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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation  
or Section 4947(a)(1) Trust Treated as Private Foundation**

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

OMB No 1545-0052

**2016****Open to Public Inspection**

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

**BARRY L. AND PAULA M. DOWNING FOUNDATION**  
1625 N. WATERFRONT PARKWAY #100  
WICHITA, KS 67206

**G** Check all that apply:☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change**H** Check type of organization:☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I** Fair market value of all assets at end of year  
(from Part II, column (c), line 16)▶ \$ **6,621,786.****J** Accounting method☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

**A** Employer identification number**48-1134459****B** Telephone number (see instructions)**316-260-3353****C** If exemption application is pending, check here ▶ ☐**D** 1 Foreign organizations, check here ▶ ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐**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)**1** Contributions, gifts, grants, etc., received (attach schedule)**1,000,000.****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**198,895.****198,895.****198,895.****5a** Gross rents**b** Net rental income or (loss)**6a** Net gain or (loss) from sale of assets not on line 10**-155,346.****b** Gross sales price for all assets on line 6a **7,202,412.****7** Capital gain net income (from Part IV, line 2)**0.****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**1,043,549.****198,895.****198,895.****13** Compensation of officers, directors, trustees, etc.**0.****14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule) See St 1**10,952.****10,952.****b** Accounting fees (attach sch)

See St 2

**93,428.****93,428.****c** Other professional fees (attach sch)

See St 3

**45,493.****45,493.****17** Interest**2,079.****2,079.****18** Taxes (attach schedule) (see instructions)**19** Depreciation (attach schedule) and depletion**20** Occupancy**21** Travel, conferences, and meetings**24,797.****24,797.****22** Printing and publications**23** Other expenses (attach schedule)

See Statement 4

**1,219.****1,219.****24 Total operating and administrative expenses.** Add lines 13 through 23**177,968.****177,968.****25** Contributions, gifts, grants paid**986,848.****986,848.****26 Total expenses and disbursements.** Add lines 24 and 25**1,164,816.****177,968.****0.****986,848.****27** Subtract line 26 from line 12.**a** Excess of revenue over expenses and disbursements**-121,267.****b** Net investment income (if negative, enter -0-)**20,927.****c** Adjusted net income (if negative, enter -0-)**198,895.**

