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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](http://www.irs.gov/form990pf).**2016****Open to Public Inspection****For calendar year 2016 or tax year beginning , 2016, and ending , 20**

Name of foundation <b>LOCKTON FAMILY FOUNDATION</b>		<b>A Employer identification number</b> 48-1135485
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number (see instructions)</b>
444 W. 47TH STREET	900	(816) 960-9918
City or town, state or province, country, and ZIP or foreign postal code <b>KANSAS CITY, MO 64112</b>		<b>C</b> If exemption application is pending, check here. <input type="checkbox"/>
<b>G</b> Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	<b>D</b> 1. Foreign organizations, check here. <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,593,542.	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

<b>Part I Analysis of Revenue and Expenses</b> (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 . . . . .				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) . . . . .				
12	<b>Total.</b> 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	<b>Total operating and administrative expenses.</b> Add lines 13 through 23. . . . .	15,786.	10,860.		2,426.
25	Contributions, gifts, grants paid . . . . .	131,000.			131,000.
26	<b>Total expenses and disbursements.</b> 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	<b>Net investment income</b> (if negative, enter -0-) . . . . .		72,092.		
c	<b>Adjusted net income</b> (if negative, enter -0-) . . . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .	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 ▶ (attach schedule) . . . . .			
12		Investments - mortgage loans . . . . .			
13		Investments - other (attach schedule) . . . . .			
14		Land, buildings, and equipment basis ▶ . . . . .			
		Less accumulated depreciation ▶ (attach schedule) . . . . .			
15		Other assets (describe ▶ . . . . .)			
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,504,374.	1,540,506.	1,593,542.
17		Accounts payable and accrued expenses . . . . .			
18		Grants payable . . . . .			
Net Assets or Fund Balances	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 follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
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.

Form 990-PF (2016)

**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.)
<b>1 a</b> SEE PART IV SCHEDULE				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<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 as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	50,812.	
<b>3</b> 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		<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.

<b>1</b> 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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.428948
<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> 0.085790
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 1,502,968.
<b>5</b> Multiply line 4 by line 3.			<b>5</b> 128,940.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).			<b>6</b> 721.
<b>7</b> Add lines 5 and 6.			<b>7</b> 129,661.
<b>8</b> Enter qualifying distributions from Part XII, line 4. 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.			<b>8</b> 133,426.

**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	721.	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				
3 Add lines 1 and 2 . . . . .				
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		7	3,631.	
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 <input checked="" type="checkbox"/> 2,910. Refunded <input type="checkbox"/> . . . . .		11		

**Part VII-A Statements Regarding Activities**

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

Form 990-PF (2016)

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	Yes	No
11			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).		X
12			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
13		X	
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 ▶	Yes	No
16			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? <input type="checkbox"/>	1c	
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) <input type="checkbox"/>	2b	X
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) <input type="checkbox"/>	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? <input type="checkbox"/>	4b	X

Form 990-PF (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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** 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? ☐ **7b** X

**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. ☐

Form 990-PF (2016)

**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.	Expenses
1 N/A	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
All other program-related investments See instructions	
3 NONE	0.
Total. Add lines 1 through 3 . . . . .	0.

Form 990-PF (2016)



**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	<b>Total</b> (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	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,502,968.
6	<b>Minimum investment return.</b> 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	<b>Distributable amount</b> 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	<b>Qualifying distributions.</b> 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	<b>Adjusted qualifying distributions.</b> 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 . . . . .				
b From 2012 . . . . . 247,967.				
c From 2013 . . . . . 32,044.				
d From 2014 . . . . . 26,744.				
e From 2015 . . . . . 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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets. . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

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

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

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

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	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments .			14	44.	
<b>4</b> Dividends and interest from securities . . . . .			14	32,096.	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property. .					
<b>7</b> Other investment income . . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	50,812.	
<b>9</b> Net income or (loss) from special events . . . .					
<b>10</b> Gross profit or (loss) from sales of inventory. .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . .				82,952.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				82,952.	82,952.

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

[illegible]



**Schedule B**

(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

OMB No 1545-0047

**2016**▶ **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](http://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 foundationCheck 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).

