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: GERALDINE AND R A BARROWS FOUNDATION 100137

A Employer identification number: 43-1184875

Number and street (or P O box number if mail is not delivered to street address): UMB BANK N.A. P. O. BOX 415044 M/S 1020307

Room/suite:

B Telephone number (see instructions): 816-860-7711

City or town, state or province, country, and ZIP or foreign postal code: KANSAS CITY, MO 64141-6692

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. [X] 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) ▶ $ 7,274,461.

J Accounting method [X] 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)				
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	177,388.	181,668.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	26,239.			
b	Gross sales price for all assets on line 6a 1,171,736.				
7	Capital gain net income (from Part IV, line 2)		26,239.		
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	203,627.	207,907.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	61,142.	30,571.		30,571.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	800.	NONE	NONE	800.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	2,214.	183.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 4	54.	54.		
24	**Total operating and administrative expenses** Add lines 13 through 23	64,210.	30,808.	NONE	31,371.
25	Contributions, gifts, grants paid	573,214.			573,214.
26	**Total expenses and disbursements** Add lines 24 and 25	637,424.	30,808.	NONE	604,585.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-433,797.			
b	**Net investment income** (if negative, enter -0-)		177,099.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	80,280.	258,535.	258,535.
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 ▶ NONE			
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)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	4,779,435.	4,172,051.	7,015,926.
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)	4,859,715.	4,430,586.	7,274,461.
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)		NONE	
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. ▶ X			
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	4,859,715.	4,430,586.	
30	**Total net assets or fund balances** (see instructions)	4,859,715.	4,430,586.	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,859,715.	4,430,586.	

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	4,859,715.
2	Enter amount from Part I, line 27a	2	-433,797.
3	Other increases not included in line 2 (itemize) ▶ ADIENT STOCK DIVIDEND	3	4,668.
4	Add lines 1, 2, and 3	4	4,430,586.
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	4,430,586.

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			
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	1,171,736.		1,145,497.	26,239.
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				26,239.
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** 26,239.

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 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	462,758.	7,705,639.	0.060054
2014	423,830.	7,912,488.	0.053565
2013	246,116.	7,535,246.	0.032662
2012	377,429.	7,092,102.	0.053218
2011	356,022.	7,060,127.	0.050427

2	**Total** of line 1, column (d)	2	0.249926
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	0.049985
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,389,149.
5	Multiply line 4 by line 3.	5	369,347.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,771.
7	Add lines 5 and 6	7	371,118.
8	Enter qualifying distributions from Part XII, line 4	8	604,585.

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	1,771.
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	1,771.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,771.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 . . . . 6a 1,908.		
b	Exempt foreign organizations - tax withheld at source . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c NONE		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	1,908.
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	137.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 137. **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		
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) ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 ▶ UMB BANK, N.A. Telephone no ▶ (816) 860-7711

Located at ▶ 1010 GRAND, KANSAS CITY, MO ZIP+4 ▶ 64106

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

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		X
	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		
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		
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)*

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 [X] 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 [X] No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . [ ] Yes [X] No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) . . . [ ] Yes [X] 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 [X] No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? . . .	5b		
	Organizations relying on a current notice regarding disaster assistance check here . . . ▶ [ ]			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . [ ] Yes [ ] No *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . [ ] Yes [X] No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . *If "Yes" to 6b, file Form 8870*	6b		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [X] No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . .	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
UMB BANK, N A 1010 GRAND, KANSAS CITY, MO 64106	TRUSTEE 1	61,142	-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		NONE	NONE	NONE
Total number of other employees paid over $50,000 . . . ▶				NONE

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		NONE

Total number of others receiving over $50,000 for professional services . . . . ▶ NONE

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	7,163,764.
b	Average of monthly cash balances	1b	337,910.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	7,501,674.
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	NONE
3	Subtract line 2 from line 1d	3	7,501,674.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	112,525.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,389,149.
6	**Minimum investment return.** Enter 5% of line 5	6	369,457.

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	369,457.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,771.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,771.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	367,686.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	367,686.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	367,686.

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	604,585.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	604,585.
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	1,771.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	602,814.

