PACE WOODS FOUNDATION FORM 990-PF TAX YEAR 2019





1248 "O" Street, Suite 1040 | Lincoln, NE 68508-1461 | 402.473.7600

PACE WOODS FOUNDATION Instructions for Filing Form 990-PF 990-PF - Return of Private Foundation For the year ended December 31, 2019

The original return should be signed (using full name and title) and dated on page 13 by an authorized officer of the organization.

File the signed return by July 15, 2020 with:

Department of the Treasury Internal Revenue Service Center Ogden, UT 84201-0027

There is no tax due with the filing of this return.

The return shows a \$868 overpayment. Of this amount, \$0 will be refunded to you. Also, \$868 has been applied to your 2020 estimated tax.

Please note that at least \$81,848 must be distributed by the Foundation by the end of the following fiscal year in order to avoid additional tax on undistributed 2019 income.

Under current IRS regulations, your return is subject to public inspection. Before filing, you should review all information in this return to determine that the disclosures are appropriate, accurate and complete. Please contact us if you believe any of the disclosures should be modified.

To document the timely filing of your tax return(s), we suggest that you obtain and retain proof of mailing. Proof of mailing can be accomplished by sending the tax return(s) by registered or certified mail (metered by the U.S. Postal Service) or through the use of an IRS approved delivery method provided by an IRS designated private delivery service.

The second 990-PF should be signed and mailed to the Attorney General, State Capitol, Lincoln, NE 68509 by July 15, 2020.

The third 990-PF is for your files.

The fourth copy of the return is your copy to use for compliance with Public Disclosure rules.

Before preparing your tax return, we provided you with access to a summary of transactions identified by the U.S. Treasury as reportable transactions. The law provides for a penalty as high as \$200,000 per transaction for failure to adequately disclose any of them on your tax return if applicable. Unless you notified us otherwise, your tax return was prepared with the assumption you have not engaged in any reportable transaction. Otherwise, we have prepared your tax return in accordance with the information you provided to us and have attached the appropriate disclosure statement to your tax return. We are not liable for any penalties resulting from your failure to provide us with accurate and timely information about such transactions or to timely file the required disclosure statements. If you have any questions about reportable transactions, please contact us before filing your return.

Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation **b** Do not enter social security numbers on this form as it may be made public. OMB No. 1545-0047 **夕〔**10

Open to Public Inspection

		nent of the Treasury Revenue Service		cial security numbers gov/Form990PF for ins		-	-	Dpen to Public Inspection
F	or ca	lendar year 2019 or t	ax year beginning		, 2019	, and ending	g	, 20
Na	ame of	f foundation			·		A Employer ident	ification number
	PAC	E WOODS FOUNDAT	ION				20-34012	38
N	umber	and street (or P.O. box num	nber if mail is not delivered to	o street address)		Room/suite	B Telephone num	ber (see instructions)
_	C/0	THE HOPPE LAW	FIRM				(402) 3	28-8100
Ci	ty or t	own, state or province, coun	try, and ZIP or foreign posta	al code				
							C If exemption appli pending, check he	re
_		COLN, NE 68506						
G	Che	eck all that apply:	Initial return		n of a former	oublic charity		
		_	Final return	Amended r				zations meeting the
ū	Cha	eck type of organization	Address change	Name char	-		computation	▶∟
Г				Other taxable		tion		ion status was terminated
1		Section 4947(a)(1) nonex market value of all		unting method: X		crual		(b)(1)(A), check here 🔒 🕨 🛄
		of year (from Part II,		ther (specify)		Jiuai		is in a 60-month termination (b)(1)(B), check here
		► \$ 3,368		column (d), must be on	cash basis.)		_	
F	,	Analysis of Revenu	,					(d) Disbursements
		total of amounts in colu may not necessarily ed	umns (b), (c), and (d)	(a) Revenue and expenses per	(b) Net inv		(c) Adjusted net income	for charitable purposes
		column (a) (see instruct		books		lie	litcome	(cash basis only)
_	1	Contributions, gifts, grants, etc.,						
	2	Check ► X if the foun attach Sch	ndation is not required to n. B					
	3	Interest on savings and ten		241		241.		
	4	Dividends and interest f	from securities	77,829).	77,829.		
	5a	Gross rents						
	b	Net rental income or (loss)						
Ine	6a b	Net gain or (loss) from sale Gross sales price for all		20,058	· ·			
ver		assets on line 6a	519,344.			20,058.		
Revenue	7	Capital gain net income	. ,			20,058.		
	8	Net short-term capital g						
	9 10a	Gross sales less returns						
	Ь	and allowances Less: Cost of goods sold						
		Gross profit or (loss) (at						
	11	Other income (attach so						
_	12	Total. Add lines 1 throu		98,128	•	98,128.		
	13	Compensation of officers, of	directors, trustees, etc.	0	•			
Ses	14	Other employee salaries	s and wages	-				
and Administrative Expenses	15	Pension plans, employe				1 2 2 0		1 200
ЧХ В	16a	Legal fees (attach scheo		2,655 5,040		1,328.		1,327
е	b	Accounting fees (attach	,	5,040	•	2,520.		2,520
ativ	C	Other professional fees						
str	17			2,221	_	1,278.		
ij	18	Taxes (attach schedule)			-			
<u>m</u>	19 20	Depreciation (attach sc	<i>,</i> .					
Ă	20 21	Occupancy Travel, conferences, and		7,191	•			7,191
and	22	Printing and publication	U U					
ğ	23	Other expenses (attach		22,094	1	19,787.		2,307
atir	23 24 25	Total operating and ad						
)er;		Add lines 13 through 23	3	39,201		24,913.		13,345.
ð	25	Contributions, gifts, gra	nts paid	194,432				194,432
_	26	Total expenses and disbursem	ents. Add lines 24 and 25	233,633	. 2	24,913.	0	. 207,777.
	27	Subtract line 26 from lin		10				
	a	Excess of revenue over exp		-135,505		72 215		
	b	Net investment income	,			73,215.		
	C	Adjusted net income (if	i negative, enter -0-).					

