

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation CLOUD L CRAY FOUNDATION 100250 C/O THOMAS M CRAY		A Employer identification number 43-6077249	
Number and street (or P.O. box number if mail is not delivered to street address) 800 WEST 47TH STREET NO 711		Room/suite	B Telephone number (see instructions) (816) 860-1933
City or town, state or province, country, and ZIP or foreign postal code KANSAS CITY, MO 641121249		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,964,740	J Accounting method ☒ 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 ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ If the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	130,540	107,394		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	94,916			
	b Gross sales price for all assets on line 6a _____ 427,336				
	7 Capital gain net income (from Part IV, line 2)		94,916		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	225,456	202,310		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,100	3,050		3,050
	c Other professional fees (attach schedule)	57,532	35,523		22,009
	17 Interest	19,971	19,971		0
	18 Taxes (attach schedule) (see instructions)	46,587	26,977		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	32,911	0		32,911
	21 Travel, conferences, and meetings	68	0		68
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,882	0		1,882
	24 Total operating and administrative expenses. Add lines 13 through 23	165,051	85,521		59,920
	25 Contributions, gifts, grants paid	396,000			396,000
	26 Total expenses and disbursements. Add lines 24 and 25	561,051	85,521		455,920
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-335,595			
	b Net investment income (if negative, enter -0-)		116,789		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	506,035	75,821	75,821
	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)	44,797	0	0
	b	Investments—corporate stock (attach schedule)	2,799,238	2,954,889	5,068,999
	c	Investments—corporate bonds (attach schedule)	15,040	0	0
	11	Investments—land, buildings, and equipment basis ▶ 2,954,226 Less accumulated depreciation (attach schedule) ▶ _____	2,954,226	2,954,226	2,954,226
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	838,470	865,694	865,694	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,157,806	6,850,630	8,964,740	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	500,000	500,000	
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	500,000	500,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	6,657,806	6,350,630	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see instructions)	6,657,806	6,350,630	
31	Total liabilities and net assets/fund balances (see instructions) .	7,157,806	6,850,630		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,657,806
2	Enter amount from Part I, line 27a	2	-335,595
3	Other increases not included in line 2 (itemize) ▶ _____	3	65,856
4	Add lines 1, 2, and 3	4	6,388,067
5	Decreases not included in line 2 (itemize) ▶ _____	5	37,437
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	6,350,630

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	94,916
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	431,666	8,034,575	0 053726
2015	474,592	8,153,034	0 058210
2014	480,698	8,568,074	0 056103
2013	517,468	8,454,295	0 061208
2012	491,727	8,171,440	0 060176

2 Total of line 1, column (d)	2	0 289423
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 057885
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	8,531,890
5 Multiply line 4 by line 3	5	493,868
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,168
7 Add lines 5 and 6	7	495,036
8 Enter qualifying distributions from Part XII, line 4	8	455,920

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	2,336
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	2,336
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	2,336
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	11,087
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	11,087
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
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	8,751
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 8,751 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0 (2) On foundation managers ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of THOMAS M CRAY Telephone no (816) 860-1933			

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

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		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			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
THOMAS M CRAY 800 WEST 47TH STREET SUITE 711 KANSAS CITY, MO 64112	TRUSTEE 0 00	0	0	0

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

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

Total number of other employees paid over \$50,000. **0**

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	4,641,678
b	Average of monthly cash balances.	1b	200,219
c	Fair market value of all other assets (see instructions).	1c	3,819,920
d	Total (add lines 1a, b, and c).	1d	8,661,817
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	8,661,817
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	129,927
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,531,890
6	Minimum investment return. Enter 5% of line 5.	6	426,595

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	426,595
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	2,336
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,336
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	424,259
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	424,259
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	424,259

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	455,920
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	455,920
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	455,920

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				424,259
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	88,739			
b From 2013.	100,621			
c From 2014.	62,004			
d From 2015.	71,668			
e From 2016.	40,980			
f Total of lines 3a through e.	364,012			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 455,920				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				424,259
e Remaining amount distributed out of corpus	31,661			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	395,673			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	88,739			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	306,934			
10 Analysis of line 9				
a Excess from 2013.	100,621			
b Excess from 2014.	62,004			
c Excess from 2015.	71,668			
d Excess from 2016.	40,980			
e Excess from 2017.	31,661			

