

Form 990-PF

Return of Private Foundation

OMB No. 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation

PACE WOODS FOUNDATION

A Employer identification number

20-3401238

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

Room/suite

B Telephone number (see instructions)

C/O THE HOPPE LAW FIRM

(402) 328-8100

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

LINCOLN, NE 68506

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:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here. ☐

I Fair market value of all assets at

J Accounting method: ☒ Cash ☐ Accrualend of year (from Part II, col. (c), line
16) \$ 3,420,888.☐ 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

Operating and Administrative Expenses

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.	28.	28.		
4	Dividends and interest from securities	75,511.	75,511.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	110,987.			
b	Gross sales price for all assets on line 6a	2,461,785.			
7	Capital gain net income (from Part IV, line 2)		110,987.		
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) <u>ATCH 1</u>	17,166.			
12	Total. Add lines 1 through 11	203,692.	186,526.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) <u>ATCH 2</u>	1,057.	529.		528.
b	Accounting fees (attach schedule) <u>ATCH 3</u>	4,860.	2,430.		2,430.
c	Other professional fees (attach schedule).				
17	Interest				
18	Taxes (attach schedule) (see instructions) <u>[4]</u>	1,195.	1,195.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	4,596.			4,596.
22	Printing and publications				
23	Other expenses (attach schedule) <u>ATCH 5</u>	21,703.	20,380.		1,323.
24	Total operating and administrative expenses. Add lines 13 through 23.	33,411.	24,534.		8,877.
25	Contributions, gifts, grants paid	160,060.			160,060.
26	Total expenses and disbursements. Add lines 24 and 25	193,471.	24,534.	0.	168,937.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	10,221.			
b	Net investment income (if negative, enter -0-)		161,992.		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	65,428.	103,914.	103,914.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	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)	2,941,331.	2,913,066.	3,316,974.	
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)	3,006,759.	3,016,980.	3,420,888.	
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)	0.	0.		
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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	3,006,759.	3,016,980.		
30 Total net assets or fund balances (see instructions)	3,006,759.	3,016,980.		
31 Total liabilities and net assets/fund balances (see instructions)	3,006,759.	3,016,980.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,006,759.
2 Enter amount from Part I, line 27a.	2	10,221.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,016,980.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,016,980.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)

(b) How acquired
P - Purchase
D - Donation(c) Date acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)

1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.					
(i) FMV 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					
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	110,987.	
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	0.	

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation doesn't 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))
2016	169,713.	3,310,089.	0.051271
2015	167,309.	3,365,680.	0.049710
2014	187,048.	3,655,603.	0.051167
2013	166,667.	3,605,013.	0.046232
2012	102,296.	3,302,740.	0.030973
2 Total of line 1, column (d)	2	0.229353	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.045871	
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	3,254,698.	
5 Multiply line 4 by line 3.	5	149,296.	
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,620.	
7 Add lines 5 and 6.	7	150,916.	
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	168,937.	

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)		1	1,620.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b.			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	
3 Add lines 1 and 2.		3	1,620.
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	1,620.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017.	6a	400.	
b Exempt foreign organizations - tax withheld at source.	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c		
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	400.	
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	1,220.	
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 2018 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ►		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ WARD F. HOPPE Telephone no. ▶ 402-328-8100 Located at ▶ P.O. BOX 6036 LINCOLN, NE ZIP+4 ▶ 68506		
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 N/A ▶ 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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? 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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
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	X
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 2017?	4b	X

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

5a	During the year, did the foundation pay or incur any amount to:		Yes	No
(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	N/A
	Organizations relying on a current notice regarding disaster assistance, check here	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 7		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0.

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,131,930.
b	Average of monthly cash balances	1b	172,332.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	3,304,262.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,304,262.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	49,564.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,254,698.
6	Minimum investment return. Enter 5% of line 5	6	162,735.

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	162,735.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	1,620.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,620.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	161,115.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	161,115.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	161,115.

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	168,937.
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	
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	168,937.
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	1,620.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	167,317.

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.

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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				161,115.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only.			151,422.	
b Total for prior years: 20 15 , 20 14 , 20 13				
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 168,937.				
a Applied to 2016, but not more than line 2a			151,422.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				17,515.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018.				143,600.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Form 990-PF (2017)

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 2017, 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)

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

Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

N/A

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

N/A

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

ATCH 8

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

SEE EXHIBIT 1

c Any submission deadlines:

SEE EXHIBIT 1

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

SEE EXHIBIT 1

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 Paid during the year					
ATCH 9					
Total		▶ 3a			160,060.
b Approved for future payment					
Total		▶ 3b			

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
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				14	28.	
4 Dividends and interest from securities				14	75,511.	
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	110,987.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a TAX REFUND						17,166.
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					186,526.	17,166.
13 Total. Add line 12, columns (b), (d), and (e)						203,692.

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

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

[illegible]

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

- | <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <table border="1"> <thead> <tr> <th></th><th>Yes</th><th>No</th></tr> </thead> <tbody> <tr> <td>1a(1)</td><td></td><td></td></tr> <tr> <td>1a(2)</td><td></td><td></td></tr> <tr> <td>1b(1)</td><td></td><td></td></tr> <tr> <td>1b(2)</td><td></td><td></td></tr> <tr> <td>1b(3)</td><td></td><td></td></tr> <tr> <td>1b(4)</td><td></td><td></td></tr> <tr> <td>1b(5)</td><td></td><td></td></tr> <tr> <td>1b(6)</td><td></td><td></td></tr> <tr> <td>1c</td><td></td><td></td></tr> </tbody> </table> | | Yes | No | 1a(1) | | | 1a(2) | | | 1b(1) | | | 1b(2) | | | 1b(3) | | | 1b(4) | | | 1b(5) | | | 1b(6) | | | 1c | | |
|--|--|----|-----|----|-------|--|--|-------|--|--|-------|--|--|-------|--|--|-------|--|--|-------|--|--|-------|--|--|-------|--|--|----|--|--|
| | Yes | No | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1c | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