JSA For Paperwork Reduction Act Notice, see instructions. 9E1410 1.000 90608J K923 5/28/2020 10:32

Forn	n 99	0-PF (2019) PACE WOODS FOUNDATION	·	20-	-3401238 Page 2
Ра	rt I	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year	Beginning of year	End of	<u>·</u>
		amounts only. (See instructions.)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	139,808.	183,789.	183,789
	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 ►			
ssets	8	Inventories for sale or use.			
sse	9	Prepaid expenses and deferred charges			
۳¢	l0a	Investments - U.S. and state government obligations (attach schedule)			
		Investments - corporate stock (attach schedule)			
		Investments - corporate bonds (attach schedule)			
1	1	Investments - land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
1	2	Investments - mortgage loans			
1	3	Investments - other (attach schedule) ATCH 5	2,826,105.	2,646,619.	3,184,986
1	4	Land, buildings, and equipment: basis			
		(attach schedule)			
1	5	Other assets (describe ►)			
1	6	Total assets (to be completed by all filers - see the			
		instructions. Also, see page 1, item I)	2,965,913.	2,830,408.	3,368,775
1	17	Accounts payable and accrued expenses			
1	8	Grants payable			
se 1	9	Deferred revenue			
iii 2	20	Loans from officers, directors, trustees, and other disqualified persons			
Liabilities	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
			0.	0.	
+	23	Total liabilities (add lines 17 through 22)	0.	0.	
Ses		Foundations that follow FASB ASC 958, check here I and complete lines 24, 25, 29, and 30.			
Fund Balance		• • • • •			
3al	24	Net assets without donor restrictions			
δ	25	Net assets with donor restrictions Foundations that do not follow FASB ASC 958, check here			
n		and complete lines 26 through 30.			
-	26	Capital stock, trust principal, or current funds			
; ets	27	Paid-in or capital surplus, or land, bldg., and equipment fund	2,965,913.	2,830,408.	
S	28 29	Retained earnings, accumulated income, endowment, or other funds Total net assets or fund balances (see instructions)	2,965,913.	2,830,408.	
1 ×	29 30	Total liabilities and net assets/fund balances (see	_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	_,,100.	
Net		instructions)	2,965,913.	2,830,408.	
Pa	rt.	Analysis of Changes in Net Assets or Fund Balan		_,,	
		al net assets or fund balances at beginning of year - Part II		ust agree with	
		l-of-year figure reported on prior year's return)		-	2,965,913
		ter amount from Part I, line 27a			-135,505
		ner increases not included in line 2 (itemize)			,500
4	Adv	d lines 1, 2, and 3		4	2,830,408
		creases not included in line 2 (itemize) ►		5	,,100
		al net assets or fund balances at end of year (line 4 minus l	ine 5) - Part II. column (b)		2,830,408
<u> </u>				,	Eorm 990-PF (2019)

Yes X No

PACE WOODS FO	PACE WOODS FOUNDATION 20-3401238					
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Part IV Capital Gains and Losses for Tax	on Investment Income					
 (a) List and describe the kind(s) of property 2-story brick warehouse; or common s 		(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						
е						
(e) Gross sales price (f) Depreciation allow (or allowable)	ed (g) Cost or other basis plus expense of sale		(h) Gain or (los ((e) plus (f) minu			
а						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) a			Gains (Col. (h) ga (k), but not less th			
(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	COI.	ian -0-) or . (h))			
а						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)	<pre>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</pre>	2		20,058.		
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	ncome				

