

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

Name of foundation CLOUD L CRAY FOUNDATION 100250 C/O THOMAS M CRAY		A Employer identification number 43-6077249	
Number and street (or P.O. box number if mail is not delivered to street address) 800 WEST 47TH STREET NO 711		Room/suite	B Telephone number (see instructions) (816) 860-1933
City or town, state or province, country, and ZIP or foreign postal code KANSAS CITY, MO 641121249		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 8,399,195		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	76,556	76,556		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	553,214			
	b Gross sales price for all assets on line 6a _____ 964,425				
	7 Capital gain net income (from Part IV, line 2) . . .		553,214		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	140	140		
	12 Total. Add lines 1 through 11	629,910	629,910		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,100	3,050		3,050
	c Other professional fees (attach schedule)	56,905	31,961		24,944
	17 Interest	17,630	17,630		0
	18 Taxes (attach schedule) (see instructions) . . .	25,124	25,124		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	28,238	0		28,238
	21 Travel, conferences, and meetings	224	0		224
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,710	0		1,710
	24 Total operating and administrative expenses. Add lines 13 through 23	135,931	77,765		58,166
	25 Contributions, gifts, grants paid	373,500			373,500
	26 Total expenses and disbursements. Add lines 24 and 25	509,431	77,765		431,666
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	120,479			
	b Net investment income (if negative, enter -0-)		552,145		
	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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	292,121	506,035	506,035
	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)	80,092	44,797	45,197
	b	Investments—corporate stock (attach schedule)	2,795,718	2,799,238	4,040,228
	c	Investments—corporate bonds (attach schedule)	101,530	15,040	15,039
	11	Investments—land, buildings, and equipment basis ▶ 2,954,226 Less accumulated depreciation (attach schedule) ▶ _____	2,954,226	2,954,226	2,954,226
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	738,871	838,470	838,470	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,962,558	7,157,806	8,399,195	
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)	500,000	500,000	
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	500,000	500,000	
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	6,462,558	6,657,806	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see instructions)	6,462,558	6,657,806	
31	Total liabilities and net assets/fund balances (see instructions) .	6,962,558	7,157,806		

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	6,462,558
2	Enter amount from Part I, line 27a	2	120,479
3	Other increases not included in line 2 (itemize) ▶ _____	3	84,833
4	Add lines 1, 2, and 3	4	6,667,870
5	Decreases not included in line 2 (itemize) ▶ _____	5	10,064
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	6,657,806

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
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 See Additional Data Table			
b			
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 See Additional Data Table			
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	553,214
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	474,592	8,153,034	0 058210
2014	480,698	8,568,074	0 056103
2013	517,468	8,454,295	0 061208
2012	491,727	8,171,440	0 060176
2011	530,621	8,609,991	0 061629
2 Total of line 1, column (d)			2 0 297326
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 059465
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 8,034,575
5 Multiply line 4 by line 3			5 477,776
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,521
7 Add lines 5 and 6			7 483,297
8 Enter qualifying distributions from Part XII, line 4			8 431,666

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	11,043
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	0
3	Add lines 1 and 2.	3	11,043
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	11,043
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,520
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	11,300
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	13,820
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	2,777
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 2,777 Refunded ▶	11	0

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)? 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	1b	No
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 ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0		
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	
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) ▶ 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	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)

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? Website address ► N/A	13	Yes	
14	The books are in care of ► THOMAS M CRAY Telephone no ► (816) 860-1933			

Located at **►** 800 W 47TH STREET SUITE 71 KANSAS CITY MO ZIP+4 **►** 641121249

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			
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? 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 ►	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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		
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		
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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No	5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
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? ☐ Yes ☒ No	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	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	Expense account, (e) other allowances
THOMAS M CRAY 800 WEST 47TH STREET SUITE 711 KANSAS CITY, MO 64112	TRUSTEE 0 00	0	0	0

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

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

Total number of other employees paid over \$50,000. ☐ Yes ☒ No		0
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
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 ►	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	4,056,653
b	Average of monthly cash balances.	1b	307,580
c	Fair market value of all other assets (see instructions).	1c	3,792,696
d	Total (add lines 1a, b, and c).	1d	8,156,929
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	0
3	Subtract line 2 from line 1d.	3	8,156,929
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	122,354
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,034,575
6	Minimum investment return. Enter 5% of line 5.	6	401,729

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	401,729
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	11,043
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,043
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	390,686
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	390,686
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	390,686

