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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation
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 ► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2016

Open to Public Inspection

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

Name of foundation

LOCKTON FAMILY FOUNDATION

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

Room/suite

444 W. 47TH STREET

900

City or town, state or province, country, and ZIP or foreign postal code

KANSAS CITY, MO 64112

(816) 960-9918

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

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, col (c), line 16) ► \$ 1,593,542.

J Accounting method

 Cash Accrual Other (specify) _____

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

A Employer identification number

48-1135485

B Telephone number (see instructions)

(816) 960-9918

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)	100,000.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments.	44.	44.		ATCH 1
4 Dividends and interest from securities	32,096.	32,096.		ATCH 2
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	50,812.			
b Gross sales price for all assets on line 6a 430,197.				
7 Capital gain net income (from Part IV, line 2)		50,812.		
8 Net short-term capital gain.				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold	E2-700			
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	E2-700			
12 Total. Add lines 1 through 11	182,952.	82,952.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	3,500.	1,750.		1,750.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) [4].	3,611.	1,111.		
19 Depreciation (attach schedule) and depletion.				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	8,675.	7,999.		676.
24 Total operating and administrative expenses.	15,786.	10,860.		2,426.
Add lines 13 through 23.				
25 Contributions, gifts, grants paid	131,000.			131,000.
26 Total expenses and disbursements Add lines 24 and 25	146,786.	10,860.	0.	133,426.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	36,166.			
b Net investment income (if negative, enter -0-)		72,092.		
c Adjusted net income (if negative, enter -0-)				

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Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	5,096.	2,375.	2,375.
	2	Savings and temporary cash investments	208,366.	305,368.	305,368.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable.			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use.			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	1,290,912.	1,232,763.	1,285,799.
	c	Investments - corporate bonds (attach schedule)			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans.			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
Net Assets or Fund Balances		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,504,374.	1,540,506.	1,593,542.
	17	Accounts payable and accrued expenses			
Foundations that follow SFAS 117, check here ► and complete lines 24 through 26 and lines 30 and 31.	18	Grants payable.			
	19	Deferred revenue.			
	20	Loans from officers, directors, trustees, and other disqualified persons.			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Foundations that do not follow SFAS 117, check here ► check here and complete lines 27 through 31.	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund.			
	29	Retained earnings, accumulated income, endowment, or other funds	1,504,374.	1,540,506.	
	30	Total net assets or fund balances (see instructions)	1,504,374.	1,540,506.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,504,374.	1,540,506.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,504,374.
2	Enter amount from Part I, line 27a	2	36,166.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,540,540.
5	Decreases not included in line 2 (itemize) ► ATCH 7	5	34.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,540,506.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	50,812.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	0.	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	102,186.	1,608,359.	0.063534
2014	110,198.	1,680,367.	0.065580
2013	110,860.	1,595,518.	0.069482
2012	317,462.	1,435,221.	0.221194
2011	14,345.	1,566,389.	0.009158
2 Total of line 1, column (d)			2 0.428948
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.085790
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 1,502,968.
5 Multiply line 4 by line 3			5 128,940.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 721.
7 Add lines 5 and 6			7 129,661.
8 Enter qualifying distributions from Part XII, line 4			8 133,426.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	1	721.
	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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	721.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	721.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016.	6a	3,631.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	3,631.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,910.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ► 2,910. Refunded ► 11	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a			X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		
1b			X
1c	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		
1c			X
2	Did the foundation file Form 1120-POL for this year?		
2			X
3	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.		
3	(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
4	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
4			X
5	Has the foundation engaged in any activities that have not previously been reported to the IRS?		
5	If "Yes," attach a detailed description of the activities		
6	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		
6			X
7	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
7			X
8a	If "Yes," has it filed a tax return on Form 990-T for this year?		
8a			X
9	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		
9	If "Yes," attach the statement required by General Instruction T.		
10	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		
10	If "Yes," attach the statement required by General Instruction T.		
11	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either.		
11	• By language in the governing instrument, or		
11	• 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?		
12	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		
12			X
13a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MO,		
13a			X
13b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
13b			X
14	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		
14			X
15	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		
15			X

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Part VII-A Statements Regarding Activities (continued)

11	Yes	No
11	X	
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► CHERYL L. WILLIAMS Telephone no ► 816-960-9918	
Located at ► 444 W. 47TH ST. SUITE 900 KANSAS CITY, MO ZIP+4 ► 64112		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► 15	
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► <input type="checkbox"/>	

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

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

1a	Yes	No
(1)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6)	<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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	
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?	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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?	