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

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))

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

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 email 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

- Form
- 990-PF**
- (2017)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	396,000
b <i>Approved for future payment</i>				
Total			3b	0

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	
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	130,540	
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	94,916	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). . .		0		225,456	0
13	Total. Add line 12, columns (b), (d), and (e).			13		225,456

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

[illegible]

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

		Yes	No
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1a(1)	No
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1a(2)	No
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1b(1)	No
--------------	-----------

1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)		No
--------------	--	-----------

1b(6)		No
--------------	--	-----------

1c		No
-----------	--	-----------

value
ue[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

**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.

* * * * *

2018-07-20

* * * * *

May the IRS discuss this
return
with the preparer shown
below

(see instr)? ☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	MICHALE ANN KINCAID				P00548147
	Firm's name ▶ RSM US LLP				Firm's EIN ▶ 42-0714325
	Firm's address ▶ 4801 MAIN STREET SUITE 400 KANSAS CITY, MO 64112				Phone no (816) 753-3000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FLINT HILLS STRATEGIC SMALL MID CAP, LP	P	2016-12-31	2017-12-31
FLINT HILLS STRATEGIC SMALL MID CAP, LP	P	2017-01-01	2017-12-31
MIDWEST TRUST	P	2017-01-01	2017-12-31
MIDWEST TRUST	P	2016-12-31	2017-12-31
UMB ACCT #4637	P	2016-12-31	2017-12-31
UMB ACCT #5989	P	2016-12-31	2017-12-31
UMB ACCT #9350	P	2016-12-31	2017-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
54,029			54,029
		2,489	-2,489
2,046		5,070	-3,024
31,054		22,749	8,305
59,990		59,661	329
196,532		201,862	-5,330
75,249		40,589	34,660
8,436			8,436

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			54,029
			-2,489
			-3,024
			8,305
			329
			-5,330
			34,660
			8,436

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMELIA EARHART FESTIVALPO BOX 126 ATCHISON, KS 66002	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	15,000
AMERICAN RED CROSS 211 W ARMOUR BLVD KANSAS CITY, MO 64111	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	10,000
ATCHISON ART ASSOCIATION 704 N 4TH ST ATCHISON, KS 66002	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	5,000
ATCHISON FAMILY YMCA 321 COMMERCIAL STREET ATCHISON, KS 66002	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	25,000
BOYS & GIRLS CLUBS OF GREATER KANSAS CITY 4001 BLUE PARKWAY SUITE 102 KANSAS CITY, MO 64130	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	10,000
Total ▶ 3a				396,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CATHOLIC CHARITIES OF NE KANSAS 119 N 5TH STREET ATCHISON, KS 66002	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	4,500
COMMUNITIES IN SCHOOLS OF MID-AMERICA INC 2721 W 6TH ST LAWRENCE, KS 66049	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	35,000
GENESIS PROMISE ACADEMY 3800 E 44TH ST KANSAS CITY, MO 64130	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	5,000
HARVESTERS COMMUNITY FOOD NETWORK 3801 TOPPING AVENUE KANSAS CITY, MO 64129	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	10,000
JUNIOR ACHIEVEMENT 3735 SW WANAMAKER ROAD TOPEKA, KS 66610	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	35,000
Total ► 3a				396,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KANSAS COUNCIL ON ECONOMIC EDUCATION 1845 FAIRMOUNT WICHITA, KS 67260	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	20,000
KID'S CLOSET13101 WALMER STREET OVERLAND PARK, KS 66209	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	3,000
THEATRE ATCHISON401 SANTA FE ATCHISON, KS 66002	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	6,500
UNIVERSITY OF MISSOURI-KANSAS CITY 5100 ROCKHILL ROAD KANSAS CITY, MO 64110	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	180,000
USD #409 BOARD OF EDUCATION ATCHISON 626 COMMERCIAL STREET ATCHISON, KS 66002	NONE	GOV	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	10,000
Total ► 3a				396,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILDWOOD OUTDOOR EDUCATION CENTER 7095 W 399TH ST LACYGNE, KS 66040	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	3,000
AMELIA EARHART BIRTHPLACE MUSEUM 223 NORTH TERRACE STREET ATCHISON, KS 66002	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	1,000
VALLEY HOPE FOUNDATIONPO BOX 59 NORTON, KS 67654	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	10,000
EL CENTRO650 MINNESOTA AVE KANSAS CITY, KS 66101	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	5,000
WESTON HISTORICAL MUSEUM 601 MAIN STREET WESTON, MO 64098	NONE	PC	FOR THE EXEMPT PURPOSES OF THIS ORGANIZATION	3,000
Total ▶ 3a				396,000

