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## Return of Private Foundation

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

OMB No 1545-0052

2015

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

- 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](http://www.irs.gov/form990pf).

For calendar year 2015 or tax year beginning 6/1/2015, and ending 5/31/2016

Name of foundation

FLACH MUSIC FUND

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041City or town State ZIP code  
Winston Salem NC 27101-3818

Foreign country name Foreign province/state/county Foreign postal code

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 298,874 J Accounting method  Cash  Accrual  
 Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number

23-7711957

B Telephone number (see instructions)

(888) 730-4933

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ►   
 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ENVELOPE  
RECEIVED APR 2016

SCANNED OCT 17 2016

		(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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	6,320	6,181		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,475			
	b Gross sales price for all assets on line 6a	328,360			
	7 Capital gain net income (from Part IV, line 2)		14,475		
	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)	234	234		
	12 Total. Add lines 1 through 11	21,029	20,890	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	4,391	2,821		1,570
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	683			683
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	408	77		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	5,482	2,898	0	2,253
	25 Contributions, gifts, grants paid	13,000			13,000
	26 Total expenses and disbursements. Add lines 24 and 25	18,482	2,898	0	15,253
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	2,547			
	b Net investment income (if negative, enter -0-)		17,992		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2015)

G-14 8

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	3,769	6,593	6,593
	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)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	268,188	267,913	292,281
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► )			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item 1)	271,957	274,506	298,874
Net Assets or Fund Balances	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 ► )	0	0	
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	271,957	274,506	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	271,957	274,506	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	271,957	274,506	

**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	271,957
2	Enter amount from Part I, line 27a	2	2,547
3	Other increases not included in line 2 (itemize) ► Mutual Fund Timing Difference	3	88
4	Add lines 1, 2, and 3	4	274,592
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	86
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	274,506

**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 brck 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)
<b>1a</b> See Attached Statement					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(l) 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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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	14,475	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

Yes  No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	13,800	319,901	0 043138
2013	17,174	309,914	0 055415
2012	10,051	300,926	0 033400
2011	14,370	292,274	0 049166
2010	17,594	302,572	0 058148

2 Total of line 1, column (d)	2	0 239267
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 047853
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	300,461
5 Multiply line 4 by line 3	5	14,378
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	180
7 Add lines 5 and 6	7	14,558
8 Enter qualifying distributions from Part XII, line 4	8	15,253

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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	180
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3	Add lines 1 and 2	2	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	180
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	4	0
6	Credits/Payments	5	180
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	187
b	Exempt foreign organizations—tax withheld at source	6b	0
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments Add lines 6a through 6d	7	187
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	0
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	7
11	Enter the amount of line 10 to be <b>Credited to 2016 estimated tax</b> ► 7   <b>Refunded</b> ► 11	11	0

**Part VII-A Statements Regarding Activities**

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	X
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 ► \$ _____	2	X
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	3	X
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	4a	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? <i>If "Yes," attach a conformed copy of the changes</i>	4b	N/A
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	5	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	6	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	7	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?	PA	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	8b	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA	9	X
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	10	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	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? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N A Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no ► 888-730-4933 ZIP+4 ► 27101-3818	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes X No

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

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

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	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. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here		<input checked="" type="checkbox"/>		5b N/A
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?	N/A	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>				6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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**

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	Trustee SEE ATTACHED	3,762		
CHARLES T. NOONAN 526 WEST WALNUT STREET ALLENTOWN, PA 18101	CO-TRUSTEE 125	629		
-----				
-----				
-----				
-----				
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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				
-----				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000</b>				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 ►

**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	NONE	
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		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	292,719
b	Average of monthly cash balances	1b	12,318
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	305,037
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	305,037
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,576
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	300,461
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	15,023

**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	15,023
2a	Tax on investment income for 2015 from Part VI, line 5	2a	180
b	Income tax for 2015 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	180
3	Distributable amount before adjustments Subtract line 2c from line 1	3	14,843
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,843
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	14,843

**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	15,253
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	15,253
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	180
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		15,073

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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				14,843
2 Undistributed income, if any, as of the end of 2015			3,405	
a Enter amount for 2014 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 15,253			3,405	
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2015 distributable amount				11,848
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				2,995
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

**Part XIV** **Private Operating Foundations** (see instructions and Part VII-A, question 9)

NA

**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))

**NONE**

**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

**NONE**

**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

WELLS FARGO PHILANTHROPIC SERVICES 1 W 4TH ST 4T FLOOR WINSTON SALEM NC 27101-3818 (888) 234-1999

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

VIA WEBSITE: [HTTPS://WELLSFARGO.COM/PRIVATEFOUNDATIONGRANTS/ELACH](https://wellsfargo.com/privatefoundationgrants/elach)

### c Any submission deadlines

OCTOBER 31

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

TO BE ELIGIBLE, ORGANIZATIONS MUST BE A QUALIFIED 501(C)(3) AND SUBMIT APPLICATION THROUGH THE ONLINE FORM.

