PACE WOODS FOUNDATION
FORM 990-PF
TAX YEAR 2016

Form **990-PF**	**Return of Private Foundation**	OMB No. 1545-0052
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*.**	**2016** **Open to Public Inspection**

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: PACE WOODS FOUNDATION

A Employer identification number: 20-3401238

Number and street (or P.O. box number if mail is not delivered to street address): C/O THE HOPPE LAW FIRM

Room/suite:

B Telephone number (see instructions): (402) 328-8100

City or town, state or province, country, and ZIP or foreign postal code: LINCOLN, NE 68506

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,080,396.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

		(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments	27.	27.		
	4 Dividends and interest from securities	61,663.	61,663.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-65,619.			
	b Gross sales price for all assets on line 6a 3,263,555.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	71,018.		71,018.	
	12 **Total.** Add lines 1 through 11	67,089.	61,690.	71,018.	
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	1,989.	995.		994.
	b Accounting fees (attach schedule) ATCH 3	7,055.	3,528.		3,527.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	60,516.	1,343.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,938.			
	22 Printing and publications				4,938.
	23 Other expenses (attach schedule) ATCH 5	24,166.	20,054.		4,112.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	98,664.	25,920.		13,571.
	25 Contributions, gifts, grants paid	156,500.			156,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	255,164.	25,920.	0.	170,071.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-188,075.			
	b **Net investment income** (if negative, enter -0-)		35,770.		
	c **Adjusted net income** (if negative, enter -0-)			71,018.	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	267,523.	65,428.	65,428.
	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	2,927,311.	2,941,331.	3,014,968.
	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)	3,194,834.	3,006,759.	3,080,396.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	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	3,194,834.	3,006,759.	
	30	**Total net assets or fund balances** (see instructions)	3,194,834.	3,006,759.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,194,834.	3,006,759.	

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	3,194,834.
2	Enter amount from Part I, line 27a	2	-188,075.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,006,759.
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	3,006,759.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	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	-65,619.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	167,309.	3,365,680.	0.049710
2014	187,048.	3,655,603.	0.051167
2013	166,667.	3,605,013.	0.046232
2012	102,296.	3,302,740.	0.030973
2011	187.	2,125,129.	0.000088

2	**Total** of line 1, column (d)	2	0.178170
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	0.035634
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,310,089.
5	Multiply line 4 by line 3	5	117,952.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	358.
7	Add lines 5 and 6	7	118,310.
8	Enter qualifying distributions from Part XII, line 4	8	170,071.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	358.
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	358.
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	358.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	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	1,642.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 400. **Refunded** ▶		11	1,242.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ 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

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

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

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

			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)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)*	3b		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 2016?	4b		X

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

			Yes	No
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?	**6b**		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	N/A	

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

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

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

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

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

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

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 . . . . ▶	

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	2,721,463.
b	Average of monthly cash balances	1b	286,172.
c	Fair market value of all other assets (see instructions)	1c	352,861.
d	**Total** (add lines 1a, b, and c)	1d	3,360,496.
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	3,360,496.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	50,407.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,310,089.
6	**Minimum investment return.** Enter 5% of line 5	6	165,504.

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	165,504.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	358.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	358.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	165,146.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	165,146.
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	165,146.

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	170,071.
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	170,071.
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	358.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	169,713.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				165,146.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			156,347.	
b Total for prior years: 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 170,071.				
a Applied to 2015, but not more than line 2a			156,347.	
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 2016 distributable amount				13,724.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 *(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 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				151,422.
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 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . ▶

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

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

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

1 Information Regarding Foundation Managers:

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

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**				156,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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	27.	
4 Dividends and interest from securities			14	61,663.	
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	-65,619.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b ATCH 10		71,018.			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		71,018.		-3,929.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 67,089.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

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

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

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

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	Date	Title
	05/15/2017	SECRETARY

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
				P01063388

Firm's name ▶ BKD, LLP — Firm's EIN ▶ 44-0160260

Firm's address ▶ 1248 O STREET, STE 1040 LINCOLN, NE 68508-1461 — Phone no. 402-473-7600

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					15,099.	
		EXHIBIT A - ST BOX A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
718,283.		753,184.					-34,901.	
		EXHIBIT A - LT BOX A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
532,631.		593,962.					-61,331.	
		EXHIBIT A - LT BOX B PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
84,713.		66,568.					18,145.	
		EXHIBIT B - ST BOX A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
902,497.		886,246.					16,251.	
		EXHIBIT B - LT BOX A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
542,179.		545,036.					-2,857.	
		EXHIBIT B - LT BOX B PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
144,735.		122,395.					22,340.	
		WOODS INVESTMENT COMPANY PROPERTY TYPE: SECURITIES				D	VARIOUS	VARIOUS
323,418.		361,783.					-38,365.	
TOTAL GAIN(LOSS)							-65,619.	

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

Pacewoodsfoundation.org

APPLICATION GUIDELINES

MISSION:

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

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

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

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

Timeline:

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

Grant Application for an Organization:

Organizational Information: Provide the information using the following format:

1. Organization Name

2. Address

3. Website

4. Contact Person, title and contact information

5. Past two years Income Statement, balance sheet, (footnotes and auditor's report, if applicable)

6. Purpose of Request (not to exceed 500 words)

7. Proposed budget/cost of project

Morgan Stanley

Corporate Tax Statement
Tax Year 2016

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. Consider IRS box 7(Loss is not allowed based on amount in 1d) as not being checked for any transactions.

Short Term - Covered Securities

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

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ARTISAN MID CAP ADV		CUSIP: 04314H659		Symbol: APDMX					
	171.654	12/29/15	10/26/16	$6,824.95	$6,967.43	$0.00	$0.00	($142.48)	$0.00
BLACKSTONE ALT MULT-STRAT INST		CUSIP: 09257V201		Symbol: BXMIX					
	15.804	12/18/15	07/13/16	$158.67	$159.46	$0.00	$0.00	($0.79)	$0.00
	314.270	12/18/15	07/13/16	$3,155.27	$3,170.98	$0.00	$0.00	($15.71)	$0.00
	659.517	05/27/16	07/13/16	$6,621.56	$6,628.15	$0.00	$0.00	($6.59)	$0.00
Security Subtotal	**989.591**			**$9,935.50**	**$9,958.59**	**$0.00**	**$0.00**	**($23.09)**	**$0.00**
CALAMOS MARKET NEUTRAL INC I		CUSIP: 128119880		Symbol: CMNIX					
	6.777	06/18/15	04/28/16	$86.27	$88.37	$0.00	$0.00	($2.10)	$0.00
	2,367.518	06/26/15	04/28/16	$30,138.48	$30,777.73	$0.00	$0.00	($639.25)	$0.00
	15.135	09/17/15	04/28/16	$192.67	$193.43	$0.00	$0.00	($0.76)	$0.00
	25.571	12/17/15	04/28/16	$325.52	$322.20	$0.00	$0.00	$3.32	$0.00
	26.437	12/17/15	04/28/16	$336.54	$333.10	$0.00	$0.00	$3.44	$0.00
	56.698	12/17/15	04/28/16	$721.76	$714.40	$0.00	$0.00	$7.36	$0.00
	16.941	03/17/16	04/28/16	$215.71	$213.29	$0.00	$0.00	$2.42	$0.00
Security Subtotal	**2,515.077**			**$32,016.95**	**$32,642.52**	**$0.00**	**$0.00**	**($625.57)**	**$0.00**
FEDERATED STRAT VAL DIV INST		CUSIP: 314172560		Symbol: SVAIX					
	9,571.543	04/15/16	09/12/16	$59,535.00	$58,386.32	$0.00	$0.00	$1,148.68	$0.00
	8,515.747	04/15/16	12/02/16	$49,731.88	$51,945.97	$0.00	$0.00	($2,214.09)	$0.00
	48.788	04/28/16	12/02/16	$284.92	$296.63	$0.00	$0.00	($11.71)	$0.00
	60.847	05/27/16	12/02/16	$355.35	$373.60	$0.00	$0.00	($18.25)	$0.00
	1,074.389	05/27/16	12/02/16	$6,274.42	$6,596.75	$0.00	$0.00	($322.33)	$0.00
	88.851	06/29/16	12/02/16	$518.89	$558.87	$0.00	$0.00	($39.98)	$0.00
	18.873	07/28/16	12/02/16	$110.22	$120.03	$0.00	$0.00	($9.81)	$0.00
	45.104	08/30/16	12/02/16	$263.41	$281.00	$0.00	$0.00	($17.59)	$0.00

CONTINUED ON NEXT PAGE

EXHIBIT A

Morgan Stanley   **Tax Year 2016**   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. Consider IRS box 7(Loss is not allowed based on amount in 1d) as not being checked for any transactions.