[illegible]

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

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

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

**Sign
Here**

**Paid
Preparer
Use Only**

Print type preparer's name

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					351.	
674,787.		EXHIBIT A - ST BOX A PROPERTY TYPE: SECURITIES 642,718.				P	VARIOUS	VARIOUS
							32,069.	
85,860.		EXHIBIT A - LT BOX D PROPERTY TYPE: SECURITIES 85,292.				P	VARIOUS	VARIOUS
							568.	
799,410.		EXHIBIT B - ST BOX A PROPERTY TYPE: SECURITIES 782,939.				P	VARIOUS	VARIOUS
							16,471.	
901,377.		EXHIBIT B - LT BOX D PROPERTY TYPE: SECURITIES 839,849.				P	VARIOUS	VARIOUS
							61,528.	
TOTAL GAIN(LOSS)							<u>110,987.</u>	

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOMEDESCRIPTION
TAX REFUNDSREVENUE
AND
EXPENSES
PER BOOKS
17,166.

TOTALS

17,166.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	1,057.	529.		528.
TOTALS	<u>1,057.</u>	<u>529.</u>		<u>528.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	4,860.	2,430.		2,430.
TOTALS	<u>4,860.</u>	<u>2,430.</u>		<u>2,430.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	1,195.	1,195.
TOTALS	<u>1,195.</u>	<u>1,195.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	20,380.	20,380.	
WEBSITE	1,140.		1,140.
MISCELLANEOUS EXPENSES	183.		183.
TOTALS	<u>21,703.</u>	<u>20,380.</u>	<u>1,323.</u>

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STOCKS & MUTUAL FUNDS	2,913,066.	3,316,974.
TOTALS	<u>2,913,066.</u>	<u>3,316,974.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
SHAUNA COLTON WOODS C/O THE HOPPE LAW FIRM LINCOLN, NE 68506	PRESIDENT	0.	0.	0.
LISA WOODS KILBOURNE BRIGGS C/O THE HOPPE LAW FIRM LINCOLN, NE 68506	VICE PRESIDENT	0.	0.	0.
WARD F. HOPPE C/O THE HOPPE LAW FIRM LINCOLN, NE 68506	SECRETARY	0.	0.	0.
ROBERT K. MUEHLING C/O THE HOPPE LAW FIRM LINCOLN, NE 68506	TREASURER	0.	0.	0.
KENT E. ENDACOTT C/O THE HOPPE LAW FIRM LINCOLN, NE 68506	DIRECTOR	0.	0.	0.
GRAND TOTALS		0.	0.	0.

ATTACHMENT 8

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEE EXHIBIT 1

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL #300 LINCOLN, NE 68508	NONE PC	JAZZ IN JUNE	5,000.
NEBRASKA WESLEYAN UNIVERSITY 5000 ST PAUL AVE LINCOLN, NE 68504	NONE PC	GENERAL OPERATIONS	15,200.
MADELINE ISLAND MUSIC CAMP PO BOX 254 LA POINTE, WI 54850	NONE PC	GENERAL OPERATIONS	12,000.
HASTINGS COLLEGE FOUNDATION 11422 MIRACLE HILLS DR #550 OMAHA, NE 68154	NONE PC	GENERAL OPERATIONS	2,000.
FRIENDS OF LIED ARTS PO BOX 880151 LINCOLN, NE 68588-0151	NONE PC	GENERAL OPERATIONS	15,000.
YMCA OF LINCOLN 700 PENROSE DRIVE LINCOLN, NE 68521	NONE PC	GENERAL OPERATIONS	10,000.

FORM 990PF, PART VII - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF HAMILTON HUMANITIES 2321 FELHAM AVE. LOS ANGELES, CA 90064-2211	NONE PC		GENERAL OPERATIONS	4,500.
MADELINE ISLAND ASSOCIATION PO BOX 254 LA POINTE, WI 54850	NONE PC		GENERAL OPERATIONS	10,000.
LAPORTE CENTER FOR THE ARTS 103 LAKEVIEW PLAZA LA POINTE, WI 54850	NONE PC		GENERAL OPERATIONS	10,000.
MADELINE ISLAND CHAMBER MUSIC PO BOX 254 LA POINTE, WI 54850	NONE PC		GENERAL OPERATIONS	20,000.
DULUTH SUPERIOR AREA COMMUNITY FOUNDATION 222 E SUPERIOR ST STE 302 DULUTH, MN 55802	NONE PC		GENERAL OPERATIONS	10,000.
MADELINE ISLAND PUBLIC LIBRARY PO BOX 65 LA POINTE, WI 54850	NONE PC		GENERAL OPERATIONS	7,400.

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEBRASKA ART ASSOCIATION 350 N 12TH ST LINCOLN, NE 68508		NONE PC		SHELTON ART ASSOCIATION	5,000.
NEBRASKANS FOR CIVIC REFORM 1111 LINCOLN MALL, SUITE 350 LINCOLN, NE 68508		NONE PC		GENERAL OPERATIONS	8,150.
NET FOUNDATION FOR TELEVISION 1800 NORTH 33RD STREET LINCOLN, NE 68503		NONE PC		GENERAL OPERATIONS	10,000.
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL LINCOLN, NE 68508		NONE PC		GENERAL OPERATIONS	10,000.
WOODS HALL GALLERY AND STUDIO 712 MAIN STREET LA POINTE, WI 54850		NONE PC		GENERAL OPERATIONS	5,800.
TOTAL CONTRIBUTIONS PAID					<u>160,060.</u>

THE PACE WOODS FOUNDATION
c/o the Hoppe Law Firm
5631 S. 48th Street, #220
Lincoln, NE 68516

Pacewoodsfoundation.org

APPLICATION GUIDELINES

MISSION:

The Foundation's funds shall be utilized to improve the lives and future activities of individuals. The Foundations funds are not limited specifically to use for human beings nor must the use of the funds produce measurable results; therefore the Foundation's funds may also be utilized for research. The emphasis will be on arts and education.

