		

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491318010597

TY 2016 Taxes Schedule

Name: THE LAWRENCE & NANCY PADFIELD FOUNDATION

EIN: 27-2798913

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	320	320		

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs gov/form990	OMB No 1545-0047 **2016**

Name of the organization	Employer identification number
THE LAWRENCE & NANCY PADFIELD FOUNDATION	27-2798913

Organization type (check one)

Filers of: | **Section:**

Form 990 or 990-EZ
- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF
- ☑ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other 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 990PF, 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	Employer identification number
THE LAWRENCE & NANCY PADFIELD FOUNDATION	27-2798913

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	LAWRENCE NANCY PADFIELD 11106 FALCONWING DRIVE THE WOODLANDS, TX77381	$ 202,207	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE LAWRENCE & NANCY PADFIELD FOUNDATION	27-2798913

Part II Noncash Property

(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ALPHABET INC CL A - 25 SHSAMAZON COM INC - 50 SHSFACEBOOK INC CL-A - 300 SHSJPMORGAN CHASE & CO - 30	$ 202 207	2016-12-30

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THE LAWRENCE & NANCY PADFIELD FOUNDATION

Employer identification number
27-2798913

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

(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

(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

(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

LAWRENCE & NANCY PADFIELD FOUNDATION **EIN:27-2798913**
2016 Form 990-PF
PAGE 2, PART II, BALANCE SHEETS

	BEGINNING OF YEAR	END OF YEAR	
	Book Value	Book Value	Fair Market Value
STATEMENT 5 - Preferred Stocks (MSSB)			
Allstate Corp	-	1,990	1,966
Amer Homes 4 Rent	-	497	515
American Hms 4 Rent PFD D	-	989	1,025
American Homes 4 Rent PRT A	-	1,478	1,490
American Homes 4 Rent Pt PFD B	-	1,498	1,479
AmTrust Finl Srvcs Inc	-	484	485
Aspen Insurance Hldg Ltd	-	6,052	5,796
Aspen Insurance Hldg Ltd	-	1,001	992
Aspen Insurance Holdings	-	484	443
Bank of America Corp	-	481	480
Bank of America Corp	-	1,504	1,506
Bank of America Corp	-	4,010	4,036
Capital One Finl Corp	-	3,017	2,985
Charles Schwab Corp	-	1,986	1,949
CHS Inc	-	2,511	2,497
CHS Inc	-	5,016	4,904
CHS Inc Perpetual PRF CL B	-	470	452
CHS Inc/Red PFD CL B S 4	-	3,013	2,958
Citigroup Inc	-	6,003	6,208
Citigrp Inc	-	1,985	2,043
Digital Realty Trust	-	1,008	1,032
Discover Financial Svs	-	1,589	1,618
Dupont Fabros Tech Inc Ser C	-	992	990
Endurance Specialty	-	1,478	1,456
F N B Corp FLA Dep SHS Repstg	-	3,931	3,901
Fifth Third Bancorp	-	5,001	4,960
Goldman Sachs Grp Inc	-	6,510	6,619
Goldman Sachs Grp Inc	-	2,968	3,067
Huntington Bancshares	-	1,991	1,923
Iberiabank Corp SHS PFD B	-	499	508
Ing Groep NV	-	1,490	1,483
Ing Groep NV	-	1,507	1,502
JPMorgan Chase & Co	-	2,013	2,022
JPMorgan Chase & Co	-	1,778	1,791
JPMorgan Chase & Co	-	1,777	1,800
Keycorp	-	1,978	2,041
Keycorp New PFD Ser C	-	5,800	5,786
Kilroy Realty	-	985	989
Morgan Stanley	-	4,016	3,962
Morgan Stanley	-	4,991	4,975
Morgan Stanley	-	3,007	3,066
Partnerre Ltd	-	467	441
Partnerre Ltd	-	6,922	6,986
Peoples United Fin Inc SER A	-	1,982	1,991
PNC Finl-P	-	9,092	9,197
Regions Financial Co	-	2,499	2,520
Regions Finl Corp	-	982	981
Royal Bk Scot Grp PLC ADS	-	998	952
Royal Bk Scotland Grp PLC	-	1,981	1,979
Santander Finance PRF SA FLR	-	1,010	999
SCE Trust IV	-	483	469
SCE Trust V	-	2,476	2,425
State Street Corp	-	4,941	4,904

