Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning 07/01 , 2016, and ending 06/30,2017

Name of foundation: DORA & LOUIS FOX CHARITABLE TRUST 100150

A Employer identification number: 43-6317492

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,530,647.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

ENVELOPE POSTMARK DATE NOV 0 3 2017

SCANNED JAN 0 4 2018

RECEIVED NOV 1 3 2017 OGDEN, UT IRS-OSC

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	35,155.	34,851.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	26,116.			
	b	Gross sales price for all assets on line 6a 392,550.				
	7	Capital gain net income (from Part IV, line 2)		26,116.		
	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)	967.			STMT 1
	12	**Total.** Add lines 1 through 11	62,238.	60,967.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	21,642.	10,821.		10,821.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	800.	NONE	NONE	800.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	454.	454.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	22,896.	11,275.	NONE	11,621.
	25	Contributions, gifts, grants paid	64,000.			64,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	86,896.	11,275.	NONE	75,621.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-24,658.			
	b	**Net investment income** (if negative, enter -0-)		49,692.		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	-25,634.	2,397.	2,397.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	1,359,950.	1,307,778.	1,528,250.
	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)	1,334,316.	1,310,175.	1,530,647.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	1,334,316.	1,310,175.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,334,316.	1,310,175.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,334,316.	1,310,175.	

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	1,334,316.
2	Enter amount from Part I, line 27a	2	-24,658.
3	Other increases not included in line 2 (itemize) ▶ RETURN OF CAPITAL	3	737.
4	Add lines 1, 2, and 3	4	1,310,395.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	220.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,310,175.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	392,550.		366,434.	26,116.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				26,116.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 26,116.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	90,818.	1,426,301.	0.063674
2014	71,827.	1,532,764.	0.046861
2013	72,560.	1,490,122.	0.048694
2012	59,525.	1,354,357.	0.043951
2011	43,134.	1,285,519.	0.033554

2	**Total** of line 1, column (d)	2	0.236734
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	0.047347
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,475,166.
5	Multiply line 4 by line 3.	5	69,845.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	497.
7	Add lines 5 and 6	7	70,342.
8	Enter qualifying distributions from Part XII, line 4	8	75,621.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	497.
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	497.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	497.
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 384.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	384.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	113.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ NONE **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ UMB BANK, N.A. Telephone no ▶ (888)862-4015

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No

If "Yes," list the years ▶ ____ , ____ , ____ , ____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	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? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
UMB BANK, N.A. 1010 GRAND, KANSAS CITY, MO 64103	TRUSTEE 2	12,642.	-0-	-0-
IRENE GOODMAN EASTPOINTE 11 5380 N OCEAN DR #14-I, SINGER ISLAND, FL	CO-TRUSTEE	9,000.	-0-	-0-

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

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

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation s four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,468,033.
b	Average of monthly cash balances	1b	29,597.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,497,630.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,497,630.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,464.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,475,166.
6	**Minimum investment return.** Enter 5% of line 5	6	73,758.

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	73,758.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	497.		
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	497.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	73,261.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	73,261.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	73,261.

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	75,621.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	75,621.
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	497.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	75,124.

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				73,261.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			39,476.	
b Total for prior years 20 14 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 NONE				
b From 2012 NONE				
c From 2013 NONE				
d From 2014 NONE				
e From 2015 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 75,621.				
a Applied to 2015, but not more than line 2a			39,476.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				36,145.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				37,116.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012 NONE				
b Excess from 2013 NONE				
c Excess from 2014 NONE				
d Excess from 2015 NONE				
e Excess from 2016 NONE				

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ [X] 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
a *Paid during the year*				
SEE STATEMENT 9				64,000.
Total ▶ 3a				64,000.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	35,155.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	26,116.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b EXCISE TAX REFUND			1	967.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				62,238.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 62,238.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political *organizations?*			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

UMB Bank n.a. Trustee

By: Susan B Ison SVP | 10/27/2017 |

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KELLY KOWALCZYK	Kelly Kowalczyk	10/27/2017		P01387686

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

Firm's address ▶ 155 N. WACKER CHICAGO, IL 60606 — Phone no 312-879-2000

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND		967.
	TOTALS	967.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	11.	11.
FOREIGN TAXES ON QUALIFIED FOR	399.	399.
FOREIGN TAXES ON NONQUALIFIED	44.	44.
TOTALS	454.	454.

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

DESCRIPTION	AMOUNT
INTRA-PERIOD G/L ADJUSTMENT	47.
COST BASIS ADJUSTMENT	173.
TOTAL	220.