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

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
FEDERATED STRAT VAL DIV INST(Cont.)			CUSIP: 314172560		Symbol: SVAIX				
	19.801	09/29/16	12/02/16	$115.64	$122.17	$0.00	$0.00	($6.53)	$0.00
	2,732.100	10/26/16	12/02/16	$15,955.44	$16,392.60	$0.00	$0.00	($437.16)	$0.00
	15.808	10/28/16	12/02/16	$92.32	$94.53	$0.00	$0.00	($2.21)	$0.00
	51.590	11/29/16	12/02/16	$301.39	$305.41	$0.00	$0.00	($4.02)	$0.00
Security Subtotal	**22,243.441**			**$133,538.88**	**$135,473.88**	**$0.00**	**$0.00**	**($1,935.00)**	**$0.00**
GATEWAY FUND Y			CUSIP: 367829884		Symbol: GTEYX				
	1,962.908	09/12/16	10/26/16	$59,554.63	$59,535.00	$0.00	$0.00	$19.63	$0.00
	7.382	09/30/16	10/26/16	$223.97	$223.97	$0.00	$0.00	$0.00	$0.00
Security Subtotal	**1,970.290**			**$59,778.60**	**$59,758.97**	**$0.00**	**$0.00**	**$19.63**	**$0.00**
LAZARD EMERGING MKTS EQ I			CUSIP: 52106N889		Symbol: LZEMX				
	560.124	06/26/15	02/10/16	$7,102.42	$9,555.72	$0.00	$0.00	($2,453.30)	$0.00
OAKMARK SELECT I			CUSIP: 413838608		Symbol: OAKLX				
	285.111	06/26/15	04/15/16	$10,785.75	$11,698.10	$0.00	$0.00	($912.35)	$0.00
	15.425	12/17/15	04/15/16	$583.53	$597.12	$0.00	$0.00	($13.59)	$0.00
	754.416	12/23/15	04/15/16	$28,539.60	$29,731.53	$0.00	$0.00	($1,191.93)	$0.00
Security Subtotal	**1,054.952**			**$39,908.88**	**$42,026.75**	**$0.00**	**$0.00**	**($2,117.87)**	**$0.00**
OPPENHEIMER DEVELOPING MKTS Y			CUSIP: 683974505		Symbol: ODVYX				
	131.736	06/26/15	01/20/16	$3,497.59	$4,645.01	$0.00	$0.00	($1,147.42)	$0.00
	856.468	09/14/15	01/20/16	$22,739.23	$24,974.60	$0.00	$0.00	($2,235.37)	$0.00
	23.852	12/02/15	01/20/16	$633.27	$737.04	$0.00	$0.00	($103.77)	$0.00
Security Subtotal	**1,012.056**			**$26,870.09**	**$30,356.65**	**$0.00**	**$0.00**	**($3,486.56)**	**$0.00**
TEMPLETON GLOBAL BD FD ADV			CUSIP: 880208400		Symbol: TGBAX				
	6,936.381	09/25/15	02/10/16	$75,329.03	$78,641.85	$0.00	$0.00	($3,312.82)	$0.00
	19.301	10/15/15	02/10/16	$209.61	$224.80	$0.00	$0.00	($15.19)	$0.00
	19.147	11/16/15	02/10/16	$207.94	$224.74	$0.00	$0.00	($16.80)	$0.00
	19.643	12/15/15	02/10/16	$213.32	$226.04	$0.00	$0.00	($12.72)	$0.00
	20.564	01/15/16	02/10/16	$223.39	$226.62	$0.00	$0.00	($3.23)	$0.00
Security Subtotal	**7,015.036**			**$76,183.29**	**$79,544.05**	**$0.00**	**$0.00**	**($3,360.76)**	**$0.00**
VANGUARD SH TM INVT GR INV			CUSIP: 922031406		Symbol: VFSTX				
	4,471.658	02/10/16	12/21/16	$47,488.96	$47,399.57	$0.00	$0.00	$89.39	$0.00
	9.884	02/29/16	12/21/16	$104.97	$104.77	$0.00	$0.00	$0.20	$0.00
	458.296	03/02/16	12/21/16	$4,867.10	$4,853.35	$0.00	$0.00	$13.75	$0.00
	17.413	03/31/16	12/21/16	$184.93	$186.14	$0.00	$0.00	($1.21)	$0.00

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

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

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

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VANGUARD SH TM INVT GR INV(Cont.) CUSIP: 922031406 Symbol: VFSTX									
	15.657	04/29/16	12/21/16	$166.28	$167.84	$0.00	$0.00	($1.56)	$0.00
	547.867	05/27/16	12/21/16	$5,818.34	$5,856.70	$0.00	$0.00	($38.36)	$0.00
	9.256	05/31/16	12/21/16	$98.30	$99.04	$0.00	$0.00	($0.74)	$0.00
	9.725	06/30/16	12/21/16	$103.28	$104.74	$0.00	$0.00	($1.46)	$0.00
	9.287	07/29/16	12/21/16	$98.63	$100.30	$0.00	$0.00	($1.67)	$0.00
	9.051	08/31/16	12/21/16	$96.12	$97.57	$0.00	$0.00	($1.45)	$0.00
	6.464	09/30/16	12/21/16	$68.65	$69.68	$0.00	$0.00	($1.03)	$0.00
	1,482.324	10/26/16	12/21/16	$15,742.27	$15,949.81	$0.00	$0.00	($207.54)	$0.00
	8.540	10/31/16	12/21/16	$90.69	$91.89	$0.00	$0.00	($1.20)	$0.00
	11.030	11/30/16	12/21/16	$117.20	$117.47	$0.00	$0.00	($0.27)	$0.00
Security Subtotal	**7,066.452**			**$75,045.72**	**$75,198.87**	**$0.00**	**$0.00**	**($153.15)**	**$0.00**
VANGUARD 500 INDX INV CUSIP: 922908108 Symbol: VFINX									
	435.723	02/10/16	05/18/16	$82,534.64	$74,578.32	$0.00	$0.00	$7,956.32	$0.00
	4.459	03/18/16	05/18/16	$844.63	$842.62	$0.00	$0.00	$2.01	$0.00
	398.061	08/11/16	10/26/16	$78,716.56	$80,468.00	$0.00	$0.00	($1,751.44)	$0.00
	1.703	09/12/16	10/26/16	$336.77	$339.15	$0.00	$0.00	($2.38)	$0.00
Security Subtotal	**839.946**			**$162,432.60**	**$156,228.09**	**$0.00**	**$0.00**	**$6,204.51**	**$0.00**
WELLS FARGO SM CO GR INST CUSIP: 949921571 Symbol: WSCGX									
	2,378.181	04/28/15	01/20/16	$84,401.64	$110,263.86	$0.00	$0.00	($25,862.22)	$0.00
	103.491	09/14/15	01/20/16	$3,672.90	$4,542.20	$0.00	$0.00	($869.30)	$0.00
	16.087	12/09/15	01/20/16	$570.93	$666.18	$0.00	$0.00	($95.25)	$0.00
Security Subtotal	**2,497.759**			**$88,645.47**	**$115,472.24**	**$0.00**	**$0.00**	**($26,826.77)**	**$0.00**
Total Short Term Covered Securities				**$718,283.35**	**$753,183.76**	**$0.00**	**$0.00**	**($34,900.41)**	**$0.00**

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)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALGER SPECTRA Z CUSIP: 015566763 Symbol: ASPZX									
	500.095	06/25/13	10/26/16	$8,696.65	$7,545.21	$0.00	$0.00	$1,151.44	$0.00
	282.252	12/18/13	10/26/16	$4,908.36	$4,916.29	$0.00	$0.00	($7.93)	$0.00
	222.217	12/18/13	10/26/16	$3,864.36	$3,870.59	$0.00	$0.00	($6.23)	$0.00

CONTINUED ON NEXT PAGE

EXHIBIT A

Morgan Stanley   **Tax Year 2016**   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. Consider IRS box 7(Loss is not allowed based on amount in 1d) as not being checked for any transactions.

