

Return of Private Foundation

OMB No. 1545-0052

2015

Department of the Treasury
Internal Revenue Service

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

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

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

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation

PACE WOODS FOUNDATION

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

C/O THE HOPPE LAW FIRM

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

LINCOLN, NE 68506

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col. (c), line
16) \$ 3,204,808.J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

20-3401238

B Telephone number (see instructions)

(402) 328-8100

C If exemption application is
pending, check here. ☐D 1. Foreign organizations, check here. ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here. ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.	24.	24.		
4 Dividends and interest from securities	47,023.	47,023.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	135,790.			
b Gross sales price for all assets on line 6a 2,931,052.				
7 Capital gain net income (from Part IV, line 2)		135,790.		
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) ATCH. 1.	107,266.		107,266.	
12 Total. Add lines 1 through 11	290,103.	182,837.	107,266.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH. 2.	1,401.	700.		701.
b Accounting fees (attach schedule) ATCH. 3.	4,185.	2,093.		2,092.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) [4].	-14,584.	1,040.		
19 Depreciation (attach schedule) and depletion.				
20 Occupancy				
21 Travel, conferences, and meetings	5,698.			5,698.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 5.	19,879.	18,910.		969.
24 Total operating and administrative expenses. Add lines 13 through 23.	16,579.	22,743.		9,460.
25 Contributions, gifts, grants paid	159,450.			159,450.
26 Total expenses and disbursements. Add lines 24 and 25	176,029.	22,743.	0.	168,910.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	114,074.			
b Net investment income (if negative, enter -0-)		160,094.		
c Adjusted net income (if negative, enter -0-)			107,266.	

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		77,339.	267,523.	267,523.	
	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)	ATCH. 6		3,011,754.	2,927,311.	2,937,285.	
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)			3,089,093.	3,194,834.	3,204,808.	
Liabilities	17	Accounts payable and accrued expenses		8,333.			
	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)			8,333.	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 . .			3,080,760.	3,194,834.	
	30	Total net assets or fund balances (see instructions)			3,080,760.	3,194,834.	
	31	Total liabilities and net assets/fund balances (see instructions)			3,089,093.	3,194,834.	

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	3,080,760.
2	Enter amount from Part I, line 27a	2	114,074.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,194,834.
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	3,194,834.

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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 (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE 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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
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	135,790.	
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?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.☐ Yes ☒ No**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))
2014	187,048.	3,655,603.	0.051167
2013	166,667.	3,605,013.	0.046232
2012	102,296.	3,302,740.	0.030973
2011	187.	2,125,129.	0.000088
2010			

2 Total of line 1, column (d)	2	0.128460
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.025692
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	3,365,680.
5 Multiply line 4 by line 3	5	86,471.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,601.
7 Add lines 5 and 6	7	88,072.
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	168,910.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. . . . Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b.	1	1,601.
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	1,601.
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	1,601.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015.	6a	2,000.
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	2,000.
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.	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	399.
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ 399. 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 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?	X	
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) ► NE, _____		
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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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 2015, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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

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

	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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 2015 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 2015.)	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 2015?	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:

- (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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **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	2,706,501.
b	Average of monthly cash balances	1b	328,622.
c	Fair market value of all other assets (see instructions).	1c	381,811.
d	Total (add lines 1a, b, and c)	1d	3,416,934.
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	3,416,934.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	51,254.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,365,680.
6	Minimum investment return. Enter 5% of line 5	6	168,284.

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	168,284.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,601.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,601.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	166,683.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	166,683.
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	166,683.

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	168,910.
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	168,910.
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	1,601.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	167,309.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				166,683.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only.			158,574.	
b Total for prior years: 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ <u>168,910.</u>				
a Applied to 2014, but not more than line 2a			158,574.	
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 2015 distributable amount.				10,336.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2015. (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 2014. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016.				156,347.
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 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

N/A

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

N/A

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

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 9				
Total			▶ 3a	159,450.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

Part XVFA Analysis of income-producing activities		Unrelated business income		Excluded by section 512, 513, or 514		(e)
Enter gross amounts unless otherwise indicated.		(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	24.	
4	Dividends and interest from securities			14	47,023.	
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	135,790.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue: a _____					
b	ATCH 10 _____		107,266.			
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		107,266.		182,837.	
13	Total. Add line 12, columns (b), (d), and (e)					290,103.

(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) of the Code (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> | | Yes | No |
| | | | |
| 1a(1) | | | X |
| 1a(2) | | | X |
| 1b(1) | | | X |
| 1b(2) | | | X |
| 1b(3) | | | X |
| 1b(4) | | | X |
| 1b(5) | | | X |
| 1b(6) | | | X |
| 1c | | | X |

[illegible]

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

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

05/16/2016

▶ PRESIDENT

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

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

KRISTIN TYNON

Preparer's signature

Date _____

Check ☐ if self-employed	PTIN P01063388
---	-------------------

Firm's name ► BKD, LLP

Firm's address ► 1248 O STREET, STE 1040
LINCOLN, NE

68508-1461

Phone no 402-473-7600

Form 990-PF (2015)

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					41,355.	
1,540,961.		EXHIBIT A - ST BOX A PROPERTY TYPE: SECURITIES 1,545,835.				P	VARIOUS	VARIOUS
							-4,874.	
711,868.		EXHIBIT A - LT BOX A PROPERTY TYPE: SECURITIES 699,450.				P	VARIOUS	VARIOUS
							12,418.	
636,868.		EXHIBIT A - LT BOX B PROPERTY TYPE: SECURITIES 549,977.				P	VARIOUS	VARIOUS
							86,891.	
TOTAL GAIN (LOSS)							<u>135,790.</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

Morgan Stanley

Corporate Tax Statement
Tax Year 2015

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

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
12th Floor
New York, NY 10004
Identification Number: 26-4310632
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

Short 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 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)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ARTISAN MID CAP ADV		CUSIP: 04314H659	Symbol: APDMX					
	276.629	11/19/14	11/16/15	\$12,849.42	\$12,570.00	\$0.00	\$279.42	\$0.00
	316.777	01/08/15	11/18/15	\$14,714.30	\$14,365.76	\$0.00	\$348.54	\$0.00
Security Subtotal	593.406			\$27,563.72	\$26,935.76	\$0.00	\$627.96	\$0.00
ARTISAN MID CAP INV		CUSIP: 04314H303	Symbol: ARTMX					
	87.370	02/25/14	01/16/15	\$3,873.09	\$4,467.23	\$0.00	(\$594.14)	\$0.00
	135.263	02/25/14	02/06/15	\$8,204.51	\$8,916.00	\$0.00	(\$711.49)	\$0.00
Security Subtotal	222.633			\$10,077.60	\$11,383.23	\$0.00	(\$1,305.63)	\$0.00
BLACKROCK EQUITY DIVIDEND I		CUSIP: 09251M504	Symbol: MADVX					
	39.267	04/16/14	02/24/15	\$993.06	\$958.89	\$0.00	\$34.17	\$0.00
	34.640	07/17/14	02/24/15	\$876.05	\$872.57	\$0.00	\$3.48	\$0.00
	2,398.336	09/23/14	02/24/15	\$60,679.18	\$61,039.08	\$0.00	(\$359.90)	\$0.00
	51.048	10/16/14	02/24/15	\$1,291.00	\$1,210.35	\$0.00	\$80.65	\$0.00
	3.133	12/12/14	02/24/15	\$79.23	\$75.69	\$0.00	\$3.54	\$0.00
	46.630	12/12/14	02/24/15	\$1,179.27	\$1,126.58	\$0.00	\$52.69	\$0.00
	433.010	12/12/14	02/24/15	\$10,950.90	\$10,461.51	\$0.00	\$489.39	\$0.00
Security Subtotal	3,007.064			\$76,048.69	\$75,744.67	\$0.00	\$304.02	\$0.00
BLACKSTONE ALT MULT-STRAT INST		CUSIP: 09257V201	Symbol: BXMIX					
	678.245	06/26/15	09/14/15	\$7,080.88	\$7,087.66	\$0.00	(\$6.78)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Page 9 of 24