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				367,686.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			NONE	
b Total for prior years 20 14 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 . . . NONE				
b From 2012 . . . NONE				
c From 2013 . . . NONE				
d From 2014 . . . 30,847.				
e From 2015 . . . 81,290.				
f Total of lines 3a through e	112,137.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 604,585.				
a Applied to 2015, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				367,686.
e Remaining amount distributed out of corpus	236,899.			
5 Excess distributions carryover applied to 2016 (*If an amount appears in column (d), the same amount must be shown in column (a)*)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	349,036.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				NONE
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	349,036.			
10 Analysis of line 9				
a Excess from 2012 . . . NONE				
b Excess from 2013 . . . NONE				
c Excess from 2014 . . . 30,847.				
d Excess from 2015 . . . 81,290.				
e Excess from 2016 . . . 236,899.				

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))

NONE

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

NONE

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

SEE STATEMENT 5

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 STATEMENT 12				573,214.
Total . . . . . . ▶ **3a**				573,214.
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					
4 Dividends and interest from securities			14	177,388.	
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	26,239.	
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)				203,627.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 203,627.

(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)
	NOT APPLICABLE

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

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

UMB Bank n.a. Trustee

By: Susan B. Jeon SVP | 05/04/2017 |

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
THERESA A. PORTIS	Theresa A. Portis	05/04/2017		P00369246

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 155 N. WACKER CHICAGO, IL 60606 — Phone no 312-879-5176

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST FROM SECURITIES	177,388.	181,668.
TOTAL	177,388.	181,668.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	, 800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	183.	183.
FEDERAL TAX PAYMENT - PRIOR YE	123.	
FEDERAL ESTIMATES - INCOME	1,908.	
TOTALS	2,214.	183.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	54.	54.
TOTALS	54.	54.

FORM 990PF, PART XV - LINES 2a - 2d
==================================

RECIPIENT NAME:
JAN LEONARD, UMB BANK
ADDRESS:
P.O. BOX 41962
KANSAS CITY, MO 64106
RECIPIENT'S PHONE NUMBER: 816-860-1933
FORM, INFORMATION AND MATERIALS:
NONE
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
GEOGRAPHIC: KC AREA CHARITY FIELDS: UNDERPRIVILEGED CHILDREN

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE SALVATION ARMY
ADDRESS:
3637 BROADWAY
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
LITERACY KC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
YOUTH SYMPHONY OF KANSAS CITY
ADDRESS:
5960 DEARBORN STREET
MISSION, KS 66202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LAZARUS MINISTRIES
ADDRESS:
205 E 9TH STREET
KANSAS CITY, MO 64106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
AMERICAN ROYAL
ADDRESS:
1701 AMERICAN ROYAL CT
KANSAS CITY, MO 64102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 200,000.

RECIPIENT NAME:
CHILD ADVOCACY SERVICES CENTER, INC
DAY TREATMENT SERVICES
ADDRESS:
TWO EAST 59TH STREET
KANSAS CITY, MO 64113
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
METRO LUTERAN MINISTRY
ADDRESS:
3031 HOLMES
KANSAS CITY, MO 64109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
DELASALLE EDUCATION CENTER
ADDRESS:
3737 TROOST AVENUE
KANSAS CITY, 64109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ST. MICHAEL'S VETERANS CENTER
ADDRESS:
3838 CHELSEA DRIVE
KANSAS CITY, MO 64128
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
METROPOLITAN STATE UNIVERSITY OF
DENVER FOUNDATION, INC.
ADDRESS:
P.O. BOX 17971
DENVER, MO 80217-9812
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 185,714.