(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? If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

Enter the appropriate	amount in each column	for each year; see	the instruction	s before making any entries

1	Enter the appropriate a	mount in each column for each yea	ar; see the instructions before maki	ng any	entries.
Cal	(a) Base period years endar 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))
	2018	180,848.	3,351,913.		0.053954
	2017	167,317.	3,254,698.		0.051408
	2016	169,713.	3,310,089.		0.051271
	2015	167,309.	3,365,680.		0.049710
	2014	187,048.	3,655,603.		0.051167
2	Total of line 1, column	(d)		2	0.257510
3	-	io for the 5-year base period - divid e foundation has been in existence		3	0.051502
4	4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5				3,253,895.
5	Multiply line 4 by line 3			5	167,582.
6	Enter 1% of net investn	nent income (1% of Part I, line 27b)		6	732.
7	Add lines 5 and 6			7	168,314.
8	Enter qualifying distribu	tions from Part XII, line 4 greater than line 7, check the box	in Part VI, line 1b, and complete	8 that p	207,777. art using a 1% tax rate. See the
	Part VI instructions.				
JSA 9E14	^{30 1.000} 90608J K923 5/2	8/2020 10:32:11 AM V	19-5F 60658		Form 990-PF (2019)

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Par	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see	nstru	ction	is)
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			732.
	here \blacktriangleright X and enter 1% of Part I, line 27b			
С	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-)			
3	Add lines 1 and 2			732.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		,	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5			732.
6	Credits/Payments:			
а	2019 estimated tax payments and 2018 overpayment credited to 2019 6a 1,600.			
b	Exempt foreign organizations - tax withheld at source			
С	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld 6d		1 4	600.
7	Total credits and payments. Add lines 6a through 6d		Ξ,	000.
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			868.
10 11	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Enter the amount of line 10 to be: Credited to 2020 estimated tax 868. Refunded 11			000.
1	Enter the amount of line 10 to be: Credited to 2020 estimated tax ► 868. Refunded ► 11 t VII-A Statements Regarding Activities			
			Vaa	Na
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it	1a	Yes	No X
h	participate or intervene in any political campaign? Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the	14		
D		1b		x
	instructions for the definition			
	published or distributed by the foundation in connection with the activities.			
с	Did the foundation file Form 1120-POL for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
u	(1) On the foundation. ► \$ (2) On foundation managers. ► \$			
6	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed			
C	on foundation managers.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
-	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles			
	of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		Х
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		Х
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?	5		Х
	If "Yes," attach the statement required by General Instruction T.			
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	Х	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions.			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General			
	(or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section $4942(j)(3)$ or			
	4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes,"			37
	complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their			x
	names and addresses	10		^

Form 990-PF (2019)

PACE WOODS FOUNDATION

Par	t VII-A Statements Regarding Activities (continued)			
			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the			
	meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		Х
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		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address N/A			
14	The books are in care of WARD F. HOPPE Telephone no. 4 02-328	-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			
16	At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority		Yes	No
	over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of			
Der	the foreign country			
Fal	t VII-B Statements Regarding Activities for Which Form 4720 May Be Required		Yes	No
4-	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		103	
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?			
	 (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a 			
	disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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.)			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in			
	Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		
	Organizations relying on a current notice regarding disaster assistance, check here			
С	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 2019?	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)):			
а	At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines			
	6d and 6e) for tax year(s) beginning before 2019?			
h	If "Yes," list the years ,,,,,, Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)			
b	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section $4942(a)(2)$			
	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.			
Ŭ				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise			
	at any time during the year?			
b	If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the			
	foundation had excess business holdings in 2019.)	3b		Х
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 2019?	4b		Х

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Ра	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required (conti	nued)			
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))?	X 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	X No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	X No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in				
	section 4945(d)(4)(A)? See instructions Yes	XNo			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational				
	purposes, or for the prevention of cruelty to children or animals?	X No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions desc	cribed 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 \Box				
	because it maintained expenditure responsibility for the grant?	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	X 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	X No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	•••••	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in				
	remuneration or excess parachute payment(s) during the year?	X No			
Ра	rt VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Pa and Contractors		35,		

1

List all officers, directors, trustees, and 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 6		0.	0.	0.