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

RECIPIENT NAME:
KEHILATH ISRAEL SYNAGOGUE
ADDRESS:
10501 CONSER
OVERLAND PARK, KS 66323
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
JEWISH COMMUNITY CENTER
OF GREATER KANSAS CITY
ADDRESS:
5801 WEST 115TH STREET
OVERLAND PARK, KS 66211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
JEWISH FEDERATION OF
GREATER KANSAS CITY
ADDRESS:
5801 WEST 115TH STREET
OVERLAND PARK, KS 66211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

STATEMENT 5

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

RECIPIENT NAME:
CHILD'S PLAY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ALZHEIMERS ASSOCIATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
KEMPER MUSEUM OF CONTEMPORARY ART
ADDRESS:
4420 WARWICK BLVD
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
JEWISH FAMILY SERVICES OF GKC
ADDRESS:
5801 W 115TH ST SUITE 103
OVERLAND PARK, KS 66211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
EPSTEN GALLERY FOUNDATION
ADDRESS:
5500 W 123RD ST
LEAWOOD, KS 66209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
NATIONAL KIDNEY FOUNDATION
ADDRESS:
30 EAST 33RD STREET
NEW YORK, NY 10016
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
AMERICAN CANCER SOCIETY
ADDRESS:
250 WILLIAMS STREET NW
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

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

RECIPIENT NAME:
VILLAGE SHALOM
ADDRESS:
5500 W 123RD ST
OVERLAND PARK, KS 66209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
RISING YOUTH THEATER
ADDRESS:
1202 N. 3RD STREET
Phoenix, AZ 85004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CHILDREN'S MERCY HOSPITAL
ADDRESS:
2401 GILLHAM RD
Kansas City, MO 64108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

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

RECIPIENT NAME:
FRANK LLOYD WRIGHT FOUNDATION
ADDRESS:
12621 N. FRANK LLOYD WRIGHT BLVD
Scottsdale, AZ 85259
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
H.O.P.E FOR PAIN
ADDRESS:
670 NEWFIELD STREET, SUITE B
Middletown, CT 06457
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
HOSPICE HOUSE
ADDRESS:
12000 WORNALL RD
KANSAS CITY, MO 64145
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,000.

TOTAL GRANTS PAID: 64,000.

Statement of Investment Position

Units	Description	Symbol / Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Equity Securities									
Common Stock									
55	3M Corp	MMM 88579Y101	144 75	7,961.41	208.19	11,450 45	3,489.04	259	2.26
80	Abbvie Inc	ABBV 00287Y109	68.92	5,513.58	72.51	5,800.80	287.22	205	3.53
75	Accenture Plc - Cl A	ACN G1151C101	103.13	7,734.59	123.68	9,276.00	1,541.41	182	1.96
17	Alphabet Inc Class A	GOOGL 02079K305	564 33	9,593.64	929.68	15,804.56	6,210.92	0	
5	Amazon Com Inc	AMZN 023135106	941.12	4,705 62	968.00	4,840.00	134 38	0	
62	Amgen Inc	AMGN 031162100	128.98	7,996 94	172 23	10,678 26	2,681.32	285	2.67
165	Apple Inc	AAPL 037833100	55.25	9,116.43	144 02	23,763.30	14,646.87	416	1.75
135	AT & T Inc	T 00206R102	38 21	5,158 99	37.73	5,093 55	(65.44)	265	5 19
225	BB&T Corp	BBT 054937107	40 45	9,101 23	45 41	10,217 25	1,116 02	270	2 64
60	Becton Dickinson & Co	BDX 075887109	183 99	11,039.39	195 11	11,706.60	667.21	175	1.50
20	Blackrock Inc	BLK 09247X101	326.71	6,534.20	422.41	8,448.20	1,914.00	200	2 37
65	Boeing Co	BA 097023105	83 12	5,402.85	197 75	12,853.75	7,450 90	369	2.87
100	Chevron Corp	CVX 166764100	101 53	10,153 03	104 33	10,433 00	279.97	432	4 14
125	CME Group Inc	CME 12572Q105	94.80	11,850.47	125.24	15,655.00	3,804.53	330	2.11
200	Comcast Corp New	CMCSA 20030N101	33.36	6,672.68	38.92	7,784 00	1,111.32	126	1 62
75	Costco Wholesale Corp	COST 22160K105	77 03	5,777.05	159.93	11,994.75	6,217.70	150	1 25
35	Cummins Inc	CMI 231021106	149.87	5,245.61	162.22	5,677.70	432 09	144	2.53
85	Disney Walt Co	DIS 254687106	57.08	4,851.69	106.25	9,031.25	4,179.56	133	1.47
275	Dow Chemical Co	DOW 260543103	48.12	13,232.35	63.07	17,344.25	4,111.90	506	2.92