LAWRENCE & NANCY PADFIELD FOUNDATION **EIN:27-2798913**
2016 Form 990-PF
PAGE 2, PART II, BALANCE SHEETS

	BEGINNING OF YEAR	END OF YEAR	
	Book Value	Book Value	Fair Market Value
Stifel Financial Corp	-	993	970
Synovus Fin CP	-	2,939	2,945
Taubman Centers Inc	-	484	468
US Bancorp	-	2,806	2,773
US Bancorp-F	-	3,550	3,565
Validus Hldgs Ltd	-	283	270
Valley Natl Bancorp Ser-A	-	1,677	1,502
Wells Fargo & Co	-	481	458
Wells Fargo & Co	-	981	946
Wells Fargo & Company	-	7,529	7,425
Wells Fargo	-	482	480
Wells Fargo	-	1,182	1,163
Wintrust Financial Corp	-	3,528	3,493
Zions Bancorp	-	2,344	2,295
Zions Bancorp PFD	-	1,982	1,949
	-	**164,852**	**164,246**
Trades Pending	-	-	-
Return of Capital	-	-	-
Total Preferred Stock (MSSB)	**-**	**164,852**	**164,246**

STATEMENT 5 -
Common Stocks (MSSB)

3M Company	-	15,521	15,893
Alphabet Inc Cl A	-	13,497	19,811
Amazon Com Inc	-	15,641	37,494
American Tower REIT Com	-	20,797	20,925
Anheuser Busch Inbev SA Spon	-	2,159	2,214
Apple Inc	-	32,945	60,806
Astrazeneca Plc Ads	-	19,763	21,856
Automatic Data Processing Inc	-	18,318	20,659
Bank of America Corp	-	13,276	14,144
Bank of New York Mellon Corp	-	23,481	23,880
Blackrock Inc	-	15,601	15,983
Coca Cola Co	-	27,222	28,607
Comcast Corp (new) Class A	-	23,339	24,444
Costco Wholesale Corp New	-	15,557	16,812
Cracker Barrel Old Ctry Store	-	28,466	50,094
Du Pont ei de Nemours & Co	-	18,337	19,451
Ecolab Inc	-	15,607	15,825
Exxon Mobil Corp	-	35,050	45,130
Facebook Inc Cl-A	-	23,755	34,515
General Electric Co	-	48,560	63,200
Home Depot Inc	-	23,437	24,268
Intel Corp	-	21,177	36,270
International Paper Co	-	28,444	31,836
Intl Business Machines Corp	-	13,922	14,109
Johnson & Johnson	-	20,953	20,392
JPMorgan Chase & Co	-	18,438	25,887
Kimberly Clark Corp	-	20,845	21,112
Mc Donalds Corp	-	30,468	36,516
Merck & Co Inc New Com	-	26,179	24,078
Metlife Incorporated	-	15,721	15,736
Microsoft Corp	-	20,832	22,060
Mondelez Intl Inc Com	-	21,355	23,051

LAWRENCE & NANCY PADFIELD FOUNDATION **EIN:27-2798913**
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	BEGINNING OF YEAR	END OF YEAR	
	Book Value	Book Value	Fair Market Value
Morgan Stanley	-	49,869	84,500
Nestle Spon ADR Rep Reg SHR	-	35,791	35,870
Nextera Energy Inc	-	13,087	13,738
Pepsico Inc NC	-	20,959	21,240
Pfizer Inc	-	29,171	32,480
PPG Industries Inc	-	23,525	23,311
Proctor & Gamble	-	40,525	42,040
Schlumberger Ltd	-	31,296	33,496
Spectra Energy Corp Com	-	18,460	19,025
Superior Uniform GPP Inc FL	-	23,721	78,480
Sysco Corp	-	20,909	21,815
Texas Instruments	-	18,235	19,118
Time Warner Inc New	-	23,551	26,160
Travelers Companies Inc Com	-	20,947	23,260
U S Bancorp Com New	-	13,088	14,024
Union Pacific Corp	-	36,659	51,840
United Parcel Ser Inc Cl-B	-	18,232	18,342
UnitedHealth GP Inc	-	13,090	14,244
Univest CP PA Com Stk	-	37,160	61,800
Verizon Communications	-	20,889	23,967
Wal Mart Stores Inc	-	11,429	11,128
Walt Disney Co Hldg Co	-	15,734	16,779
Waste Mgmt Inc	-	14,035	14,678
WEC Energy Group Inc Com	-	21,844	29,325
Weyerhaeuser Co	-	24,987	25,456
Zoetis Inc Class-A	-	11,406	12,044
Abbvie Inc Com	-	16,773	16,657
Altria Group Inc	-	16,971	18,596
American Electric Power Co	-	4,368	4,596
ASML Holding NV NY Reg New	-	8,641	11,220
Astrazeneca PLC ADS	-	5,462	5,327
AT&T Inc	-	17,645	20,627
BCE Inc	-	16,263	16,604
BP PLC ADS	-	8,132	9,233
CDW Corporation	-	14,147	21,774
Chevron Corp	-	7,635	8,474
Chubb Ltd	-	10,867	13,212
CME Group Inc	-	9,228	14,419
Coca Cola Co	-	11,818	11,940
Consolidated Edison Inc	-	4,301	4,494
Costco Wholesale Corp New	-	8,572	12,008
Crown CastleIntl Corp	-	9,860	10,412
Danaher Corporation	-	7,546	12,454
Dentsply Sirona Inc	-	9,979	13,047
Devon Energy Corp New	-	9,885	17,126
Dominion Res Inc	-	7,985	8,655
Dover Corp	-	11,567	14,986
Duke Energy Corp New	-	12,219	12,652
Estee Lauder Co Inc Cl A	-	6,317	7,649
Exxon Mobil Corp	-	13,956	14,803
Fedex Corp	-	4,820	5,400
Fidelity Natl Information SE	-	17,205	20,801
General Mills Inc	-	3,671	3,706
Glaxosmithkline PLC ADS	-	13,352	13,132