SCANNED APR 04 2017

ADMINISTRATIVE EXPENSES

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| <b>Part II Balance Sheets</b>                                                                                              |      | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)     | Beginning of year | End of year    |                       |
|----------------------------------------------------------------------------------------------------------------------------|------|-------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                                                                                            |      |                                                                                                                         | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>A<br/>S<br/>S<br/>E<br/>T<br/>S</b>                                                                                     | 1    | Cash — non-interest-bearing                                                                                             | 206.              | 10,937.        | 10,937.               |
|                                                                                                                            | 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 sch)                                                                           |                   |                |                       |
|                                                                                                                            |      | Less: allowance for doubtful accounts                                                                                   |                   |                |                       |
|                                                                                                                            | 8    | Inventories for sale or use                                                                                             |                   |                |                       |
|                                                                                                                            | 9    | Prepaid expenses and deferred charges                                                                                   |                   |                |                       |
|                                                                                                                            | 10 a | 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                                                                      |                   |                |                       |
| <b>L<br/>I<br/>A<br/>B<br/>I<br/>L<br/>I<br/>T<br/>I<br/>E<br/>S</b>                                                       |      | Less accumulated depreciation (attach schedule)                                                                         |                   |                |                       |
|                                                                                                                            | 12   | Investments — mortgage loans                                                                                            |                   |                |                       |
|                                                                                                                            | 13   | Investments — other (attach schedule)                                                                                   | 6,758,481.        | 6,302,503.     | 6,610,849.            |
|                                                                                                                            | 14   | Land, buildings, and equipment basis                                                                                    |                   |                |                       |
|                                                                                                                            |      | Less accumulated depreciation (attach schedule)                                                                         |                   |                |                       |
|                                                                                                                            | 15   | Other assets (describe)                                                                                                 |                   |                |                       |
|                                                                                                                            | 16   | <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I)                    | 6,758,687.        | 6,313,440.     | 6,621,786.            |
|                                                                                                                            | 17   | Accounts payable and accrued expenses                                                                                   |                   |                |                       |
|                                                                                                                            | 18   | Grants payable                                                                                                          |                   |                |                       |
|                                                                                                                            | 19   | Deferred revenue                                                                                                        |                   |                |                       |
| <b>N<br/>E<br/>T<br/>F<br/>U<br/>N<br/>D<br/>A<br/>S<br/>S<br/>E<br/>T<br/>B<br/>A<br/>L<br/>A<br/>N<br/>C<br/>E<br/>S</b> | 20   | Loans from officers, directors, trustees, & other disqualified persons                                                  |                   |                |                       |
|                                                                                                                            | 21   | Mortgages and other notes payable (attach schedule)                                                                     | 3,198,146.        | 3,201,166.     |                       |
|                                                                                                                            | 22   | Other liabilities (describe)                                                                                            |                   |                |                       |
|                                                                                                                            | 23   | <b>Total liabilities</b> (add lines 17 through 22)                                                                      | 3,198,146.        | 3,201,166.     |                       |
| <b>F<br/>U<br/>N<br/>D<br/>B<br/>A<br/>L<br/>A<br/>N<br/>C<br/>E<br/>S</b>                                                 |      | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>               |                   |                |                       |
|                                                                                                                            | 24   | Unrestricted                                                                                                            |                   |                |                       |
|                                                                                                                            | 25   | Temporarily restricted                                                                                                  |                   |                |                       |
|                                                                                                                            | 26   | Permanently restricted                                                                                                  |                   |                |                       |
|                                                                                                                            |      | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>                            |                   |                |                       |
|                                                                                                                            | 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                                                        | 3,560,541.        | 3,112,274.     |                       |
|                                                                                                                            | 30   | <b>Total net assets or fund balances</b> (see instructions)                                                             | 3,560,541.        | 3,112,274.     |                       |
|                                                                                                                            | 31   | <b>Total liabilities and net assets/fund balances</b> (see instructions)                                                | 6,758,687.        | 6,313,440.     |                       |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|   |                                                                                                                                                            |   |            |
|---|------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 1 | Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 3,560,541. |
| 2 | Enter amount from Part I, line 27a                                                                                                                         | 2 | -121,267.  |
| 3 | Other increases not included in line 2 (itemize)                                                                                                           | 3 |            |
| 4 | Add lines 1, 2, and 3                                                                                                                                      | 4 | 3,439,274. |
| 5 | Decreases not included in line 2 (itemize) <b>See Statement 5</b>                                                                                          | 5 | 327,000.   |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30                                                      | 6 | 3,112,274. |

**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 shares MLC Company) |  | (b) How acquired<br>P — Purchase<br>D — Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1 a VARIOUS BOND AND EQUITY INVESTMENTS</b>                                                                                           |  | <b>P</b>                                         | <b>Various</b>                       | <b>Various</b>                   |
| <b>b</b>                                                                                                                                 |  |                                                  |                                      |                                  |
| <b>c</b>                                                                                                                                 |  |                                                  |                                      |                                  |
| <b>d</b>                                                                                                                                 |  |                                                  |                                      |                                  |
| <b>e</b>                                                                                                                                 |  |                                                  |                                      |                                  |

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b> 7,202,412.   |                                            | 7,357,758.                                      | -155,346.                                    |
| <b>b</b>              |                                            |                                                 |                                              |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

  

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (col. (h)<br>gain minus col. (k), but not less<br>than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <b>a</b>                  |                                      |                                                 | -155,346.                                                                                       |
| <b>b</b>                  |                                      |                                                 |                                                                                                 |
| <b>c</b>                  |                                      |                                                 |                                                                                                 |
| <b>d</b>                  |                                      |                                                 |                                                                                                 |
| <b>e</b>                  |                                      |                                                 |                                                                                                 |

  

|                                                                                                                                                                                                                                                                     |          |           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------|
| <b>2</b> Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7</span>                                                                | <b>2</b> | -155,346. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 <span style="border: 1px solid black; padding: 2px;"> </span> | <b>3</b> | 0.        |