RECIPIENT NAME:
CHILD PROTECTION CENTER
ADDRESS:
3101 BROADWAY ST #750
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
LUTHERAN CHURCH EXTENSION FUND
ADDRESS:
10733 SUNSET OFFICE DRIVE, SUITE 30
ST. LOUIS, MO 63127-1020
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
DENVER ART MUSEUM
ADDRESS:
100 W 14TH AVE PKWY
DENVER, CO 80204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
GLOBAL DOWN SYNDROME FOUNDATION
ADDRESS:
3300 EAST FIRST AVE. SUITE 390
DENVER, CO 80206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
HEARTLAND MEN'S CHORUS
ADDRESS:
4509 WALNUT ST
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JAZZ DISTRICT REDEVELOPMENT CORP
ADDRESS:
P.O. BOX 270364
KANSAS CITY, MO 64127
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BETHEL NEIGHBORHOOD CENTER
ADDRESS:
14 S 7TH ST
KANSAS CITY, KS 66101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BLACK HEALTH CARE COALITION
ADDRESS:
6675 HOLMES RD #650
KANSAS CITY, MO 64131
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
GUHAVEZADALUPE CENTERS
ADDRESS:
1015 AVENIDA CESAR E CHAVEZ
KANSAS CITY, MO 64108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ACE SCHOLARSHIPS
ADDRESS:
1201 EAST COLFAX AVENUE SUITE 302
DENVER, CO 80218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

TOTAL GRANTS PAID: 573,214.
==============

Statement of Investment Position

Units	Description	Symbol / Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Equity Securities									
Common Stock									
1,140	3M Corp	MMM 88579Y101	9.13	10,411 74	178.57	203,569.80	193,158.06	5,062	2.49
2,090	Abbott Laboratones	ABT 002824100	15.33	32,047.03	38.41	80,276.90	48,229.87	2,215	2.76
2,090	Abbvie Inc	ABBV 00287Y109	16.63	34,752.26	62.62	130,875.80	96,123.54	5,350	4.09
100	Adient Ltd	ADNT G0084W101	46.59	4,658.50	58.60	5,860.00	1,201.50	0	
200	Alcoa Upstream Corp	AA 013872106	46.86	9,372.63	28.08	5,616.00	(3,756.63)	0	
4,046	Alliant Energy Corp	LNT 018802108	16.16	65,392.01	37.89	153,302.94	87,910.93	4,754	3.10
950	Amencan Electnc Power Inc	AEP 025537101	32.16	30,550 10	62.96	59,812.00	29,261.90	2,242	3.75
700	Apple Inc	AAPL 037833100	103.19	72,234.31	115.82	81,074.00	8,839.69	1,596	1.97
600	Arconic Inc	ARNC 03965L100	38.34	23,002.62	18.54	11,124.00	(11,878.62)	216	1.94
2,460	AT & T Inc	T 00206R102	4.05	9,971.10	42.53	104,623.80	94,652.70	4,822	4.61
500	BHP Billiton Ltd One ADR Represents 2 Ord Shrs	BHP 088606108	67 04	33,518.95	35.78	17,890.00	(15,628.95)	300	1.68
7,600	Cerner Corp	CERN 156782104	7.83	59,498.78	47.37	360,012.00	300,513.22	0	
1,345	Chevron Corp	CVX 166764100	58.68	78,927 11	117.70	158,306.50	79,379.39	5,810	3.67
40	Chipotle Mexican Grill Inc Class A Shares	CMG 169656105	540 18	21,607 01	377.32	15,092.80	(6,514.21)	0	
1,425	Cigna Corp	CI 125509109	7 23	10,307.50	133.39	190,080.75	179,773.25	57	0 03
958	Coca Cola Co	KO 191216100	31.21	29,896 79	41.46	39,718.68	9,821.89	1,341	3.38
2,000	Colgate Palmolive Co	CL 194162103	42.28	84,566.60	65 44	130,880.00	46,313.40	3,120	2 38
2,955	ConocoPhillips	COP 20825C104	22.37	66,110.75	50 14	148,163.70	82,052.95	2,955	1.99
600	Digital Realty Trust Inc	DLR 253868103	74.66	44,795.52	98.26	58,956.00	14,160.48	2,112	3 58

Statement of Investment Position (continued)