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

(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.
				Form 990-PF (2019)

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Part VII	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employ and Contractors (continued)	/ees,
3 Fiv	e 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
NON	IE	
	nber of others receiving over \$50,000 for professional services	0.
Part IX-	A Summary of Direct Charitable Activities	
	foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of tions and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1_N/A	Δ	
2		
2		
3		
4		
Part IX-		Amount
1 NON	e the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. IE	Amount
<u></u>		
2		
All other 3	program-related investments. See instructions.	
NON	IE	
I otal. Ad	d lines 1 through 3	

Form	990-PF (2019)		Page 8
Pa	rt X Minimum Investment Return (All domestic foundations must complete this part. Fore see instructions.)	ign founda	itions,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	3,093,306.
	Average of monthly cash balances	1b	210,141.
С		1c	
d	Total (add lines 1a, b, and c)	1d	3,303,447.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,303,447.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see		
	instructions)	4	49,552.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,253,895.
6	Minimum investment return. Enter 5% of line 5	6	162,695.
Pa	rt XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating four and certain foreign organizations, check here ► and do not complete this part.)	ndations	
1	Minimum investment return from Part X, line 6	1	162,695.
2a	Tax on investment income for 2019 from Part VI, line 5 2a 732.		
b			
с	Add lines 2a and 2b	2c	732.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	161,963.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	161,963.
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	161,963.
Pa	rt XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26.	1a	207,777.
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:		
а	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	207,777.
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	732.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	207,045.
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when ca	alculating v	hether the foundation
	qualifies for the section 4940(e) reduction of tax in those years.		

Form 990-PF	(2019)	
Part XIII	Undistributed Income (see ins	structio

PACE WOODS FOUNDATION

Page **9**

Pa	rt XIII Undistributed Income (see instr	uctions)			1 490 •
		(a)	(b)	(c)	(d)
1	Distributable amount for 2019 from Part XI, line 7	Corpus	Years prior to 2018	2018	2019
2	Undistributed income, if any, as of the end of 2019:				
	Enter amount for 2018 only			127,662.	
	• Total for prior years: 20 <u>17</u> ,20 <u>16</u> ,20 <u>15</u>				
	Excess distributions carryover, if any, to 2019:				
а	From 2014				
	From 2015				
	From 2016				
	From 2017				
	From 2018	0.			
	Total of lines 3a through e	0.			
4	Qualifying distributions for 2019 from Part XII,line 4: \blacktriangleright \$				
а	Applied to 2018, but not more than line 2a			127,662.	
	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 2019 distributable amount				80,115.
	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2019 (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:				
а	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	l Subtract line 6c from line 6b. Taxable				
	amount - see instructions				
e	Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2019. Subtract lines				
	4d and 5 from line 1. This amount must be				81,848.
	distributed in 2020.				01,040.
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 2014 not				
	applied on line 5 or line 7 (see instructions)				
9	Excess distributions carryover to 2020.	0.			
	Subtract lines 7 and 8 from line 6a	υ.			
	Analysis of line 9:				
	Excess from 2015				
	Excess from 2016				
	Excess from 2017				
	Excess from 2019				
					- 000 DE

Forn	n 990	-PF (2019)	PACE WOOD	S FOUNDATION			20-	3401238	Page 10
Ра	rt X	V Private Op	erating Foundations	s (see instructions a	nd Part VII-A, questi	on 9)	N	IOT APPI	ICABLE
1 a	lf t		received a ruling or d						
			g is effective for 2019, e			J J			
b	Che	eck box to indicate	whether the foundation	is a private operating	foundation described in	section	4942(j))(3) or	4942(j)(5)
		er the lesser of the ad-	Tax year		Prior 3 years				
		ed net income from Part	-	(b) 2018	(c) 2017	(d) 20	16	(e)	Total
	l or t	the minimum investment		(0) 2010	(0) 2011	(0) 20	10		
	retu	rn from Part X for each							
	year	listed							
b	85%	of line 2a							
С	Qual	lifying distributions from Part							
	XII, I	ine 4, for each year listed							
d		unts included in line 2c not							
		directly for active conduct cempt activities							
е		ifying distributions made							
		otly for active conduct of							
		npt activities. Subtract line om line 2c							
3		plete 3a, b, or c for the							
		native test relied upon:							
а	"Ass	ets" alternative test - enter:							
		Value of all assets							
	• •	Value of assets qualifying under section							
		4942(j)(3)(B)(i)							
b		lowment" alternative test-							
		r 2/3 of minimum invest- t return shown in Part X,							
		6 for each year listed							
с		port" alternative test - enter:							
	(1)	Total support other than							
		gross investment income							
		(interest, dividends, rents, payments on securities							
		loans (section 512(a)(5)),							
		or royalties) Support from general							
	• •	public and 5 or more							
		exempt organizations as provided in section 4942							
		(j)(3)(B)(iii)							
	• •	Largest amount of sup-							
		port from an exempt organization							
	(4)								

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 \blacktriangleright 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 7

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

c Any submission deadlines:

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

ITT XV Supplementary Information (Grants and Contributions Paid Dur	ing the Veer or Apr	round for F		
Grants and Contributions Paid Dur	If recipient is an individual.			
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	contribution	
Paid during the year				
TCH 8				
Total	<u></u>	<u></u>	▶ 3a	194,43
 Approved for future payment 				
Total	L	1		
			💌 30	