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries

| (a) Base period years<br>Calendar year (or tax year<br>beginning in) | (b) Adjusted qualifying distributions | (c) Net value of<br>noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|---------------------------------------|----------------------------------------------|----------------------------------------------------------|
| 2015                                                                 | 1,548,687.                            | 6,621,612.                                   | 0.233884                                                 |
| 2014                                                                 | 1,183,041.                            | 5,943,307.                                   | 0.199054                                                 |
| 2013                                                                 | 1,380,753.                            | 5,044,891.                                   | 0.273693                                                 |
| 2012                                                                 | 506,278.                              | 5,752,555.                                   | 0.088009                                                 |
| 2011                                                                 | 711,486.                              | 6,591,232.                                   | 0.107944                                                 |

  

|                                                                                                                                                                                       |          |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                  | <b>2</b> | 0.902584   |
| <b>3</b> 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 | <b>3</b> | 0.180517   |
| <b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5                                                                                                 | <b>4</b> | 6,059,095. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                    | <b>5</b> | 1,093,770. |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | <b>6</b> | 209.       |
| <b>7</b> Add lines 5 and 6                                                                                                                                                            | <b>7</b> | 1,093,979. |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                         | <b>8</b> | 986,848.   |

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)**

|                                                                                                                                                                                                                                         |     |        |      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|--------|------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1<br>Date of ruling or determination letter _____ (attach copy of letter if necessary — see instructions) |     |        |      |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                       |     | 1      | 419. |
| 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      | 419. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                                                                                            |     | 4      | 0.   |
| 5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                        |     | 5      | 419. |
| 6 Credits/Payments                                                                                                                                                                                                                      |     |        |      |
| a 2016 estimated tax pmts and 2015 overpayment credited to 2016                                                                                                                                                                         | 6 a | 4,000. |      |
| b Exempt foreign organizations — tax withheld at source                                                                                                                                                                                 | 6 b |        |      |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                   | 6 c |        |      |
| d Backup withholding erroneously withheld                                                                                                                                                                                               | 6 d |        |      |
| 7 Total credits and payments Add lines 6a through 6d                                                                                                                                                                                    | 7   | 4,000. |      |
| 8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                               | 8   |        |      |
| 9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                           | 9   | 0.     |      |
| 10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                              | 10  | 3,581. |      |
| 11 Enter the amount of line 10 to be: <b>Credited to 2017 estimated tax</b> 3,581. <b>Refunded</b>                                                                                                                                      | 11  | 0.     |      |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                     | Yes | No  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                            |     | X   |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?<br><i>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</i> |     | X   |
| c Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                       |     | X   |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.<br>(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?<br><i>If 'Yes,' attach a detailed description of the activities</i>                                                                                                                                                                               |     | 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? <i>If 'Yes,' attach a conformed copy of the changes</i>                                                                                                                 |     | X   |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                     |     | X   |
| b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                           |     | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If 'Yes,' attach the statement required by General Instruction T</i>                                                                                                                                                                         |     | X   |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?                | X   |     |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, col (c), and Part XV</i>                                                                                                                                                                                                           | X   |     |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions)<br>KS                                                                                                                                                                                                                                        |     |     |
| b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>                                                                                                                                | 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)? <i>If 'Yes,' complete Part XIV</i>                                                                                       |     | X   |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>                                                                                                                                                                                                        |     | X   |

BAA

Form 990-PF (2016)

**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)          |     | 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)         |     | X   |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address <b>WWW.DOWNINGFOUNDATION.ORG</b>                          | X   |     |
| 14 The books are in care of <b>BARRY DOWNING</b> Telephone no <b>316-260-3353</b><br>Located at <b>1625 N. WATERFRONT PARKWAY, SUITE 100 WICHIT</b> ZIP + 4 <b>67206</b>                            |     |     |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year <b>15</b> | N/A | N/A |
| 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?        |     | 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  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----|
| 1 a 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?                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?<br>Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                             | 1 b                                                                 | N/A |
| 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?                                                                                                                                                                                                                                                                                                         | 1 c                                                                 | 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?<br>If 'Yes,' list the years <b>20 __ , 20 __ , 20 __ , 20 __</b>                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| 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.)                                                                                                                                                                                       | 2 b                                                                 | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here<br><b>20 __ , 20 __ , 20 __ , 20 __</b>                                                                                                                                                                                                                                                                                                                                         |                                                                     |     |
| 3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) | 3 b                                                                 | N/A |
| 4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                               | 4 a                                                                 | 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?                                                                                                                                                                                                                                                               | 4 b                                                                 | X   |