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	BEGINNING OF YEAR	END OF YEAR	
	Book Value	Book Value	Fair Market Value
IPG Photonics Corp	-	10,326	14,807
Johnson & Johnson	-	17,740	24,194
Kimberly Clark Corp	-	8,791	8,901
Kraft Heinz Co	-	3,879	4,191
Lennar Corporation	-	9,518	10,733
Mc Donalds Corp	-	16,967	17,893
Merck & Co Inc New Com	-	16,054	14,776
Motorola Solutions Inc	-	12,365	14,506
Natl Grid Transco PLC ADS	-	3,898	3,908
Novartis AG ADR	-	8,026	8,012
Occidental Petroleum Corp DE	-	3,589	3,918
Pepsico Inc NC	-	4,317	4,394
Philip Morris Intl Inc	-	17,766	18,298
PPL Corporation	-	8,438	8,683
Proctor & Gamble	-	13,962	14,041
Realty Income Corp	-	3,866	4,024
Roper Technologies, Inc	-	12,523	18,308
Southern Co	-	11,885	12,248
Total S A Spon ADR	-	2,067	2,294
Unilever PLCS (new) ADS	-	5,473	5,617
Ventas Inc	-	4,756	5,002
Verizon Communications	-	18,667	21,352
Welltower Inc	-	6,590	7,095
	-	**1,807,910**	**2,206,417**
Trades Pending	-	-	-
Return of Capital	-	(38)	(38)
Total Common Stocks (MSSB)	**-**	**1,807,872**	**2,206,379**

STATEMENT 6 -
Corporate Bonds (MSSB)

GMAC Cap Trust I	-	3,978	4,039
Citigroup Capt XIII	-	1,499	1,498
Hartfor Finl Svc Grp	-	3,963	4,000
Reinsurance Group America Inc	-	5,047	5,099
Allstate Corp	-	4,500	4,480
Qwest Corp	-	988	968
Ebay Inc	-	1,987	2,075
Reinsurance Grp of America	-	4,897	4,836
Torchmark Corp	-	962	959
Constellation Brands Inc	-	20,117	19,380
Tesoro Corp	-	19,333	19,285
Eaton Corp	-	20,058	20,017
Potash Corporation of Saskatchewan Inc	-	19,343	19,248
Nordstrom Inc	-	18,912	18,842
Actavis Funding Scs	-	19,129	19,107
Apple Inc	-	19,919	19,925
Walgreen Boots Alliance	-	15,096	15,015
Southern Power Co	-	19,963	19,909
Citigroup Inc	-	19,033	18,998
General Mills Inc	-	19,462	19,352
Hughes Satellite Systems Corporation	-	19,474	19,575
American Honda Finance	-	19,673	19,645