PACE WOODS FOUNDATION

Form 990-PF (2019)					Page 12
Part XVI-A Analysis of Income-Produ					(0)
Enter gross amounts unless otherwise indicated.	(a)	(b)	(c)	y section 512, 513, or 514 (d)	(e) Related or exempt function income
1 Program service revenue:	Business code	Amount	Exclusion code	Amount	(See instructions.)
a					
b					
с					
d					
e f					
f g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	241.	
4 Dividends and interest from securities			14	77,829.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	20.059	
8 Gain or (loss) from sales of assets other than inventory			10	20,058.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a b					
b c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				98,128.	
13 Total. Add line 12, columns (b), (d), and (e)				13	98,128.
(See worksheet in line 13 instructions to verify calcular) Part XVI-B Relationship of Activities					
Line No. Explain below how each activity accomplishment of the foundatio		-		-	
JSA					Form 990-PF (2019)

Part 2	XVII	Information Re Organizations	egarding Trans	sfers to and Trans	sactions an	d Relationshi	ps With Noncha	ritable	e Exe	əmpt
1 D	id the	•	ly or indirectly e	ngage in any of the f	ollowing with	any other orga	nization described		Yes	No
		-		501(c)(3) organizatio	-					
		ations?		U	,	- ,	5 1			
	•		a foundation to a	a noncharitable exemp	ot organizatio	n of:				
			-	· · · · · · · · · · · · · · ·	-			1a(1)		Х
•										Х
•		ransactions:						14(2)		
			ncharitable ever	pt organization				16(1)		Х
-	-			le exempt organization						X
	-			issets						X
•										X
	-	-								X
•		•								X
-	-			o or fundraising solicita						X
	-		-	, other assets, or paid						
				," complete the follow						
				es given by the repor						
Va	alue ir	-		ement, show in colum		_				
(a) Line	no.	(b) Amount involved	(c) Name of no	ncharitable exempt organiza	. ,	•	fers, transactions, and sha	iring arrar	ngeme	nts
		N/A			N/	A				
		•	-	iated with, or related			t organizations	<u> </u>	v	٦
				ion 501(c)(3)) or in se	ection 527? .			Ye	es 🔼	_ No
b If	"Yes,	" complete the follow				1				
		(a) Name of organization	n	(b) Type of organ	ization		(c) Description of relation	ship		
				ed this return, including accom payer) is based on all informatior			to the best of my knowled	ge and be	elief, it	is true,
Sign	Correct	, and complete. Declaration of		payer) is based on an information	n or which preparer	has any knowledge.	.			
-					SE	CRETARY		S discuss reparer sh		return below?
Here	Sign	ature of officer or trustee		Date	Title		See instruction	·	Yes	No
	-	Print/Type preparer's na	me	Preparer's signature		Date	Check if	PTIN		
Paid		KRISTIN TYNOI						P0106	5338	8
Prepa		Firm's name ► BK					Firm's EIN ► 44-0			
Use C			48 O STREET	, STE 1040					-	
		•	NCOLN, NE	, 312 1010		68508-1461	Phone no. 402-4	73-76	500	
		<u> </u>				22200 TIOT	Phone no. 402-4	, 5 , 0		

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

Kind of F			Descr	P or D	Date acquired	Date sold		
Gross sale price less	Depreciation allowed/	Cost or other	FMV as of	Adj. basis as of	Excess of FMV over		Gain or	
expenses of sale	allowable	basis	12/31/69	12/31/69	adj basis		(loss)	
		TOTAL CAPITA	AL GAIN DIST	RIBUTIONS			1,494.	
78,786.		EXHIBIT A - 83,012.	SHORT TERM			P	VARIOUS -4,226.	VARIOUS
28,962.		EXHIBIT A - 25,028.	LONG TERM			P	VARIOUS 3,934.	VARIOUS
263,454.		EXHIBIT B - 267,472.	SHORT TERM			P	VARIOUS -4,018.	VARIOUS
146,648.		EXHIBIT B - 123,774.	LONG TERM			P	VARIOUS 22,874.	VARIOUS
							20.059	
TOTAL GAIN(LO	DSS)						20,058.	