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 **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="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)



Employer identification number

[illegible]

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	_____		_____
	_____		_____
	_____		_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	_____		_____
	_____		_____
	_____		_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	_____		_____
	_____		_____
	_____		_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	_____		_____
	_____		_____
	_____		_____

# **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		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					23.	
108,331.		MS #107593 ST COVERED 111,244.					VARIOUS -2,913.	VARIOUS
234,377.		MS #107593 LT COVERED 215,769.					VARIOUS 18,608.	VARIOUS
3,700.		ISHARES RUSSELL MIDCAP G 44SHS 2,369.					08/16/2011 1,331.	01/21/2016
6,799.		ISHARES RUSSELL MIDCAP V 93SHS 3,866.					08/16/2011 2,933.	VARIOUS
16,968.		ISHARES RUSSELL 1000GR 183 SHS 10,173.					08/16/2011 6,795.	01/22/2016
59,999.		ISHARES RUSSELL 1000VA 595SHS 35,964.					VARIOUS 24,035.	VARIOUS
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>44.</u>	<u>44.</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>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

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

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

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



ATTACHMENT 6FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<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 BALANCESDESCRIPTIONAMOUNT

UNREALIZED G/L

34.

TOTAL

34.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND 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.
MOCSEA 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>

## Account Detail

Select UMA Basic Securities Account  
295-107593-343

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

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

Investment Advisory Account

## 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 Current Yield %	Est Ann Income	APY %
MORGAN STANLEY PRIVATE BANK NA #	\$20,883.97	—	\$4.00	0.020

Percentage of Holdings	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)	4/17/15	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		
<b>Total</b>		<b>5,202,000</b>			<b>151,299.21</b>	<b>145,968.12</b>	<b>(8,400.04) LT</b> <b>3,068.95 ST</b>	<b>3,730.00</b>	<b>2.55</b>

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

## 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 %
<b>ISHARES CORE MSCI EAFE ETF (IEFA)</b>									
	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		
	1/22/16	638,000	50.255	53.630	32,062.43	34,215.94	2,153.51 ST		
<b>Total</b>		<b>2,643,000</b>			<b>150,749.58</b>	<b>141,744.09</b>	<b>(11,159.00) LT</b> <b>2,153.51 ST</b>	<b>4,200.00</b>	<b>2.96</b>
<b>GIMA Status: AL: Next Dividend Payable 06/2017, Asset Class: Equities</b>									
<b>ISHARES CORE MSCI EMERGING (IEMG)</b>									
	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		
<b>Total</b>		<b>2,671,000</b>			<b>128,292.74</b>	<b>113,383.95</b>	<b>(14,401.92) LT</b> <b>(506.87) ST</b>	<b>2,580.00</b>	<b>2.27</b>
<b>GIMA Status: AL: Next Dividend Payable 06/2017, Asset Class: Equities</b>									
<b>ISHARES IBOXX \$ HY COR BD ETF (HYG)</b>									
	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		
<b>Total</b>		<b>1,039,000</b>			<b>92,443.38</b>	<b>89,925.45</b>	<b>(3,549.66) LT</b> <b>1,031.73 ST</b>	<b>4,739.00</b>	<b>5.26</b>
<b>GIMA Status: AL: Next Dividend Payable 01/2017, Asset Class: FI &amp; Pref</b>									
<b>ISHARES RUSSELL 1000 GRW ETF (IWR)</b>									
	11/20/12	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	127,243.70	18,019.48 LT		
	8/14/15	57,000	100.853	104.900	5,748.61	5,979.30	230.69 LT		
<b>Total</b>		<b>1,597,000</b>			<b>142,284.13</b>	<b>167,525.30</b>	<b>25,241.17 LT</b>	<b>2,399.00</b>	<b>1.43</b>
<b>GIMA Status: AL: Next Dividend Payable 03/2017, Asset Class: Equities</b>									
<b>ISHARES RUSSELL 1000 VALUE ETF (IWD)</b>									
	8/16/11	113,000	60.320	112.030	6,816.16	12,659.39	5,843.23 LT		
	11/17/12	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	126,000	102.542	112.030	12,920.25	14,115.78	1,195.53 LT		
<b>Total</b>		<b>1,727,000</b>			<b>153,016.94</b>	<b>193,475.81</b>	<b>40,458.87 LT</b>	<b>4,352.00</b>	<b>2.24</b>