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Attached Statement				
<b>Total</b>				► 3a 13,000
<b>b Approved for future payment</b> NONE				
<b>Total</b>				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions )		
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities					
<b>5</b>	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory					
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue a <u>FUND EARNINGS</u>					
b						
c						
d						
e						
<b>12</b>	Subtotal Add columns (b), (d), and (e)		0		21,029	0
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				13	21,029

(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 )
Not Applicable	

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

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
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

**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

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

Signature of officer or trustee		Date	Title			
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN	
	JOSEPH J CASTRIANO		9/29/2016		P01251603	
	Firm's name ► PricewaterhouseCoopers, LLP	Firm's EIN ► 13-4008324				
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777	Phone no		412-355-6000			

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year****Recipient(s) paid during the year****Name**

ALLENTOWN SYMPHONY ASSOCIATION

**Street**

23 N 6TH STREET

<b>City</b> ALLENTOWN	<b>State</b> PA	<b>Zip Code</b> 18101	<b>Foreign Country</b>
--------------------------	--------------------	--------------------------	------------------------

<b>Relationship</b> NONE	<b>Foundation Status</b> PC
-----------------------------	--------------------------------

<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 5,000
---	------------------------

**Name**

COMMUNITY MUSIC SCHOOL

**Street**

23N 6TH STREET

<b>City</b> ALLENTOWN	<b>State</b> PA	<b>Zip Code</b> 18101	<b>Foreign Country</b>
--------------------------	--------------------	--------------------------	------------------------

<b>Relationship</b> NONE	<b>Foundation Status</b> PC
-----------------------------	--------------------------------

<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 3,000
---	------------------------

**Name**

LEHIGH VALLEY ITALIAN AMERICAN BAND

**Street**

519 E PAOLI STREET

<b>City</b> ALLENTOWN	<b>State</b> PA	<b>Zip Code</b> 18103	<b>Foreign Country</b>
--------------------------	--------------------	--------------------------	------------------------

<b>Relationship</b> NONE	<b>Foundation Status</b> PC
-----------------------------	--------------------------------

<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 3,000
---	------------------------

**Name**

SATORI

**Street**

2985 FAIRFIELD DR NORTH

<b>City</b> ALLENTOWN	<b>State</b> PA	<b>Zip Code</b> 18103	<b>Foreign Country</b>
--------------------------	--------------------	--------------------------	------------------------

<b>Relationship</b> NONE	<b>Foundation Status</b> PC
-----------------------------	--------------------------------

<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 2,000
---	------------------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
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**Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