The Foundation's funds shall not be utilized for the construction of new buildings or the additions, modifications, or enhancements of existing buildings. The Foundation's funds shall not be utilized for political purposes.

The Foundation will only fund grants for use by organizations or individuals within the United States. Applications are welcomed from throughout the United States, but preference will be given to organizations or individuals within Lancaster County, NE or Ashland County, WI.

Applications will be submitted on-line at:
Pacewoodsfoundation.org

Timeline:

Applications due by March 31. Reviewed by Sept 30 and announced by October 15.

Grant Application for an Organization:

Organizational Information: Provide the information using the following format:

1. Organization Name
2. Address
3. Website
4. Contact Person, title and contact information
5. Past two years Income Statement, balance sheet, (footnotes and auditor's report, if applicable)
6. Purpose of Request (not to exceed 500 words)
7. Proposed budget/cost of project

Corporate Tax Statement
Tax Year 2017

Morgan Stanley Domestic Holdings, Inc.
Morgan Stanley Smith Barney, LLC
1 New York Plaza
12th Floor
New York, NY 10004

Morgan Stanley

PACE WOODS FOUNDATION
SHAUNA C WOODS, PRESIDENT
PORTFOLIO MANAGEMENT ACCOUNT
PO BOX 6036
LINCOLN NE 68506-0036

Identification Number: 20-8764829
Taxpayer ID Number: XX-XXX1238
Account Number: 309 123944 402

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions. Consider IRS box 7 (Loss is not allowed based on amount in 1d) as not being checked for any transactions.

Short Term - Covered Securities

Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8849 Part I with box A checked.

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALGER SPECTRA Z	1,976.720	05/27/16	01/06/17	\$34,632.11	\$33,386.78	\$0.00	\$1,245.33	\$0.00
	110.370	12/14/16	01/06/17	\$1,933.71	\$1,899.47	\$0.00	\$34.24	\$0.00
Security Subtotal	2,087.090			\$36,565.82	\$35,286.25	\$0.00	\$1,279.57	\$0.00
ARTISAN MID CAP ADV	232.435	05/27/16	01/06/17	\$8,700.04	\$9,218.39	\$0.00	(\$518.35)	\$0.00
	101.245	11/17/16	01/06/17	\$3,789.60	\$3,804.77	\$0.00	(\$15.17)	\$0.00
Security Subtotal	333.680			\$12,489.64	\$13,023.16	\$0.00	(\$533.52)	\$0.00
CALAMOS MARKET NEUTRAL INC I	856.294	08/11/16	01/06/17	\$11,090.44	\$11,123.26	\$0.00	(\$32.82)	\$0.00
	10.257	09/15/16	01/06/17	\$132.73	\$132.62	\$0.00	\$0.11	\$0.00
	1,133.377	10/26/16	01/06/17	\$14,685.89	\$14,745.22	\$0.00	(\$59.33)	\$0.00
	16.651	12/15/16	01/06/17	\$215.47	\$214.63	\$0.00	\$0.84	\$0.00
	24.867	12/15/16	01/06/17	\$321.78	\$320.54	\$0.00	\$1.24	\$0.00
	38.344	12/15/16	01/06/17	\$496.17	\$494.26	\$0.00	\$1.91	\$0.00
Security Subtotal	2,079.790			\$26,912.48	\$27,030.53	\$0.00	(\$118.05)	\$0.00
ESTEE LAUDER CO INC CL A	325.000	01/06/17	12/06/17	\$40,351.39	\$25,736.49	\$0.00	\$14,614.90	\$0.00
FEDERATED KAUFMAN LG CP INSTL	2,436.455	05/27/16	01/06/17	\$49,338.19	\$46,639.36	\$0.00	\$2,728.83	\$0.00
	51.370	10/26/16	01/06/17	\$1,040.27	\$992.98	\$0.00	\$47.29	\$0.00
Security Subtotal	2,487.825			\$50,378.46	\$47,602.34	\$0.00	\$2,776.12	\$0.00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Tax Year 2017

PACE WOODS FOUNDATION

Account Number: 309 123944 402

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions. Consider IRS box 7(Loss is not allowed based on amount in 1d) as not being checked for any transactions.

Short Term - Covered Securities (Continued) (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.