Units	Description	Symbol / Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Equity Securities *(continued)*									
Common Stock *(continued)*									
630	Du Pont E I De Nemours & Co	DD 263534109	44.96	28,327.05	73.40	46,242.00	17,914.95	958	2.07
1,620	Duke Energy Hldg Corp	DUK 26441C204	56 62	91,725.39	77.62	125,744 40	34,019.01	5,540	4.41
1,000	Eaton Corp Plc Sedol B8KQN82	ETN G29183103	51.91	51,905.60	67.09	67,090.00	15,184.40	2,280	3.40
698	ExxonMobil Corp	XOM 30231G102	5 07	3,539.07	90.26	63,001 48	59,462.41	2,094	3.32
1,500	Highwoods Properties Inc	HIW 431284108	41.38	62,077.20	51.01	76,515.00	14,437.80	2,550	3 33
700	Home Depot Inc	HD 437076102	51.89	36,321.39	134.08	93,856.00	57,534 61	1,932	2.06
500	Illinois Tool Works Inc	ITW 452308109	48 01	24,002.50	122.46	61,230 00	37,227.50	1,300	2.12
1,850	Intel Corp	INTC 458140100	37 41	69,213.13	36 27	67,099 50	(2,113.63)	1,924	2.87
1,375	International Business Machines	IBM 459200101	42 17	57,987.87	165.99	228,236 25	170,248.38	7,700	3.37
640	Johnson & Johnson	JNJ 478160104	59 85	38,303.00	115.21	73,734.40	35,431 40	2,048	2.78
1,002	Johnson Controls International Plc	TYC G51502105	48 11	48,206.22	41 19	41,272.38	(6,933.84)	861	2.09
1,330	Kimberly Clark Corp	KMB 494368103	40 94	54,452.11	114.12	151,779.60	97,327.49	4,894	3.22
500	Lilly Eli & Co	LLY 532457108	87.05	43,524 90	73.55	36,775.00	(6,749.90)	1,040	2.83
3,400	Marathon Oil Corp	MRO 565849106	6.60	22,440.77	17.31	58,854.00	36,413 23	680	1.16
2,700	Marathon Petroleum Corp	MPC 56585A102	4.09	11,033.86	50.35	135,945.00	124,911 14	3,888	2.86
480	Marriott Intl Inc New	MAR 571903202	68.77	33,008.40	82.68	39,686.40	6,678 00	576	1 45
300	McDonalds Corp	MCD 580135101	78 87	23,662.47	121.72	36,516.00	12,853.53	1,128	3.09
715	Medtronic Plc	MDT G5960L103	76.95	55,019.25	71.23	50,929.45	(4,089.80)	1,230	2.41
856	Merck & Co Inc	MRK 58933Y105	35.09	30,041 23	58.87	50,392.72	20,351.49	1,609	3.19

Statement of Investment Position (continued)

Units	Description	Symbol / Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Equity Securities *(continued)*								
	Common Stock *(continued)*								
5,360	Microsoft Corp	MSFT 594918104	34.85	186,810.40	62.14	333,070.40	146,260.00	8,362	2.51
330	Monsanto Co	MON 61166W101	121.98	40,254.42	105.21	34,719.30	(5,535.12)	713	2.05
1,260	Nucor Corp	NUE 670346105	26 85	33,835.41	59 52	74,995.20	41,159.79	1,903	2.54
2,095	Occidental Petroleum Corp	OXY 674599105	13.76	28,833.87	71.23	149,226.85	120,392.98	6,369	4.27
1,300	Paychex Inc	PAYX 704326107	31 02	40,328.86	60.88	79,144.00	38,815.14	2,392	3.02
1,805	Pepsico Inc	PEP 713448108	20.34	36,716.41	104 63	188,857.15	152,140.74	5,433	2.88
2,500	Pfizer Inc	PFE 717081103	27 74	69,362.15	32.48	81,200.00	11,837.85	3,200	3.94
1,170	PG&E Corporation	PCG 69331C108	42.34	49,540.92	60.77	71,100.90	21,559.98	2,293	3.23
1,477	Phillips 66	PSX 718546104	13.30	19,637.77	86.41	127,627.57	107,989.80	3,722	2.92
560	Roche Holding Ltd - ADR One ADR repstg 1/2 Share	RHHBY 771195104	21.63	12,112.80	28.61	16,019.92	3,907.12	469	2.93
1,140	Schlumberger Ltd	SLB 806857108	24.83	28,310.23	83.95	95,703.00	67,392.77	2,280	2.38
1,180	Spectra Energy Corp	SE 847560109	24.60	29,026.85	41.09	48,486.20	19,459.35	1,912	3.94
484	Stanley Black & Decker Inc	SWK 854502101	23.68	11,462.26	114.69	55,509.96	44,047.70	1,123	2.02
950	Target Corp	TGT 87612E106	26.23	24,913.75	72.23	68,618.50	43,704.75	2,280	3.32
520	Texas Instruments Inc	TXN 882508104	66.89	34,781.19	72.97	37,944.40	3,163.21	1,040	2.74
1,000	Toronto Dominion Bank	TD 891160509	41.78	41,783.38	49.34	49,340.00	7,556.62	1,640	3 32
500	Union Pacific Corp	UNP 907818108	123.08	61,539.95	103.68	51,840.00	(9,699.95)	1,210	2.33
500	United Parcel Service Inc Class B Shares	UPS 911312106	104.28	52,137.95	114.64	57,320.00	5,182.05	1,560	2.72
1,444	V F Corp	VFC 918204108	20.27	29,274.36	53.35	77,037.40	47,763.04	2,426	3.15