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	BEGINNING OF YEAR Book Value	END OF YEAR Book Value	END OF YEAR Fair Market Value
CVS Caremark Corp	-	19,138	19,104
Cisco Systems Inc	-	19,811	19,782
DTE Energy Co	-	19,698	19,668
D R Horton Inc	-	19,760	19,523
Equinix Inc	-	10,525	10,300
Reynolds American Inc	-	19,594	19,469
Exelon Corp	-	19,317	19,203
Verizon Communications	-	16,557	16,052
Lockheed Martin Corp	-	19,104	19,161
Dominion Resources Inc	-	10,851	10,685
Limited Brands Inc	-	19,778	20,205
AT&T Inc	-	26,798	26,439
Rio Tinto Fin USA Ltd	-	15,842	15,951
Walt Disney Company	-	19,208	19,113
Intl Lease Finance Corp	-	19,349	19,220
Ball Corp	-	19,956	19,902
Berkshire Hathaway Fin	-	19,522	19,360
United Parcel Service	-	20,021	19,917
PVH Corp	-	19,360	19,285
Oracle Corp	-	19,839	19,913
Toyota Motor Credit Corp	-	19,235	19,280
Simon Property Group LP	-	19,843	19,679
Waste Management Inc	-	19,580	19,590
Amerigas Finance LLC/Cor	-	20,000	20,450
Bank of America Corp	-	19,425	19,355
Steel Dynamics Inc	-	19,083	19,080
Fedex Corp	-	19,085	18,963
Aes Corp/VA	-	19,621	20,000
Qualcomm Inc	-	19,322	19,333
General Motors Financial Co Inc	-	19,782	19,840
Kraft Heinz Foods Company	-	19,338	19,248
Sally Hldgs LLC / Sally Cap Inc	-	19,760	19,760
Express Scripts Holding Co	-	16,552	15,442
Comcast Corp	-	19,977	19,733
GLP Capital LP / Fin II	-	19,451	19,815
Ace Ina Holdings Inc	-	19,230	19,245
Boston Properties LP	-	19,468	19,201
Ecolab Inc	-	19,955	19,993
	-	**1,000,068**	**996,511**
Accrued Interest	-	-	8,598
Premium Amortization	-	60,950	-
Total Corporate Bonds (MSSB)	**-**	**1,061,018**	**1,005,109**

STATEMENT 7 -
Exchange-Traded & Closed-End Funds

SPDR S&P 500 ETF Trust	-	38,149	37,553
Ishares Core Russell US VA ETF	-	41,210	40,586
Total ETF's & CEF's	**-**	**79,359**	**78,139**

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	BEGINNING OF YEAR Book Value	END OF YEAR Book Value	END OF YEAR Fair Market Value
STATEMENT 5 - Corporate Stock (NB)			
Comcast Corporation	17,312	-	-
Church & Dwight Co Inc	7,796	-	-
Costco Wholesale Corp	8,572	-	-
Estee Lauder Companies Inc	11,062	-	-
Nestle SA-Sponsored ADR	14,310	-	-
Whitewave Foods Company	4,631	-	-
CVS Health Corporation	19,742	-	-
Lennar Corp	16,856	-	-
Marriott International	16,024	-	-
Toll Brothers Inc	15,006	-	-
Walt Disney Co	17,200	-	-
Cabot Oil & Gas Corp	9,917	-	-
Concho Resources Inc	12,800	-	-
EOG Res Inc	16,175	-	-
Range Resources Corp	16,522	-	-
Schlumberger Ltd	10,353	-	-
CME Group Inc	11,074	-	-
JPMorgan Chase & Co	18,201	-	-
Moodys Corp	9,013	-	-
Allergan PLC	21,839	-	-
Bristol Myers Squibb Co	21,112	-	-
Cooper Companies Inc	12,448	-	-
Express Scripts Holding Company	12,221	-	-
Johnson & Johnson	17,740	-	-
Pfizer Inc	13,055	-	-
Sirona Dental Systems Inc	9,979	-	-
Danaher Corp	12,952	-	-
Dover Corp	19,753	-	-
Fedex Corp	19,455	-	-
Roper Industries Inc New	12,523	-	-
Apple Inc	17,737	-	-
ASML Holdings	13,136	-	-
CDW Corporation	13,517	-	-
Fiserv Inc	9,409	-	-
International Business Machines Corp	10,907	-	-
Intuit Inc	8,753	-	-
IPG Photonics Corp	13,779	-	-
Pitney Bowes Inc	14,769	-	-
Sandisk Corp	14,096	-	-
Abbvie Inc	19,231	-	-
Allete Inc	29,173	-	-
Apple Inc	32,946	-	-
Astrazeneca PLC Sponsored ADR	19,763	-	-
California Resources Corporation	22,100	-	-
CME Group Inc	54,643	-	-
Coca Cola Company	39,968	-	-
Cracker Barrel Old Country Store	28,466	-	-
Diageo PLC	34,743	-	-
Exxon Mobil Corp	81,302	-	-
General Electric Co	48,560	-	-
GlaxoSmithKline PLC Sponsored ADR	22,964	-	-