Statement of Investment Position (continued)

Units	Description	Symbol / Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Equity Securities *(continued)*									
Common Stock(continued)									
105	Duke Energy Hldg Corp	DUK 26441C204	80.17	8,418.33	83.59	8,776 95	358.62	359	4 09
115	Eaton Corp Plc Sedol B8KQN82	ETN G29183103	59.45	6,837.23	77.83	8,950.45	2,113.22	262	2 93
167	Enbridge Inc	ENB 29250N105	30.41	5,077.78	39 81	6,648 27	1,570.49	266	4 00
105	ExxonMobil Corp	XOM 30231G102	77.39	8,125 63	80 73	8,476.65	351.02	323	3.82
60	Facebook Inc - A Shs	FB 30303M102	112.60	6,755.73	150.98	9,058.80	2,303 07	0	
95	Home Depot Inc	HD 437076102	58 29	5,537.32	153.40	14,573.00	9,035.68	338	2.32
95	Intuit	INTU 461202103	64.44	6,121.47	132.81	12,616.95	6,495.48	129	1.02
95	Johnson & Johnson	JNJ 478160104	83.48	7,930.25	132.29	12,567.55	4,637.30	319	2 54
230	JPMorgan Chase & Co	JPM 46625H100	54.67	12,574.85	91.40	21,022.00	8,447.15	460	2 19
118	Kraft Heinz Co	KHC 500754106	63.08	7,443 70	85 64	10,105.52	2,661.82	283	2 80
30	Lockheed Martin Corp	LMT 539830109	212 95	6,388 54	277.61	8,328 30	1,939 76	218	2 62
90	Marriott Intl Inc New	MAR 571903202	86 84	7,815.20	100.31	9,027 90	1,212.70	119	1.32
55	Mastercard Inc - Class A	MA 57636Q104	86 10	4,735.39	121.45	6,679.75	1,944.36	48	0.72
240	Merck & Co Inc	MRK 58933Y105	47.93	11,504 24	64.09	15,381 60	3,877 36	451	2.93
210	Microsoft Corp	MSFT 594918104	41.05	8,621.23	68 93	14,475.30	5,854.07	328	2.26
345	Morgan Stanley Co	MS 617446448	26 46	9,126.99	44.56	15,373 20	6,246.21	276	1.80
65	NextEra Energy Inc	NEE 65339F101	80 71	5,246 37	140.13	9,108.45	3,862.08	255	2 80
175	Oracle Corp	ORCL 68389X105	44 54	7,794.41	50.14	8,774.50	980.09	133	1.52
175	Paychex Inc	PAYX 704326107	36.13	6,322.29	56.94	9,964.50	3,642.21	322	3.23

Y_____Z

Statement of Investment Position (continued)

Units	Description	Symbol / Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Equity Securities (continued)									
Common Stock(continued)									
85	Pepsico Inc	PEP 713448108	84 16	7,153.65	115.49	9,816.65	2,663.00	274	2.79
185	Principal Financial Group Inc	PFG 74251V102	51.58	9,542.37	64.07	11,852.95	2,310.58	340	2.87
105	Procter & Gamble Co	PG 742718109	81.26	8,532.13	87.15	9,150.75	618 62	290	3.16
75	Raytheon Co	RTN 755111507	115.07	8,630.43	161 48	12,111.00	3,480.57	239	1.98
120	Schlumberger Ltd	SLB 806857108	81.03	9,723.96	65.84	7,900.80	(1,823 16)	240	3.04
150	Southwest Airlines Co	LUV 844741108	35 74	5,361 02	62 14	9,321 00	3,959 98	75	0.80
110	Starbucks Corp	SBUX 855244109	44 65	4,911.25	58.31	6,414.10	1,502 85	110	1 71
140	Texas Instruments Inc	TXN 882508104	36 59	5,123 18	76 93	10,770 20	5,647.02	280	2.60
85	UnitedHealth Group Inc	UNH 91324P102	54.73	4,652.25	185 42	15,760 70	11,108.45	255	1.62
130	Ventas Inc	VTR 92276F100	61 13	7,946.59	69.48	9,032 40	1,085 81	403	4.46
160	Verizon Communications Inc	VZ 92343V104	47.98	7,676.61	44 66	7,145 60	(531.01)	370	5 17
70	Wal Mart Stores Inc	WMT 931142103	75 81	5,306.39	75.68	5,297 60	(8.79)	143	2 70
125	Wells Fargo & Co	WFC 949746101	31.98	3,998 07	55.41	6,926.25	2,928.18	190	2.74
230	Weyerhaeuser Co	WY 962166104	30.72	7,066 08	33.50	7,705.00	638 92	285	3.70
	Total Common Stock			**385,642.68**		**546,967.31**	**161,324.63**	**12,829**	
	Total Equity Securities			**385,642.68**		**546,967.31**	**161,324.63**	**12,829**	
Equity Funds									
Equity Fund									
14,524 293	Developed Markets Index Fund Admiral CL	VTMGX 921943809	12 72	184,766.86	13.26	192,592.13	7,825.27	5,171	2.68