DESCRIPTION (Box 1a)	QUANTITY (Box 1b)	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
FEDERATED MDT STOCK TR IS									
			CUSIP: 313900409		Symbol:				
914.236	03/02/16	01/06/17		\$25,205.49	\$22,188.50	\$0.00	\$0.00	\$3,016.99	\$0.00
36.507	03/24/16	01/06/17		\$1,006.50	\$911.94	\$0.00	\$0.00	\$94.56	\$0.00
228.760	05/27/16	01/06/17		\$6,306.91	\$5,869.98	\$0.00	\$0.00	\$436.93	\$0.00
18.945	06/24/16	01/06/17		\$522.31	\$470.03	\$0.00	\$0.00	\$52.28	\$0.00
17.204	09/26/16	01/06/17		\$474.31	\$446.80	\$0.00	\$0.00	\$27.51	\$0.00
1.691.108	10/26/16	01/06/17		\$46,623.85	\$44,442.32	\$0.00	\$0.00	\$2,181.53	\$0.00
130.966	12/05/16	01/06/17		\$3,610.73	\$3,543.93	\$0.00	\$0.00	\$66.80	\$0.00
93.046	12/05/16	01/06/17		\$2,565.28	\$2,517.82	\$0.00	\$0.00	\$47.46	\$0.00
29.825	12/19/16	01/06/17		\$822.28	\$822.28	\$0.00	\$0.00	\$0.00	\$0.00
Security Subtotal	3,160.597			\$87,137.66	\$81,213.60	\$0.00	\$0.00	\$5,924.06	\$0.00
GOLDMAN SACHS GRP INC									
			CUSIP: 38141G104		Symbol: GS				
100.000	01/06/17	10/27/17		\$24,097.32	\$24,445.40	\$0.00	\$0.00	(\$348.08)	\$0.00
HENDERSON INTL OPPORT I									
			CUSIP: 425067592		Symbol:				
249.512	05/27/16	01/06/17		\$6,342.60	\$6,385.02	\$0.00	\$0.00	(\$42.42)	\$0.00
1,467.313	07/13/16	01/06/17		\$37,299.10	\$36,946.94	\$0.00	\$0.00	\$352.16	\$0.00
378.215	09/26/16	01/06/17		\$9,614.23	\$10,000.00	\$0.00	\$0.00	(\$385.77)	\$0.00
92.966	12/21/16	01/06/17		\$2,363.19	\$2,328.79	\$0.00	\$0.00	\$34.40	\$0.00
Security Subtotal	2,188.006			\$55,619.12	\$55,660.75	\$0.00	\$0.00	(\$41.63)	\$0.00
IVA INTERNATIONAL I									
			CUSIP: 45070A404		Symbol: IVIX				
2,687.080	03/02/16	01/06/17		\$43,020.15	\$40,951.10	\$0.00	\$0.00	\$2,069.05	\$0.00
595.287	05/27/16	01/06/17		\$9,530.55	\$9,280.52	\$0.00	\$0.00	\$250.03	\$0.00
Security Subtotal	3,282.367			\$52,550.70	\$50,231.62	\$0.00	\$0.00	\$2,319.08	\$0.00
MICROSOFT CORP									
			CUSIP: 594918104		Symbol: MSFT				
400.000	01/06/17	11/29/17		\$33,859.25	\$25,178.00	\$0.00	\$0.00	\$8,681.25	\$0.00
NIKE INC B									
			CUSIP: 654106103		Symbol: NKE				
460.000	01/06/17	05/22/17		\$23,683.13	\$24,737.33	\$0.00	\$0.00	(\$1,054.20)	\$0.00
OAKMARK I									
			CUSIP: 413638103		Symbol: OAKMX				
517.457	12/02/16	01/06/17		\$38,240.07	\$36,811.89	\$0.00	\$0.00	\$1,428.18	\$0.00
OPPENHEIMER DEVELOPING MKTS Y									
			CUSIP: 683974505		Symbol: ODVYX				
925.577	03/04/16	01/06/17		\$30,257.11	\$27,286.01	\$0.00	\$0.00	\$2,971.10	\$0.00
202.834	05/27/16	01/06/17		\$6,630.64	\$6,245.25	\$0.00	\$0.00	\$385.39	\$0.00
630.162	10/26/16	01/06/17		\$20,600.00	\$21,538.94	\$0.00	\$0.00	(\$938.94)	\$0.00

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Morgan Stanley

Tax Year 2017

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions. Consider IRS box 7 (Loss is not allowed based on amount in 1d) as not being checked for any transactions.

Short Term - Covered Securities (Continued) (Consider Box 3 (Basis Reported) to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part 1 with box A checked.

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
Symbol: ODVYX									
OPPENHEIMER DEVELOPING MKTS Y (Cont.)	18,672	12/02/16	01/06/17	\$610.39	\$588.54	\$0.00	\$0.00	\$21.85	\$0.00
Security Subtotal	1,777.245			\$58,098.14	\$55,658.74	\$0.00	\$0.00	\$2,439.40	\$0.00
Symbol: PEP									
PEPSICO INC NC	235.000	01/06/17	05/04/17	\$26,480.65	\$24,657.54	\$0.00	\$0.00	\$1,823.11	\$0.00
Symbol: SLB									
SCHLUMBERGER LTD	300.000	01/06/17	11/03/17	\$19,068.06	\$25,816.50	\$0.00	\$0.00	(\$6,748.44)	\$0.00
Symbol: PRDSX									
T ROWE PRICE QM US SM CP GR EQ	438.512	10/26/16	01/06/17	\$12,738.77	\$11,677.57	\$0.00	\$0.00	\$1,061.20	\$0.00
	829.751	12/02/16	01/06/17	\$24,104.26	\$23,415.56	\$0.00	\$0.00	\$688.70	\$0.00
	0.616	12/14/16	01/06/17	\$17.90	\$17.76	\$0.00	\$0.00	\$0.14	\$0.00
Security Subtotal	1,268.379			\$36,860.93	\$35,110.89	\$0.00	\$0.00	\$1,750.04	\$0.00
Symbol: MCVAX									
TRANSAMERICA MIDCAP VAL OPP A	1,213.921	10/26/16	01/06/17	\$14,105.76	\$14,409.23	\$0.00	\$0.00	(\$303.47)	\$0.00
	199.623	12/20/16	01/06/17	\$2,319.62	\$2,319.62	\$0.00	\$0.00	\$0.00	\$0.00
	168.287	12/20/16	01/06/17	\$1,955.49	\$1,955.49	\$0.00	\$0.00	\$0.00	\$0.00
	52.937	12/20/16	01/06/17	\$604.68	\$604.67	\$0.00	\$0.00	\$0.01	\$0.00
Security Subtotal	1,633.868			\$18,985.55	\$19,289.01	\$0.00	\$0.00	(\$303.46)	\$0.00
Symbol: PIMSX									
VIRTUS MULTI SECT SHT TRM BDI	82.180	01/29/16	01/06/17	\$389.53	\$379.67	\$0.00	\$0.00	\$9.86	\$0.00
	91.395	02/29/16	01/06/17	\$433.21	\$421.33	\$0.00	\$0.00	\$11.88	\$0.00
	88.559	03/31/16	01/06/17	\$419.77	\$411.80	\$0.00	\$0.00	\$7.97	\$0.00
	84.363	04/29/16	01/06/17	\$399.83	\$396.46	\$0.00	\$0.00	\$3.37	\$0.00
	1,709.938	05/27/16	01/06/17	\$8,105.09	\$8,019.61	\$0.00	\$0.00	\$85.48	\$0.00
	42.537	05/31/16	01/06/17	\$201.62	\$199.50	\$0.00	\$0.00	\$2.12	\$0.00
	47.734	06/30/16	01/06/17	\$226.26	\$225.78	\$0.00	\$0.00	\$0.48	\$0.00
	47.857	07/29/16	01/06/17	\$226.84	\$227.80	\$0.00	\$0.00	(\$0.96)	\$0.00
	51.862	08/31/16	01/06/17	\$245.83	\$247.36	\$0.00	\$0.00	(\$1.55)	\$0.00
	55.249	09/30/16	01/06/17	\$261.88	\$264.09	\$0.00	\$0.00	(\$2.21)	\$0.00
	48.799	10/31/16	01/06/17	\$231.31	\$232.77	\$0.00	\$0.00	(\$1.46)	\$0.00
	52.556	11/30/16	01/06/17	\$249.11	\$247.54	\$0.00	\$0.00	\$1.57	\$0.00
	58.905	12/30/16	01/06/17	\$277.90	\$277.20	\$0.00	\$0.00	\$0.70	\$0.00
Security Subtotal	2,461.624			\$11,668.18	\$11,550.93	\$0.00	\$0.00	\$117.25	\$0.00