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

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALGER SPECTRA Z (Cont.)		CUSIP: 015566763		Symbol: ASPZX					
	321.380	12/18/13	12/02/16	$5,457.03	$5,597.82	$0.00	$0.00	($140.79)	$0.00
	1,057.628	10/14/14	12/02/16	$17,958.53	$18,796.91	$0.00	$0.00	($838.38)	$0.00
Security Subtotal	**2,383.572**			**$40,884.93**	**$40,726.82**	**$0.00**	**$0.00**	**$158.11**	**$0.00**
BLACKSTONE ALT MULT-STRAT INST		CUSIP: 09257V201		Symbol: BXMIX					
	6,370.361	06/26/15	07/13/16	$63,958.42	$66,570.27	$0.00	$0.00	($2,611.85)	$0.00
CALAMOS MARKET NEUTRAL INC I		CUSIP: 128119880		Symbol: CMNIX					
	2,353.924	08/22/14	04/28/16	$29,965.43	$30,695.17	$0.00	$0.00	($729.74)	$0.00
	13.310	09/18/14	04/28/16	$169.44	$173.29	$0.00	$0.00	($3.85)	$0.00
	519.623	10/14/14	04/28/16	$6,614.80	$6,604.41	$0.00	$0.00	$10.39	$0.00
	7.963	12/18/14	04/28/16	$101.37	$101.93	$0.00	$0.00	($0.56)	$0.00
	19.023	12/18/14	04/28/16	$242.16	$243.50	$0.00	$0.00	($1.34)	$0.00
	52.666	12/18/14	04/28/16	$670.44	$674.13	$0.00	$0.00	($3.69)	$0.00
	11.441	03/19/15	04/28/16	$145.64	$147.25	$0.00	$0.00	($1.61)	$0.00
Security Subtotal	**2,977.950**			**$37,909.28**	**$38,639.68**	**$0.00**	**$0.00**	**($730.40)**	**$0.00**
DOUBLELINE TOTAL RETURN I		CUSIP: 258620103		Symbol: DBLTX					
	167.408	03/28/13	03/02/16	$1,816.38	$1,898.41	$0.00	$0.00	($82.03)	$0.00
	31.608	04/30/13	03/02/16	$342.95	$360.65	$0.00	$0.00	($17.70)	$0.00
	33.135	05/31/13	03/02/16	$359.51	$373.43	$0.00	$0.00	($13.92)	$0.00
	592.322	06/25/13	03/02/16	$6,426.69	$6,557.00	$0.00	$0.00	($130.31)	$0.00
Security Subtotal	**824.473**			**$8,945.53**	**$9,189.49**	**$0.00**	**$0.00**	**($243.96)**	**$0.00**
E V FLOATING RATE I		CUSIP: 277911491		Symbol: EIBLX					
	2,234.637	06/25/13	12/22/16	$20,000.00	$20,370.86	$0.00	$0.00	($370.86)	$0.00
HENDERSON INTL OPPORT I		CUSIP: 425067592		Symbol: HFOIX					
	884.962	01/08/15	03/02/16	$21,655.01	$23,035.56	$0.00	$0.00	($1,380.55)	$0.00
	574.381	01/08/15	10/26/16	$14,767.33	$14,951.14	$0.00	$0.00	($183.81)	$0.00
	313.296	06/26/15	10/26/16	$8,054.84	$9,160.78	$0.00	$0.00	($1,105.94)	$0.00
Security Subtotal	**1,772.639**			**$44,477.18**	**$47,147.48**	**$0.00**	**$0.00**	**($2,670.30)**	**$0.00**
IVA INTERNATIONAL I		CUSIP: 45070A404		Symbol: IVIQX					
	61.732	06/26/15	10/26/16	$995.73	$1,082.16	$0.00	$0.00	($86.43)	$0.00
LAZARD EMERGING MKTS EQ I		CUSIP: 52106N889		Symbol: LZEMX					
	395.940	03/28/13	02/10/16	$5,020.52	$7,649.56	$0.00	$0.00	($2,629.04)	$0.00
	3,937.286	06/25/13	02/10/16	$49,924.75	$66,736.96	$0.00	$0.00	($16,812.21)	$0.00

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

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

Long Term - Covered Securities (Continued)

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

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
LAZARD EMERGING MKTS EQ I(Cont.)		CUSIP: 52106N889		Symbol: LZEMX					
	987.856	03/20/14	02/10/16	$12,526.00	$17,336.87	$0.00	$0.00	($4,810.87)	$0.00
Security Subtotal	**5,321.082**			**$67,471.27**	**$91,723.39**	**$0.00**	**$0.00**	**($24,252.12)**	**$0.00**
LOOMIS SAYLES STRATEGIC INC Y		CUSIP: 543487250		Symbol: NEZYX					
	78.793	09/23/14	10/26/16	$1,146.44	$1,334.75	$0.00	$0.00	($188.31)	$0.00
OAKMARK SELECT I		CUSIP: 413838608		Symbol: OAKLX					
	4,758.139	01/08/15	04/15/16	$180,000.35	$190,991.70	$0.00	$0.00	($10,991.35)	$0.00
OPPENHEIMER DEVELOPING MKTS Y		CUSIP: 683974505		Symbol: ODVYX					
	2,301.713	01/08/15	01/20/16	$61,110.48	$80,237.69	$0.00	$0.00	($19,127.21)	$0.00
VIRTUS MULTI SECT SHT TRM BDI		CUSIP: 92828R610		Symbol: PIMSX					
	1,094.530	10/14/14	03/02/16	$5,056.73	$5,268.39	$0.00	$0.00	($211.66)	$0.00
	141.151	10/14/14	10/26/16	$674.70	$679.41	$0.00	$0.00	($4.71)	$0.00
Security Subtotal	**1,235.681**			**$5,731.43**	**$5,947.80**	**$0.00**	**$0.00**	**($216.37)**	**$0.00**
Total Long Term Covered Securities				**$532,631.04**	**$593,962.09**	**$0.00**	**$0.00**	**($61,331.05)**	**$0.00**

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)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALGER SPECTRA Z		CUSIP: 015566763		Symbol: ASPZX					
	2,975.382	04/27/11	01/20/16	$46,326.69	$40,760.86	$0.00	$0.00	$5,565.83	$0.00
FEDERATED KAUFMAN LG CP INSTL		CUSIP: 314172412		Symbol: KLCIX					
	1,082.496	01/31/11	01/20/16	$18,153.46	$12,232.22	$0.00	$0.00	$5,921.24	$0.00
	549.089	04/27/11	01/20/16	$9,208.22	$6,633.00	$0.00	$0.00	$2,575.22	$0.00
	657.385	08/09/11	01/20/16	$11,024.35	$6,941.99	$0.00	$0.00	$4,082.36	$0.00
Security Subtotal	**2,288.970**			**$38,386.03**	**$25,807.21**	**$0.00**	**$0.00**	**$12,578.82**	**$0.00**

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Morgan Stanley **Tax Year 2016** 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. Consider IRS box 7(Loss is not allowed based on amount in 1d) as not being checked for any transactions.

Long Term - Noncovered Securities # (Continued) (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)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
Total Long Term Noncovered Securities				**$84,712.72**	**$66,568.07**	**$0.00**	**$0.00**	**$18,144.65**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$617,343.76**	**$660,530.16**	**$0.00**	**$0.00**	**($43,186.40)**	**$0.00**
Total Covered and Noncovered Securities				**$1,335,627.11**	**$1,413,713.92**	**$0.00**	**$0.00**	**($78,086.81)**	**$0.00**

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

Total IRS Reportable Proceeds (Box 1d)	**$1,335,627.11**					
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)		**$1,347,145.85**				
Total IRS Reportable Accrued Market Discount (Box 1f)						
Total IRS Reportable Wash Sale Loss Disallowed (Box 1g)			**$0.00**	**$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 all adjustments you may be required to make under the tax laws. Please consult your tax advisor regarding any such adjustments.