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here ►			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		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		0.	0.	0.

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

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

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

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

Total number of others receiving over \$50,000 for professional services ► 0.

Part IX-A Summary of Direct Charitable Activities

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

Organizations and other beneficiaries served; conferences convened; research papers produced, etc	
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.

1	NONE	
2		0.

All other program-related investments. See instructions.

Total. Add lines 1 through 3 ► **0.**
0.

Total, Add lines 1 through 3

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	1,313,844.
b Average of monthly cash balances	1b	212,012.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,525,856.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,525,856.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	22,888.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,502,968.
6 Minimum investment return. Enter 5% of line 5	6	75,148.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1 Minimum investment return from Part X, line 6	1	75,148.
2a Tax on investment income for 2016 from Part VI, line 5	2a	721.
b Income tax for 2016 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	721.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	74,427.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	74,427.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	74,427.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	133,426.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	0.
b Cash distribution test (attach the required schedule)	3b	0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	133,426.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	721.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	132,705.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				74,427.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 14 ,20 13 ,20 12 .				
3 Excess distributions carryover, if any, to 2016				
a From 2011	247,967.			
b From 2012	32,044.			
c From 2013	26,744.			
d From 2014	23,732.			
f Total of lines 3a through e	330,487.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 133,426.				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				74,427.
e Remaining amount distributed out of corpus.	58,999.			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	389,486.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	389,486.			
10 Analysis of line 9				
a Excess from 2012	247,967.			
b Excess from 2013	32,044.			
c Excess from 2014	26,744.			
d Excess from 2015	23,732.			
e Excess from 2016	58,999.			

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

NOT APPLICABLE

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				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets.				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(ii)				
(3) Largest amount of support from an exempt organization.				
(4) Gross investment income .				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
ATCH 9				
Total			► 3a	131,000.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments			14	44.	
3 Interest on savings and temporary cash investments			14	32,096.	
4 Dividends and interest from securities					
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			18	50,812.	
8 Gain or (loss) from sales of assets other than inventory					
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)				82,952.	
13 Total. Add line 12, columns (b), (d), and (e)			13		82,952.

(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)
NONE	NOT APPLICABLE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No
b If "Yes," complete the following schedule

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign
Here

Signature of officer or trustee

Date

Title

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

Paid Preparer Use Only	Print/Type preparer's name JOSEPH A JEZAK	Preparer's signature <i>Joe Jezak</i>	Date 5-9-17	Check <input type="checkbox"/> if self-employed	PTIN P00731634
	Firm's name ► JMW & ASSOCIATES, LLC	Firm's EIN ► 57-1224592			
	Firm's address ► 6400 GLENWOOD SUITE 100 OVERLAND PARK, KS	66202	Phone no	913-499-4920	

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

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

Name of the organization

LOCKTON FAMILY FOUNDATION

Employer identification number

48-1135485

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or 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)

Name of organization **LOCKTON FAMILY FOUNDATION**

Employer identification number

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RONALD J. LOCKTON 2321 W. 59TH STREET MISSION HILLS, KS 66208	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization LOCKTON FAMILY FOUNDATION

Employer identification number

Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization LOCKTON FAMILY FOUNDATION

Employer identification number

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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
		TOTAL CAPITAL GAIN DISTRIBUTIONS					23.	
108,331.		MS #107593 ST COVERED 111,244.				VARIOUS	VARIOUS -2,913.	
234,377.		MS #107593 LT COVERED 215,769.				VARIOUS	VARIOUS 18,608.	
3,700.		ISHARES RUSSELL MIDCAP G 44SHS 2,369.				08/16/2011	01/21/2016 1,331.	
6,799.		ISHARES RUSSELL MIDCAP V 93SHS 3,866.				08/16/2011	VARIOUS 2,933.	
16,968.		ISHARES RUSSELL 1000GR 183 SHS 10,173.				08/16/2011	01/22/2016 6,795.	
59,999.		ISHARES RUSSELL 1000VA 595SHS 35,964.				VARIOUS	VARIOUS 24,035.	
TOTAL GAIN(LOSS)							<u>50,812.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
COMMERCE BANK	3.	3.
MORGAN STANLEY - 017200	38.	38.
MORGAN STANLEY - 017593	3.	3.
TOTAL	<u><u>44.</u></u>	<u><u>44.</u></u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MORGAN STANLEY - 107593	32,096.	32,096.
TOTAL	<u>32,096.</u>	<u>32,096.</u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
JMW & ASSOCIATES	3,500.	1,750.	1,750.
TOTALS	<u>3,500.</u>	<u>1,750.</u>	<u>1,750.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	1,111.	
FEDERAL INCOME TAXES PAID	2,500.	
TOTALS	<u>3,611.</u>	<u>1,111.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
BANK FEES	48.	48.	
CONSULTING/ADVISORY FEES	7,951.	7,951.	
WEB HOSTING FEE	676.		
TOTALS	<u>8,675.</u>	<u>7,999.</u>	<u>676.</u>