Corporate Tax Statement

Tax Year 2019

Morgan Stanley

PACE WOODS FOUNDATION PACE WOODS FOUNDATION

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

Morgan Stanley Domestic Holdings, Inc. Morgan Stanley Smith Barney, LLC 1 New York Plaza 12th Floor New York, NY 10004 Identification Number: 20-8764829 Taxpayer ID Number: XX-XXX1238 Account Number: 309 123944 031

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 12 (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)
ALEXION PHARM INC		C	USIP: 015351109	S	ymbol: ALXN				
	258.000	11/02/18	04/16/19	\$35,622.02	\$31,703.84	\$0.00	\$0.00	\$3,918.18	\$0.00
CHARLES SCHWAB NEW	V	C	USIP: 808513105	S	ymbol: SCHW				
	689.000	04/08/19	08/15/19	\$24,932.32	\$30,847.77	\$0.00	\$0.00	(\$5,915.45)	\$0.00
MARATHON PETROLEU	M CORP	C	USIP: 56585A102	S	ymbol: MPC				
	295.000	11/02/18	03/22/19	\$18,231.20	\$20,460.34	\$0.00	\$0.00	(\$2,229.14)	\$0.00
Total Short Term Cove	ered Securi	ties		\$78,785.54	\$83,011.95	\$0.00	\$0.00	(\$4,226.41)	\$0.00

Long Term - Covered Securities (Consider Box 12 (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	a) 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)
BLACKROCK INC CUSIP: 09247X101		Sy	Symbol: BLK						
	65.000	01/06/17	04/08/19	\$28,962.01	\$25,028.20	\$0.00	\$0.00	\$3,933.81	\$0.00

CONTINUED ON NEXT PAGE

Morgan Stanley

Tax Year 2019

PACE WOODS FOUNDATION Account Number: 309 123944 031

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

OMB NO. 1545-0715

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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 12 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked.)

DATE DESCRIPTION (Box 1a) QUANTITY (Box 1b)	DATE SOLD PROCEEDS (Box 1c) (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)
Total Long Term Covered Securities	\$28,962.01	\$25,028.20	\$0.00	\$0.00	\$3,933.81	\$0.00
Total Covered and Noncovered Securities	\$107,747.55	\$108,040.15	\$0.00	\$0.00	(\$292.60)	\$0.00

Form 1099-B Total Reportable Amounts - Does not include cost basis, accrued market discount or wash sale loss disallowed amounts for noncovered securities.

Total IRS Reportable Proceeds (Box 1d)	\$107,747.55				
Total IRS Reportable Cost or Other Basis for Covered Securiti	es (Box 1e)	\$108,040.15			
Total IRS Reportable Accrued Market Discount (Box 1f)			\$0.00		
Total IRS Reportable Wash Sale Loss Disallowed (Box 1g)				\$0.00	

Total Fed Tax Withheld (Box 4)

Morgan Stanley

Corporate Tax Statement Tax Year 2019

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

Morgan Stanley Domestic Holdings, Inc. Morgan Stanley Smith Barney, LLC 1 New York Plaza 12th Floor New York, NY 10004 Identification Number: 20-8764829 Taxpayer ID Number: XX-XXX1238 Account Number: 309 016113 031

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Page 9 of 13

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 12 (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)
CATALYST MILLBURN HO	GD STRAT I	C	CUSIP: 62827P816	Sy	mbol: MBXIX				
	2,235.667	11/27/18	01/04/19	\$66,645.23	\$70,557.66	\$0.00	\$0.00	(\$3,912.43)	\$0.00
	34.723	12/14/18	01/04/19	\$1,035.09	\$1,048.30	\$0.00	\$0.00	(\$13.21)	\$0.00
	<u>39.352</u>	12/14/18	01/04/19	<u>\$1,173.09</u>	<u>\$1,188.03</u>	<u>\$0.00</u>	<u>\$0.00</u>	<u>(\$14.94)</u>	<u>\$0.00</u>
Security Subtotal	2,309.742			\$68,853.41	\$72,793.99	\$0.00	\$0.00	(\$3,940.58)	\$0.00
HARTFORD MULTIFACTO	OR DEVELO	Р С	CUSIP: 518416102	Sy	mbol: RODM				
	670.000	10/26/18	05/07/19	\$18,698.24	\$17,661.20	\$0.00	\$0.00	\$1,037.04	\$0.00
ISHARES INC MSCI JAPA	N ETF	C	USIP: 46434G822	Sy	mbol: EWJ				
	1,605.000	01/04/19	04/16/19	\$88,841.33	\$84,214.35	\$0.00	\$0.00	\$4,626.98	\$0.00
PROSHARES TR		C	USIP: 74347B425	Sy	mbol: SH				
	3,441.000	04/16/19	11/04/19	\$87,060.65	\$92,802.05	\$0.00	\$0.00	(\$5,741.40)	\$0.00
Fotal Short Term Cover	red Securi	ties	9	\$263,453.63	\$267,471.59	\$0.00	\$0.00	(\$4,017.96)	\$0.00