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Tax Year 2017

Morgan Stanley

OMB NO. 1545-0715

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)**Gross Proceeds less commissions and option premiums on stocks, bonds, etc.** Consider the Net Proceeds box checked in IRS box 5 (Reported to IRS) for all option transactions. Consider IRS box 7 (Loss is not allowed based on amount in 1d) as not being checked for any transactions.**Short Term - Covered Securities (Continued)** (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WALT DISNEY CO HLDG CO	220.000	05/22/17	09/26/17	\$21,740.13	\$23,677.50	\$0.00	\$0.00	(\$1,937.37)	\$0.00
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				CUSIP: 2545587106					
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions. Consider IRS box 7 (Loss is not allowed based on amount in '1d) as not being checked for any transactions.

Long Term - Covered Securities (Continued) (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked.)

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Morgan Stanley

Corporate Tax Statement
Tax Year 2017Morgan Stanley Domestic Holdings, Inc.
Morgan Stanley Smith Barney, LLC
1 New York Plaza
12th Floor
New York, NY 10004

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PACE WOODS FOUNDATION
SHAUNA C WOODS, PRESIDENT
PO BOX 6036
LINCOLN NE 68506-0036Identification Number: 20-8764829
Taxpayer ID Number: XX-XXX1238
Account Number: 309 016113 402

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for a option transactions.
Consider IRS box 7 (Loss is not allowed based on amount in 1d) as not being checked for any transactions.

Short Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 9949 Part I with box A checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CALAMOS MARKET NEUTRAL INC I					Symbol: CMNIX				
2,079.789		08/11/16	01/05/17	\$26,870.87	\$27,016.46	\$0.00	\$0.00	(\$145.59)	\$0.00
FEDERATED MDT STOCK TR IS					Symbol:				
74.146		03/02/16	01/05/17	\$2,044.21	\$1,799.52	\$0.00	\$0.00	\$244.69	\$0.00
ISHARES CORE MSCI EAFE ETF					Symbol: IEFA				
338.000		04/29/16	03/29/17	\$19,632.00	\$18,282.18	\$0.00	\$0.00	\$1,349.82	\$0.00
ISHARES CORE MSCI EMERGING					Symbol: IEMG				
122.000		04/29/16	02/07/17	\$5,555.75	\$5,083.52	\$0.00	\$0.00	\$472.23	\$0.00
105.000		04/29/16	03/29/17	\$5,072.99	\$4,375.16	\$0.00	\$0.00	\$697.83	\$0.00
Security Subtotal	227.000			\$10,628.74	\$9,458.68	\$0.00	\$0.00	\$1,170.06	\$0.00
ISHARES MBS ETF					Symbol: MBB				
955.000		04/29/16	02/07/17	\$101,729.25	\$104,522.84	\$0.00	\$0.00	(\$2,793.59)	\$0.00
124.000		05/27/16	02/07/17	\$13,208.82	\$13,545.03	\$0.00	\$0.00	(\$336.21)	\$0.00
640.000		01/05/17	02/07/17	\$68,174.58	\$68,288.00	\$0.00	\$0.00	(\$113.42)	\$0.00
Security Subtotal	1,719.000			\$183,112.65	\$186,355.87	\$0.00	\$0.00	(\$3,243.22)	\$0.00
ISHARES S&P MID-CAP 400 G ETF					Symbol: IJK				
3.000		04/29/16	02/07/17	\$561.17	\$488.53	\$0.00	\$0.00	\$72.64	\$0.00
IWA INTERNATIONAL I					Symbol: IVIX				
1,124.607		03/02/16	01/05/17	\$18,027.47	\$17,139.01	\$0.00	\$0.00	\$888.46	\$0.00
LORD ABBETT SHT DURATION INC F					Symbol: LDLPX				
9,944.280		12/21/16	01/05/17	\$42,859.85	\$42,760.40	\$0.00	\$0.00	\$99.45	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Tax Year 2017

OMB NO. 1545-0715

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions. Consider IRS box 7 (Loss is not allowed based on amount in 1d) as not being checked for any transactions.

Short Term - Covered Securities (Continued) (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part 1 with box A checked.