ATTACHMENT 5

FORM 990PF, PART III - CORPORATE STOCKDESCRIPTIONBEGINNING
BOOK VALUEENDING
BOOK VALUEATTACHMENT 6

	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MORGAN STANLEY - 107593 ATCH A	1,290,912.	1,232,763.	1,285,799.
TOTALS	<u>1,290,912.</u>	<u>1,232,763.</u>	<u>1,285,799.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
--------------------	---------------

UNREALIZED G/L	34.
----------------	-----

TOTAL	<u><u>34.</u></u>
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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS</u>	<u>EXPENSE ACCT</u>
			<u>TO EMPLOYEE</u>	<u>AND OTHER</u>
			<u>BENEFIT PLANS</u>	<u>ALLOWANCES</u>
CHERYL L. WILLIAMS 5825 OVERHILL MISSION HILLS, KS 66208	TRUSTEE 2.00	0.	0.	0.
RONALD J. LOCKTON 2321 W. 59TH STREET MISSION HILLS, KS 66208	TRUSTEE 1.00	0.	0.	0.
DONALD S. LOCKTON 6715 CHEROKEE LANE MISSION HILLS, KS 66208	TRUSTEE 1.00	0.	0.	0.
JOHN STEPHEN LOCKTON 4747 SOUTH FRANKLIN STREET CHERRY HILLS VILLAGE, CO 80113	TRUSTEE 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KU ENDOWMENT P.O. BOX 928 LAWRENCE, KS 66044	NONE PC		TO PROVIDE PHILANTHROPIC SUPPORT TO BUILD A GREATER UNIVERSITY OF KANSAS.	30,000.
MOCSA 3100 BROADWAY, SUITE 400 KANSAS CITY, MO 64111	NONE PC		TO HELP IMPROVE THE LIVES OF THOSE IMPACTED BY SEXUAL ABUSE AND SEXUAL ASSAULT AND PREVENT SEXUAL VIOLENCE IN THE COMMUNITY.	10,000.
THE ELLIS FOUNDATION P.O. BOX 54 FORT SCOTT, KS 66701	NONE PC		TO HELP EARN DEGREES FOR CAPABLE, DESERVING AND DETERMINED STUDENTS WHO ARE LOOKING FOR A "HAND UP" NOT A "HAND OUT".	10,000.
MCW PANCREATIC CANCER RESEARCH 9200 W WISCONSIN AVENUE MILWAUKEE, WI 53226	NONE PC		TO HELP PROVIDE EXCELLENCE IN EDUCATION, DISCOVERY, PATIENT CARE, AND PUBLIC AND COMMUNITY HEALTH.	50,000.
POLICE FOUNDATION OF KANSAS CITY P.O. BOX 901950 KANSAS CITY, MO 64190	NONE PC		TO HELP ENHANCE PUBLIC SAFETY AND LAW ENFORCEMENT PROGRAMS IN THE COMMUNITY.	1,000.
DENVER ACADEMY 4400 E. ILLIFF AVE DENVER, CO 80222	NONE PC		TO PROVIDE EXCELLENCE IN EDUCATING AND ADVOCATING FOR STUDENTS WITH LEARNING DIFFERENCES.	30,000.
			TOTAL CONTRIBUTIONS PAID	<u>131,000.</u>

ATTACHMENT 9

ATTACHMENT 9
PAGE 27

Account Detail

THE LOCKTON FAMILY FOUNDATION
444 W 47TH STREET, SUITE 900
Nickname: SELECT UMA#5

Select UMA Basic Securities Account
295-107593-343

Investment Objectives[†]: Capital Appreciation, Aggressive Income, Speculation, Income
† Inform us if your investment objectives, as defined in the Expanded Disclosures, change