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5 b** N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945–5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6 b** X

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?N/A **7 b****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 |
|------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| BARRY L. DOWNING<br>1625 N. WATERFRONT PKWY. #100<br>WICHITA, KS 67206 | CO-TRUSTEE<br>1.00                                        | 0.                                        | 0.                                                                    | 0.                                    |
| PAULA M. DOWNING<br>1625 N. WATERFRONT PKWY. #100<br>WICHITA, KS 67206 | CO-TRUSTEE<br>1.00                                        | 0.                                        | 0.                                                                    | 0.                                    |
| LISA JACKSON<br>1625 N. WATERFRONT PKWY. #220<br>WICHITA, KS 67206     | CO-TRUSTEE<br>1.00                                        | 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 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| None                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

0

**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 N/A |          |
| 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 N/A                                                                                                            |        |
| 2                                                                                                                |        |
| All other program-related investments See instructions                                                           |        |
| 3                                                                                                                |        |
| Total. Add lines 1 through 3                                                                                     | 0.     |

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

|                                                                                                                      |            |            |
|----------------------------------------------------------------------------------------------------------------------|------------|------------|
| <b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes. |            |            |
| <b>a</b> Average monthly fair market value of securities                                                             | <b>1 a</b> | 6,113,077. |
| <b>b</b> Average of monthly cash balances                                                                            | <b>1 b</b> | 38,288.    |
| <b>c</b> Fair market value of all other assets (see instructions)                                                    | <b>1 c</b> |            |
| <b>d</b> Total (add lines 1a, b, and c)                                                                              | <b>1 d</b> | 6,151,365. |
| <b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1 e</b> | 0.         |
| <b>2</b> Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>   | 0.         |
| <b>3</b> Subtract line 2 from line 1d                                                                                | <b>3</b>   | 6,151,365. |
| <b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>   | 92,270.    |
| <b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | <b>5</b>   | 6,059,095. |
| <b>6</b> Minimum investment return. Enter 5% of line 5                                                               | <b>6</b>   | 302,955.   |

**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.)

|                                                                                                             |            |          |
|-------------------------------------------------------------------------------------------------------------|------------|----------|
| <b>1</b> Minimum investment return from Part X, line 6                                                      | <b>1</b>   | 302,955. |
| <b>2 a</b> Tax on investment income for 2016 from Part VI, line 5                                           | <b>2 a</b> | 419.     |
| <b>b</b> Income tax for 2016. (This does not include the tax from Part VI.)                                 | <b>2 b</b> |          |
| <b>c</b> Add lines 2a and 2b                                                                                | <b>2 c</b> | 419.     |
| <b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1                              | <b>3</b>   | 302,536. |
| <b>4</b> Recoveries of amounts treated as qualifying distributions                                          | <b>4</b>   |          |
| <b>5</b> Add lines 3 and 4                                                                                  | <b>5</b>   | 302,536. |
| <b>6</b> Deduction from distributable amount (see instructions)                                             | <b>6</b>   |          |
| <b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>   | 302,536. |

**Part XII Qualifying Distributions** (see instructions)

|                                                                                                                                                               |            |          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----------|
| <b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                            |            |          |
| <b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26                                                                        | <b>1 a</b> | 986,848. |
| <b>b</b> Program-related investments — total from Part IX-B                                                                                                   | <b>1 b</b> |          |
| <b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>   |          |
| <b>3</b> Amounts set aside for specific charitable projects that satisfy the                                                                                  |            |          |
| <b>a</b> Suitability test (prior IRS approval required)                                                                                                       | <b>3 a</b> |          |
| <b>b</b> Cash distribution test (attach the required schedule)                                                                                                | <b>3 b</b> |          |
| <b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                           | <b>4</b>   | 986,848. |
| <b>5</b> 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) | <b>5</b>   |          |
| <b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4                                                                                       | <b>6</b>   | 986,848. |