TY 2017 Accounting Fees Schedule**Name:** CLOUD L CRAY FOUNDATION 100250

C/O THOMAS M CRAY

EIN: 43-6077249**Accounting Fees Schedule**

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

TY 2017 Investments Corporate Stock Schedule

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES INC	2,070	5,707
ABBVIE INC	3,367	14,507
ADIENT PLC	419	708
ALCOA INCORPORATED	1,331	1,454
APPLIED MATERIALS INC	3,237	14,058
ARCONIC INC EX DISTRIBUTION	3,768	2,262
AT&T INC COM	12,013	19,440
AVERY DENNISON CORP	4,096	11,486
B P PLC-SPONS ADR	18,254	18,914
BANCO SANTANDER	2,785	1,308
BAXTER INTL INC	3,915	12,928
BLACK HILLS CORP	6,169	12,022
BLOCK H & R INCORPORATED	11,434	16,650
BRISTOL-MYERS-SQUIBB COMPANY	3,090	7,660
CALIFORNIA WTR SVC GROUP	5,120	13,605
CAMPBELL SOUP CO	3,987	6,014
CATERPILLAR INC	5,205	19,698
CAUSEWAY INTERNATNAL VALUE INSTL	148,199	159,726
CBS CORP CL B	8,698	11,800
CHEVRON CORPORATION	2,895	9,389
CHUBB CORP	6,665	8,768
CISCO SYSTEMS INC	10,706	19,150
CLP HLDG LTD ADR	2,288	4,124
COCA COLA CO	14,987	17,205
COMMERCE BANCSHARES INC	3,663	10,554
CONAGRA FOODS INC	3,909	9,418
CONOCOPHILLIPS	3,091	6,861
CORNING INC	5,103	12,796
CPFL ENERGIA S A SPONSORED ADR	2,930	1,725
CSX CORP	3,182	8,252

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DARDEN RESTAURANTS INC	3,297	7,202
DEERE & CO INC	6,636	11,738
DELL TECHNOLOGIES INC V	1,841	3,170
DEVON ENERGY CORP	5,910	4,140
DOUBLELINE TOTAL RETURN BOND FD CL I	135,000	129,027
DU PONT E I DE NEMOURS & COM	4,976	13,674
DUKE ENERGY CORP	4,373	8,411
EATON VANCE CORP	5,841	8,177
EMERSON ELECTRIC COMPANY	5,637	12,196
ENTERGY CORP	6,411	8,139
EXELON CORP	10,483	10,838
FEDERAL SIGNAL CORP	5,280	7,032
FIRSTENERGY CORP	4,143	3,828
GANNETT INC	2,095	1,159
GENERAL ELECTRIC CORPORATION	19,337	10,470
GENERAL MILLS INC	13,800	14,823
GENUINE PARTS CO	3,125	9,501
GLAXOSMITHKLINE PLC - SPONS ADR	6,971	6,207
GREAT PLAINS ENERGY INC	3,585	4,836
HELMERICH & PAYNE INC	1,231	3,232
HILLENBRAND INC	9,617	20,115
HONEYWELL INTL INC	2,874	15,336
INTEL CORP	11,777	20,772
INTERNATIONAL PAPER CO	12,339	17,382
JOHNSON CONTROLS INTERNATIONAL	1,430	3,620
KAYNE ANDERSON MLP INVESTMENT COMPANY	223,494	322,631
KIMBALL ELECTRONICS INC	2,951	9,581
KIMBALL INTL INC	7,024	13,069
KIMBERLY-CLARK CORP	14,210	15,083
KOHL'S CORP	7,892	8,135