HOLDINGS

This section reflects positions purchased/sold on a trade date basis. "Market Value" and "Unrealized Gain/(Loss)" may not reflect the value that could be obtained in the market. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated Annual Income a) is calculated on a pre-tax basis, b) does not include any reduction for applicable non-US withholding taxes, c) may include return of principal or capital gains which could overstate such estimates, and d) for securities that have a defined maturity date within the next 12 months, is reflected only through maturity date. Actual income or yield may be lower or higher than the estimates. Current yield reflects the income generated by an investment, and does not reflect changes in its price. Structured Investments, identified on the Position Description Details line as "Asset Class, Struct Inv," may appear in various statement product categories. When displayed, the accrued interest, annual income and current yield for those with a contingent income feature (e.g., Range Accrual Notes or Contingent Income Notes) are estimates and assume specified accrual conditions are met during the relevant period and payment in full of all contingent interest. For Floating Rate Securities, the accrued interest, annual income and current yield are estimates based on the current floating coupon rate and may not reflect historic rates within the accrual period.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. You have the right to instruct us to liquidate your bank deposit balance(s) or shares of any money market fund balance(s) at any time and have the proceeds of such liquidation remitted to you. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions

Description	Market Value	7-Day Yield %	Current Yield %	Est Ann Income	APY %
MORGAN STANLEY PRIVATE BANK NA #	\$20,883.97	—	—	\$4.00	0.020
<hr/>					
CASH, BDP, AND MMFS	Market Value	Est Ann Income			
1.60%	\$20,883.97	\$4.00			

[#] Bank Deposits are held at Morgan Stanley Bank, N.A. and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley Smith Barney LLC and each a national bank and FDIC member.

EXCHANGE-TRADED & CLOSED-END FUNDS

Global Investment Manager Analysis (GIMA) status codes (FL, AL or NL), may be shown for certain exchange-traded funds and are not guarantees of performance. Refer to "GIMA Status in Investment Advisory Programs" in the June or December statement for a description of these status codes

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
DEUTSCHE X-TRACKERS MSCI EAF (DBEF)	4/11/15	2,928,000	\$30.545	\$28.060	\$89,436.35	\$82,159.68	\$7,276.67	LT	
	8/14/15	1,118,000	29.065	28.060	32,494.45	31,371.08	(1,123.37)	LT	
	1/22/16	1,156,000	25.405	28.060	29,368.41	32,437.36	3,068.95	ST	
Total		5,202,000			151,299.21	145,968.12	(8,400.04)	LT	3,730.00