**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)<br>Corpus | (b)<br>Years prior to 2015 | (c)<br>2015 | (d)<br>2016 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2016 from Part XI, line 7                                                                                                                       |               |                            |             | 302,536.    |
| <b>2</b> Undistributed income, if any, as of the end of 2016                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2015 only                                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Total for prior years 20 __, 20 __, 20 __                                                                                                                                |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2016                                                                                                                          |               |                            |             |             |
| <b>a</b> From 2011                                                                                                                                                                | 387,286.      |                            |             |             |
| <b>b</b> From 2012                                                                                                                                                                | 220,967.      |                            |             |             |
| <b>c</b> From 2013                                                                                                                                                                | 1,128,508.    |                            |             |             |
| <b>d</b> From 2014                                                                                                                                                                | 893,628.      |                            |             |             |
| <b>e</b> From 2015                                                                                                                                                                | 1,220,440.    |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 3,850,829.    |                            |             |             |
| <b>4</b> Qualifying distributions for 2016 from Part XII, line 4. $\blacktriangleright$ \$ 986,848.                                                                               |               |                            |             |             |
| <b>a</b> Applied to 2015, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Applied to undistributed income of prior years (Election required — see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required — see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2016 distributable amount                                                                                                                                     |               |                            |             | 302,536.    |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 684,312.      |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )                                        | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 4,535,141.    |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount — see instructions                                                                                                          |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions                                                                            |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017                                                                |               |                            |             | 0.          |
| <b>7</b> 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.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)                                                                              | 387,286.      |                            |             |             |
| <b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a                                                                                              | 4,147,855.    |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2012                                                                                                                                                         | 220,967.      |                            |             |             |
| <b>b</b> Excess from 2013                                                                                                                                                         | 1,128,508.    |                            |             |             |
| <b>c</b> Excess from 2014                                                                                                                                                         | 893,628.      |                            |             |             |
| <b>d</b> Excess from 2015                                                                                                                                                         | 1,220,440.    |                            |             |             |
| <b>e</b> Excess from 2016                                                                                                                                                         | 684,312.      |                            |             |             |

**Part XIV. Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

**1** a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

**2** a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

| Tax year                                                                                                                                                 | Prior 3 years |          |          | (e) Total |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|-----------|
| (a) 2016                                                                                                                                                 | (b) 2015      | (c) 2014 | (d) 2013 |           |
| 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                                          |               |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon:                                                                                      |               |          |          |           |
| <b>a</b> 'Assets' alternative test — enter:                                                                                                              |               |          |          |           |
| <b>(1)</b> Value of all assets                                                                                                                           |               |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)                                                                                     |               |          |          |           |
| <b>b</b> 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                              |               |          |          |           |
| <b>c</b> 'Support' alternative test — enter:                                                                                                             |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |               |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |               |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization                                                                                         |               |          |          |           |
| <b>(4)</b> 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) )

BARRY L. DOWNING

- 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 6

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

See Statement for Line 2a

- c** Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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

| Recipient<br>Name and address (home or business)        | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|---------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| <b>a</b> <i>Paid during the year</i><br>See Statement 7 |                                                                                                                    |                                      |                                     |          |
| <b>Total</b>                                            |                                                                                                                    |                                      | ▶ <b>3 a</b>                        | 986,848. |
| <b>b</b> <i>Approved for future payment</i>             |                                                                                                                    |                                      |                                     |          |
| <b>Total</b>                                            |                                                                                                                    |                                      | ▶ <b>3 b</b>                        |          |

**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)<br>Related or exempt<br>function income<br>(See instructions.) |
|------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|--------------------------------------------------------------------|
|                                                            | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>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                                   | 198,895.      |                                                                    |
| 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                                   | -155,346.     |                                                                    |
| 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)                 |                           |               |                                      | 43,549.       |                                                                    |
| 13 Total. Add line 12, columns (b), (d), and (e)           |                           |               |                                      | 13            | 43,549.                                                            |

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

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

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

N/A



**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2016**

Name of the organization

**BARRY L. AND PAULA M. DOWNING FOUNDATION**

Employer identification number

**48-1134459**

**Organization type** (check one)

**Filers of:**

Form 990 or 990-EZ

**Section:**

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

**Special Rules**

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ \_\_\_\_\_

**Caution.** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**BAA** For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