	Amount	Long Term CG Distributions	Short Term CG Distributions	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
Description	CUSIP #														
1 T ROWE PRICE BLUE CHIP G	77854G108	X	0				1/27/2015	4/20/2016	5,165	5,143				0	-119
2 T ROWE PRICE SHORT TERM	77854T105	X					5/23/2011	4/20/2016	594	555				0	22
3 SPDR DJ WILSHIRE INTERN	78463X163	X					5/11/2016	5/11/2016	3,724	3,295				0	-33
4 STELLING CAPITAL STRAT	859175466						1/29/2014	1/12/2015	4,394	6,423				0	-429
5 E-TRACS AERIAN MLP INFR	802841848	X					2/5/2014	1/12/2015	2,050	2,994				0	-2,029
6 E-TRACS AERIAN MLP INFR	802841848	X					12/3/2015	1/25/2016	44,113	44,003				0	-944
7 VANGUARD TOTAL BOND M	921831825						1/25/2016	4/20/2016	166	152				0	-30
8 VANGUARD REIT UPER	922895533	X					8/26/2011	8/27/2015	24,180	25,324				0	-14
9 WFA CORE 8D FDI #344	949754581	X					8/26/2011	8/27/2015	13,103	14,987				0	-644
10 WELLS FARGO ADV HI INC-IN	949917528	X					5/25/2011	12/3/2015	16,413	18,497				0	-956
11 WFA ADV SHORT-TERM BOND	949917632	X					8/26/2011	12/3/2015	3,386	3,394				0	-8
12 WFA ADV SHORT-TERM BOND	949917632	X					1/27/2016	5/11/2016	3,201	2,980				0	221
13 AMER CENT SMALL CAP GRV	025083320	X					4/22/2016	5/11/2016	788	790				0	-2
14 ARTISAN INTERNATIONAL F	04314H402	X					1/27/2016	5/11/2016	790	790				0	-42
15 ARTISAN INTERNATIONAL F	04314H402	X					9/20/2013	12/3/2015	500	592				0	-92
16 ASHMORE EMERG MKTS CR	044820504	X					9/20/2013	12/3/2015	4,845	8,400				0	-1,555
17 ASHMORE EMERG MKTS CR	044820504	X					1/27/2016	4/20/2016	370	323				0	41
18 DODGE & COX INTL STOCK	256206103	X					1/27/2016	5/11/2016	972	907				0	-65
19 DODGE & COX INTL STOCK	256206103	X					9/20/2014	1/25/2016	4,745	5,000				0	-255
20 DODGE & COX INCOME FD	256210105	X					2/26/2008	1/25/2016	1,464	1,387				0	77
21 DODGE & COX INCOME FD	256210105	X					2/26/2008	4/20/2016	1,585	1,465				0	120
22 DODGE & COX INCOME FD	256210105	X					2/19/2013	1/25/2016	15,772	18,000				0	1,722
23 DODGE & COX STOCK FUND	256219100	X					2/5/2014	1/25/2016	4,072	4,500				0	-426
24 DODGE & COX STOCK FUND	256219100	X					5/23/2013	8/27/2015	4,767	4,985				0	-228
25 EATON VANCE FLOATING RA	277911481	X					11/26/2013	8/27/2015	239	243				0	-10
26 EATON VANCE FLOATING RA	277911481	X					11/26/2013	1/23/2015	1,000	1,074				0	-74
27 EATON VANCE FLOATING RA	277911481	X					9/6/2013	1/25/2016	5,785	5,785				0	-1,022
28 EATON VANCE FLOATING RA	277911481	X					11/26/2013	1/25/2016	5,136	5,681				0	-545
29 EATON VANCE FLOATING RA	277911481	X					1/27/2016	4/20/2016	1,135	1,091				0	474
30 FID ADV EMER MKTS INC-CI	315920702	X					8/24/2011	1/25/2016	4,239	3,76				0	53
31 JP MORGAN MID CAP VALUE	411511306	X					8/15/2012	1/25/2016	16,144	17,000				0	-856
32 HARBOR INTERNATI FDI	411511306	X					12/5/2012	1/25/2016	9,011	10,148				0	-1,137
33 HARBOR INTERNATI FDI	411511306	X					11/26/2013	1/25/2016	78	101				0	-23
34 HARBOR INTERNATI FDI	411511306	X					8/27/2015	1/25/2016	7,653	9,000				0	-347
35 HARBOR INTERNATI FDI	411511306	X					8/27/2016	1/25/2016	2,804	2,886				0	-218
36 ISHARES CORE S & P 500 ET	484287200	X					8/24/2011	1/25/2016	9,446	5,867				0	-3,570
38 ISHARES CORE S & P 500 ET	484287200	X					11/27/2012	1/25/2016	7,935	5,553				0	1,982
39 ISHARES CORE S & P 500 ET	484287200	X					11/26/2013	1/25/2016	4,156	4,910				0	146
40 ISHARES RUSSELL MID-CAP	484287459	X					8/15/2012	1/25/2016	6,653	4,980				0	1,673
41 ISHARES RUSSELL MID-CAP	484287459	X					5/23/2013	1/25/2016	8,678	7,991				0	-697
42 ISHARES RUSSELL MID-CAP	484287459	X					11/28/2012	1/25/2016	1,012	1,027				0	-15
43 ISHARES CORE S&SMALL	484287804	X					11/27/2012	1/25/2016	9,207	7,026				0	2,181
44 ISHARES CORE S&SMALL	484287804	X					5/23/2013	1/25/2016	6,336	5,609				0	-527
45 MFS VALUE FUND-CLASS 14	552983654	X					1/27/2016	4/20/2016	3,810	3,385				0	-425
46 OPENINNIMER DEVELOPING	683917464	X					9/5/2013	4/20/2016	882	965				0	-83
47 PIMCO FOREIGN BD FD USD	6933930882	X					8/26/2011	1/25/2016	500	499				0	1
48 PIMCO FOREIGN BD FD USD	6933930882	X					5/5/2008	1/25/2016	66	68				0	-2
49 PIMCO FOREIGN BD FD USD	6933930882	X					2/26/2008	1/25/2016	4,883	5,108				0	-226
50 PIMCO FOREIGN BD FD USD	6933930882	X					5/25/2011	1/25/2016	1,029	1,084				0	-55
51 PIMCO FOREIGN BD FD USD	6933930882	X					8/26/2011	1/25/2016	1,418	1,518				0	-100
52 PIMCO FOREIGN BD FD USD	6933930882	X					9/5/2013	1/25/2016	2,859	3,000				0	-141
53 T ROWE PRICE BLUE CHIP G	77954Q106	X					8/15/2012	1/25/2016	30,161	20,91				0	9,167
54 T ROWE PRICE BLUE CHIP G	77954Q106	X					8/27/2015	1/25/2016	3,658	4,000				0	-342