GIMA Status AL - Next Dividend Payable 06/2017 Asset Class Equities

Account Detail

THE LOCKTON FAMILY FOUNDATION
444 W 47TH STREET, SUITE 900
Nickname: SELECT UMA#5

Select UMA Basic Securities Account
295-107593-343

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ISHARES CORE MSCI EAFFE ETF (IEFA)	2/25/15	1,504,000	59.415	53.630	89,360.01	80,659.52	(8,700.49) LT		
	8/14/15	501,000	58.537	53.630	29,327.14	26,868.63	(2,458.51) LT		
	7/22/16	638,000	50.255	53.630	32,062.43	34,215.94	2,153.51 ST		
Total		2,643,000			150,749.58	141,744.09	(11,159.00) LT	4,200.00	2.96
<i>GIMA Status: AL; Next Dividend Payable 06/2017; Asset Class: Equities</i>									
ISHARES CORE MSCI EMERGING (IEMG)	2/25/15	320,000	49.013	42.450	15,684.06	13,584.00	(2,100.06) LT		
	4/17/15	1,341,000	51.333	42.450	68,837.55	56,925.45	(11,912.10) LT		
	8/14/15	448,000	43.320	42.450	19,407.36	19,017.60	(389.76) LT		
	7/15/16	562,000	43.352	42.450	24,363.77	23,856.90	(506.87) ST		
Total		2,671,000			128,292.74	113,383.95	(14,401.92) LT	2,580.00	2.27
(506.87) ST									
<i>GIMA Status: AL; Next Dividend Payable 06/2017; Asset Class: Equities</i>									
ISHARES iBOXX \$ HY COR BD ETF (HYG)	2/25/15	534,000	91.795	86.550	49,018.32	46,217.70	(2,800.62) LT		
	4/17/15	166,000	91.078	86.550	15,118.87	14,367.30	(751.57) LT		
	8/14/15	18,000	86.409	86.550	1,555.37	1,557.90	2.53 LT		
	4/22/16	321,000	83.336	86.550	26,750.82	27,782.55	1,031.73 ST		
Total		1,039,000			92,443.38	89,925.45	(3,549.66) LT	4,739.00	5.26
1,031.73 ST									
<i>GIMA Status: AL; Next Dividend Payable 01/2017; Asset Class: FI & Pref</i>									
ISHARES RUSSELL 1000 GRW ETF (IWF)	1/20/12	93,000	64.199	104.900	5,970.55	9,755.70	3,785.15 LT		
	8/15/14	234,000	91.200	104.900	21,340.75	24,546.60	3,205.85 LT		
	10/22/14	1,213,000	90.045	104.900	109,224.22	121,243.70	18,019.48 LT		
	8/14/15	57,000	100.853	104.900	5,748.61	5,979.30	230.69 LT		
Total		1,597,000			142,284.13	167,525.30	25,241.17 LT	4,739.00	5.26
1,031.73 ST									
<i>GIMA Status: AL; Next Dividend Payable 03/2017; Asset Class: Equities</i>									
ISHARES RUSSELL 1000 VALUE ETF (IWD)	8/16/11	113,000	60.320	112.030	6,816.16	12,659.39	5,843.23 LT		
	11/7/12	129,000	71.057	112.030	9,166.40	14,451.87	5,285.47 LT		
	11/9/12	194,000	70.379	112.030	13,653.53	21,733.82	8,080.29 LT		
	11/20/12	106,000	70.250	112.030	7,446.50	11,875.18	4,428.68 LT		
	9/13/13	77,000	87.185	112.030	6,713.23	8,626.31	1,913.08 LT		
	4/11/14	108,000	94.422	112.030	10,197.58	12,099.24	1,901.66 LT		
	10/22/14	851,000	98.364	112.030	83,707.42	95,337.53	11,630.11 LT		
	4/17/15	23,000	104.168	112.030	2,395.87	2,576.69	180.82 LT		
	8/14/15	125,000	102.592	112.030	12,920.25	14,115.78	1,195.53 LT		
Total		1,727,000			153,016.94	193,475.81	40,458.87 LT	4,352.00	2.24

Account Detail

Select UMA Basic Securities Account
295-107593-343THE LOCKTON FAMILY FOUNDATION
44 W 47TH STREET, SUITE 900
Nickname: SELECT UMA#5Morgan Stanley
PRIVATE WEALTH MANAGEMENT

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est. Ann Income	Current Yield %
<i>GIMA Status: Al, Next Dividend Payable 03/2017, Asset Class: Equities</i>									
<i>ISHARES RUSSELL 2000 GROWTH ETF (IWO)</i>									
<i>GIMA Status: Al, Next Dividend Payable 03/2017, Asset Class: Equities</i>									
ISHARES RUSSELL 2000 VALUE ETF (IWN)	10/22/14	85,000	128.913	153.940	10,957.57	13,084.90	2,127.33 LT	126.00	0.96
8/14/15	79,000	94.750	118.940	7,485.23	9,396.26	1,911.03 LT	420.40 LT		
7/15/16	19,000	96.814	118.940	1,839.46	2,259.86	420.40 LT			
122,000	101,403	118.940	12,371.14	14,510.68	2,139.54 ST				
Total	220,000			21,695.83	26,166.80	2,331.43 LT	456.00	174	
<i>GIMA Status: Al, Next Dividend Payable 03/2017, Asset Class: Equities</i>									
<i>ISHARES RUSSELL MIDCAP G ETF (IWP)</i>									
11/8/13	111,000	79.389	97.390	8,812.20	10,810.29	1,998.09 LT			
10/22/14	156,000	86.863	97.390	13,550.60	15,192.84	1,642.24 LT			
7/15/16	128,000	96.621	97.390	12,367.46	12,465.92	98.46 ST			
Total	395,000			34,730.26	38,469.05	3,640.33 LT	448.00	116	
<i>GIMA Status: Al, Next Dividend Payable 03/2017, Asset Class: Equities</i>									
<i>ISHARES RUSSELL MIDCAP V ETF (IWS)</i>									
11/7/12	22,000	48.728	80.430	1,072.02	1,769.46	697.44 LT			
11/9/12	4,000	47.780	80.430	191.12	321.72	130.60 LT			
11/20/12	26,000	48.167	80.430	1,252.34	2,091.18	838.84 LT			
11/8/13	202,000	63.478	80.430	12,822.52	16,246.86	3,424.34 LT			
10/22/14	201,000	69.706	80.430	14,010.91	16,166.43	2,155.52 LT			
1/22/16	23,000	63.032	80.430	1,449.74	1,849.89	400.15 ST			
Total	478,000			30,798.65	38,445.54	7,246.74 LT	807.00	2.09	
<i>GIMA Status: Al, Next Dividend Payable 03/2017, Asset Class: Equities</i>									
<i>ISHARES TIPS BOND ETF (TIP)</i>									
4/17/15	426,000	115.252	113.170	49,097.14	48,210.42	(886.72) LT			
4/22/16	21,000	113.971	113.170	2,393.40	2,316.57	(16.83) ST			
7/15/16	2,000	116.440	113.170	232.88	226.34	(6.54) ST			
Total	449,000			51,723.42	50,813.33	(886.72) LT	750.00	1.47	
<i>GIMA Status: Al, Next Dividend Payable 01/2017, Asset Class: F & Pref</i>									
<i>PIMCO ENHANCED SHRT MTRT ETC (MINT)</i>									
1/22/16	232,000	100.757	101.330	23,375.64	23,508.56	132.92 ST			
18,000	100.989	101.330	1,817.81	1,823.94	6.13 ST				
1,000	101.130	101.330	101.13	101.33	0.20 ST				
Total	251,000			25,294.58	25,433.83	139.25 ST	343.00	1.34	
<i>GIMA Status: Al, Next Dividend Payable 01/04/17, Asset Class: F & Pref</i>									