**Schedule B (Form 990, 990-EZ, or 990-PF) (2016)**

Name of organization

Employer identification number

BARRY L. AND PAULA M. DOWNING FOUNDATION

48-1134459

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>Number | (b)<br>Name, address, and ZIP + 4                                    | (c)<br>Total<br>contributions | (d)<br>Type of contribution                                                                                                                                                    |
|---------------|----------------------------------------------------------------------|-------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1             | BARRY DOWNING<br>1625 N. WATERFRONT PKWY., #100<br>WICHITA, KS 67206 | \$ 1,000,000.                 | Person <input checked="" type="checkbox"/><br>Payroll <input checked="" type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
|               |                                                                      |                               | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |
|               |                                                                      |                               | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |
|               |                                                                      |                               | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |
|               |                                                                      |                               | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |
|               |                                                                      |                               | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |
|               |                                                                      |                               | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |

Employer identification number

48-1134459

## Part II

| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|---------------------------|----------------------------------------------|------------------------------------------------|----------------------|
|                           | N/A                                          |                                                |                      |
|                           |                                              | \$                                             |                      |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                           |                                              | \$                                             |                      |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                           |                                              | \$                                             |                      |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                           |                                              | \$                                             |                      |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                           |                                              | \$                                             |                      |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                           |                                              | \$                                             |                      |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                           |                                              | \$                                             |                      |

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

48-1134459

**Part III** **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) \$ \_\_\_\_\_ N/A  
Use duplicate copies of Part III if additional space is needed.

| (a)<br>No. from<br>Part I | (b)<br>Purpose of gift                                                                                                                                                                                         | (c)<br>Use of gift | (d)<br>Description of how gift is held |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|----------------------------------------|
|                           | N/A                                                                                                                                                                                                            |                    |                                        |
|                           |                                                                                                                                                                                                                |                    |                                        |
|                           |                                                                                                                                                                                                                |                    |                                        |
|                           | <div style="display: flex; justify-content: space-between;"> <div>(e)<br/>Transferee's name, address, and ZIP + 4</div> <div>Transfer of gift</div> <div>Relationship of transferor to transferee</div> </div> |                    |                                        |
|                           |                                                                                                                                                                                                                |                    |                                        |
|                           |                                                                                                                                                                                                                |                    |                                        |
|                           |                                                                                                                                                                                                                |                    |                                        |
|                           | <div style="display: flex; justify-content: space-between;"> <div>(e)<br/>Transferee's name, address, and ZIP + 4</div> <div>Transfer of gift</div> <div>Relationship of transferor to transferee</div> </div> |                    |                                        |
|                           |                                                                                                                                                                                                                |                    |                                        |
|                           |                                                                                                                                                                                                                |                    |                                        |
|                           |                                                                                                                                                                                                                |                    |                                        |
|                           | <div style="display: flex; justify-content: space-between;"> <div>(e)<br/>Transferee's name, address, and ZIP + 4</div> <div>Transfer of gift</div> <div>Relationship of transferor to transferee</div> </div> |                    |                                        |
|                           |                                                                                                                                                                                                                |                    |                                        |
|                           |                                                                                                                                                                                                                |                    |                                        |
|                           |                                                                                                                                                                                                                |                    |                                        |
|                           | <div style="display: flex; justify-content: space-between;"> <div>(e)<br/>Transferee's name, address, and ZIP + 4</div> <div>Transfer of gift</div> <div>Relationship of transferor to transferee</div> </div> |                    |                                        |
|                           |                                                                                                                                                                                                                |                    |                                        |
|                           |                                                                                                                                                                                                                |                    |                                        |
|                           |                                                                                                                                                                                                                |                    |                                        |
|                           | <div style="display: flex; justify-content: space-between;"> <div>(e)<br/>Transferee's name, address, and ZIP + 4</div> <div>Transfer of gift</div> <div>Relationship of transferor to transferee</div> </div> |                    |                                        |

## BARRY L. AND PAULA M. DOWNING FOUNDATION

48-1134459

**Statement 1**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

|       | (a)<br>Expenses<br>Per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
|       | \$ 10,952.                   | \$ 10,952.                      |                               |                               |
| Total | <u>\$ 10,952.</u>            | <u>\$ 10,952.</u>               | <u>\$ 0.</u>                  | <u>\$ 0.</u>                  |