Morgan Stanley

Corporate Tax Statement
Tax Year 2016

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
PO BOX 6036
LINCOLN NE 68506-0036

Taxpayer ID Number: XX-XXX1238
Account Number: 309 016113 402

Customer Service: 866-324-6088

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

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

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

Short Term - Covered Securities

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

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ARTISAN MID CAP ADV CUSIP: 04314H659 Symbol: APDMX									
	1,077.520	12/29/15	04/29/16	$41,344.44	$43,736.53	$0.00	$0.00	($2,392.09)	$0.00
BLACKSTONE ALT MULT-STRAT INST CUSIP: 09257V201 Symbol: BXMIX									
	6,700.435	06/26/15	04/29/16	$66,669.33	$70,019.55	$0.00	$0.00	($3,350.22)	$0.00
FEDERATED MDT STOCK TR IS CUSIP: 313900409 Symbol: FMSTX									
	4,111.339	12/29/15	04/29/16	$105,702.53	$104,057.99	$0.00	$0.00	$1,644.54	$0.00
FEDERATED STRAT VAL DIV INST CUSIP: 314172560 Symbol: SVAIX									
	18,087.289	04/15/16	04/29/16	$109,608.97	$110,332.28	$0.00	$0.00	($723.31)	$0.00
ISHARES CORE MSCI EAFE ETF CUSIP: 46432F842 Symbol: IEFA									
	356.000	04/29/16	09/12/16	$19,570.03	$19,255.79	$0.00	$0.00	$314.24	$0.00
ISHARES CORE MSCI EMERGING CUSIP: 46434G103 Symbol: IEMG									
	514.000	04/29/16	09/12/16	$23,120.24	$21,417.45	$0.00	$0.00	$1,702.79	$0.00
ISHARES MSCI EAFE SM CAP ETF CUSIP: 464288273 Symbol: SCZ									
	702.000	04/29/16	12/02/16	$34,623.49	$35,324.57	$0.00	$0.00	($701.08)	$0.00
	75.000	05/27/16	12/02/16	$3,699.09	$3,836.76	$0.00	$0.00	($137.67)	$0.00
	135.000	07/14/16	12/02/16	$6,658.37	$6,693.07	$0.00	$0.00	($34.70)	$0.00
Security Subtotal	**912.000**			**$44,980.95**	**$45,854.40**	**$0.00**	**$0.00**	**($873.45)**	**$0.00**
IVA INTERNATIONAL I CUSIP: 45070A404 Symbol: IVIQX									
	343.924	06/26/15	04/29/16	$5,447.75	$6,028.98	$0.00	$0.00	($581.23)	$0.00
OPPENHEIMER DEVELOPING MKTS Y CUSIP: 683974505 Symbol: ODVYX									
	2,702.820	02/23/16	04/29/16	$83,327.94	$75,300.54	$0.00	$0.00	$8,027.40	$0.00

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EXHIBIT B

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

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

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

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PIMCO ENHANCED SHRT MTRT EXC CUSIP: 72201R833 Symbol: MINT									
	748.000	09/12/16	12/21/16	$75,839.41	$75,832.24	$0.00	$0.00	$7.17	$0.00
	200.000	09/26/16	12/21/16	$20,277.92	$20,283.98	$0.00	$0.00	($6.06)	$0.00
Security Subtotal	**948.000**			**$96,117.33**	**$96,116.22**	**$0.00**	**$0.00**	**$1.11**	**$0.00**
SPDR S&P 500 ETF TRUST CUSIP: 78462F103 Symbol: SPY									
	350.000	04/29/16	05/18/16	$71,621.00	$71,857.38	$0.00	$0.00	($236.38)	$0.00
TRANSAMERICA MIDCAP VAL OPP A CUSIP: 89354D791 Symbol: MCVAX									
	3,441.149	12/23/15	04/29/16	$38,265.58	$37,164.41	$0.00	$0.00	$1,101.17	$0.00
	451.975	12/29/15	04/29/16	$5,025.96	$4,899.40	$0.00	$0.00	$126.56	$0.00
Security Subtotal	**3,893.124**			**$43,291.54**	**$42,063.81**	**$0.00**	**$0.00**	**$1,227.73**	**$0.00**
VANGUARD GROWTH ETF CUSIP: 922908736 Symbol: VUG									
	176.000	04/29/16	09/12/16	$19,606.80	$18,498.94	$0.00	$0.00	$1,107.86	$0.00
VANGUARD SH TM INVT GR INV CUSIP: 922031406 Symbol: VFSTX									
	4,957.251	02/10/16	04/29/16	$53,141.73	$52,546.86	$0.00	$0.00	$594.87	$0.00
VANGUARD TOTAL BOND MARKET CUSIP: 921937835 Symbol: BND									
	165.000	04/29/16	09/12/16	$13,800.57	$13,681.16	$0.00	$0.00	$119.41	$0.00
VANGUARD VALUE ETF INDEX CUSIP: 922908744 Symbol: VTV									
	242.000	04/29/16	09/12/16	$21,203.23	$20,136.36	$0.00	$0.00	$1,066.87	$0.00
VANGUARD 500 INDX INV CUSIP: 922908108 Symbol: VFINX									
	440.181	02/10/16	04/29/16	$83,942.52	$75,341.35	$0.00	$0.00	$8,601.17	$0.00
Total Short Term Covered Securities				**$902,496.90**	**$886,245.59**	**$0.00**	**$0.00**	**$16,251.31**	**$0.00**

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)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALGER SPECTRA Z CUSIP: 015566763 Symbol: ASPZX									
	89.913	12/18/12	04/29/16	$1,478.17	$1,259.08	$0.00	$0.00	$219.09	$0.00
	118.102	12/18/12	04/29/16	$1,941.60	$1,653.82	$0.00	$0.00	$287.78	$0.00
	218.389	12/18/12	04/29/16	$3,590.32	$3,058.17	$0.00	$0.00	$532.15	$0.00

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EXHIBIT B

Morgan Stanley   Tax Year 2016   PACE WOODS FOUNDATION   Account Number: 309 016113 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. Consider IRS box 7(Loss is not allowed based on amount in 1d) as not being checked for any transactions.

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

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALGER SPECTRA Z (Cont.)		CUSIP: 015566763		Symbol: ASPZX					
	2,806.873	06/25/13	04/29/16	$46,144.98	$42,348.84	$0.00	$0.00	$3,796.14	$0.00
Security Subtotal	**3,233.277**			**$53,155.07**	**$48,319.91**	**$0.00**	**$0.00**	**$4,835.16**	**$0.00**
DOUBLELINE TOTAL RETURN I		CUSIP: 258620103		Symbol: DBLTX					
	508.601	06/25/13	04/29/16	$5,523.40	$5,630.21	$0.00	$0.00	($106.81)	$0.00
	38.532	06/28/13	04/29/16	$418.46	$425.01	$0.00	$0.00	($6.55)	$0.00
	40.137	07/31/13	04/29/16	$435.89	$439.90	$0.00	$0.00	($4.01)	$0.00
	40.414	08/30/13	04/29/16	$438.90	$439.70	$0.00	$0.00	($0.80)	$0.00
	42.836	09/30/13	04/29/16	$465.20	$469.48	$0.00	$0.00	($4.28)	$0.00
	44.814	10/31/13	04/29/16	$486.68	$492.06	$0.00	$0.00	($5.38)	$0.00
	41.277	11/29/13	04/29/16	$448.27	$450.33	$0.00	$0.00	($2.06)	$0.00
	4,198.093	12/19/13	04/29/16	$45,591.25	$45,549.31	$0.00	$0.00	$41.94	$0.00
	70.237	12/31/13	04/29/16	$762.77	$757.15	$0.00	$0.00	$5.62	$0.00
	61.799	01/31/14	04/29/16	$671.14	$677.94	$0.00	$0.00	($6.80)	$0.00
	58.374	02/28/14	04/29/16	$633.94	$639.78	$0.00	$0.00	($5.84)	$0.00
	2,116.609	03/20/14	04/29/16	$22,986.41	$23,113.35	$0.00	$0.00	($126.94)	$0.00
Security Subtotal	**7,261.723**			**$78,862.31**	**$79,084.22**	**$0.00**	**$0.00**	**($221.91)**	**$0.00**
E V FLOATING RATE I		CUSIP: 277911491		Symbol: EIBLX					
	43.026	05/31/12	04/29/16	$372.17	$384.06	$0.00	$0.00	($11.89)	$0.00
	41.615	06/29/12	04/29/16	$359.97	$372.71	$0.00	$0.00	($12.74)	$0.00
	42.263	07/31/12	04/29/16	$365.57	$380.20	$0.00	$0.00	($14.63)	$0.00
	45.410	08/31/12	04/29/16	$392.80	$409.88	$0.00	$0.00	($17.08)	$0.00
	49.048	09/28/12	04/29/16	$424.27	$445.17	$0.00	$0.00	($20.90)	$0.00
	42.376	10/31/12	04/29/16	$366.55	$385.03	$0.00	$0.00	($18.48)	$0.00
	41.152	11/30/12	04/29/16	$355.96	$373.90	$0.00	$0.00	($17.94)	$0.00
	42.397	12/31/12	04/29/16	$366.73	$386.07	$0.00	$0.00	($19.34)	$0.00
	41.966	01/31/13	04/29/16	$363.01	$384.25	$0.00	$0.00	($21.24)	$0.00
	37.666	02/28/13	04/29/16	$325.81	$344.50	$0.00	$0.00	($18.69)	$0.00
	38.845	03/28/13	04/29/16	$336.01	$357.21	$0.00	$0.00	($21.20)	$0.00
	34.245	04/30/13	04/29/16	$296.22	$315.60	$0.00	$0.00	($19.38)	$0.00
	34.766	05/31/13	04/29/16	$300.73	$319.36	$0.00	$0.00	($18.63)	$0.00
	1,476.720	06/25/13	04/29/16	$12,773.62	$13,461.72	$0.00	$0.00	($688.10)	$0.00
Security Subtotal	**2,011.495**			**$17,399.42**	**$18,319.66**	**$0.00**	**$0.00**	**($920.24)**	**$0.00**

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EXHIBIT B

Morgan Stanley   **Tax Year 2016**   PACE WOODS FOUNDATION   Account Number: 309 016113 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. Consider IRS box 7(Loss is not allowed based on amount in 1d) as not being checked for any transactions.