Statement of Investment Position (continued)

Units	Description	Symbol / Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Equity Funds (continued)									
Equity Fund (continued)									
255 885	Eagle Small Cap Growth Fund Instl. Class	HSIIX 269858304	56 72	14,513 65	61 17	15,652.49	1,138.84	0	
8,860.147	Ivy International Core Equity I	ICEIX 465899706	16.35	144,876.31	19.11	169,317.41	24,441.10	2,818	1.66
5,248 961	MFS Mid Cap Growth Fd I	OTCIX 552987877	14.48	76,004.96	16 60	87,132.75	11,127 79	0	
10,864.311	Nuance Mid Cap Value - I	NMVLX 56166Y511	11.32	122,984 00	12.36	134,282 88	11,298.88	862	0.64
1,720 033	Rainier Internation Discovery Fd Cl I	RAIIX 75086Y104	18.67	32,113.01	18.34	31,545.41	(567.60)	0	
3,421.529	Seafarer Overseas Growth & Income Fd I	SIGIX 317609295	12.75	43,624 50	12.76	43,658.71	34 21	681	1.56
35 564	Vanguard Institutional Index	VINIX 922040100	190.29	6,767 47	220.79	7,852 18	1,084.71	122	1.55
2,476 539	William Blair Small Cap Value Fund CL I	BVDIX 093001824	19 62	48,585 18	20 58	50,967 17	2,381 99	217	0 43
	Total Equity Fund			**674,235.94**		**733,001.13**	**58,765.19**	**9,870**	
	Total Equity Funds			**674,235.94**		**733,001.13**	**58,765.19**	**9,870**	
Fixed Income Securities									
Government & Agency Bonds									
502 2935	Govt National Mtg Assn DTD 12/1/2004 5 0000% 12/15/2019 Pool # 600421	36200GAW6	1 03	516.42	103 31	518 93	2.51	25	4.84
676.517	Govt National Mtg Assn DTD 7/1/2003 5 0000% 7/15/2018 Pool # 604466	36200MQT3	1.02	687.51	101.45	686.35	(1.16)	34	4 93
	Total Government & Agency Bonds			**1,203.93**		**1,205.28**	**1.35**	**59**	
	Total Fixed Income Securities			**1,203.93**		**1,205.28**	**1.35**	**59**	
Fixed Income Funds									
Fixed Income Funds									
8,723	American Century Diversified Bond Inst.	ACBPX 024932600	10.70	93,358.76	10.79	94,121 17	762.41	2,242	2 38

Y_____Z

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Fixed Income Funds *(continued)*								
	Fixed Income Funds(continued)								
3,715 17	Dodge & Cox Income Fund	DODIX 256210105	13.62	50,586.19	13.75	51,083 59	497.40	1,475	2.89
4,762	DoubleLine Total Return Bond Fund CL I.	DBLTX 258620103	10.87	51,782.49	10 68	50,858.16	(924 33)	1,910	3.75
4,467	Vanguard Inter Term Bond Index Fund Adm	VBILX 921937801	11.41	50,967.93	11.42	51,013.14	45.21	1,322	2 59
	Total Fixed Income Funds			**246,695.37**		**247,076.06**	**380.69**	**6,949**	
	Total Fixed Income Funds			**246,695.37**		**247,076.06**	**380.69**	**6,949**	
	Money Markets & Cash								
	Money Market Funds								
2,396 5	Fidelity Treasury Fund #695	FISXX 316175504	1.00	2,396 50	1 00	2,396.50		0	
	Total Money Market Funds			**2,396.50**		**2,396.50**	**0.00**	**0**	
	Cash								
0	Cash		0.00	0.00	1.00	0.00		0	
	Total Cash			**0.00**		**0.00**	**0.00**	**0**	
	Total Money Markets and Cash			**2,396.50**		**2,396.50**	**0.00**	**0**	
	Account Total			**1,310,174.42**		**1,530,646.28**	**220,471.86**	**29,707**	