DESCRIPTION (Box 1a)	QUANTITY (Box 1b)	DATE ACQUIRED (Box 1c)	DATE SOLD (Box 1d)	PROCEEDS (Box 1e)	COST OR OTHER BASIS (Box 1f)	ACCRUED MARKET DISCOUNT (Box 1g)	WASH SALE LOSS DISALLOWED (Box 1h)	GAIN/(LOSS) AMOUNT (Box 1i)	FEDERAL INCOME TAX WITHHELD (Box 1j)
OAKMARK I	517.456	12/02/16	01/05/17	\$38,064.06	Symbol: OAKMX \$35,811.82	\$0.00	\$0.00	\$1,252.24	\$0.00
OPPENHEIMER DEVELOPING MKTS Y	304.321	02/23/16	01/05/17	\$9,969.55	Symbol: ODVYX \$9,478.38	\$0.00	\$0.00	\$1,491.17	\$0.00
	1,472.923	03/04/16	01/05/17	\$48,252.96	\$43,421.77	\$0.00	\$0.00	\$4,831.19	\$0.00
Security Subtotal	1,777.244			\$58,222.51	\$51,900.15	\$0.00	\$0.00	\$6,322.36	\$0.00
PIMCO ENHANCED SHORT TERM EXC	600.000	10/13/17	11/01/17	\$61,031.49	Symbol: MINT \$61,066.80	\$0.00	\$0.00	(\$35.31)	\$0.00
POWERSHARES SENIOR LOAN PORT	2,269.000	04/29/16	03/29/17	\$52,639.65	Symbol: BKLN \$52,175.72	\$0.00	\$0.00	\$463.93	\$0.00
	287.000	05/27/16	03/29/17	\$6,658.25	\$6,601.25	\$0.00	\$0.00	\$57.00	\$0.00
	53.000	09/12/16	03/29/17	\$1,229.57	\$1,232.15	\$0.00	\$0.00	(\$2.58)	\$0.00
	1,312.000	01/05/17	03/29/17	\$30,437.73	\$30,687.68	\$0.00	\$0.00	(\$249.95)	\$0.00
	2,051.000	02/07/17	03/29/17	\$47,582.17	\$47,761.84	\$0.00	\$0.00	(\$179.67)	\$0.00
Security Subtotal	5,972.000			\$138,547.37	\$138,458.64	\$0.00	\$0.00	\$88.73	\$0.00
ROWE PRICE OM US SM CP GR EQ	1,268.879	10/26/16	01/05/17	\$36,860.93	Symbol: PRDSX \$33,790.24	\$0.00	\$0.00	\$3,070.69	\$0.00
VANGUARD GROWTH ETF	59.000	04/29/16	02/07/17	\$6,888.80	Symbol: VUG \$6,201.35	\$0.00	\$0.00	\$687.45	\$0.00
	152.000	04/29/16	03/29/17	\$18,474.58	\$15,976.36	\$0.00	\$0.00	\$2,498.22	\$0.00
Security Subtotal	211.000			\$25,363.38	\$22,177.71	\$0.00	\$0.00	\$3,185.67	\$0.00
VANGUARD SHORT-TERM CORPORATE	562.000	04/29/16	02/07/17	\$44,780.19	Symbol: VCSH \$45,059.64	\$0.00	\$0.00	(\$279.45)	\$0.00
VANGUARD TOTAL BOND MARKET	403.000	01/05/17	08/29/17	\$33,226.90	Symbol: BND \$32,742.42	\$0.00	\$0.00	\$484.48	\$0.00
	587.000	02/07/17	08/29/17	\$48,397.50	\$47,598.95	\$0.00	\$0.00	\$798.55	\$0.00
	27.000	06/13/17	08/29/17	\$2,226.12	\$2,210.76	\$0.00	\$0.00	\$15.36	\$0.00
Security Subtotal	1,017.000			\$83,850.52	\$82,552.13	\$0.00	\$0.00	\$1,298.39	\$0.00
VANGUARD VALUE ETF INDEX	94.000	04/29/16	03/29/17	\$8,952.83	Symbol: VTV \$7,821.56	\$0.00	\$0.00	\$1,131.27	\$0.00
Total Short Term Covered Securities				\$799,410.24	\$782,939.34	\$0.00	\$0.00	\$16,470.90	\$0.00

Morgan Stanley

Tax Year 2017

PACE WOODS FOUNDATION

Account Number: 309 016113 402

EXHIBIT B

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions. Consider IRS box 7 (Loss is not allowed based on amount in 1d) as not being checked for any transactions.