**Statement 2**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

|                      | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|----------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Administration Fees  | \$ 70,000.                   | \$ 70,000.                      |                               |                               |
| Bank Management Fees | 23,428.                      | 23,428.                         |                               |                               |
| Total                | <u>\$ 93,428.</u>            | <u>\$ 93,428.</u>               | <u>\$ 0.</u>                  | <u>\$ 0.</u>                  |

**Statement 3**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

|                        | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Current Year Estimates | \$ 2,422.                    | \$ 2,422.                       |                               |                               |
| Prior Year Refund      | -343.                        | -343.                           |                               |                               |
| Total                  | <u>\$ 2,079.</u>             | <u>\$ 2,079.</u>                | <u>\$ 0.</u>                  | <u>\$ 0.</u>                  |

**Statement 4**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

|                    | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|--------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Operating Expenses | \$ 1,219.                    | \$ 1,219.                       |                               |                               |
| Total              | <u>\$ 1,219.</u>             | <u>\$ 1,219.</u>                | <u>\$ 0.</u>                  | <u>\$ 0.</u>                  |

BARRY L. AND PAULA M. DOWNING FOUNDATION

48-1134459

**Statement 5**  
**Form 990-PF, Part III, Line 5**  
**Other Decreases**

CONTRIBUTION TO RELATED 501C3 ORGANIZATION

Total \$ 327,000.  
 Total \$ 327,000.

**Statement 6**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program:

Name:

BARRY DOWNING

Care Of:

BARRY L. AND PAULA M. DOWNING FOUNDATION

Street Address:

1625 N WATERFRONT PKWY, SUITE 100

City, State, Zip Code:

WICHITA, KS 67206

Telephone:

316-260-3353

E-Mail Address:

Form and Content:

LETTER OF REQUEST INCLUDING NAME AND ADDRESS OF APPLICANT  
AND PROPOSED USE OF FUNDS.

Submission Deadlines:

NONE

Restrictions on Awards:

NONE

**Statement 7**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

| Name and Address                                                               | Donee<br>Relationship | Found-<br>ation<br>Status | Purpose of<br>Grant           | Amount  |
|--------------------------------------------------------------------------------|-----------------------|---------------------------|-------------------------------|---------|
| KANSAS HUMANE SOCIETY<br>4218 SOUTHEAST BLVD.<br>WICHITA KS 67210              | NONE                  | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | \$ 500. |
| WOMEN OF WICHITA<br>2929 N. ROCK ROAD<br>WICHITA KS 67226                      | NONE                  | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 2,000.  |
| WICHITA ART MUSEUM<br>1400 W. MUSEUM BLVD<br>WICHITA KS 67203                  | NONE                  | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 50,000. |
| NATIONAL FILM PRESERVE<br>TELLURIDE<br>379 STATE STREET<br>PORTSMOUTH NH 03801 | NONE                  | 501C3                     | CONTRIBUTION TO<br>OPERATIONS | 7,450.  |
| WICHITA STATE UNIVERSITY<br>1845 FAIRMOUNT<br>WICHITA KS 67260                 | NONE                  | HIGHER ED                 | OPERATING<br>SUPPORT          | 83,384. |