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	431,666
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
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	431,666
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	431,666

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				390,686
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				103,755
b From 2012.				88,739
c From 2013.				100,621
d From 2014.				62,004
e From 2015.				71,668
f Total of lines 3a through e.	426,787			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 431,666				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				390,686
e Remaining amount distributed out of corpus	40,980			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	467,767			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
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).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	103,755			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	364,012			
10 Analysis of line 9				
a Excess from 2012.				88,739
b Excess from 2013.				100,621
c Excess from 2014.				62,004
d Excess from 2015.				71,668
e Excess from 2016.				40,980

Part XIV

- 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.)**

Part XV

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	373,500
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)
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[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Print/Type preparer's name CONNIE HENDERSON	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00156688
Firm's name ▶ RSM US LLP				Firm's EIN ▶ 42-0714325
Firm's address ▶ 4801 MAIN STREET SUITE 400 KANSAS CITY, MO 64112				Phone no (816) 753-3000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
MIDWEST TRUST	P	2016-01-01	2016-12-31
MIDWEST TRUST	P	2015-12-31	2016-12-31
UMB ACCT #5989	P	2015-12-31	2016-12-31
UMB ACCT #4637	P	2015-12-31	2016-12-31
FLINT HILLS STRATEGIC SMALL MID CAP, LP	P	2015-12-31	2016-12-31
FLINT HILLS STRATEGIC SMALL MID CAP, LP	P	2016-01-01	2016-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,069		11,448	-2,379
94,750		72,888	21,862
665,879		188,451	477,428
120,000		119,813	187
74,583			74,583
		18,611	-18,611
144			144

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-2,379
			21,862
			477,428
			187
			74,583
			-18,611
			144

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
AMELIA EARHART FESTIVAL PO BOX 126 ATCHISON, KS 66002	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	15,000
AMERICAN RED CROSS 211 W ARMOUR BLVD KANSAS CITY, MO 64111	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	10,000
ATCHISON AREA CHAMBER OF COMMERCE EDUCATIONAL FOUNDATION 200 S 10TH STREET ATCHISON, KS 66002	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	12,000
ATCHISON ART ASSOCIATION 704 N 4TH ST ATCHISON, KS 66002	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	5,000
ATCHISON FAMILY YMCA 321 COMMERCIAL STREET ATCHISON, KS 66002	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	25,000
Total ▶ 3a				373,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS & GIRLS CLUBS OF GREATER KANSAS CITY 4001 BLUE PARKWAY SUITE 102 KANSAS CITY, MO 64130	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	10,000
CATHOLIC CHARITIES OF NE KANSAS 119 N 5TH STREET ATCHISON, KS 66002	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	4,000
COMMUNITIES IN SCHOOLS OF MID-AMERICA INC 2721 W 6TH ST LAWRENCE, KS 66049	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	30,000
DOVES INC 1366 EAST THOMAS ROAD PHOENIX, AZ 85014	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	8,000
GENESIS PROMISE ACADEMY 3800 E 44TH ST KANSAS CITY, MO 64130	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	5,000
Total 				373,500
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HARVESTERS COMMUNITY FOOD NETWORK 3801 TOPPING AVENUE KANSAS CITY, MO 64129	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	5,000
JUNIOR ACHIEVEMENT 3735 SW WANAMAKER ROAD TOPEKA, KS 66610	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	27,500
KANSAS COUNCIL ON ECONOMIC EDUCATION 1845 FAIRMOUNT WICHITA, KS 67260	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	10,000
LIVE WELL LIVE ATCHISON 800 RAVEN HILL ROAD ATCHISON, KS 66002	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	7,000
THE HUMANE SOCIETY OF ATCHISON INC 100 N 21ST ST ATCHISON, KS 66002	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	7,500
Total ▶ 3a				373,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
THEATRE ATCHISON 401 SANTA FE ATCHISON, KS 66002	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	6,500
UNIVERSITY OF MISSOURI-KANSAS CITY 5100 ROCKHILL ROAD KANSAS CITY, MO 64110	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	185,000
WILDWOOD OUTDOOR EDUCATION CENTER 7095 W 399TH ST LACYGNE, KS 66040	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	1,000
Total ▶ 3a				373,500

TY 2016 Accounting Fees Schedule**Name:** CLOUD L CRAY FOUNDATION 100250

C/O THOMAS M CRAY

EIN: 43-6077249

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,100	3,050		3,050

TY 2016 Investments Corporate Bonds Schedule

Name: CLOUD L CRAY FOUNDATION 100250
C/O THOMAS M CRAY

EIN: 43-6077249

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GENERAL ELECTRIC CAP CORP MTN BE 2.45000% 03/15/2017	15,040	15,039