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

Short 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 I with box A checked.) (Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CALAMOS MARKET NEUTRAL INC I								
		CUSIP: 128119880	Symbol: CMNIX					
	204.810	08/22/14	01/08/15	\$2,623.61	\$2,670.72	\$0.00	(\$47.11)	\$0.00
	154.700	08/22/14	01/16/15	\$1,970.88	\$2,017.29	\$0.00	(\$46.41)	\$0.00
	2,243.256	08/22/14	02/06/15	\$28,825.84	\$29,252.06	\$0.00	(\$426.22)	\$0.00
Security Subtotal	2,602.766			\$33,420.33	\$33,940.07	\$0.00	(\$519.74)	\$0.00
FEDERATED MDT STOCK TR IS								
		CUSIP: 313900409	Symbol: FMSTX					
	262.004	05/11/15	09/14/15	\$7,019.10	\$7,640.04	\$0.00	(\$620.94)	\$0.00
	6,577.346	05/11/15	11/24/15	\$183,705.27	\$191,795.41	\$0.00	(\$8,090.14)	\$0.00
	22.906	06/24/15	11/24/15	\$639.76	\$674.36	\$0.00	(\$34.60)	\$0.00
	26.280	09/24/15	11/24/15	\$734.01	\$687.75	\$0.00	\$46.26	\$0.00
Security Subtotal	6,888.536			\$192,098.14	\$200,797.56	\$0.00	(\$8,699.42)	\$0.00
HENDERSON INTL OPPORT I								
		CUSIP: 425067592	Symbol: HFOIX					
	151.308	01/08/15	01/16/15	\$3,967.29	\$3,938.55	\$0.00	\$28.74	\$0.00
	319.741	01/08/15	02/06/15	\$8,617.01	\$8,322.86	\$0.00	\$294.15	\$0.00
Security Subtotal	471.049			\$12,584.30	\$12,261.41	\$0.00	\$322.89	\$0.00
MFS VALUE I								
		CUSIP: 552983694	Symbol: MEIIX					
	55.356	03/27/14	01/08/15	\$1,941.89	\$1,828.96	\$0.00	\$112.93	\$0.00
	34.979	06/26/14	01/08/15	\$1,227.06	\$1,206.79	\$0.00	\$20.27	\$0.00
	40.686	09/25/14	01/08/15	\$1,427.26	\$1,392.28	\$0.00	\$34.98	\$0.00
	618.854	10/14/14	01/08/15	\$21,709.40	\$20,248.88	\$0.00	\$1,460.52	\$0.00
	21.059	12/11/14	01/08/15	\$738.75	\$732.02	\$0.00	\$6.73	\$0.00
	41.061	12/11/14	01/08/15	\$1,440.41	\$1,427.27	\$0.00	\$13.14	\$0.00
	189.392	12/11/14	01/08/15	\$6,643.87	\$6,583.28	\$0.00	\$60.59	\$0.00
Security Subtotal	1,001.387			\$35,128.64	\$33,419.48	\$0.00	\$1,709.16	\$0.00
OAKMARK SELECT I								
		CUSIP: 413838608	Symbol: OAKLX					
	155.704	01/08/15	01/16/15	\$6,097.36	\$6,249.96	\$0.00	(\$152.60)	\$0.00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS



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

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)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
OAKMARK SELECT I (Cont.)								
		CUSIP: 413838608 Symbol: OAKLX						
	158.128	01/08/15	02/06/15	\$6,415.25	\$6,347.26	\$0.00	\$67.99	\$0.00
	565.213	01/08/15	09/14/15	\$21,325.50	\$22,687.65	\$0.00	(\$1,362.15)	\$0.00
Security Subtotal	879.045			\$33,838.11	\$35,284.87	\$0.00	(\$1,446.76)	\$0.00
OPPENHEIMER DEVELOPING MKTS Y								
		CUSIP: 683974505 Symbol: ODVYX						
	67.484	01/08/15	01/16/15	\$2,349.81	\$2,352.49	\$0.00	(\$2.68)	\$0.00
	64.932	01/08/15	02/06/15	\$2,268.71	\$2,263.53	\$0.00	\$5.18	\$0.00
Security Subtotal	132.416			\$4,618.52	\$4,616.02	\$0.00	\$2.50	\$0.00
PUTNAM CAPITAL SPECTRUM Y								
		CUSIP: 74676P151 Symbol: PVSIX						
	580.085	10/14/14	01/08/15	\$22,199.84	\$20,494.40	\$0.00	\$1,705.44	\$0.00
	124.808	10/14/14	01/16/15	\$4,699.03	\$4,409.47	\$0.00	\$289.56	\$0.00
	184.670	10/14/14	02/06/15	\$7,100.55	\$6,524.39	\$0.00	\$576.16	\$0.00
	364.711	10/14/14	09/14/15	\$13,023.82	\$12,885.24	\$0.00	\$138.58	\$0.00
	352.530	06/26/15	12/23/15	\$11,901.41	\$13,258.66	\$0.00	(\$1,357.25)	\$0.00
	13.254	12/07/15	12/23/15	\$447.46	\$452.23	\$0.00	(\$4.77)	\$0.00
	44.180	12/07/15	12/23/15	\$1,491.52	\$1,507.42	\$0.00	(\$15.90)	\$0.00
	194.147	12/07/15	12/23/15	\$6,554.40	\$6,624.28	\$0.00	(\$69.88)	\$0.00
Security Subtotal	1,858.385			\$67,418.03	\$66,156.09	\$0.00	\$1,261.94	\$0.00
ROYCE PREMIER INV								
		CUSIP: 780905600 Symbol: RYPRX						
	527.336	03/20/14	01/08/15	\$10,219.77	\$11,901.98	\$0.00	(\$1,682.21)	\$0.00
	2,064.922	09/23/14	01/08/15	\$40,018.19	\$45,779.30	\$0.00	(\$5,761.11)	\$0.00
	454.617	12/17/14	01/08/15	\$8,810.48	\$8,783.21	\$0.00	\$27.27	\$0.00
	17.898	12/17/14	01/08/15	\$346.86	\$345.79	\$0.00	\$1.07	\$0.00
Security Subtotal	3,064.773			\$59,395.30	\$66,810.28	\$0.00	(\$7,414.98)	\$0.00
RYDEX ENERGY INV								
		CUSIP: 783554751 Symbol: RYEIX						
	4,513.099	09/14/15	10/13/15	\$88,321.35	\$81,957.83	\$0.00	\$6,363.52	\$0.00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Tax Year 2015