## BARRY L. AND PAULA M. DOWNING FOUNDATION

48-1134459

Statement 7 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| Name and Address                                                            | Donee Relationship | Found-<br>ation<br>Status | Purpose of<br>Grant                 | Amount      |
|-----------------------------------------------------------------------------|--------------------|---------------------------|-------------------------------------|-------------|
| WICHITA CHILDRENS HOME<br>810 N. HOLYOKE ST.<br>WICHITA KS 67208            | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS       | \$ 100,000. |
| KSDS INC<br>124 W. 7TH STREET<br>Washington KS 66968                        | NONE               | 501C3                     | CAPITAL CAMPAIGN<br>CONTRIBUTION    | 10,000.     |
| SEDGWICK COUNTY ZOO<br>5555 ZOO BLVD<br>WICHITA KS 67212                    | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS       | 402,514.    |
| THE LORDS DINER<br>520 N. BROADWAY<br>WICHITA KS 67211                      | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS       | 5,000.      |
| MAKE A WISH KANSAS<br>2016 NORTH AMIDON<br>WICHITA KS 67203                 | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS       | 1,000.      |
| WICHITA CENTER FOR THE ARTS<br>9112 E. CENTRAL<br>WICHITA KS 67206          | NONE               | 501C3                     | CONTRIBUTION TO<br>CAPITAL CAMPAIGN | 51,000.     |
| WICHITA COMMUNITY<br>FOUNDATION<br>301 N. MAIN, STE 101<br>WICHITA KS 67202 | NONE               | 501C3                     | OPERATING<br>PROGRAM DONATION       | 3,000.      |
| Kidzcope<br>9415 E. Harry, Suite 501<br>Wichita KS 67207                    | NONE               | 501C3                     | Program Support                     | 250.        |
| RISE UP FOR YOUTH<br>PO BOX 1256<br>WICHITA KS 67201                        | NONE               | 501C3                     | CONTRIBUTION TO<br>OPERATIONS       | 65,000.     |
| GRUMPY OLD MEN<br>1440 GATEWOOD #55<br>WICHITA KS 67206                     | NONE               |                           | COMMUNITY<br>SUPPORT DONATION       | 3,000.      |
| CATHOLIC CHARITIES, INC.<br>437 N. TOPEKA ST.<br>WICHITA KS 67203           | NONE               | PC 501C3                  | CONTRIBUTION TO<br>OPERATIONS       | 140,000.    |
| GIRL SCOUTS OF THE<br>HEARTLAND<br>360 Lexington Road<br>Wichita KS 67218   | NONE               | PC 501C3                  | PROGRAM DONATION                    | 1,000.      |

## BARRY L. AND PAULA M. DOWNING FOUNDATION

48-1134459

Statement 7 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| Name and Address                                                                              | Donee Relationship | Found-<br>ation<br>Status | Purpose of<br>Grant                | Amount      |
|-----------------------------------------------------------------------------------------------|--------------------|---------------------------|------------------------------------|-------------|
| PUPPIES BEHIND BARS<br>263 W. 38th Street, 4th Fl.<br>New York NY 10018                       | NONE               | PC 501C3                  | CONTRIBUTION TO<br>OPERATIONS      | \$ 5,000.   |
| WICHITA CRIME COMMISSION<br>130 E. Murdock, Ste 101<br>Wichita KS 67214                       | NONE               | PC 501C3                  | CONTRIBUTION TO<br>OPERATIONS      | 1,000.      |
| Wichita Public Library<br>223 S. Main St.<br>Wichita KS 67202                                 | NONE               | PC 501C3                  | CONTRIBUTION -<br>CAPITAL CAMPAIGN | 35,000.     |
| Carter Chance Education<br>Fund<br>1 Flint Hills National<br>Andover KS 67002                 | NONE               |                           | Contribution to<br>program fund    | 1,000.      |
| Franklin County Humane<br>Society<br>244 State Highway 65<br>Eastpoint FL 32328               | NONE               | PC 501C3                  | OPERATING<br>SUPPORT DONATION      | 2,500.      |
| Risen Life, Inc.<br>PO Box 311<br>Colwich KS 67030                                            | NONE               | PC 501C3                  | OPERATING<br>SUPPORT GRANT         | 1,500.      |
| Step Stone<br>1329 S. Bluffview<br>Wichita KS 67218                                           | NONE               | PC 501C3                  | DONATION TO<br>PROGRAM             | 5,000.      |
| STORYTIME VILLAGE, INC<br>PO Box 21104<br>Wichita KS 67208                                    | NONE               | PC 501C2                  | GRANT TO PROGRAM                   | 7,000.      |
| Wichita Kids Golf<br>Initiative, Inc.<br>27 E. Stonebridge Cr.<br>Wichita KS 67230            | NONE               | PC 501C3                  | PROGRAM SUPPORT                    | 2,500.      |
| Timothy P. O'Shaughnessy<br>Foundation<br>44353 Main Street, Ste 1100<br>Kansas City MO 64111 | NONE               |                           | Cotribution -<br>Memorial Fund     | 1,250.      |
| Total                                                                                         |                    |                           |                                    | \$ 986,848. |