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KONINKLIJKE PHILIPS ELECTRONICS	13,793	22,680
LAMB WESTON HOLDINGS INC	1,198	4,685
LEGGETT & PLATT INC	7,499	16,706
LILLY ELI & CO	8,636	19,004
LORD ABBETT SHORT DURATION INCOME	258,118	254,795
MARATHON OIL CORPORATION	1,611	3,386
MCDONALDS CORP	1,440	2,582
MERCK & CO INC	7,843	11,254
METROPOLITAN WEST TOTAL RETURN CLASS I	98,600	99,249
MGP INGREDIENTS INC	39,043	999,440
MICROSOFT CORPORATION	1,841	6,416
MYLVAN NV EURO	14,606	12,693
NEWMONT MINING CORP	7,422	9,380
NOKIA CORP-SPON ADR	3,325	1,165
NOVARTIS AG SPON ADR	6,526	10,495
OAKMARK INTERNATIONAL CL I	445,093	491,111
OPPENHEIMER DEV MARKETS FD CLASS Y	37,275	45,959
PANASONIC CORP ADR	9,448	7,355
PAYCHEX INCORPORATED	3,611	10,212
PEPSICO INC	1,570	2,998
PFIZER INC	14,141	15,937
PHILLIPS 66	780	5,058
RAYTHEON CO COM	3,988	28,178
REGIONS FINANCIAL CORP	7,574	12,960
RIVERPARK SHORT TERM HIGH YIELD INSTL	339,123	338,233
ROGERS COMMUNICATIONS INC	5,024	6,366
ROYAL DUTCH SHELL PLC ADR B	15,731	22,877
SCLUMBERGER	5,183	5,054
SHIRE PLC SPONSORED ADR	4,222	3,413
SONOCO PRODS CO	12,077	21,256

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SOUTHWEST AIRLINES CO	3,348	16,363
TARGET CORP	2,623	3,263
TEGNA INC COM	5,758	2,816
TIME WARNER INC	4,688	13,721
UNILEVER PLC - SPONS ADR	5,951	11,068
UNION PACIFIC CORP	1,389	6,705
UNITED PARCEL SERVICE INC	9,026	14,894
VANGUARD INDEX FDS VANGUARD	553,502	1,112,542
VERIZON COMMUNICATIONS COM	15,437	21,172
WAL-MART STORES INC	16,164	27,156
WALGREENS BOOTS ALLIANCE INC	5,775	14,524
WASATCH EMERGING MARKETS SMALL CAP	36,112	48,851
WASTE MANAGEMENT INC	6,567	21,575
WILLIAMS COS INC	7,745	12,196
WPX ENERGY INC	658	1,168
CARS COM INC	3,238	1,903
ENBRIDGE INC	8,341	17,287
HORMEL FOODS CORP	9,954	10,917
INTERNATIONAL BUSINESS MACHINES	11,051	11,507
TWENTY FIRST CENTURY FOX INC CL A	21,065	26,761

TY 2017 Other Assets Schedule

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

EIN: 43-6077249

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FLINT HILLS STRATEGIC SMALL MID CAP, LP	838,470	865,694	865,694

TY 2017 Other Decreases Schedule

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

EIN: 43-6077249

Description	Amount
UNSETTLED TRANSACTIONS AND MISCELLANEOUS	37,437

TY 2017 Other Expenses Schedule

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

EIN: 43-6077249

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES & POSTAGE	141	0		141
TELEPHONE	1,258	0		1,258
MISCELLANEOUS EXPENSE	58	0		58
INSURANCE	425	0		425

TY 2017 Other Increases Schedule**Name:** CLOUD L CRAY FOUNDATION 100250

C/O THOMAS M CRAY

EIN: 43-6077249**Description****Amount**

BASIS ADJUSTMENT FOR FLINT HILLS STRATEGIC SMALL MID CAP LP

65,856

TY 2017 Other Professional Fees Schedule

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

EIN: 43-6077249

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	21,600	0		21,600
COMPUTER EXPENSE	409	0		409
INVESTMENT MANAGEMENT FEES	35,523	35,523		0

TY 2017 Taxes Schedule

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

EIN: 43-6077249

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	1,594	1,594		0
REAL ESTATE TAXES	25,383	25,383		0
FEDERAL EXCISE TAXES	19,610	0		0