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

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
FEDERATED KAUFMAN LG CP INSTL	CUSIP: 314172412			Symbol: KLCIX					
	277.063	05/08/12	04/29/16	$5,128.44	$3,324.75	$0.00	$0.00	$1,803.69	$0.00
	2,453.604	06/25/13	04/29/16	$45,416.21	$33,957.88	$0.00	$0.00	$11,458.33	$0.00
Security Subtotal	**2,730.667**			**$50,544.65**	**$37,282.63**	**$0.00**	**$0.00**	**$13,262.02**	**$0.00**
HENDERSON INTL OPPORT I	CUSIP: 425067592			Symbol: HFOIX					
	3,502.680	01/08/15	04/29/16	$89,423.42	$91,174.76	$0.00	$0.00	($1,751.34)	$0.00
IVA INTERNATIONAL I	CUSIP: 45070A404			Symbol: IVIQX					
	82.222	05/08/12	04/29/16	$1,302.40	$1,250.60	$0.00	$0.00	$51.80	$0.00
	3,018.611	03/28/13	04/29/16	$47,814.80	$49,625.96	$0.00	$0.00	($1,811.16)	$0.00
	2,586.421	03/20/14	04/29/16	$40,968.91	$44,900.27	$0.00	$0.00	($3,931.36)	$0.00
Security Subtotal	**5,687.254**			**$90,086.11**	**$95,776.83**	**$0.00**	**$0.00**	**($5,690.72)**	**$0.00**
LOOMIS SAYLES STRATEGIC INC Y	CUSIP: 543487250			Symbol: NEZYX					
	58.609	05/23/12	04/29/16	$829.90	$852.17	$0.00	$0.00	($22.27)	$0.00
	42.501	06/22/12	04/29/16	$601.81	$626.04	$0.00	$0.00	($24.23)	$0.00
	38.358	07/23/12	04/29/16	$543.15	$564.25	$0.00	$0.00	($21.10)	$0.00
	41.684	08/22/12	04/29/16	$590.25	$624.85	$0.00	$0.00	($34.60)	$0.00
	34.964	09/21/12	04/29/16	$495.09	$538.79	$0.00	$0.00	($43.70)	$0.00
	36.851	10/22/12	04/29/16	$521.81	$567.50	$0.00	$0.00	($45.69)	$0.00
	46.449	11/21/12	04/29/16	$657.72	$702.31	$0.00	$0.00	($44.59)	$0.00
	114.037	12/20/12	04/29/16	$1,614.76	$1,764.15	$0.00	$0.00	($149.39)	$0.00
	33.958	01/28/13	04/29/16	$480.85	$536.20	$0.00	$0.00	($55.35)	$0.00
	40.993	02/25/13	04/29/16	$580.46	$636.21	$0.00	$0.00	($55.75)	$0.00
	39.482	03/26/13	04/29/16	$559.07	$623.82	$0.00	$0.00	($64.75)	$0.00
	20.989	04/25/13	04/29/16	$297.20	$338.55	$0.00	$0.00	($41.35)	$0.00
	25.947	05/28/13	04/29/16	$367.41	$423.45	$0.00	$0.00	($56.04)	$0.00
	2,477.801	06/25/13	04/29/16	$35,085.66	$38,282.00	$0.00	$0.00	($3,196.34)	$0.00
	22.595	06/25/13	04/29/16	$319.95	$349.10	$0.00	$0.00	($29.15)	$0.00
	32.163	07/26/13	04/29/16	$455.43	$510.42	$0.00	$0.00	($54.99)	$0.00
	36.369	08/27/13	04/29/16	$514.99	$564.08	$0.00	$0.00	($49.09)	$0.00
	28.383	09/25/13	04/29/16	$401.90	$452.99	$0.00	$0.00	($51.09)	$0.00
	30.959	10/28/13	04/29/16	$438.38	$508.35	$0.00	$0.00	($69.97)	$0.00
	37.046	11/26/13	04/29/16	$524.57	$603.48	$0.00	$0.00	($78.91)	$0.00
	0.921	12/16/13	04/29/16	$13.04	$14.89	$0.00	$0.00	($1.85)	$0.00
	22.653	12/16/13	04/29/16	$320.77	$366.08	$0.00	$0.00	($45.31)	$0.00
	51.918	12/16/13	04/29/16	$735.16	$839.00	$0.00	$0.00	($103.84)	$0.00
	571.699	12/19/13	04/29/16	$8,095.26	$9,261.52	$0.00	$0.00	($1,166.26)	$0.00

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EXHIBIT B

Morgan Stanley **Tax Year 2016** PACE WOODS FOUNDATION Account Number: 309 016113 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. Consider IRS box 7(Loss is not allowed based on amount in 1d) as not being checked for any transactions.

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

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
LOOMIS SAYLES STRATEGIC INC Y(Cont.) CUSIP: 543487250 Symbol: NEZYX									
	25.103	01/28/14	04/29/16	$355.46	$408.18	$0.00	$0.00	($52.72)	$0.00
	27.260	02/24/14	04/29/16	$386.00	$451.70	$0.00	$0.00	($65.70)	$0.00
	1,423.732	03/20/14	04/29/16	$20,160.05	$23,705.14	$0.00	$0.00	($3,545.09)	$0.00
	31.818	03/25/14	04/29/16	$450.54	$528.82	$0.00	$0.00	($78.28)	$0.00
	30.967	04/24/14	04/29/16	$438.49	$520.55	$0.00	$0.00	($82.06)	$0.00
	38.550	05/23/14	04/29/16	$545.87	$652.26	$0.00	$0.00	($106.39)	$0.00
	30.847	06/23/14	04/29/16	$436.79	$529.33	$0.00	$0.00	($92.54)	$0.00
	26.046	07/25/14	04/29/16	$368.81	$449.03	$0.00	$0.00	($80.22)	$0.00
	29.299	08/25/14	04/29/16	$414.87	$501.90	$0.00	$0.00	($87.03)	$0.00
	264.852	09/23/14	04/29/16	$3,750.30	$4,486.59	$0.00	$0.00	($736.29)	$0.00
Security Subtotal	**5,815.803**			**$82,351.77**	**$92,783.70**	**$0.00**	**$0.00**	**($10,431.93)**	**$0.00**
VIRTUS MULTI SECT SHT TRM BDI CUSIP: 92828R610 Symbol: PIMSX									
	17,097.012	10/14/14	04/29/16	$80,355.96	$82,294.42	$0.00	$0.00	($1,938.46)	$0.00
Total Long Term Covered Securities				**$542,178.71**	**$545,036.13**	**$0.00**	**$0.00**	**($2,857.42)**	**$0.00**

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)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALGER SPECTRA Z CUSIP: 015566763 Symbol: ASPZX									
	508.047	04/27/11	04/29/16	$8,352.29	$6,959.92	$0.00	$0.00	$1,392.37	$0.00
	1,930.714	08/05/11	04/29/16	$31,740.94	$23,338.99	$0.00	$0.00	$8,401.95	$0.00
	177.091	12/22/11	04/29/16	$2,911.38	$2,119.19	$0.00	$0.00	$792.19	$0.00
	77.824	12/22/11	04/29/16	$1,279.43	$931.29	$0.00	$0.00	$348.14	$0.00
Security Subtotal	**2,693.676**			**$44,284.04**	**$33,349.39**	**$0.00**	**$0.00**	**$10,934.65**	**$0.00**
E V FLOATING RATE I CUSIP: 277911491 Symbol: EIBLX									
	5,317.025	01/28/11	04/29/16	$45,992.27	$48,088.50	$0.00	$0.00	($2,096.23)	$0.00
	1.236	02/01/11	04/29/16	$10.69	$11.21	$0.00	$0.00	($0.52)	$0.00
	25.585	03/01/11	04/29/16	$221.31	$232.21	$0.00	$0.00	($10.90)	$0.00
	29.751	04/01/11	04/29/16	$257.35	$269.50	$0.00	$0.00	($12.15)	$0.00
	955.055	04/27/11	04/29/16	$8,261.23	$8,669.97	$0.00	$0.00	($408.74)	$0.00
	28.702	05/02/11	04/29/16	$248.27	$260.59	$0.00	$0.00	($12.32)	$0.00
	32.758	06/01/11	04/29/16	$283.36	$296.79	$0.00	$0.00	($13.43)	$0.00

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EXHIBIT B

Morgan Stanley   **Tax Year 2016**   PACE WOODS FOUNDATION   Account Number: 309 016113 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. Consider IRS box 7(Loss is not allowed based on amount in 1d) as not being checked for any transactions.