Account Detail

Select UMA Basic Securities Account
295-107593-343

THE LOCKTON FAMILY FOUNDATION
444 W 47TH STREET, SUITE 900
Nickname: SELECT UMA#5

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
VANGUARD SHORT TERM BND (BSY)	3/8/13	744,000	80.990	79.450	60,256.56	59,110.80	(1,145.76) LT		
	9/13/13	129,000	79.900	79.450	10,307.10	10,249.05	(58.05) LT		
	1/18/13	44,000	80.458	79.450	3,540.13	3,495.80	(44.33) LT		
	4/11/14	120,000	80.299	79.450	9,635.83	9,534.00	(101.83) LT		
	2/25/15	119,000	80.310	79.450	9,556.89	9,454.55	(102.34) LT		
	4/22/16	85,000	80.530	79.450	6,845.02	6,753.25	(91.77) ST		
	7/15/16	34,000	80.840	79.450	2,748.56	2,701.30	(47.26) ST		
Total		1,275,000			102,890.09	101,298.75	(1,452.31) LT	1,494.00	1.47
							(139.03) ST		

GIMA Status: AL: Next Dividend Payable 01/2017, Asset Class: FI & Pref

VANGUARD TOTAL BOND MARKET (BND)	11/7/12	122,000	84.910	80.790	10,359.02	9,856.38	(502.64) LT		
	11/20/12	243,000	84.808	80.790	20,608.25	19,631.97	(976.28) LT		
	9/13/13	136,000	79.800	80.790	10,852.77	10,987.44	134.67 LT		
	4/11/14	36,000	81.600	80.790	2,937.60	2,908.44	(29.16) LT		
	8/15/14	25,000	82.410	80.790	2,060.25	2,019.75	(40.50) LT		
	2/25/15	56,000	83.150	80.790	4,656.40	4,524.24	(132.16) LT		
	1/22/16	94,000	81.235	80.790	7,636.09	7,594.26	(41.83) ST		
	4/22/16	525,000	82.880	80.790	43,512.00	42,414.75	(1,097.25) ST		
	7/15/16	19,000	84.192	80.790	1,599.65	1,535.01	(64.64) ST		
Total		1,256,000			104,222.03	101,472.24	(1,546.07) LT	2,506.00	2.46
							(1,203.72) ST		

GIMA Status: AL: Next Dividend Payable 01/2017, Asset Class: FI & Pref

WISDOMTREE TRUST JAPN HEDGE EQ (DXJ)	7/15/16	779,000	41.547	49.540	32,364.72	38,591.66	6,226.94 ST	764.00	1.97

Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	\$1,232,763.13	\$1,285,798.82	\$39,650.15 LT	\$29,694.00	2.31%
			13,385.54 ST	\$0.00	\$29,698.00 2.27%

TOTAL MARKET VALUE

Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Accrued Interest	Current Yield %
	\$1,232,763.13	\$1,306,682.79	\$13,385.54 ST	\$0.00		