PACE WOODS FOUNDATION

Account Number: 309 123944 402

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

Short 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 1 with box A checked.) (Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TEMPLETON GLOBAL BD FD ADV CUSIP: 880208400 Symbol: TGBAX								
	22.481	09/15/14	08/18/15	\$264.83	\$298.10	\$0.00	(\$33.27)	\$0.00
	4,080.631	10/14/14	08/18/15	\$48,069.79	\$53,701.10	\$0.00	(\$5,631.31)	\$0.00
	32.916	10/15/14	08/18/15	\$387.75	\$429.56	\$0.00	(\$41.81)	\$0.00
	32.748	11/17/14	08/18/15	\$385.77	\$430.63	\$0.00	(\$44.86)	\$0.00
	30.186	12/15/14	08/18/15	\$355.59	\$370.98	\$0.00	(\$15.39)	\$0.00
	532.914	12/15/14	08/18/15	\$6,277.72	\$6,549.51	\$0.00	(\$271.79)	\$0.00
	20.857	01/08/15	08/18/15	\$245.70	\$259.04	\$0.00	(\$13.34)	\$0.00
	36.472	01/15/15	08/18/15	\$429.64	\$450.80	\$0.00	(\$21.16)	\$0.00
	28.415	02/17/15	08/18/15	\$334.73	\$352.34	\$0.00	(\$17.61)	\$0.00
	28.898	03/16/15	08/18/15	\$340.42	\$355.44	\$0.00	(\$15.02)	\$0.00
	28.625	04/15/15	08/18/15	\$337.20	\$356.38	\$0.00	(\$19.18)	\$0.00
	28.816	05/15/15	08/18/15	\$339.45	\$357.32	\$0.00	(\$17.87)	\$0.00
	29.251	06/15/15	08/18/15	\$344.58	\$357.16	\$0.00	(\$12.58)	\$0.00
	653.998	06/26/15	08/18/15	\$7,704.09	\$8,037.64	\$0.00	(\$333.55)	\$0.00
	31.064	07/15/15	08/18/15	\$386.02	\$380.53	\$0.00	(\$14.51)	\$0.00
	32.471	08/17/15	08/26/15	\$389.20	\$381.54	\$0.00	(\$12.34)	\$0.00
Security Subtotal	5,650.743			\$66,552.48	\$73,068.07	\$0.00	(\$6,515.59)	\$0.00
VANGUARD GLOBAL EQUITY INV CUSIP: 922038203 Symbol: VHGX								
	5,548.137	02/06/15	06/04/15	\$140,811.72	\$135,152.56	\$0.00	\$5,659.16	\$0.00
VANGUARD MID CAP INDEX INV CUSIP: 922908843 Symbol: VIMSX								
	4,062.134	11/16/15	12/29/15	\$135,147.20	\$134,456.64	\$0.00	\$690.56	\$0.00
	19.575	12/22/15	12/29/15	\$651.26	\$637.76	\$0.00	\$13.50	\$0.00
Security Subtotal	4,081.709			\$135,798.46	\$135,094.40	\$0.00	\$704.06	\$0.00
VANGUARD SM CAP GRW INDX INV CUSIP: 922908827 Symbol: VISGX								
	87.781	01/08/15	01/16/15	\$3,072.33	\$3,115.35	\$0.00	(\$43.02)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS



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

Short 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 I with box A checked.) (Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CUSIP: 922908827 Symbol: VISGX								
VANGUARD SM CAP GRW INDX INV (Cont.)	118.244	01/08/15	02/06/15	\$4,272.17	\$4,196.48	\$0.00	\$75.69	\$0.00
	2,981.867	01/08/15	04/28/15	\$112,744.39	\$105,826.46	\$0.00	\$6,917.93	\$0.00
	0.473	03/24/15	04/28/15	\$17.89	\$17.89	\$0.00	\$0.00	\$0.00
Security Subtotal	3,188.365			\$120,106.78	\$113,156.18	\$0.00	\$6,950.60	\$0.00
CUSIP: 922908108 Symbol: VFINX								
VANGUARD 500 INDX INV	965.509	11/24/15	12/29/15	\$183,113.74	\$184,747.75	\$0.00	(\$1,634.01)	\$0.00
	5.386	12/18/15	12/29/15	\$1,032.18	\$995.64	\$0.00	\$36.54	\$0.00
Security Subtotal	960.895			\$184,145.92	\$185,743.39	\$0.00	(\$1,597.47)	\$0.00
CUSIP: 92828R610 Symbol: PIMSX								
VIRTUS MULTI SECT SHT TRM BDI	320.805	10/14/14	01/08/15	\$1,527.03	\$1,552.70	\$0.00	(\$25.67)	\$0.00
	1,083.761	10/14/14	01/16/15	\$5,158.70	\$5,245.40	\$0.00	(\$86.70)	\$0.00
	3,693.782	10/14/14	02/05/15	\$17,619.34	\$17,865.98	\$0.00	(\$246.64)	\$0.00
	4,334.973	10/14/14	06/26/15	\$20,677.82	\$20,916.50	\$0.00	(\$238.68)	\$0.00
Security Subtotal	9,433.321			\$44,982.89	\$45,580.58	\$0.00	(\$597.69)	\$0.00
CUSIP: 92913R723 Symbol: IICLX								
VOYA CORP LEADERS 100 I	10,951.974	02/24/15	05/11/15	\$198,559.29	\$199,325.93	\$0.00	(\$766.64)	\$0.00
CUSIP: 94975G447 Symbol: NVSCX								
WELLS FARGO SM CO GWTH ADM	50.821	04/28/15	06/26/15	\$2,409.95	\$2,319.47	\$0.00	\$90.48	\$0.00
Total Short Term Covered Securities				\$1,540,961.10	\$1,545,835.51	\$0.00	(\$4,874.41)	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2015

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

Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX1238
Account Number: 309 123944 402

Customer Service: 866-324-6088

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

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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

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)	ADJUSTMENTS/CODE (Box 1g)(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ARTISAN MID CAP ADV		CUSIP: 04314H659	Symbol: APDMX					
	11,202	02/25/14	09/14/15	\$520.10	\$573.13	\$0.00	(\$53.03)	\$0.00
	1,963.131	02/25/14	11/16/15	\$91,187.43	\$100,440.79	\$0.00	(\$9,253.36)	\$0.00
	38.854	03/20/14	11/16/15	\$1,804.77	\$1,973.55	\$0.00	(\$168.78)	\$0.00
	332.672	10/14/14	11/16/15	\$15,452.61	\$15,010.01	\$0.00	\$442.60	\$0.00
Security Subtotal	2,345.859			\$108,964.91	\$117,997.48	\$0.00	(\$9,032.57)	\$0.00
ARTISAN MID CAP INV		CUSIP: 04314H303	Symbol: ARTMX					
	3.889	02/25/14	06/26/15	\$189.88	\$198.84	\$0.00	(\$8.96)	\$0.00
BLACKROCK EQUITY DIVIDEND I		CUSIP: 09251M504	Symbol: MADVX					
	465.182	05/08/12	01/08/15	\$11,578.38	\$8,936.15	\$0.00	\$2,642.23	\$0.00
	37.941	05/08/12	01/16/15	\$924.62	\$728.85	\$0.00	\$195.77	\$0.00
	31.903	07/19/12	01/16/15	\$777.48	\$621.48	\$0.00	\$156.00	\$0.00
	33.974	10/18/12	01/16/15	\$827.95	\$694.43	\$0.00	\$133.52	\$0.00
	42.317	12/12/12	01/16/15	\$1,031.27	\$846.33	\$0.00	\$184.94	\$0.00
	1.619	12/12/12	01/16/15	\$39.46	\$32.37	\$0.00	\$7.09	\$0.00
	19.672	04/17/13	01/16/15	\$479.41	\$418.02	\$0.00	\$61.39	\$0.00
	56.993	06/25/13	01/16/15	\$1,388.91	\$1,229.91	\$0.00	\$159.00	\$0.00
	241.435	06/25/13	02/06/15	\$5,958.62	\$5,210.17	\$0.00	\$748.45	\$0.00
	4,514.440	06/25/13	02/24/15	\$114,170.14	\$97,421.62	\$0.00	\$16,748.52	\$0.00
	38.506	07/18/13	02/24/15	\$973.82	\$872.93	\$0.00	\$100.89	\$0.00
	48.103	10/17/13	02/24/15	\$1,216.52	\$1,101.57	\$0.00	\$114.95	\$0.00
	43.037	12/13/13	02/24/15	\$1,088.41	\$1,002.77	\$0.00	\$85.64	\$0.00
	8.130	12/13/13	02/24/15	\$205.61	\$189.44	\$0.00	\$16.17	\$0.00
Security Subtotal	5,583.252			\$140,660.60	\$119,306.04	\$0.00	\$21,354.56	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS



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

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)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CALAMOS MARKET NEU RAL INC I	182.493	08/22/14	09/14/15	\$2,324.96	\$2,379.71	\$0.00	(\$54.75)	\$0.00
DOUBLELINE TOTAL RETURN I								
		CUSIP: 128119880	Symbol: CMNIX					
		CUSIP: 258620103	Symbol: DBLTX					
	629.188	03/28/13	01/08/15	\$6,939.94	\$7,134.99	\$0.00	(\$195.05)	\$0.00
	503.018	03/28/13	01/16/15	\$5,573.44	\$5,704.22	\$0.00	(\$130.78)	\$0.00
	2,802.028	03/28/13	02/08/15	\$30,878.35	\$31,775.00	\$0.00	(\$896.65)	\$0.00
	4,302.859	03/28/13	06/28/15	\$46,686.13	\$48,794.53	\$0.00	(\$2,108.40)	\$0.00
Security Subtotal	8,237.103			\$90,077.86	\$93,408.74	\$0.00	(\$3,330.88)	\$0.00
IVA INTERNATIONAL I								
		CUSIP: 45070A404	Symbol: IVIOX					
	421.065	05/08/12	09/14/15	\$6,960.21	\$6,404.40	\$0.00	\$555.81	\$0.00
LAZARD EMERGING MKTS EQ I								
		CUSIP: 52106N889	Symbol: LZEMX					
	53.560	05/08/12	01/08/15	\$923.42	\$1,003.18	\$0.00	(\$79.76)	\$0.00
	187.960	05/08/12	01/16/15	\$3,244.19	\$3,520.49	\$0.00	(\$276.30)	\$0.00
	264.086	05/08/12	02/08/15	\$4,581.89	\$4,946.33	\$0.00	(\$364.44)	\$0.00
	158.184	03/28/13	02/06/15	\$2,744.49	\$3,056.11	\$0.00	(\$311.62)	\$0.00
	848.619	03/28/13	09/14/15	\$11,923.09	\$16,395.32	\$0.00	(\$4,472.23)	\$0.00
Security Subtotal	1,512.409			\$23,417.08	\$28,921.43	\$0.00	(\$5,504.35)	\$0.00
MFS VALUE I								
		CUSIP: 552983694	Symbol: MEIX					
	20.255	06/26/12	01/07/15	\$698.62	\$470.73	\$0.00	\$227.89	\$0.00
	0.951	06/26/12	01/08/15	\$33.36	\$22.10	\$0.00	\$11.26	\$0.00
	16.066	09/25/12	01/08/15	\$563.60	\$411.45	\$0.00	\$152.15	\$0.00
	27.760	12/11/12	01/08/15	\$973.82	\$706.78	\$0.00	\$267.04	\$0.00
	25.039	12/11/12	01/08/15	\$878.37	\$637.50	\$0.00	\$240.87	\$0.00
	0.542	03/27/13	01/08/15	\$19.01	\$15.31	\$0.00	\$3.70	\$0.00
	16.161	03/27/13	01/08/15	\$566.93	\$456.72	\$0.00	\$110.21	\$0.00
	457.215	03/28/13	01/08/15	\$16,039.10	\$12,998.61	\$0.00	\$3,040.49	\$0.00
	2,933.328	06/25/13	01/08/15	\$102,901.15	\$85,858.51	\$0.00	\$17,042.64	\$0.00
	37.093	06/26/13	01/08/15	\$1,301.22	\$1,090.17	\$0.00	\$211.05	\$0.00
	28.651	09/25/13	01/08/15	\$1,005.08	\$890.46	\$0.00	\$114.62	\$0.00
	31.637	12/10/13	01/08/15	\$1,109.83	\$1,023.14	\$0.00	\$86.69	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

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

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 (Continued))

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MFS VALUE I (Cont.)		CUSIP: 552983694	Symbol: MEIX					
	38.127	12/10/13	01/08/15	\$1,337.50	\$1,233.03	\$0.00	\$104.47	\$0.00
	100.379	12/10/13	01/08/15	\$3,521.30	\$3,246.25	\$0.00	\$275.05	\$0.00
Security Subtotal	3,733.204			\$130,948.89	\$109,060.76	\$0.00	\$21,888.13	\$0.00
PUTNAM CAPITAL SPECTRUM Y		CUSIP: 74676P151	Symbol: PVSX					
	3,646.543	10/14/14	12/23/15	\$123,107.29	\$128,832.36	\$0.00	(\$5,725.07)	\$0.00
	85.997	12/05/14	12/23/15	\$2,903.26	\$3,352.16	\$0.00	(\$448.90)	\$0.00
	102.215	12/05/14	12/23/15	\$3,450.78	\$3,984.36	\$0.00	(\$533.58)	\$0.00
Security Subtotal	3,834.755			\$129,461.33	\$136,168.88	\$0.00	(\$6,707.55)	\$0.00
ROYCE PREMIER INV		CUSIP: 780905600	Symbol: RYPRX					
	1,361.932	03/28/13	01/08/15	\$26,394.24	\$27,837.88	\$0.00	(\$1,443.64)	\$0.00
	283.379	12/05/13	01/08/15	\$5,491.89	\$6,004.80	\$0.00	(\$512.91)	\$0.00
Security Subtotal	1,645.311			\$31,886.13	\$33,842.68	\$0.00	(\$1,956.55)	\$0.00
TEMPLETON GLOBAL BD FD ADV		CUSIP: 880208400	Symbol: TGBAX					
	32.743	05/15/12	08/18/15	\$385.71	\$412.24	\$0.00	(\$26.53)	\$0.00
	32.824	06/15/12	08/18/15	\$386.67	\$411.61	\$0.00	(\$24.94)	\$0.00
	32.239	07/16/12	08/18/15	\$379.78	\$414.91	\$0.00	(\$35.13)	\$0.00
	31.717	08/15/12	08/18/15	\$373.63	\$417.40	\$0.00	(\$43.77)	\$0.00
	25.425	09/17/12	08/18/15	\$299.51	\$338.91	\$0.00	(\$39.40)	\$0.00
	25.473	10/15/12	08/18/15	\$300.07	\$341.59	\$0.00	(\$41.52)	\$0.00
	25.532	11/15/12	08/18/15	\$300.77	\$341.88	\$0.00	(\$41.11)	\$0.00
	156.080	12/17/12	08/18/15	\$1,838.62	\$2,060.26	\$0.00	(\$221.64)	\$0.00
	103.143	12/17/12	08/18/15	\$1,215.02	\$1,361.49	\$0.00	(\$146.47)	\$0.00
	1.032	12/17/12	08/18/15	\$12.16	\$13.62	\$0.00	(\$1.46)	\$0.00
	26.387	01/15/13	08/18/15	\$310.84	\$354.12	\$0.00	(\$43.28)	\$0.00
	26.308	02/15/13	08/18/15	\$309.91	\$353.58	\$0.00	(\$43.67)	\$0.00
	26.577	03/15/13	08/18/15	\$313.08	\$357.20	\$0.00	(\$44.12)	\$0.00
	19.265	04/15/13	08/18/15	\$226.94	\$260.66	\$0.00	(\$33.72)	\$0.00
	19.201	05/15/13	08/18/15	\$226.19	\$262.09	\$0.00	(\$35.90)	\$0.00
	20.084	06/17/13	08/18/15	\$236.59	\$261.69	\$0.00	(\$25.10)	\$0.00
	20.196	07/15/13	08/18/15	\$237.91	\$262.55	\$0.00	(\$24.64)	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS



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

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) (Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CUSIP: 880208400 Symbol: TGBAX								
TEMPLETON GLOBAL BD FD ADV(Cont.)	20.595	08/15/13	08/18/15	\$242.61	\$264.03	\$0.00	(\$21.42)	\$0.00
	20.424	09/16/13	08/18/15	\$240.59	\$264.29	\$0.00	(\$23.70)	\$0.00
	20.274	10/15/13	08/18/15	\$238.83	\$265.79	\$0.00	(\$26.96)	\$0.00
	20.432	11/15/13	08/18/15	\$240.69	\$266.03	\$0.00	(\$25.34)	\$0.00
	1.491	12/16/13	08/18/15	\$17.56	\$19.38	\$0.00	(\$1.82)	\$0.00
	43.418	12/16/13	08/18/15	\$511.46	\$564.43	\$0.00	(\$52.97)	\$0.00
	1,873.266	12/19/13	08/18/15	\$22,067.05	\$24,371.17	\$0.00	(\$2,304.12)	\$0.00
	26.833	01/15/14	08/18/15	\$316.09	\$349.63	\$0.00	(\$33.54)	\$0.00
	27.128	02/18/14	08/18/15	\$319.57	\$348.32	\$0.00	(\$28.75)	\$0.00
	27.409	03/17/14	08/18/15	\$322.88	\$351.11	\$0.00	(\$28.23)	\$0.00
	1,168.490	03/20/14	08/18/15	\$13,764.80	\$14,968.36	\$0.00	(\$1,203.56)	\$0.00
	23.655	04/15/14	08/18/15	\$278.66	\$307.99	\$0.00	(\$29.33)	\$0.00
	23.552	05/15/14	08/18/15	\$277.44	\$309.71	\$0.00	(\$32.27)	\$0.00
	22.147	06/16/14	08/18/15	\$260.89	\$294.11	\$0.00	(\$33.22)	\$0.00
	22.303	07/15/14	08/18/15	\$262.73	\$296.63	\$0.00	(\$33.90)	\$0.00
	22.137	08/15/14	08/18/15	\$260.77	\$293.76	\$0.00	(\$32.99)	\$0.00
Security Subtotal	3,987.780			\$46,976.02	\$51,760.54	\$0.00	(\$4,784.52)	\$0.00
Total Long Term Covered Securities				\$711,867.87	\$699,449.50	\$0.00	\$12,418.37	\$0.00

IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement Tax Year 2015

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

Identification Number: 26-4310632

PACE WOODS FOUNDATION

SHAUNA C WOODS, PRESIDENT

PORTFOLIO MANAGEMENT ACCOUNT

PO BOX 6036

LINCOLN NE 68506-0036

Taxpayer ID Number: XX-XXX1238

Account Number: 309 123944 402

Customer Service: 866-324-6088

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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

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALGER SPECTRA A								
		CUSIP: 015566102	Symbol: SPECX					
	1,851.631	01/28/11	01/08/15	\$32,125.79	\$22,997.26	\$0.00	\$9,128.53	\$0.00
	414.570	01/28/11	01/16/15	\$7,014.52	\$5,148.96	\$0.00	\$1,865.56	\$0.00
	41.593	01/28/11	02/06/15	\$724.55	\$516.59	\$0.00	\$207.96	\$0.00
	631.780	01/31/11	02/06/15	\$11,005.60	\$7,909.89	\$0.00	\$3,095.71	\$0.00
	38.108	01/31/11	06/26/15	\$718.71	\$477.11	\$0.00	\$241.60	\$0.00
	191.954	04/27/11	06/26/15	\$3,620.25	\$2,595.22	\$0.00	\$1,025.03	\$0.00
Security Subtotal	3,169.636			\$55,209.42	\$39,645.03	\$0.00	\$15,564.39	\$0.00
BLACKROCK EQUITY DIVIDEND I								
		CUSIP: 09251M504	Symbol: MADVX					
	244.063	01/28/11	01/08/15	\$6,074.73	\$4,319.92	\$0.00	\$1,754.81	\$0.00
	435.951	01/31/11	01/08/15	\$10,850.82	\$7,773.00	\$0.00	\$3,077.82	\$0.00
	20.617	04/21/11	01/08/15	\$513.16	\$385.74	\$0.00	\$127.42	\$0.00
	192.376	04/27/11	01/08/15	\$4,788.24	\$3,659.00	\$0.00	\$1,129.24	\$0.00
	24.722	07/22/11	01/08/15	\$615.33	\$467.49	\$0.00	\$147.84	\$0.00
	25.097	10/21/11	01/08/15	\$624.66	\$437.69	\$0.00	\$186.97	\$0.00
	32.256	12/09/11	01/08/15	\$802.85	\$570.61	\$0.00	\$232.24	\$0.00
	2.072	12/09/11	01/08/15	\$51.57	\$36.65	\$0.00	\$14.92	\$0.00
	25.994	04/19/12	01/08/15	\$646.99	\$503.50	\$0.00	\$143.49	\$0.00
	507.872	04/27/12	01/08/15	\$12,640.93	\$10,000.00	\$0.00	\$2,640.93	\$0.00
Security Subtotal	1,511.020			\$37,609.28	\$28,153.60	\$0.00	\$9,455.68	\$0.00
E V FLOATING RATE I								
		CUSIP: 277911491	Symbol: EIBLX					
	295.183	01/28/11	01/08/15	\$2,624.18	\$2,673.86	\$0.00	(\$49.68)	\$0.00
	535.120	01/28/11	01/16/15	\$4,762.57	\$4,847.29	\$0.00	(\$84.72)	\$0.00
	418.041	01/28/11	02/06/15	\$3,728.93	\$3,786.17	\$0.00	(\$57.24)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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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