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Equity Securities (continued)								
	Common Stock *(continued)*								
526	Venzon Communications Inc	VZ 92343V104	46.72	24,572.09	53 38	28,077.88	3,505 79	1,215	4.33
1,090	Vodafone Group Plc One ADR Represents 10 Ord Shares	VOD 92857W308	61.27	66,783.31	24.43	26,628.70	(40,154.61)	1,627	6.11
855	Walgreens Boots Alliance	WBA 931427108	26.01	22,236.41	82.76	70,759.80	48,523.39	1,283	1.81
2,199	Weyerhaeuser Co	WY 962166104	16 46	36,198.81	30.09	66,167.91	29,969.10	2,727	4.12
900	Xilinx Inc	XLNX 983919101	54 53	49,075 47	60.37	54,333.00	5,257 53	1,188	2 19
	Total Common Stock			**2,535,941.74**		**5,403,863.29**	**2,867,921.55**	**144,550**	
	Total Equity Securities			2,535,941.74		5,403,863.29	2,867,921.55	144,550	
	Fixed Income Securities								
	Government & Agency Bonds								
1,594.97	Govt National Mtg Assn DTD 12/1/2002 5 0000% 12/20/2017 Pool # 003313	36202DVE8	1.02	1,628.86	103 17	1,645.56	16 70	80	4.85
2,175 1373	Govt National Mtg Assn DTD 3/1/2003 5 0000% 3/15/2018 Pool # 602200	36200H7M0	1.04	2,256.02	101.94	2,217.28	(38.74)	109	4.91
3,491.5045	Govt National Mtg Assn DTD 3/1/2003 5 0000% 3/15/2018 Pool # 591972	36201ST58	1.04	3,621.36	102 47	3,577.70	(43.66)	175	4.88
4,753 5703	Govt National Mtg Assn DTD 8/1/2003 5 0000% 8/15/2018 Pool # 612970	36202X6F9	1.03	4,906.58	103 27	4,908 80	2.22	238	4.84
15,998 112	Govt National Mtg Assn II DTD 6/1/2004 5.0000% 6/20/2019 Pool # 003563	36202D5Y3	1 01	16,228.10	105.05	16,805.52	577 42	800	4.76
4,061 0228	Govt National Mtg Assn II DTD 8/1/2004 5 0000% 8/20/2019 Pool # 003589	36202D7A3	1 02	4,144.79	103.41	4,199.35	54.56	203	4.84
	Total Government & Agency Bonds			**32,785.71**		**33,354.21**	**568.50**	**1,604**	