Long Term - Noncovered Securities # (Continued) (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)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
E V FLOATING RATE I (Cont.)		CUSIP: 277911491		Symbol: EIBLX					
	33.155	07/01/11	04/29/16	$286.79	$298.77	$0.00	$0.00	($11.98)	$0.00
	4.796	08/01/11	04/29/16	$41.49	$43.09	$0.00	$0.00	($1.60)	$0.00
	30.277	08/01/11	04/29/16	$261.90	$272.32	$0.00	$0.00	($10.42)	$0.00
	1.127	09/01/11	04/29/16	$9.75	$9.74	$0.00	$0.00	$0.01	$0.00
	36.595	09/01/11	04/29/16	$316.55	$315.63	$0.00	$0.00	$0.92	$0.00
	0.005	10/03/11	04/29/16	$0.04	$0.04	$0.00	$0.00	$0.00	$0.00
	36.667	10/03/11	04/29/16	$317.17	$317.04	$0.00	$0.00	$0.13	$0.00
	0.005	11/01/11	04/29/16	$0.04	$0.04	$0.00	$0.00	$0.00	$0.00
	38.360	11/01/11	04/29/16	$331.81	$339.34	$0.00	$0.00	($7.53)	$0.00
	0.003	12/01/11	04/29/16	$0.03	$0.03	$0.00	$0.00	$0.00	$0.00
	35.633	12/01/11	04/29/16	$308.23	$312.37	$0.00	$0.00	($4.14)	$0.00
	0.005	01/03/12	04/29/16	$0.04	$0.04	$0.00	$0.00	$0.00	$0.00
	37.734	01/03/12	04/29/16	$326.40	$331.92	$0.00	$0.00	($5.52)	$0.00
	0.004	02/01/12	04/29/16	$0.03	$0.04	$0.00	$0.00	($0.01)	$0.00
	37.180	02/01/12	04/29/16	$321.61	$331.88	$0.00	$0.00	($10.27)	$0.00
	0.004	03/01/12	04/29/16	$0.03	$0.04	$0.00	$0.00	($0.01)	$0.00
	37.266	03/01/12	04/29/16	$322.35	$333.76	$0.00	$0.00	($11.41)	$0.00
	0.004	04/02/12	04/29/16	$0.03	$0.04	$0.00	$0.00	($0.01)	$0.00
	40.187	04/02/12	04/29/16	$347.62	$361.10	$0.00	$0.00	($13.48)	$0.00
	757.761	04/20/12	04/29/16	$6,554.63	$6,824.37	$0.00	$0.00	($269.74)	$0.00
	37.188	05/01/12	04/29/16	$321.68	$335.30	$0.00	$0.00	($13.62)	$0.00
	0.453	05/01/12	04/29/16	$3.92	$4.09	$0.00	$0.00	($0.17)	$0.00
Security Subtotal	**7,554.521**			**$65,346.62**	**$68,259.76**	**$0.00**	**$0.00**	**($2,913.14)**	**$0.00**
FEDERATED KAUFMAN LG CP INSTL		CUSIP: 314172412		Symbol: KLCIX					
	1,813.354	08/09/11	04/29/16	$33,565.18	$19,149.02	$0.00	$0.00	$14,416.16	$0.00
LOOMIS SAYLES STRATEGIC INC Y		CUSIP: 543487250		Symbol: NEZYX					
	66.897	04/20/12	04/29/16	$947.26	$1,009.48	$0.00	$0.00	($62.22)	$0.00
	2.993	04/24/12	04/29/16	$42.38	$44.87	$0.00	$0.00	($2.49)	$0.00
	38.838	04/24/12	04/29/16	$549.95	$582.05	$0.00	$0.00	($32.10)	$0.00
Security Subtotal	**108.728**			**$1,539.59**	**$1,636.40**	**$0.00**	**$0.00**	**($96.81)**	**$0.00**

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

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

Long Term - Noncovered Securities # (Continued) (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)	ACCRUED MARKET DISCOUNT (Box 1f)	WASH SALE LOSS DISALLOWED (Box 1g)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
Total Long Term Noncovered Securities				$144,735.43	$122,394.57	$0.00	$0.00	$22,340.86	$0.00
Total Long Term Covered and Noncovered Securities				$686,914.14	$667,430.70	$0.00	$0.00	$19,483.44	$0.00
Total Covered and Noncovered Securities				$1,589,411.04	$1,553,676.29	$0.00	$0.00	$35,734.75	$0.00

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

Total IRS Reportable Proceeds (Box 1d)	$1,589,411.04			
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)		$1,431,281.72		
Total IRS Reportable Accrued Market Discount (Box 1f)				
Total IRS Reportable Wash Sale Loss Disallowed (Box 1g)			$0.00	$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 all adjustments you may be required to make under the tax laws. Please consult your tax advisor regarding any such adjustments.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
ORDINARY INCOME (FROM PASSTHROUGH)	71,018.	71,018.
TOTALS	71,018.	71,018.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	1,989.	995.		994.
TOTALS	1,989.	995.		994.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		7,055.	3,528.		3,527.
	TOTALS	7,055.	3,528.		3,527.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		1,343.	1,343.
NET EXCISE TAX		59,173.	
	TOTALS	60,516.	1,343.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	19,070.	19,070.	
WEBSITE	1,080.		1,080.
MISCELLANEOUS EXPENSES	2,048.		2,048.
INSURANCE	1,968.	984.	984.
TOTALS	24,166.	20,054.	4,112.

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENT IN WOODS INVST CO. STOCKS & MUTUAL FUNDS	2,941,331.	3,014,968.
TOTALS	2,941,331.	3,014,968.

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

ATTACHMENT 7

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

ATTACHMENT 8

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

SEE EXHIBIT 1

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL #300 LINCOLN, NE 68508	NONE PC	JAZZ IN JUNE	10,000.
NEBRASKA WESLEYAN UNIVERSITY 5000 ST PAUL AVE LINCOLN, NE 68504	NONE PC	GENERAL OPERATIONS	12,500.
MADELINE ISLAND MUSIC CAMP PO BOX 254 LA POINTE, WI 54850	NONE PC	GENERAL OPERATIONS	22,000.
HASTINGS COLLEGE FOUNDATION 11422 MIRACLE HILLS DR #550 OMAHA, NE 68154	NONE PC	GENERAL OPERATIONS	1,000.
FRIENDS OF LIED ARTS PO BOX 880151 LINCOLN, NE 68588-0151	NONE PC	GENERAL OPERATIONS	15,000.
YMCA OF LINCOLN 700 PENROSE DRIVE LINCOLN, NE 68521	NONE PC	GENERAL OPERATIONS	10,000.

FORM 990PF, PART XV - 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 HAMILTON HUMANITIES 2321 PELHAM AVE. LOS ANGELES, CA 90064-2211	NONE PC	GENERAL OPERATIONS	4,500.
LINCOLN ARTS COUNCIL 1701 S 17TH ST #1A LINCOLN, NE 68502	NONE PC	GENERAL OPERATIONS	25,000.
MADELINE ISLAND ASSOCIATION PO BOX 254 LA POINTE, WI 54850	NONE PC	GENERAL OPERATIONS	36,000.
LAPOINTE CENTER FOR THE ARTS 103 LAKEVIEW PLAZA LA POINTE, WI 54850	NONE PC	GENERAL OPERATIONS	15,000.
WOODS HALL GALLERY AND STUDIO 712 MAIN STREET LA POINTE, WI 54850	NONE PC	GENERAL OPERATIONS	5,500.
		TOTAL CONTRIBUTIONS PAID	156,500.

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

ATTACHMENT 10

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORDINARY INCOME (FROM PASSTHROUGH)	531390	71,018.			
TOTALS		71,018.			

Form **990-T**

Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

For calendar year 2016 or other tax year beginning __________ , 2016, and ending __________ , 20____.

Department of the Treasury
Internal Revenue Service

▶ 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).

OMB No. 1545-0687
2016
Open to Public Inspection for 501(c)(3) Organizations Only

A ☐ Check box if address changed

B Exempt under section
☒ 501(C)(3)
☐ 408(e) ☐ 220(e)
☐ 408A ☐ 530(a)
☐ 529(a)

C Book value of all assets at end of year
3,006,759.