Long Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	WASH SALE DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALGER SPECTRA Z CUSIP: 015566763									
	205.940	10/14/14	01/05/17	\$3,579.24	\$3,660.11	\$0.00	\$0.00	(\$80.87)	\$0.00
	1,880.133	12/18/14	01/05/17	\$32,676.69	\$33,072.12	\$0.00	\$0.00	(\$395.43)	\$0.00
	123.461	12/18/14	01/05/17	\$2,145.75	\$2,171.72	\$0.00	\$0.00	(\$25.97)	\$0.00
	160.486	09/14/15	01/05/17	\$2,789.25	\$2,878.26	\$0.00	\$0.00	(\$89.01)	\$0.00
	445.215	12/16/15	01/05/17	\$7,737.85	\$7,764.55	\$0.00	\$0.00	(\$26.70)	\$0.00
Security Subtotal	2,815.235			\$48,928.78	\$49,546.76	\$0.00	\$0.00	(\$617.98)	\$0.00
ARTISAN MID CAP ADV CUSIP: 04314H659									
	619.773	12/29/15	01/05/17	\$23,111.34	\$25,156.58	\$0.00	\$0.00	(\$2,045.24)	\$0.00
DOUBLELINE TOTAL RETURN I CUSIP: 258620103									
	258.754	03/20/14	01/05/17	\$2,760.90	\$2,825.59	\$0.00	\$0.00	(\$64.69)	\$0.00
	68.251	03/31/14	01/05/17	\$728.24	\$743.94	\$0.00	\$0.00	(\$15.70)	\$0.00
	69.124	04/30/14	01/05/17	\$737.55	\$755.52	\$0.00	\$0.00	(\$17.97)	\$0.00
	66.757	05/30/14	01/05/17	\$712.30	\$734.99	\$0.00	\$0.00	(\$22.69)	\$0.00
	66.080	06/30/14	01/05/17	\$705.07	\$726.22	\$0.00	\$0.00	(\$21.15)	\$0.00
	71.545	07/31/14	01/05/17	\$763.38	\$782.70	\$0.00	\$0.00	(\$19.32)	\$0.00
	68.515	08/29/14	01/05/17	\$731.05	\$753.66	\$0.00	\$0.00	(\$22.61)	\$0.00
	63.782	09/30/14	01/05/17	\$680.55	\$697.78	\$0.00	\$0.00	(\$17.23)	\$0.00
	1,286.497	10/14/14	01/05/17	\$13,726.91	\$14,215.78	\$0.00	\$0.00	(\$488.87)	\$0.00
	65.879	10/31/14	01/05/17	\$700.79	\$720.50	\$0.00	\$0.00	(\$19.71)	\$0.00
	63.921	11/28/14	01/05/17	\$682.04	\$703.77	\$0.00	\$0.00	(\$21.73)	\$0.00
	73.675	12/31/14	01/05/17	\$786.11	\$808.21	\$0.00	\$0.00	(\$22.10)	\$0.00
	56.910	01/30/15	01/05/17	\$607.23	\$631.13	\$0.00	\$0.00	(\$23.90)	\$0.00
	43.552	02/27/15	01/05/17	\$464.70	\$479.94	\$0.00	\$0.00	(\$15.24)	\$0.00
	51.579	03/31/15	01/05/17	\$550.35	\$569.43	\$0.00	\$0.00	(\$19.08)	\$0.00
	49.955	04/30/15	01/05/17	\$533.02	\$549.50	\$0.00	\$0.00	(\$16.48)	\$0.00
	52.512	05/29/15	01/05/17	\$560.30	\$576.58	\$0.00	\$0.00	(\$16.28)	\$0.00
	36.897	06/30/15	01/05/17	\$393.69	\$401.07	\$0.00	\$0.00	(\$7.38)	\$0.00
	38.345	07/31/15	01/05/17	\$409.14	\$418.73	\$0.00	\$0.00	(\$9.59)	\$0.00
	35.465	08/31/15	01/05/17	\$378.41	\$386.21	\$0.00	\$0.00	(\$7.80)	\$0.00
	1,520.403	09/14/15	01/05/17	\$16,222.74	\$16,602.79	\$0.00	\$0.00	(\$380.05)	\$0.00
Security Subtotal	4,108.198			\$43,834.47	\$45,084.04	\$0.00	\$0.00	(\$1,249.57)	\$0.00
E V FLOATING RATE I CUSIP: 277911491									
	324.630	06/25/13	01/05/17	\$2,911.93	\$2,959.21	\$0.00	\$0.00	(\$47.28)	\$0.00
	33.287	06/28/13	01/05/17	\$298.58	\$303.09	\$0.00	\$0.00	(\$4.51)	\$0.00
	46.836	07/31/13	01/05/17	\$420.12	\$429.26	\$0.00	\$0.00	(\$9.14)	\$0.00

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Tax Year 2017

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions.
 Consider IRS box 7 (Loss is not allowed based on amount in 1d) as not being checked for any transactions.

Long Term - Covered Securities (Continued) (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
Symbol: EIBLX									
EV FLOATING RATE I (Cont.)		CUSIP: 277911491							
	46.419	08/30/13	01/05/17	\$416.38	\$424.05	\$0.00	\$0.00	(\$7.67)	\$0.00
	44.158	09/30/13	01/05/17	\$396.10	\$402.97	\$0.00	\$0.00	(\$6.87)	\$0.00
	45.672	10/31/13	01/05/17	\$409.68	\$418.18	\$0.00	\$0.00	(\$8.48)	\$0.00
	45.279	11/29/13	01/05/17	\$408.15	\$415.02	\$0.00	\$0.00	(\$6.87)	\$0.00
	1,821.056	12/19/13	01/05/17	\$16,334.85	\$16,891.18	\$0.00	\$0.00	(\$556.33)	\$0.00
	60.129	12/31/13	01/05/17	\$539.36	\$551.72	\$0.00	\$0.00	(\$12.36)	\$0.00
	51.243	01/31/14	01/05/17	\$459.65	\$470.72	\$0.00	\$0.00	(\$11.07)	\$0.00
	45.356	02/28/14	01/05/17	\$406.84	\$415.73	\$0.00	\$0.00	(\$8.89)	\$0.00
	50.694	03/31/14	01/05/17	\$454.72	\$463.65	\$0.00	\$0.00	(\$8.93)	\$0.00
	47.759	04/30/14	01/05/17	\$428.40	\$435.35	\$0.00	\$0.00	(\$6.95)	\$0.00
	49.928	05/30/14	01/05/17	\$447.85	\$455.64	\$0.00	\$0.00	(\$7.79)	\$0.00
	50.434	06/30/14	01/05/17	\$452.39	\$460.77	\$0.00	\$0.00	(\$8.38)	\$0.00
	52.284	07/31/14	01/05/17	\$468.99	\$476.09	\$0.00	\$0.00	(\$7.10)	\$0.00
	53.729	08/29/14	01/05/17	\$481.95	\$488.14	\$0.00	\$0.00	(\$6.19)	\$0.00
	52.906	09/30/14	01/05/17	\$474.57	\$476.46	\$0.00	\$0.00	(\$1.89)	\$0.00
	1,122.986	10/14/14	01/05/17	\$10,073.21	\$10,090.78	\$0.00	\$0.00	(\$17.57)	\$0.00
Security Subtotal	4,044.785			\$36,281.72	\$36,827.99	\$0.00	\$0.00	(\$546.27)	\$0.00
Symbol: KLCIX									
FEDERATED KAUFMAN LG CP INSTL		CUSIP: 314172412							
	3,054.173	06/25/13	01/05/17	\$61,694.26	\$42,269.75	\$0.00	\$0.00	\$19,424.51	\$0.00
	1,214.750	10/14/14	01/05/17	\$24,537.98	\$20,638.59	\$0.00	\$0.00	\$3,899.39	\$0.00
Security Subtotal	4,268.923			\$86,232.24	\$62,908.34	\$0.00	\$0.00	\$23,323.90	\$0.00
Symbol:									
FEDERATED MDT STOCK TR IS		CUSIP: 313900409							
	3,086.451	12/29/15	01/05/17	\$85,093.45	\$78,118.07	\$0.00	\$0.00	\$6,975.38	\$0.00
Symbol:									
HENDERSON INTL OPPORT I		CUSIP: 425067592							
	1,104.458	06/26/15	01/05/17	\$28,229.94	\$32,294.35	\$0.00	\$0.00	(\$4,064.41)	\$0.00
	1,297.046	12/23/15	01/05/17	\$33,152.50	\$34,903.49	\$0.00	\$0.00	(\$1,750.99)	\$0.00
Security Subtotal	2,401.504			\$61,382.44	\$67,197.84	\$0.00	\$0.00	(\$5,815.40)	\$0.00
Symbol: IEFA									
ISHARES CORE MSCI EAFE ETF		CUSIP: 46432F842							
	1,677.000	04/29/16	06/13/17	\$104,106.06	\$90,707.76	\$0.00	\$0.00	\$13,398.30	\$0.00
Symbol: IEMG									
ISHARES CORE MSCI EMERGING		CUSIP: 46434G103							
	508.000	04/29/16	09/26/17	\$27,314.57	\$21,167.45	\$0.00	\$0.00	\$6,147.12	\$0.00
Symbol: LJK									
ISHARES S&P MID-CAP 400 G ETF		CUSIP: 464287606							
	91.000	04/29/16	06/13/17	\$18,140.90	\$14,818.78	\$0.00	\$0.00	\$3,322.12	\$0.00