TY 2016 Investments Corporate Stock Schedule

Name: CLOUD L CRAY FOUNDATION 100250
C/O THOMAS M CRAY
EIN: 43-6077249

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES INC	2,070	3,841
ABBVIE INC	6,182	12,524
ALCOA INCORPORATED	1,331	758
APPLIED MATERIALS INC	3,546	9,681
AT&T INC COM	12,013	21,264
AVERY DENNISON CORP	6,918	10,533
B P PLC-SPONS ADR	9,780	7,476
BANCO SANTANDER	2,785	1,036
BAXTER INTL INC	5,780	11,085
BLACK HILLS CORP	6,169	12,268
BLOCK H & R INCORPORATED	11,434	14,599
BRISTOL-MYERS-SQUIBB COMPANY	3,090	7,305
CPFL ENERGIA S A SPONSORED ADR	2,930	2,310
CSX CORP	3,182	5,390
CALIFORNIA WTR SVC GROUP	5,120	10,170
CAMPBELL SOUP CO	3,987	7,559
CATERPILLAR INC	5,205	11,593
CHEVRON CORPORATION	2,895	8,828
CISCO SYSTEMS INC	10,706	15,110
CLP HLDG LTD ADR	2,288	3,668
COMMERCE BANCSHARES INC	3,663	10,405
CONAGRA FOODS INC	3,909	9,888
CONOCOPHILLIPS	3,091	6,268
CORNING INC	5,103	9,708
DARDEN RESTAURANTS INC	3,297	5,454
DU PONT E I DE NEMOURS & COM	4,985	11,010
DUKE ENERGY CORP	4,373	7,762
EMERSON ELECTRIC COMPANY	5,637	9,756
ENTERGY CORP	8,100	9,184
EXELON CORP	10,483	9,760

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FEDERAL SIGNAL CORP	5,280	5,464
FIRSTENERGY CORP	4,143	3,871
GANNETT INC	2,095	971
GENERAL ELECTRIC CORPORATION	19,337	18,959
GENUINE PARTS CO	3,125	9,554
GLAXOSMITHKLINE PLC - SPONS ADR	6,971	6,739
GREAT PLAINS ENERGY INC	3,585	4,103
HELMERICH & PAYNE INC	1,231	3,870
HILLENBRAND INC	9,617	17,258
HONEYWELL INTL INC	2,874	11,585
INTEL CORP	6,504	10,881
KIMBALL INTL INC	7,024	12,292
KONINKLIJKE PHILIPS ELECTRONICS	13,793	18,342
LEGGETT & PLATT INC	7,499	17,108
LILLY ELI & CO	8,636	16,549
MARATHON OIL CORPORATION	1,611	3,462
MCDONALDS CORP	4,800	6,086
MERCK & CO INC	7,843	11,773
MICROSOFT CORPORATION	1,841	4,661
MYLVAN NV EURO	14,606	11,445
NEWMONT MINING CORP	7,422	8,518
NOKIA CORP-SPON ADR	3,325	1,203
NOVARTIS AG SPON ADR	6,526	9,105
PANASONIC CORP ADR	9,448	5,080
PAYCHEX INCORPORATED	3,611	9,132
PEPSICO INC	1,570	2,616
PHILLIPS 66	780	4,321
RAYTHEON CO COM	3,988	21,300
ROYAL DUTCH SHELL PLC ADR B	15,731	19,420
SCLUMBERGER	5,183	6,296