Print or Type

Name of organization (☐ Check box if name changed and see instructions.)
PACE WOODS FOUNDATION

Number, street, and room or suite no. If a P.O. box, see instructions.
C/O THE HOPPE LAW FIRM
P.O. BOX 6036

City or town, state or province, country, and ZIP or foreign postal code
LINCOLN, NE 68506

D Employer identification number (Employees' trust, see instructions.)
20-3401238

E Unrelated business activity codes (See instructions.)
531390

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-subsidiary 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	71,018.	ATCH 1	71,018.
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	71,018.		71,018.

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	6,004.
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	6,004.
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13			30	65,014.
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	65,014.
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	64,014.

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	11,004.
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	**Tax on Non-Compliant Facility Income.** See instructions	39	
40	**Total.** Add lines 37, 38 and 39 to line 35c or 36, whichever applies	40	11,004.

Part IV Tax and Payments

41 a	Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	41a			
b	Other credits (see instructions)	41b			
c	General business credit. Attach Form 3800 (see instructions)	41c			
d	Credit for prior year minimum tax (attach Form 8801 or 8827)	41d			
e	**Total credits.** Add lines 41a through 41d			41e	
42	Subtract line 41e from line 40			42	11,004.
43	Other taxes. Check if from: ☐ Form 4255 ☐ Form 8611 ☐ Form 8697 ☐ Form 8866 ☐ Other (attach schedule)			43	
44	**Total tax.** Add lines 42 and 43			44	11,004.
45 a	Payments: A 2015 overpayment credited to 2016	45a			
b	2016 estimated tax payments	45b	24,400.		
c	Tax deposited with Form 8868	45c			
d	Foreign organizations: Tax paid or withheld at source (see instructions)	45d			
e	Backup withholding (see instructions)	45e			
f	Credit for small employer health insurance premiums (Attach Form 8941)	45f			
g	Other credits and payments: ☐ Form 2439 ____ ☐ Form 4136 ____ ☐ Other ____ Total ▶	45g			
46	**Total payments.** Add lines 45a through 45g			46	24,400.
47	Estimated tax penalty (see instructions). Check if Form 2220 is attached ▶ ☐			47	
48	**Tax due.** If line 46 is less than the total of lines 44 and 47, enter amount owed ▶			48	
49	**Overpayment.** If line 46 is larger than the total of lines 44 and 47, enter amount overpaid ▶			49	13,396.
50	Enter the amount of line 49 you want: **Credited to 2017 estimated tax** ▶ **Refunded** ▶			50	13,396.

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

		Yes	No
51	At any time during the 2016 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 ▶		X
52	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
53	Enter the amount of tax-exempt interest received or accrued during the tax year ▶ $		

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 ____ Date 05/15/2017 ▶ Title ____

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN P01063388
Firm's name ▶ BKD, LLP			Firm's EIN ▶ 44-0160260	
Firm's address ▶ 1248 O STREET, STE 1040, LINCOLN, NE 68508-1461			Phone no. 402-473-7600	

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					
4a	Additional section 263A costs (attach schedule)	4a		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes:	No: X
b	Other costs (attach schedule)	4b					
5	**Total.** Add lines 1 through 4b	5					

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		**3(a)** Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(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)	
(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)		%		
			Enter here and on page 1, Part I, line 7, column (A).	Enter here and on page 1, Part I, line 7, column (B).
Totals ▶				
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)				
Totals ▶			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).

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)				
Totals ▶	Enter here and on page 1, Part I, line 9, column (A).			Enter here and on page 1, Part I, line 9, column (B).

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)						
Totals ▶	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.

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 . . . . ▶						
Totals, Part II (lines 1-5) . . . . ▶	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.

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)		%	
(2) ATCH 2		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14 . . . . ▶			

ATTACHMENT 1

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

ORDINARY INCOME (FROM PASSTHROUGH ACTIVITY)	71,018.
INCOME (LOSS) FROM PARTNERSHIPS	71,018.

ATTACHMENT 2

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

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

THO
NEBRASKA
Good Life. Great Service.
DEPARTMENT OF REVENUE

Nebraska Corporation Income Tax Return

for the taxable year January 1, 2016 through December 31, 2016 or other taxable year beginning , 2016 and ending ,

FORM 1120N
2016

Please Type or Print

Name Doing Business As (dba)
PACE WOODS FOUNDATION

Legal Name

Street or Other Mailing Address
C/O THE HOPPE LAW FIRM, P.O. BOX 6036

City	State	Zip Code
LINCOLN	NE	68506

PLEASE DO NOT WRITE IN THIS SPACE

Business Classification Code	Date Business Began in Nebraska	Principal Business Activity in Nebraska	Federal ID Number	Nebraska ID Number
531390		REAL ESTATE	20-3401238	11161256

Check the appropriate box:
- [ ] Initial Nebraska Return
- [X] Final Nebraska Return
- [ ] Change in Address
- [ ] Change in Name
- [X] Exempt Organization
- [ ] Cooperative Meeting IRC § 6072(d)
- [ ] 7004 Attached

Corporation Filing Status (Answer questions A through D, as applicable.)

A. Does this corporation own at least 50% of another corporation; or is it owned at least 50% by another corporation?
(1) [ ] YES (2) [ ] NO
If Yes, attach Federal Form 851 or a schedule of affiliated corporations and federal IDs. Answer questions B, C, and D.

B. Is one single Nebraska return being filed for the entire group?
(1) [ ] YES (2) [ ] NO

C. Are you filing as a unitary group in any other state?
(1) [ ] YES (2) [ ] NO

D. Check the method used to determine Nebraska income (check only one):
(1) [ ] Combined report of a controlled group of corporations
(2) [ ] Separate report by a member of a controlled group of corporations (attach supporting documentation)
(3) [ ] Alternate method (attach Nebraska Department of Revenue approval)

All corporations required to file must complete this page. Schedules A, I, II, III, and IV must be completed when appropriate.

1	Federal gross sales or receipts, less returns and allowances			1	71,018. 00
2	Federal taxable income (FTI) (see instructions)			2	64,014. 00
3	Adjustments increasing FTI (line 9, from attached Nebraska Schedule A)	3	00		
4	Adjustments decreasing FTI (line 18, from attached Nebraska Schedule A)	4	00		
5	Adjusted FTI (enter line 2 plus line 3 minus line 4)			5	64,014. 00
6	Nebraska taxable income before Nebraska carryovers (see instructions)			6	64,014. 00
7	Nebraska capital loss carryover (see instructions - attach worksheet)			7	00
8	Nebraska taxable income after Nebraska capital loss carryover (line 6 minus line 7)			8	64,014. 00
9	Nebraska net operating loss carryover (see instructions - attach worksheet)			9	00
10	Net Nebraska taxable income (line 8 minus line 9)			10	64,014. 00
11	Nebraska tax [ ] Check this box if you are an insurance company			11	3,572. 00
12	Premium tax credit (see instructions - attach schedule)	12	00		
13	Community Development Assistance Act credit (attach Form CDN)	13	00		
14	Form 3800N nonrefundable credit (attach Form 3800N)	14	00		
15	Total nonrefundable credits (total of lines 12 through 14)			15	00
16	Nebraska tax after nonrefundable credits. Subtract line 15 from line 11 (if line 15 is more than line 11, enter -0-)			16	3,572. 00
17	Form 3800N refundable credit (attach Form 3800N)	17	00		
18	Tax deposited with Form 7004N	18	00		
19	2016 estimated income tax payments (minus any Form 4466N adjustment)	19	6,100. 00		
20	Beginning Farmer credit	20	00		
21	Nebraska income tax withheld (see instructions)	21	00		
22	Total payments (total of lines 17 through 21)			22	6,100. 00
23	**Tax Due** (line 16 minus line 22)			23	-2,528. 00
24	Penalty for underpayment of estimated income tax (see instructions)			24	00
25	Total tax and underpayment penalty (add lines 23 & 24) [ ] Check this box if your payment is being made electronically			25	00
26	**Overpayment** (line 22 minus the sum of lines 16 and 24). If the result is less than zero, enter -0-			26	2,528. 00
27	Amount on line 26 to be **credited** to 2017 estimated income tax			27	00
28	Overpayment to be **refunded** (line 26 minus line 27). Complete lines 29a, 29b, and 29c to receive your refund electronically			28	2,528. 00

29a Routing Number **29b** Type of Account [ ] Checking [ ] Savings
(Enter 9 digits - the first two digits must be 01 through 12, or 21 through 32. Use the checking or savings account number from an actual check, not a deposit slip.)

29c Account Number **(see instructions)**

29d [ ] Check this box if this refund will go to a bank account outside the United States.