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Fixed Income Securities (continued)								
	Corporate Bonds								
100,000	Anheuser-Busch Inbev Worldwide DTD 7/16/2012 1.375% 7/15/2017 Sr Unsecured Notes A3	03523TBN7	1.00	100,124.40	100.09	100,087.00	(37.40)	1,375	1.34
80,000	Archer Daniels Midland Co DTD 3/4/2008 5.450% 3/15/2018 Sr Unsecured Notes A2	039483AY8	1.05	84,332.21	104.75	83,798.40	(533.81)	4,360	3.96
100,000	BB&T Corporation DTD 12/8/2014 2.450% Ser MTN 1/15/2020 Call 12/15/2019 @ 100 Sr Unsecured A2	05531FAS2	1.00	100,212.74	100.78	100,784.00	571.26	2,450	2.40
100,000	Bhp Billiton Finance DTD 2/24/2012 1.625% 2/24/2017 A3	055451AP3	1.00	100,276 46	100.08	100,075.00	(201.46)	1,625	1 53
50,000	Cisco Systems Inc DTD 2/29/2016 2.200% 2/28/2021 Sr Unsecured A1	17275RBD3	1.02	51,049.00	99.79	49,892.50	(1,156.50)	1,100	1 69
75,000	General Electric Co DTD 12/6/2007 5 250% 12/6/2017 Senior Unsecured Notes A1	369604BC6	1.08	80,747.57	103 59	77,695.50	(3,052.07)	3,938	3 73
100,000	Home Depot Inc DTD 2/12/2016 2 000% 4/1/2021 Sr Unsecured Call 03/01/2021 @ 100 A2	437076BL5	1 02	101,636 73	99.21	99,205.00	(2,431 73)	2,000	1 66
100,000	John Deere Capital Corp DTD 3/11/2013 1.300% 3/12/2018 Sr Unsecured A2	24422ESB6	0.99	98,845 00	99.73	99,731 00	886.00	1,300	1.60
100,000	JPMorgan Chase & Co DTD 8/20/2012 2 000% 8/15/2017 Sr Unsecured Notes A3	48126EAA5	1.00	100,474.35	100 37	100,371.00	(103 35)	2,000	1.85

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Fixed Income Securities (continued)								
	Corporate Bonds (continued)								
100,000	Morgan Stanley Group Inc MTN DTD 4/1/2008 6.625% Ser F 4/1/2018 Senior Unsecured Notes A3	6174466Q7	1.07	106,841.73	105.75	105,753.00	(1,088.73)	6,625	3.92
100,000	Pepsico Inc DTD 10/26/2010 3.125% 11/1/2020 Sr Unsecured Notes A1	713448BR8	1.06	106,209.89	103.21	103,207.00	(3,002.89)	3,125	1 70
100,000	Phillips 66 DTD 11/1/2012 2 950% 5/1/2017 Sr Unsecured A3	718546AJ3	1 02	102,492.00	100 56	100,558.00	(1,934 00)	2,950	2 33
100,000	Royal Bank of Canada DTD 1/14/2013 1.500% Ser MTN 1/16/2018 Sr Unsecured Aa3	78008SVD5	0 99	99,173.00	99 86	99,860.00	687.00	1,500	1 73
50,000	Target Corp DTD 7/16/2010 3.875% 7/15/2020 Sr Unsecured Notes A2	87612EAV8	1 09	54,385 50	105 92	52,961.50	(1,424.00)	1,938	1 43
100,000	Total Capital SA DTD 8/12/2013 2 125% 8/10/2018 Sr Unsecured Aa3	89152UAG7	1 01	100,996 48	100.77	100,766.00	(230 48)	2,125	1.79
100,000	UnitedHealth Group Inc DTD 12/15/2007 6.000% 6/15/2017 Sr Unsecured Notes A3	91324PAW2	1 09	108,835.34	102.06	102,059.00	(6,776.34)	6,000	4 07
100,000	Wachovia Corp DTD 6/8/2007 5 750% 6/15/2017 Senior Notes A2	929903DT6	1.07	106,691 14	101.91	101,905.00	(4,786.14)	5,750	4.14
	Total Corporate Bonds			**1,603,323.54**		**1,578,708.90**	**(24,614.64)**	**50,160**	
	Total Fixed Income Securities			1,636,109.25		1,612,063.11	(24,046.14)	51,764	

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Money Markets & Cash								
Money Market Funds								
258,534.95 Fidelity Treasury Only Fund #680	233809300	1.00	258,534.95	1.00	258,534.95		837	0.32
Total Money Market Funds			258,534.95		258,534.95	0.00	837	
Cash								
0 Cash		0.00	0.00	1.00	0.00		0	
Total Cash			0.00		0.00	0.00	0	
Total Money Markets and Cash			258,534 95		258,534.95	0.00	837	
Account Total			4,430,585.94		7,274,461.35	2,843,875.41	197,151	