## 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 %
<i>GIMA Status: AL, Next Dividend Payable 03/2017, Asset Class: Equities</i>									
ISHARES RUSSELL 2000 GRWTH ETF (IWO)	10/22/14	85,000	128.913	153.940	10,957.57	13,084.90	2,127.33 LT	126.00	0.96
<i>GIMA Status: AL, Next Dividend Payable 03/2017, Asset Class: Equities</i>									
ISHARES RUSSELL 2000 VALUE ETF (IWN)	10/22/14	79,000	94.750	118.940	7,485.23	9,396.26	1,911.03 LT		
	8/14/15	19,000	96.814	118.940	1,839.46	2,259.86	420.40 LT		
	7/15/16	122,000	101.403	118.940	12,371.14	14,510.68	2,139.54 ST		
<b>Total</b>		220,000			21,695.83	26,166.80	2,331.43 LT 2,139.54 ST	456.00	1.74
<i>GIMA Status: AL, Next Dividend Payable 03/2017, Asset Class: Equities</i>									
ISHARES RUSSELL MIDCAP G ETF (IWP)	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		
<b>Total</b>		395,000			34,730.26	38,469.05	3,640.33 LT 98.46 ST	448.00	1.16
<i>GIMA Status: AL, Next Dividend Payable 03/2017, Asset Class: Equities</i>									
ISHARES RUSSELL MIDCAP V ETF (IWS)	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		
<b>Total</b>		478,000			30,798.65	38,445.54	7,246.74 LT 400.15 ST	807.00	2.09
<i>GIMA Status: AL, Next Dividend Payable 03/2017, Asset Class: Equities</i>									
ISHARES TIPS BOND ETF (TIP)	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	2,376.57	(16.83) ST		
	7/15/16	2,000	116.440	113.170	232.88	226.34	(6.54) ST		
<b>Total</b>		449,000			51,723.42	50,813.33	(886.72) LT (23.37) ST	750.00	1.47
<i>GIMA Status: AL, Next Dividend Payable 01/2017, Asset Class: FI &amp; Pref</i>									
PIMCO ENHANCED SHRI MTRI EXC (MINT)	1/22/16	232,000	100.757	101.330	23,375.64	23,508.56	132.92 ST		
	4/22/16	18,000	100.989	101.330	1,817.81	1,823.94	6.13 ST		
	7/15/16	1,000	101.130	101.330	101.13	101.33	0.20 ST		
<b>Total</b>		251,000			25,294.58	25,433.83	139.25 ST	343.00	1.34

## 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 (BSV)									
	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		
	11/8/13	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		
<b>Total</b>		<b>1,275,000</b>			<b>102,890.09</b>	<b>101,298.75</b>	<b>(1,452.31) LT</b> <b>(139.03) ST</b>	<b>1,494.00</b>	<b>1.47</b>

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		
<b>Total</b>		<b>1,256,000</b>			<b>104,222.03</b>	<b>101,472.24</b>	<b>(1,546.07) LT</b> <b>(1,203.72) ST</b>	<b>2,506.00</b>	<b>2.46</b>

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

### WISDOMTREE TRUST JPN HEDGE EQ (DXJ)

GIMA Status: AL, Next Dividend Payable 03/2017, Asset Class: Equities

	7/15/16	779,000	41.547	49.540	32,364.72	38,591.66	6,226.94 ST	764.00	1.97
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Percentage of Holdings

EXCHANGE-TRADED & CLOSED-END FUNDS 98.40%

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
					<b>\$1,232,763.13</b>	<b>\$1,285,798.82</b>	<b>\$39,650.15 LT</b> <b>13,385.54 ST</b>	<b>\$29,694.00</b>	<b>2.31%</b>

Percentage of Holdings

### TOTAL MARKET VALUE

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
					<b>\$1,232,763.13</b>	<b>\$1,306,682.79</b>	<b>\$39,650.15 LT</b> <b>\$13,385.54 ST</b>	<b>\$29,698.00</b>	<b>2.27%</b>
								<b>\$0.00</b>	