Under penalties of perjury, I declare that as taxpayer or preparer, I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is correct and complete.

sign here
Signature of Officer | Date | Email Address
Title | Daytime Phone Number

paid preparer's use only
Preparer's Signature | Date | P01063388 Preparer's PTIN
BKD, LLP LINCOLN, NE 68508 | 44-0160260 | 402-473-7600
Print Firm's Name (or yours if self-employed), Address and Zip Code | EIN | Daytime Phone

THO
NEBRASKA
Good Life. Great Service.
DEPARTMENT OF REVENUE

Nebraska Schedule A - Adjustments to FTI
Nebraska Schedule I - Apportionment for Multistate Business

FORM 1120N
Schedules
A and I
2016

Name on Form 1120N	Nebraska ID Number
PACE WOODS FOUNDATION	

Nebraska Schedule A

• **You must use Schedule A if you make an adjustment on lines 3 or 4 of Form 1120N.**

Adjustments Increasing FTI

1	State and local government interest and dividend income (see instructions)		1	00
2	Federal net operating loss deduction		2	00
3	Federal capital loss carryover		3	00
4	Allocable, nonapportionable loss	4 00		
5	Related expenses	5 00		
6	Interest expense disallowance	6 00		
7	Total allocable, nonapportionable loss (add lines 4-6) (attach affidavit - see instructions)		7	00
8	Other increasing adjustments (attach a detailed explanation and schedule)		8	00
9	Total adjustments increasing FTI (total of lines 1, 2, 3, 7, and 8). Enter here and on line 3, Form 1120N		9	00

Adjustments Decreasing FTI

10	Qualified U.S. government interest deduction. (Attach supporting schedule)		10	00
11	Foreign dividends, gross-up, or special foreign tax credit deduction (line 12, Neb. Sch. II)		11	00
12	Allocable, nonapportionable income	12 00		
13	Related expenses	13 00		
14	Interest expense disallowance	14 00		
15	Net allocable, nonapportionable income (line 12 minus lines 13 and 14) (**attach affidavit** - see instructions)		15	00
16	Nebraska College Savings Program (see instructions)		16	00
17	Other decreasing adjustments (attach detailed explanation and schedule)		17	00
18	TOTAL adjustments decreasing FTI (total of lines 10, 11, 15, 16 and 17). Enter here and on line 4, Form 1120N		18	00

Nebraska Schedule I - Apportionment for Multistate Business

1	Adjusted FTI (line 5, Form 1120N)		1	64,014. 00
2	Nebraska apportionment factor (from line 15 below)	2 %		
3	Taxable income apportioned to Nebraska (line 1 multiplied by line 2). Enter here and on line 6, Form 1120N		3	00

Nebraska Apportionment Factor - Sales or Gross Receipts

		Total	Nebraska
4	Sales or gross receipts minus returns and allowances	4 00	
5	Sales delivered or shipped to purchasers in Nebraska: shipped from outside Nebraska		5 00
6	Sales delivered or shipped to purchasers in Nebraska: shipped from within Nebraska		6 00
7	Sales shipped from Nebraska to the U.S. government		7 00
8	Interest on sales of tangible personal property	8 00	8 00
9	Interest, dividends, and royalties from intangible property	9 00	9 00
10	Gross rents	10 00	10 00
11	Net gain on sales of intangible property	11 00	11 00
12	Gross receipts from sales of tangible personal and real property not included above	12 00	12 00
13	Other income (attach schedule)	13 00	13 00
14	**Total sales or gross receipts**	14 00	14 00
15	**Nebraska apportionment factor.** (Divide line 14, Nebraska column, by line 14, Total column, and round to six decimal places). Enter as a percent here and on Schedule I, line 2 above		15 %

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Nebraska Schedule II - Foreign Dividend and Special Foreign Tax Credit Deduction

FORM 1120N Schedule II 2016

Name on Form 1120N	Nebraska ID Number
PACE WOODS FOUNDATION	

Nebraska Schedule II -

Foreign Dividend and Special Foreign Tax Credit Deduction

● **Attach Schedule C, Federal Form 1120 or Schedule A, Federal Form 1120-L and a schedule separating foreign and domestic dividends.**

Foreign Dividend Deduction Computation

NOTE: The Nebraska Foreign Dividend Deduction calculated on lines 1 through 6 is only for those dividends included in federal taxable income from corporations that are not subject to the Internal Revenue Code (IRC). This includes those corporations whose dividends do not qualify for the dividends received deduction under IRC § 243.

1	Dividends from foreign corporations and certain FSCs subject to the IRC § 245 deduction (total of lines 6 and 7, column (a), Schedule C, Federal Form 1120)			1	00
2	Special deductions on line 1 amount. Enter the total of lines 6 and 7, column (c), Schedule C, Federal Form 1120	2	00		
3	Net foreign dividends subject to the IRC § 245 deduction included in federal taxable income (line 1 minus line 2)			3	00
4	Other dividends from foreign corporations. Enter amount from line 13, Schedule C, Form 1120			4	00
5	Income from controlled foreign corporations under Subpart F. Enter amount from line 14, Schedule C, Form 1120			5	00
6	Foreign dividend gross-up (IRC § 78). Enter amount from line 15, Schedule C, Form 1120			6	00

Special Foreign Tax Credit Deduction Computation

Note: This deduction is only to be claimed when a corporation subject to the IRC is taxed by a foreign country, or one of its political subdivisions, at a rate in excess of the maximum federal corporate tax rate.

7	FTI from qualifying foreign taxing jurisdictions List jurisdictions: ______	7	00		
8	Foreign taxes	8	00		
9	After tax foreign income (line 7 minus line 8)	9	00		
10	After tax foreign income not taxed (divide line 9 result by .65; enter result here)	10	00		
11	Special foreign tax credit adjustment (if line 10 is greater than or equal to line 7, enter -0-; if line 10 is less than line 7, enter the difference)			11	00
12	**Total foreign dividend and special foreign tax credit deduction,** if applicable (total of lines 3, 4, 5, 6, and 11). Enter here and on line 11, Nebraska Schedule A			12	00

All filers are encouraged to e-file their return.
Mail this return and remit payment (electronically, if required) to:
Nebraska Department of Revenue, PO Box 94818, Lincoln, NE 68509-4818
revenue.nebraska.gov, 800-742-7474 (NE and IA), 402-471-5729

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Nebraska Schedule III - Subsidiary or Affiliated Corporations

FORM 1120N
Schedule III
2016

Name and Address of All Corporations	ID Numbers		Tax Payment Information*			Apportionment Factor Information**
	Nebraska	Federal	(A) Total Income Tax Deposits from 7004N	(B) Total Estimated Income Tax Payments, 1120N-ES	(C) Amount Paid with this Return	(D) Amount of Nebraska Sales or Receipts
Corporation Filing this Return: PACE WOODS FOUNDATION						
Parent Corporation, if different from above:						
Subsidiary/Affiliated Corporations:						
Totals						

* Complete columns (A), (B), and (C) if tax payments were made under more than one Nebraska ID number.
** Complete column (D) to summarize the numerator of the corporations filing one combined corporation income tax return.

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Nebraska Schedule IV - Converting Net Income to Combined Net Income

● If this schedule is used, read instructions and attach this schedule to Form 1120N.

FORM 1120N Schedule IV 2016

Name on Form 1120N: PACE WOODS FOUNDATION

Nebraska ID Number

Income and Deductions	Corporation FEINs (Enter FEINs as column headings.)			(I) Subtotal	(II) Eliminations (Attach explanation.)	(III) Combined Income
1 Gross receipts or sales less returns and allowances						
2 Cost of goods sold						
3 Gross profit (Subtract line 2 from line 1)						
4 Dividends						
5 Interest						
6 Gross rents						
7 Gross royalties						
8 Capital gain net income						
9 Net gain (loss)						
10 Other income						
11 TOTAL INCOME (total of lines 3 through 10)						
12 Compensation of officers						
13 Salaries and wages (less employment credit)						
14 Repairs and maintenance						
15 Bad debts						
16 Rents						
17 Taxes						
18 Interest						
19 Charitable contributions						
20 Depreciation not claimed elsewhere on federal return						
21 Depletion						
22 Advertising						
23 Pension, profit sharing, etc., plans						
24 Employee benefit plans						
25 Domestic production activities deduction						
26 Other deductions (attach schedules)						
27 TOTAL DEDUCTIONS (total of lines 12 through 26)						
28 Taxable income before federal adjustments (line 11 minus line 27)						
29 Less: a Net operating loss deduction						
b Special deductions						
c Total net operating loss and special deductions						
30 Taxable income (line 28 minus line 29c). The amount in the "Combined Income" column should be entered on line 2, Form 1120N						

6D3017 1.000