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Tax Year 2017

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked IRS box 6 (Reported to IRS) for all option transactions.
 Consider IRS box 7 (Loss is not allowed based on amount in 1d) as not being checked for any transactions.

Long Term - Covered Securities (Continued) (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ISHARES SMALL CAP 600 G ETF	37,000	04/29/16	06/13/17	\$5,840.32	\$4,591.45	\$0.00	\$0.00	\$1,248.87	\$0.00
IVA INTERNATIONAL I	2,157.760	06/26/15	01/05/17	\$34,588.87	\$37,825.51	\$0.00	\$0.00	(\$3,236.64)	\$0.00
LOOMIS SAYLES STRATEGIC INC Y	2,358.794	09/23/14	01/05/17	\$33,565.64	\$39,957.97	\$0.00	\$0.00	(\$6,392.33)	\$0.00
	33.547	09/24/14	01/05/17	\$477.37	\$567.61	\$0.00	\$0.00	(\$90.24)	\$0.00
	35.978	10/24/14	01/05/17	\$511.97	\$599.76	\$0.00	\$0.00	(\$87.79)	\$0.00
	47.837	11/24/14	01/05/17	\$680.72	\$809.40	\$0.00	\$0.00	(\$128.68)	\$0.00
	266.009	12/16/14	01/05/17	\$3,785.31	\$4,245.50	\$0.00	\$0.00	(\$460.19)	\$0.00
	72.731	12/16/14	01/05/17	\$1,034.96	\$1,160.78	\$0.00	\$0.00	(\$125.82)	\$0.00
	25.997	12/16/14	01/05/17	\$369.94	\$414.92	\$0.00	\$0.00	(\$44.98)	\$0.00
	34.996	01/28/15	01/05/17	\$497.99	\$565.54	\$0.00	\$0.00	(\$67.55)	\$0.00
	33.034	02/25/15	01/05/17	\$470.07	\$541.09	\$0.00	\$0.00	(\$71.02)	\$0.00
	2.176	03/25/15	01/05/17	\$30.97	\$35.01	\$0.00	\$0.00	(\$4.04)	\$0.00
Security Subtotal	2,911.099			\$41,424.94	\$48,897.58	\$0.00	\$0.00	(\$7,472.64)	\$0.00
TRANSAMERICA MIDCAP VAL OPP A	2,763.496	12/29/15	01/05/17	\$32,056.55	\$29,956.27	\$0.00	\$0.00	\$2,100.28	\$0.00
VANGUARD GROWTH ETF	237,000	04/29/16	06/13/17	\$30,363.77	\$24,810.50	\$0.00	\$0.00	\$5,453.27	\$0.00
	371,000	04/29/16	09/26/17	\$48,735.77	\$38,994.92	\$0.00	\$0.00	\$9,740.85	\$0.00
Security Subtotal	608,000			\$79,099.54	\$63,905.42	\$0.00	\$0.00	\$15,194.12	\$0.00
VANGUARD MID CAP VALUE ETF	153,000	04/29/16	06/13/17	\$15,933.54	\$13,372.09	\$0.00	\$0.00	\$2,561.45	\$0.00
VANGUARD SM CAP VALUE ETF	128,000	04/29/16	06/13/17	\$15,932.71	\$13,242.11	\$0.00	\$0.00	\$2,690.60	\$0.00
VANGUARD TOTAL BOND MARKET	623,000	04/29/16	08/29/17	\$51,365.66	\$51,556.73	\$0.00	\$0.00	(\$191.07)	\$0.00
	103,000	05/27/16	08/29/17	\$8,492.24	\$8,513.63	\$0.00	\$0.00	(\$21.39)	\$0.00
Security Subtotal	726,000			\$59,857.90	\$60,170.36	\$0.00	\$0.00	(\$312.46)	\$0.00

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box f (Reported to IRS) for all option transactions. Consider IRS box 7 (Loss is not allowed based on amount in td) as not being checked for any transactions.

Long Term - Covered Securities (Continued) (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part III with box D checked.)

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