Long Term - Covered Securities (Consider Box 12 (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)
FIRST TRUST DEVELP MKT EX-US	CUS	SIP: 33737J174	Syr	nbol: FDT				
455.000	06/13/17	05/07/19	\$24,278.34	\$25,500.35	\$0.00	\$0.00	(\$1,222.01)	\$0.00
ISHARES CORE MSCI EMERGING	CUS	SIP: 46434G103	Syr	nbol: IEMG				
80.000	04/29/16	05/07/19	\$4,075.12	\$3,333.46	\$0.00	\$0.00	\$741.66	\$0.00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Tax Year 2019

PACE WOODS FOUNDATION Account Number: 309 016113 031

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 12 (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) QL	JANTITY	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	EDERAL INCOME TAX WITHHELD (Box 4)
ISHARES CORE MSCI EME	RGING (Co	ont.) CUS	SIP: 46434G103	Syr	nbol: IEMG				
	279.000	05/27/16	05/07/19	\$14,211.96	\$11,273.55	\$0.00	\$0.00	\$2,938.41	\$0.00
	<u>104.000</u>	06/08/16	05/07/19	<u>\$5,297.65</u>	<u>\$4,401.80</u>	<u>\$0.00</u>	<u>\$0.00</u>	<u>\$895.85</u>	<u>\$0.00</u>
Security Subtotal	463.000			\$23,584.73	\$19,008.81	\$0.00	\$0.00	\$4,575.92	\$0.00
SHARES S&P MID-CAP 400) G ETF	CUS	SIP: 464287606	Syr	nbol: IJK				
	60.000	04/29/16	05/07/19	\$13,378.59	\$9,770.62	\$0.00	\$0.00	\$3,607.97	\$0.00
SPDR DOUBLELINE TR TAG	CT ETF	CUS	SIP: 78467V848	Syr	nbol: TOTL				
	299.000	08/29/17	05/07/19	\$14,439.91	\$14,824.33	\$0.00	\$0.00	(\$384.42)	\$0.00
VANGUARD GROWTH ETF		CUS	SIP: 922908736	Syr	nbol: VUG				
	167.000	05/27/16	05/07/19	\$26,690.05	\$18,064.71	\$0.00	\$0.00	\$8,625.34	\$0.00
	<u>168.000</u>	12/21/16	05/07/19	<u>\$26,849.88</u>	<u>\$19,046.76</u>	<u>\$0.00</u>	<u>\$0.00</u>	<u>\$7,803.12</u>	<u>\$0.00</u>
Security Subtotal	335.000			\$53,539.93	\$37,111.47	\$0.00	\$0.00	\$16,428.46	\$0.00
VANGUARD SHORT-TERM	CORPOR	ATE CUS	SIP: 92206C409	Syr	nbol: VCSH				
	219.000	04/29/16	05/07/19	\$17,426.14	\$17,558.83	\$0.00	\$0.00	(\$132.69)	\$0.00
otal Long Term Covere	d Securit	ies		\$146,647.64	\$123,774.41	\$0.00	\$0.00	\$22,873.23	\$0.00
otal Covered and Nonc	overed S	ecurities		\$410,101.27	\$391,246.00	\$0.00	\$0.00	\$18,855.27	\$0.00

 Total IRS Reportable Proceeds (Box 1d)
 \$410,101.27

 Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)
 \$391,246.00

 Total IRS Reportable Accrued Market Discount (Box 1f)
 \$0.00

 Total IRS Reportable Wash Sale Loss Disallowed (Box 1g)
 \$0.00

Total Fed Tax Withheld (Box 4)

\$0.00

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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 Sates. 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

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET <u>INCOME</u>	CHARITABLE
LEGAL FEES		2,655.	1,328.		1,327.
	TOTALS	2,655.	1,328.		1,327.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION_		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET INCOME	CHARITABLE _PURPOSES_
ACCOUNTING FEES		5,040.	2,520.		2,520.
	TOTALS	5,040.	2,520.		2,520.

FORM 990PF, PART I - TAXES

		REVENUE AND	NET
DESCRIPTION		EXPENSES PER BOOKS	INVESTMENT <u>INCOME</u>
FOREIGN TAXES FEDERAL EXCISE TAX		1,278. 943.	1,278.
	TOTALS	2,221.	1,278.

FORM 990PF, PART I - OTHER EXPENSES

		REVENUE		
		AND	NET	
		EXPENSES	INVESTMENT	CHARITABLE
DESCRIPTION		PER BOOKS	INCOME	PURPOSES
INVESTMENT MANAGEMENT FEES		18,803.	18,803.	
WEBSITE		1,180.		1,180.
MISCELLANEOUS EXPENSES		143.		143.
INSURANCE		1,968.	984.	984.
	TOTALS	22,094.	19,787.	2,307.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
STOCKS & MUTUAL FUNDS	2,646,619.	3,184,986.
TOTALS	2,646,619.	3,184,986.