Long Term - Noncovered Securities * (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked) (Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
E V FLOATING RATE I (Cont.)								
		CUSIP: 277911491	Symbol: EIBLX					
	831.404	01/28/11	09/14/15	\$7,308.04	\$7,521.85	\$0.00	(\$213.81)	\$0.00
Security Subtotal	2,079.748			\$18,423.72	\$18,829.17	\$0.00	(\$405.45)	\$0.00
FEDERATED KAUFMAN LG CP INSTL								
		CUSIP: 314172412	Symbol: KLCIX					
	1,007.463	01/31/11	01/08/15	\$18,406.34	\$11,384.34	\$0.00	\$7,022.00	\$0.00
	348.538	01/31/11	01/16/15	\$6,270.19	\$3,938.48	\$0.00	\$2,331.71	\$0.00
	706.153	01/31/11	02/06/15	\$13,190.94	\$7,979.54	\$0.00	\$5,211.40	\$0.00
	165.032	01/31/11	06/26/15	\$3,313.85	\$1,864.86	\$0.00	\$1,448.99	\$0.00
	19.574	01/31/11	09/14/15	\$373.87	\$221.19	\$0.00	\$152.68	\$0.00
Security Subtotal	2,246.760			\$41,555.19	\$25,388.41	\$0.00	\$16,166.78	\$0.00
IVA INTERNATIONAL I								
		CUSIP: 45070A404	Symbol: IVOIX					
	464.275	12/09/09	01/08/15	\$7,618.75	\$6,856.59	\$0.00	\$752.16	\$0.00
	5,947.420	12/09/09	01/08/15	\$97,597.16	\$87,962.40	\$0.00	\$9,634.76	\$0.00
	943.396	12/16/10	01/08/15	\$15,481.13	\$15,000.00	\$0.00	\$481.13	\$0.00
	606.557	01/21/11	01/08/15	\$9,953.61	\$9,814.09	\$0.00	\$139.52	\$0.00
	243.985	01/21/11	01/16/15	\$4,020.87	\$3,947.68	\$0.00	\$73.19	\$0.00
	398.105	01/21/11	02/06/15	\$6,648.36	\$6,441.34	\$0.00	\$207.02	\$0.00
	684.233	01/21/11	09/14/15	\$11,310.37	\$11,070.89	\$0.00	\$239.48	\$0.00
	1,295.337	04/27/12	09/14/15	\$21,411.92	\$20,000.00	\$0.00	\$1,411.92	\$0.00
Security Subtotal	10,583.308			\$174,942.17	\$161,102.99	\$0.00	\$12,939.18	\$0.00
LAZARD EMERGING MKTS EQ I								
		CUSIP: 52106N889	Symbol: LZEMX					
	3,371.277	12/09/09	01/08/15	\$58,120.78	\$60,177.29	\$0.00	(\$2,056.51)	\$0.00
	307.816	01/31/11	01/08/15	\$5,306.74	\$6,341.00	\$0.00	(\$1,034.26)	\$0.00
	195.150	04/27/11	01/08/15	\$3,364.38	\$4,348.00	\$0.00	(\$983.62)	\$0.00
Security Subtotal	3,874.243			\$66,791.90	\$70,864.29	\$0.00	(\$4,072.39)	\$0.00
LOOMIS SAYLES STRATEGIC INC Y								
		CUSIP: 543487250	Symbol: NEZYX					
	465.630	01/28/11	01/08/15	\$7,585.12	\$6,937.96	\$0.00	\$647.16	\$0.00
	341.677	01/28/11	01/16/15	\$5,565.92	\$5,081.04	\$0.00	\$474.88	\$0.00
	1,293.124	01/28/11	02/06/15	\$20,974.46	\$19,267.74	\$0.00	\$1,706.72	\$0.00
	38.113	02/22/11	02/06/15	\$618.19	\$571.70	\$0.00	\$46.49	\$0.00
Security Subtotal	36.586	03/22/11	02/06/15	\$593.42	\$549.53	\$0.00	\$43.89	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

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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

Long Term - Noncovered Securities * (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
LOOMIS SAYLES STRATEGIC INC Y (Cont.)								
		CUSIP: 543487250	Symbol: NEZYX					
	35.617	04/26/11	02/06/15	\$577.71	\$550.28	\$0.00	\$27.43	\$0.00
	532.263	04/27/11	02/06/15	\$8,633.30	\$8,234.00	\$0.00	\$399.30	\$0.00
	38.476	05/24/11	02/06/15	\$624.08	\$594.07	\$0.00	\$30.01	\$0.00
	2.153	06/21/11	02/06/15	\$34.94	\$32.88	\$0.00	\$2.06	\$0.00
	36.277	06/21/11	06/26/15	\$575.35	\$553.95	\$0.00	\$21.40	\$0.00
	38.205	07/26/11	06/26/15	\$605.93	\$592.94	\$0.00	\$12.99	\$0.00
	40.725	08/23/11	06/26/15	\$645.90	\$603.57	\$0.00	\$42.33	\$0.00
	39.884	09/20/11	06/26/15	\$632.56	\$585.51	\$0.00	\$47.05	\$0.00
	38.455	10/25/11	06/26/15	\$609.90	\$567.23	\$0.00	\$42.67	\$0.00
	53.977	11/22/11	06/26/15	\$856.08	\$769.21	\$0.00	\$86.87	\$0.00
	110.745	12/20/11	06/26/15	\$1,756.42	\$1,575.97	\$0.00	\$180.45	\$0.00
	31.410	01/25/12	06/26/15	\$498.16	\$463.00	\$0.00	\$35.16	\$0.00
	41.514	02/24/12	06/26/15	\$658.41	\$625.62	\$0.00	\$32.79	\$0.00
	654.442	04/20/12	06/26/15	\$10,379.45	\$9,875.52	\$0.00	\$503.93	\$0.00
Security Subtotal	3,869.273			\$62,425.30	\$58,041.72	\$0.00	\$4,383.58	\$0.00
MFS VALUE I								
		CUSIP: 552983694	Symbol: MEIX					
	530.701	01/21/11	01/07/15	\$18,303.87	\$12,468.52	\$0.00	\$5,835.35	\$0.00
	2,152.087	01/28/11	01/07/15	\$74,225.46	\$50,000.00	\$0.00	\$24,225.46	\$0.00
	506.703	01/31/11	01/07/15	\$17,476.18	\$11,864.00	\$0.00	\$5,612.18	\$0.00
	9.820	03/25/11	01/07/15	\$338.69	\$234.47	\$0.00	\$104.22	\$0.00
	194.376	04/27/11	01/07/15	\$6,704.03	\$4,803.00	\$0.00	\$1,901.03	\$0.00
	15.549	06/24/11	01/07/15	\$536.28	\$363.99	\$0.00	\$172.29	\$0.00
	15.207	09/28/11	01/07/15	\$524.49	\$317.26	\$0.00	\$207.23	\$0.00
	22.360	12/09/11	01/07/15	\$771.20	\$494.34	\$0.00	\$276.86	\$0.00
	12.212	03/23/12	01/07/15	\$421.19	\$303.24	\$0.00	\$117.95	\$0.00
Security Subtotal	3,459.015			\$119,301.39	\$80,848.82	\$0.00	\$38,452.57	\$0.00
TEMPLETON GLOBAL BD FD ADV								
		CUSIP: 880208400	Symbol: TGBAX					
	383.518	01/28/11	01/16/15	\$4,770.96	\$5,142.98	\$0.00	(\$372.02)	\$0.00
	2,564.248	01/28/11	02/06/15	\$32,027.46	\$34,386.57	\$0.00	(\$2,359.11)	\$0.00
	237.011	01/28/11	08/18/15	\$2,791.99	\$3,178.32	\$0.00	(\$386.33)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS



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

Long Term - Noncovered Securities * (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TEMPLETON GLOBAL BD FD ADV(Cont.)								
CUSIP: 880208400 Symbol: TGBAX								
533.458	01/31/11	08/18/15		\$6,284.13	\$7,159.00		(\$874.87)	\$0.00
29.734	02/18/11	08/18/15		\$350.27	\$401.41		(\$51.14)	\$0.00
30.312	03/18/11	08/18/15		\$357.08	\$405.27		(\$48.19)	\$0.00
29.321	04/20/11	08/18/15		\$345.40	\$406.10		(\$60.70)	\$0.00
25.323	05/19/11	08/18/15		\$298.30	\$348.19		(\$49.89)	\$0.00
25.299	06/20/11	08/18/15		\$298.02	\$348.87		(\$50.85)	\$0.00
25.353	07/20/11	08/18/15		\$298.66	\$350.89		(\$52.23)	\$0.00
25.679	08/18/11	08/18/15		\$302.50	\$351.55		(\$49.05)	\$0.00
26.545	09/20/11	08/18/15		\$312.70	\$352.25		(\$39.55)	\$0.00
27.278	10/20/11	08/18/15		\$321.33	\$352.98		(\$31.65)	\$0.00
27.667	11/18/11	08/18/15		\$325.92	\$354.41		(\$28.49)	\$0.00
43.513	12/20/11	08/18/15		\$512.58	\$533.47		(\$20.89)	\$0.00
137.645	12/20/11	08/18/15		\$1,621.46	\$1,687.53		(\$66.07)	\$0.00
28.947	01/20/12	08/18/15		\$341.00	\$364.73		(\$23.73)	\$0.00
27.915	02/21/12	08/18/15		\$328.84	\$366.24		(\$37.40)	\$0.00
28.027	03/20/12	08/18/15		\$330.16	\$369.12		(\$38.96)	\$0.00
28.607	04/19/12	08/18/15		\$336.99	\$369.89		(\$32.90)	\$0.00
760.046	04/20/12	08/18/15		\$8,953.33	\$9,873.00		(\$919.67)	\$0.00
Security Subtotal	5,045.446			\$61,509.08	\$67,102.77		(\$5,593.69)	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

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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

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
Total Long Term Noncovered Securities				\$636,867.45	\$549,976.80	\$0.00	\$86,890.65	\$0.00
Total Long Term Covered and Noncovered Securities				\$1,348,735.32	\$1,249,426.30	\$0.00	\$99,309.02	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$2,889,696.42	\$2,795,261.81	\$0.00	\$94,434.61	\$0.00

Form 1099-B Total Reportable Amounts - Does not include cost basis or adjustment amounts for noncovered securities

Total IRS Reportable Proceeds (Box 1d)	\$2,889,696.42
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)	\$2,245,285.01
Total IRS Reportable Adjustments (Box 1g)	\$0.00
Total Fed Tax Withheld (Box 4)	\$0.00

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale or market discount will not be reported to the IRS. The cost basis is provided for informational purposes only and may not reflect required adjustments under the applicable tax regulations. Please consult your tax advisor regarding any adjustments to your original cost basis.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
ORDINARY INCOME (FROM PASSTHROUGH)	107,266.	107,266.
TOTALS	<u>107,266.</u>	<u>107,266.</u>

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	1,401.	700.		701.
TOTALS	<u>1,401.</u>	<u>700.</u>		<u>701.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING 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>
ACCOUNTING FEES	4,185.	2,093.		2,092.
TOTALS	<u>4,185.</u>	<u>2,093.</u>		<u>2,092.</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	1,040.	1,040.
NET EXCISE TAX REFUNDS	-15,624.	
TOTALS	<u>-14,584.</u>	<u>1,040.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	18,910.	18,910.	
WEBSITE	900.		900.
MISCELLANEOUS EXPENSES	69.		69.
TOTALS	<u>19,879.</u>	<u>18,910.</u>	<u>969.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT IN WOODS INVST CO. STOCKS & MUTUAL FUNDS	333,124. 2,594,187.	369,372. 2,567,913.
TOTALS	<u>2,927,311.</u>	<u>2,937,285.</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 P.O. BOX 6036 LINCOLN, NE 68506	PRESIDENT	0.	0.	0.
LISA WOODS KILBOURNE BRIGGS C/O THE HOPPE LAW FIRM P.O. BOX 6036 LINCOLN, NE 68506	VICE PRESIDENT	0.	0.	0.
WARD F. HOPPE C/O THE HOPPE LAW FIRM P.O. BOX 6036 LINCOLN, NE 68506	SECRETARY	0.	0.	0.
ROBERT K. MUEHLING C/O THE HOPPE LAW FIRM P.O. BOX 6036 LINCOLN, NE 68506	TREASURER	0.	0.	0.
KENT E. ENDACOTT C/O THE HOPPE LAW FIRM P.O. BOX 6036 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

PACE WOMEN FOUNDATION

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL #300 LINCOLN, NE 68508	NONE	PC	GENERAL OPERATIONS	25,000.
LA POINTE CENTER 103 LAKEVIEW PLAZA LA POINTE, WI 54850	NONE	PC	GENERAL OPERATIONS	7,500.
NEBRASKA WESLEYAN UNIVERSITY 5000 ST PAUL AVE LINCOLN, NE 68504	NONE	PC	GENERAL OPERATIONS	10,000.
MADELINE ISLAND MUSIC CAMP PO BOX 254 LA POINTE, WI 54850	NONE	PC	GENERAL OPERATIONS	22,000.
DULUTH SUPERIOR AREA FAMILY FOUNDATION 222 E. SUPERIOR STREET #302 DULUTH, MN 55802	NONE	PC	GENERAL OPERATIONS	37,500.
HASTINGS COLLEGE FOUNDATION 11422 MIRACLE HILLS DR #550 OMAHA, NE 68154	NONE	PC	GENERAL OPERATIONS	1,000.

FACE WOODS FOUNDATION

20-3401238

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF LIED ARTS PO BOX 830151 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.
SHELDEN MUSEUM OF ART N 12TH & 4 STREET LINCOLN, NE 68508	NONE PC		GENERAL OPERATIONS	5,000.
LWABC 2403 SAN MATEO NE, SUITE 2-10C ALBUQUERQUE, NM 87110	NONE PC		GENERAL OPERATIONS	3,950.
BAYFIELD COMM EDUCATION FOUNDATION PO BOX 921 BAYFIELD, WI 54814	NONE PC		GENERAL OPERATIONS	5,000.
DULUTH SUPERIOR AREA COMMUNITY 222 E. SUPERIOR STREET #302 DULUTH, MN 55802	NONE PC		GENERAL OPERATIONS	13,000.

PACE WOODS FOUNDATION

20-3401238

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

ATTACHMENT 9 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

FRIENDS OF HAMILTON HUMANITIES
2321 PELHAM AVE.
LOS ANGELES, CA 90064-2211

NONE
PC

GENERAL OPERATIONS

4,500.

TOTAL CONTRIBUTIONS PAID

159,450.

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ATTACHMENT 9

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
ORDINARY INCOME (FROM PASSTHROUGH)	531390	107,266.			
TOTALS		<u>107,266.</u>			

Form **990-T****Exempt Organization Business Income Tax Return**
(and proxy tax under section 6033(e))

OMB No. 1545-0687

2015Department of the Treasury
Internal Revenue Service

For calendar year 2015 or other tax year beginning _____, 2015, and ending _____, 20____.

► Information about Form 990-T and its instructions is available at www.irs.gov/form990t.

► Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Open to Public Inspection for
501(c)(3) Organizations Only

A ☐ Check box if address changed	Print or Type	Name of organization (☐ Check box if name changed and see instructions.)	D Employer identification number (Employees' trust, see instructions.)
B Exempt under section		PACE WOODS FOUNDATION	20-3401238
☒ 501(c)(3) ☐ 408(e) ☐ 220(e) ☐ 408A ☐ 530(a) ☐ 529(a)		Number, street, and room or suite no. If a P.O. box, see instructions. C/O THE HOPPE LAW FIRM P.O. BOX 6036	E Unrelated business activity codes (See instructions.)
C Book value of all assets at end of year		City or town, state or province, country, and ZIP or foreign postal code LINCOLN, NE 68506	531390
3,194,834.		F Group exemption number (See instructions.) ►	
G Check organization type ► ☒ 501(c) corporation ☐ 501(c) trust ☐ 401(a) trust ☐ Other trust			

H Describe the organization's primary unrelated business activity. ► REAL ESTATE DEVELOPMENT (PASS THROUGH ACTIVITY)**I** During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidary controlled group? ☐ Yes ☒ No
If "Yes," enter the name and identifying number of the parent corporation. ►**J** The books are in care of ► WARD F. HOPPE Telephone number ► 402-328-8100

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales				
b Less returns and allowances	c Balance ►	1c		
2 Cost of goods sold (Schedule A, line 7)		2		
3 Gross profit. Subtract line 2 from line 1c		3		
4a Capital gain net income (attach Schedule D)		4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)		4b		
c Capital loss deduction for trusts		4c		
5 Income (loss) from partnerships and S corporations (attach statement)		5 107,266.	ATCH 1	107,266.
6 Rent income (Schedule C)		6		
7 Unrelated debt-financed income (Schedule E)		7		
8 Interest, annuities, royalties, and rents from controlled organizations (Schedule F)		8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)		9		
10 Exploited exempt activity income (Schedule I)		10		
11 Advertising income (Schedule J)		11		
12 Other income (See instructions; attach schedule)		12		
13 Total. Combine lines 3 through 12		13 107,266.		107,266.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	
16 Repairs and maintenance	16	
17 Bad debts	17	
18 Interest (attach schedule)	18	
19 Taxes and licenses	19	836.
20 Charitable contributions (See instructions for limitation rules)	20	
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	22b
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach schedule)	28	
29 Total deductions. Add lines 14 through 28	29	836.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	106,430.
31 Net operating loss deduction (limited to the amount on line 30)	31	
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	106,430.
33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	105,430.

For Paperwork Reduction Act Notice, see instructions.

Form **990-T** (2015)

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Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here ☐ See instructions and:		
a	Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ (2) \$ (3) \$	
b	Enter organization's share of: (1) Additional 5% tax (not more than \$11,750). \$ (2) Additional 3% tax (not more than \$100,000) \$	
c	Income tax on the amount on line 34. ▶	35c 24,368.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: ☐ Tax rate schedule or ☐ Schedule D (Form 1041). ▶		36
37 Proxy tax. See instructions. ▶		37
38 Alternative minimum tax		38
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies. ▶		39 24,368.

Part IV Tax and Payments

40a	Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116).	40a	
40b	Other credits (see instructions).	40b	
40c	General business credit. Attach Form 3800 (see instructions).	40c	
40d	Credit for prior year minimum tax (attach Form 8801 or 8827).	40d	
e	Total credits. Add lines 40a through 40d	40e	
41	Subtract line 40e from line 39.	41	24,368.
42	Other taxes. Check if from: ☐ Form 4255 ☐ Form 8611 ☐ Form 8697 ☐ Form 8866 ☐ Other (attach schedule).	42	
43	Total tax. Add lines 41 and 42	43	24,368.
44a	Payments: A 2014 overpayment credited to 2015	44a	2,400.
44b	2015 estimated tax payments	44b	
44c	Tax deposited with Form 8868.	44c	
44d	Foreign organizations: Tax paid or withheld at source (see instructions)	44d	
44e	Backup withholding (see instructions)	44e	
44f	Credit for small employer health insurance premiums (Attach Form 8941)	44f	
g	Other credits and payments: ☐ Form 2439 ☐ Form 4136 ☐ Other Total ▶	44g	
45	Total payments. Add lines 44a through 44g	45	2,400.
46	Estimated tax penalty (see instructions). Check if Form 2220 is attached. ▶ ☐	46	
47	Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed	47	21,968.
48	Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48	
49	Enter the amount of line 48 you want: Credited to 2016 estimated tax ▶ Refunded ▶	49	

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1	At any time during the 2015 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here ▶	Yes	No
2	During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
3	Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$		

Schedule A - Cost of Goods Sold. Enter method of inventory valuation ▶

1	Inventory at beginning of year	1		6	Inventory at end of year	6	
2	Purchases	2		7	Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2.	7	
3	Cost of labor	3		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a	Additional section 263A costs (attach schedule)	4a					X
b	Other costs (attach schedule)	4b					
5	Total. Add lines 1 through 4b	5					

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 ▶

Signature of officer

Date

Title

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

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

KRISTIN TYNON

P01063388

Firm's name ▶ BKD, LLP

Firm's EIN ▶ 44-0160260

Firm's address ▶ 1248 O STREET, STE 1040

Phone no. 402-473-7600

LINCOLN, NE 68508-1461

Form 990-T (2015)

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)
 (see instructions)

1. Description of property

(1)
(2)
(3)
(4)

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	Total	

(c) **Total income.** Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) ▶

(b) **Total deductions.** Enter here and on page 1, Part I, line 6, column (B) ▶

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals ▶			Enter here and on page 1, Part I, line 7, column (A).	Enter here and on page 1, Part I, line 7, column (B).

Total dividends-received deductions included in column 8 ▶

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).

Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

Totals ▶

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Enter here and on page 1, Part I, line 9, column (A).				Enter here and on page 1, Part I, line 9, column (B).
Totals				

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Enter here and on page 1, Part I, line 10, col. (A).		Enter here and on page 1, Part I, line 10, col. (B).				Enter here and on page 1, Part II, line 26.
Totals						

Schedule J - Advertising Income (see instructions)**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))						

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I						
Enter here and on page 1, Part I, line 11, col. (A).		Enter here and on page 1, Part I, line 11, col. (B).				Enter here and on page 1, Part II, line 27.
Totals, Part II (lines 1-5)						

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1) ATCH 2		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14.			

ATTACHMENT 1FORM 990T - LINE 5 -INCOME (LOSS) FROM PARTNERSHIPS

ORDINARY INCOME (FROM PASSTHROUGH ACTIVITY)

107,266.

INCOME (LOSS) FROM PARTNERSHIPS

107,266.

ATTACHMENT 2SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
SHAUNA COLTON WOODS C/O THE HOPPE LAW FIRM P.O. BOX 6036 LINCOLN, NE 68506	PRESIDENT	0	0.
LISA WOODS KILBOURNE BRIGGS C/O THE HOPPE LAW FIRM P.O. BOX 6036 LINCOLN, NE 68506	VICE PRESIDENT	0	0.
WARD F. HOPPE C/O THE HOPPE LAW FIRM P.O. BOX 6036 LINCOLN, NE 68506	SECRETARY	0	0.
ROBERT K. MUEHLING C/O THE HOPPE LAW FIRM P.O. BOX 6036 LINCOLN, NE 68506	TREASURER	0	0.
KENT E. ENDACOTT C/O THE HOPPE LAW FIRM P.O. BOX 6036 LINCOLN, NE 68506	DIRECTOR	0	0.

TOTAL COMPENSATION

0.