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	BEGINNING OF YEAR Book Value	END OF YEAR Book Value	Fair Market Value
Intel Corp	21,177	-	-
International Paper Co	47,406	-	-
Kimberly-Clark De Mexico	10,504	-	-
McDonalds Corp	30,468	-	-
Nestle SA-Sponsored ADR	35,791	-	-
Nisource Inc	12,385	-	-
Occidental Pete Corp	64,311	-	-
Pfizer Inc	29,171	-	-
Philip Morris International Inc	46,365	-	-
Phillips 66	42,419	-	-
Proctor & Gamble Co	40,525	-	-
Questar Corp	48,059	-	-
Ryman Hospitality PPTYS Inc	42,768	-	-
Sprott Physical Gold TR	26,800	-	-
Superior Uniform Group Inc	23,721	-	-
Toll Brothers Inc	54,364	-	-
Total SA 1 ADR Representing 1 Ord Shs	-	-	-
Univest Corporation of PA	37,160	-	-
Urstadt Biddle Properties Inc	20,779	-	-
WEC Energy Group Inc	21,844	-	-
Wells Fargo & Co	59,039	-	-
Wells Fargo & Co New 7 5% Pfd Ser	71,470	-	-
Weyerhaeuser Company Pref Conv	25,000	-	-
	1,787,131	**-**	**-**
Trades Pending	-	-	-
Return of Capital	(120)	-	-
Total Corporate Stock (NB)	**1,787,011**	**-**	**-**

STATEMENT 6 -
Corporate Bonds (NB)

AT&T Inc	26,651	-	-
Boston Scientific Corp	15,763	-	-
Bunge LTD Finance Co	15,339	-	-
Eastman Chem Co	15,891	-	-
Entergy Corp Sr Unsecured	15,576	-	-
Kinder Morgan Finance Corp	10,155	-	-
Morgan Stanley	15,330	-	-
Nasdaq Stk Mkt Inc Sr Notes	15,889	-	-
Raymond James Finl Inc Sr Nt	15,346	-	-
Rio Tinto Finance USA LTD	15,781	-	-
Verizon Communications Inc	16,372	-	-
Viacom Inc	10,812	-	-
Williams Partners LP Sr Nt	10,439	-	-
Willis Group Hldgs Pub Ltd Co Sr Nt	15,305	-	-
Alcoa Inc Nt	15,846	-	-
Amerigas Partners LP SR NT	10,563	-	-
Arcelormittal SA Luxembourg Nt	10,561	-	-
Ball Corp Sr Nt	10,407	-	-
CNH Cap LLC Sr Nt	10,070	-	-
Concho Res Inc	10,368	-	-
Constellation Brands Inc	10,693	-	-
R R Donnelley & Sons Sr Unsecured	10,375	-	-
Equinix Inc Senior Notes	10,383	-	-
Hanesbrands Inc Sr Nt	10,691	-	-

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	BEGINNING OF YEAR	END OF YEAR	
	Book Value	**Book Value**	**Fair Market Value**
Limited Brand Inc Senior Nts	10,689	-	-
Range Res Corp Sr Nts	10,687	-	-
SLM Corp Medium Term Note	10,032	-	-
US Steel Corp	10,000	-	-
Citigroup Inc NT	15,000	-	-
BP Cap Mkts PLC	25,000	-	-
Cablevision System Corp Sr Unsecured	36,782	-	-
Citigroup Inc Sub Notes	20,125	-	-
Darling Ingredients Inc Sr	24,906	-	-
Donnelley R R & Sons Co Registered Nts	25,000	-	-
Dun & Bradstreet Corp Del New Sr	49,805	-	-
Ebay Inc	48,472	-	-
Ford Mtr Cr Co LLC	48,700	-	-
Freeport-McMoran Inc Sr Notes	49,810	-	-
General Elec Cap Corp Med Term Nts	23,000	-	-
General Mtrs Finl Co Inc Sr	50,000	-	-
KB Home Dated 2/17/15	50,000	-	-
KB Home Registered Sr Notes	25,000	-	-
Kennedy Wilson Inc Sr Notes	50,000	-	-
Merrill Lynch & Co Inc Sub Nt	21,437	-	-
Oneok Inc New	49,261	-	-
RHP Hotel Ppty/RHP Finance Sr	49,938	-	-
Suburban Propane Ptnrs LP Fin Corp	25,000	-	-
Teekay Offshore Partners LP	24,627	-	-
US Steel Corp	25,000	-	-
	1,102,877	**-**	**-**
Premium Amortization	-	-	-
Total Corporate Bonds (NB)	**1,102,877**	**-**	**-**