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SONOCO PRODS CO	12,077	21,080
SOUTHWEST AIRLINES CO	3,348	12,460
SPECTRA ENERGY CORP	8,365	18,491
TARGET CORP	2,623	3,612
TEVA PHARMACEUTICAL INDS LTD ADR	5,932	5,438
TIME WARNER INC	4,688	14,480
UNILEVER PLC - SPONS ADR	5,951	8,140
UNION PACIFIC CORP	1,389	5,184
UNITED PARCEL SERVICE INC	9,026	14,330
VERIZON COMMUNICATIONS COM	10,833	16,014
WAL-MART STORES INC	16,164	19,008
WASTE MANAGEMENT INC	8,043	21,273
WILLIAMS COS INC	7,745	12,456
WPX ENERGY INC	658	1,209
VANGUARD INDEX FDS VANGUARD	594,091	946,464
MGP INGREDIENTS INC	39,043	649,739
KAYNE ANDERSON MLP INVESTMENT COMPANY	260,753	331,606
DOUBLELINE TOTAL RETURN BOND FD CL I	135,000	128,905
OPPENHEIMER DEV MARKETS FD CLASS Y	37,275	34,215
WASATCH EMERGING MARKETS SMALL CAP	36,112	35,239
CHUBB CORP	6,665	7,927
COCA COLA CO	14,987	15,548
EATON VANCE CORP	5,841	6,073
DEERE & CO INC	8,848	10,304
DEVON ENERGY CORP	5,910	4,567
GENERAL MILLS INC	7,795	9,266
INTERNATIONAL PAPER CO	12,339	15,918
KIMBALL ELECTRONICS INC	2,951	9,555
KOHL'S CORP	7,892	7,407
REGIONS FINANCIAL CORP	7,574	10,770

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROGERS COMMUNICATIONS INC	5,024	4,823
TEGNA INC COM	9,030	4,278
TIME INC	189	321
WALGREENS BOOTS ALLIANCE INC	5,775	16,552
CAUSEWAY INTERNATNAL VALUE INSTL	199,540	172,222
METROPOLITAN WEST TOTAL RETURN CLASS I	100,000	96,257
OAKMARK INTERNATIONAL CL I	445,093	390,250
RIVERPARK SHORT TERM HIGH YIELD INSTL	254,676	254,308
PFIZER INC	14,141	14,291
LORD ABBETT SHORT DURATION INCOME	100,000	100,000
ADVANSIX INC COM	15	89
ARCONIC INC EX DISTRIBUTION	3,768	1,539
CBS CORP CL B	8,698	12,724
DELL TECHNOLOGIES INC V	1,841	2,144
KIMBERLY-CLARK CORP	14,210	14,265
LAMB WESTON HOLDINGS INC	1,198	3,142
SHIRE PLC SPONSORED ADR	4,222	3,748
ADIENT PLC	419	527
JOHNSON CONTROLS INTERNATIONAL	1,430	3,913

TY 2016 Investments Government Obligations Schedule

Name: CLOUD L CRAY FOUNDATION 100250
C/O THOMAS M CRAY

EIN: 43-6077249

**US Government Securities - End
of Year Book Value:**

44,797

**US Government Securities - End
of Year Fair Market Value:**

45,197

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2016 Other Assets Schedule

Name: CLOUD L CRAY FOUNDATION 100250
C/O THOMAS M CRAY

EIN: 43-6077249

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FLINT HILLS STRATEGIC SMALL MID CAP, LP	738,871	838,470	838,470

TY 2016 Other Decreases Schedule**Name:** CLOUD L CRAY FOUNDATION 100250

C/O THOMAS M CRAY

EIN: 43-6077249

Description	Amount
UNSETTLED TRANSACTIONS AND MISCELLANEOUS	10,064

TY 2016 Other Expenses Schedule

Name: CLOUD L CRAY FOUNDATION 100250
C/O THOMAS M CRAY

EIN: 43-6077249

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES & POSTAGE	52	0		52
TELEPHONE	1,148	0		1,148
MISCELLANEOUS EXPENSE	510	0		510

TY 2016 Other Income Schedule**Name:** CLOUD L CRAY FOUNDATION 100250

C/O THOMAS M CRAY

EIN: 43-6077249**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	140	140	140

TY 2016 Other Increases Schedule**Name:** CLOUD L CRAY FOUNDATION 100250

C/O THOMAS M CRAY

EIN: 43-6077249

Description	Amount
BASIS ADJUSTMENT FOR FLINT HILLS STRATEGIC SMALL MID CAP LP	47,574
NONDIVIDEND DISTRIBUTIONS	37,259

TY 2016 Other Professional Fees Schedule

Name: CLOUD L CRAY FOUNDATION 100250
C/O THOMAS M CRAY

EIN: 43-6077249

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	21,600	0		21,600
COMPUTER EXPENSE	344	0		344
INVESTMENT MANAGEMENT FEES	31,961	31,961		0
APPRAISAL FEES	3,000	0		3,000

TY 2016 Taxes Schedule

Name: CLOUD L CRAY FOUNDATION 100250
C/O THOMAS M CRAY

EIN: 43-6077249

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	1,795	1,795		0
REAL ESTATE TAXES	23,329	23,329		0