FORM 990PF, PART VIII - LIST OF C	=	ATTACHMENT 6			
NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES	
SHAUNA COLTON WOODS C/O THE HOPPE LAW FIRM LINCOLN, NE 68506	PRESIDENT/TREASURER	0.	0.	0.	
ISA WOODS KILBOURNE BRIGGS 7/O THE HOPPE LAW FIRM INCOLN, NE 68506	VICE PRESIDENT	0.	0.	0.	
VARD F. HOPPE C/O THE HOPPE LAW FIRM LINCOLN, NE 68506	SECRETARY	0.	0.	0.	
	GRAND TOTALS	0.	0.	0.	

2019 FORM 990-PF

PACE WOODS FOUNDATION

ATTACHMENT 6

20-3401238

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

SEE EXHIBIT 1

FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND INFORMATION THEY SHOULD INCLUDE: SEE EXHIBIT 1

SUBMISSION DEADLINES: SEE EXHIBIT 1

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE EXHIBIT 1

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

			ATTACHMENT 8
	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEBRASKA WESLEYAN UNIVERSITY	NONE	GENERAL OPERATIONS	15,582.
5000 ST PAUL AVE	PC		
LINCOLN, NE 68504			
MADELINE ISLAND MUSIC CAMP	NONE	GENERAL OPERATIONS	22,000.
PO BOX 254	PC		
LA POINTE, WI 54850			
HASTINGS COLLEGE FOUNDATION	NONE	GENERAL OPERATIONS	2,000.
11422 MIRACLE HILLS DR #550	PC		
OMAHA, NE 68154			
FRIENDS OF LIED ARTS	NONE	GENERAL OPERATIONS	23,500.
PO BOX 880151	PC		
LINCOLN, NE 68588-0151			
YMCA OF LINCOLN	NONE	GENERAL OPERATIONS	10,000.
700 PENROSE DRIVE	PC		
LINCOLN, NE 68521			
LAPOINTE CENTER FOR THE ARTS	NONE	GENERAL OPERATIONS	10,000.
103 LAKEVIEW PLAZA	PC		
LA POINTE, WI 54850			

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

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
			5.500
LINCOLN MIDWEST BALLET COMP.	NONE	GENERAL OPERATIONS	7,500.
211 N. 14TH STREET	PC		
LINCOLN, NE 68508			
MADELINE ISLAND PUBLIC LIBRARY	NONE	GENERAL OPERATION	6,200.
PO BOX 65	PC		-,
LA POINTE, WI 54850			
,,,,			
SHELDON ART ASSN	NONE	GENERAL OPERATIONS	3,200.
12TH & R STREET	PC		
LINCOLN, NE 68508			
UNIVERSITY OF NEBRASKA FOUNDATION	NONE	GENERAL OPERATIONS	25,000.
1010 LINCOLN MALL	PC		
LINCOLN, NE 68508			
WOODS HALL GALLERY AND STUDIO	NONE	GENERAL OPERATIONS	5,800.
712 MAIN STREET	PC		
LA POINTE, WI 54850			
MADELINE ISLAND HISTORICAL PRESERVATION ASSOC	NONE	GENERAL OPERATION	10,000.
273 COLONEL WOODS AVENUE	PC		
LA POINTE, WI 54850			

ATTACHMENT 8 (CONT'D)

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

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DULUTH SUPERIOR AREA COMMUNITY FOUNDATION	NONE	GENERAL OPERATION	10,000.
222 E SUPERIOR ST STE 302	PC		
DULUTH, MN 55802			
CHILD ADVOCACY CENTER	NONE	GENERAL OPERATIONS	1,500.
215 CENTENNIAL MALL S STE 100	PC		
LINCOLN, NE 68508			
JUNIOR ACHIEVEMENT OF LINCOLN	NONE	GENERAL OPERATIONS	10,000.
300 SOUTH 68TH STREET PLACE SUITE 110	PC		
LINCOLN, NE 68510			
BRYAN FOUNDATION	PC	GENERAL OPERATIONS	15,000.
1600 S 48TH ST			
LINCOLN, NE 68506			
			5 000
BRIGHT LIGHTS INC	NONE	GENERAL OPERATIONS	5,000.
5561 S 48TH ST #220	PC		
LINCOLN, NE 68516			
MADELINE ISLAND MUSEUM	NONE	GENERAL OPERATIONS	7,650.
PO BOX 254	PC	GENERAL OFERALIONS	7,650.
PO BOX 254 LA POINTE, WI 54850	FC		
LA PUINIE, WI 34030			

ATTACHMENT 8 (CONT'D)

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

			ATTACHMENT 8 (CONT'D)
	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF HAMILTON HUMANITIES 2321 PELHAM AVE.	NONE PC	GENERAL OPERATIONS	4,500.
LOS ANGELES, CA 90064-2211			

TOTAL CONTRIBUTIONS PAID

194,432.