**Part I, Line 11 (990-PF) - Other Income**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	
1	FUND EARNINGS	234	234	234	0

**Part I, Line 16b (990-PF) - Accounting Fees**

		683	0	0	683
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	683			683

**Part I, Line 18 (990-PF) - Taxes**

		408	77	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	77	77		
2	PY EXCISE TAX DUE	144			
3	ESTIMATED EXCISE PAYMENTS	187			

**Part II, Line 13 (990-PF) - Investments - Other**

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	0
2	ARTISAN INTERNATIONAL FD I 662		0	16,373	17,245
3	ARTISAN MID CAP FUND-INSTL 1333		0	14,343	16,125
4	MET WEST TOTAL RETURN BOND CL I 51		0	24,232	24,435
5	FID ADV EMER MKTS INC- CL I 607		0	13,677	14,676
6	T ROWE PRICE REAL ESTATE FD 122		0	5,478	5,897
7	DODGE & COX INTL STOCK FD 1048		0	16,003	17,852
8	AMER CENT SMALL CAP GRWTH INST 334		0	7,316	8,285
9	MFS VALUE FUND-CLASS I 893		0	33,995	38,646
10	JP MORGAN MID CAP VALUE-I 758		0	13,966	15,993
11	DODGE & COX INCOME FD COM 147		0	15,942	17,171
12	HARBOR CAPITAL APRTION-INST 2012		0	34,773	37,806
13	STERLING CAPITAL STRATTON SMALL CA		0	6,979	8,130
14	VANGUARD REIT VIPER		0	9,045	12,216
15	VANGUARD INFLAT-PROT SEC'S-ADM 511		0	1,103	1,105
16	JPMORGAN HIGH YIELD FUND SS 3580		0	12,510	13,033
17	T ROWE PRICE INST FLOAT RATE 170		0	5,291	5,375
18	OPPENHEIMER DEVELOPING MKT-I 799		0	24,478	24,337
19	SPDR DJ WILSHIRE INTERNATIONAL REA		0	6,784	7,676
20	CREDIT SUISSE COMM RT ST-CO 2156		0	5,625	6,278

### **Part III (990-PF) - Changes in Net Assets or Fund Balances**

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#### **Line 3 - Other increases not included in Part III, Line 2**

<b>1</b>	<b>Mutual Fund Timing Difference</b>	<b>1</b>	<b>88</b>
<b>2</b>	<b>Total</b>	<b>2</b>	<b>88</b>

#### **Line 5 - Decreases not included in Part III, Line 2**

<b>1</b>	<b>Cost Basis Adjustment</b>	<b>1</b>	<b>10</b>
<b>2</b>	<b>PY Return of Capital Adjustment</b>	<b>2</b>	<b>76</b>
<b>3</b>	<b>Total</b>	<b>3</b>	<b>86</b>

## Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		3,431		0		0		0		0		0		0		0		0	
Amount																					
Description of Property Sold	CUISIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus	Expense of Sale	F MV as of 12/31/09	Excess of FMV Over Adjusted Basis	Adjusted Basis as of 12/31/09	Excess of FMV Over Adjusted Basis	Adjusted Basis	Cost or Other Basis Plus	Expense of Sale	Gain or Loss	F MV as of 12/31/09	Excess of FMV Over Adjusted Basis	Gains Minus Losses	
1 T ROWE PRICE BLUE CHIP G	77957Q106		12/3/2015	1/25/2016	88.1		0	1,000	5,143	22		0	0	0	0	0	-119		-119		
2 T ROWE PRICE SHORT TERM	77957P105		1/27/2016	4/20/2016	5,165		0	555	39			0	0	0	0	0	39		39		
3 SPDR DOWLSHIRE INTERNA	78463X863		5/2/2011	4/20/2016	59.4		0	3,295	429			0	0	0	0	0	429		429		
4 STELLING CAPITAL STRATI	658917K546		5/11/2016		3,724		0	6,423		-2,029		0	0	0	0	0	2,029		-2,029		
5 E-TRACS AERIAN MLP INFR	902641564		1/29/2014	11/20/2015	4,394		0	2,943	-944			0	0	0	0	0	-944		-944		
6 E-TRACS AERIAN MLP INFR	902641846		2/5/2014	11/20/2015	2,050		0	2,944	-944			0	0	0	0	0	-944		-944		
7 VANGUARD LONG TERM BOND MA	92193T835		1/23/2015	1/25/2016	44,313		0	44,003	310	0		0	0	0	0	0	310		310		
8 VANGUARD REIT VIPER	922908553		1/25/2016	4/20/2016	16		0	152	14			0	0	0	0	0	14		14		
9 IWA CORE BD #944	94975J581		8/26/2011	1/23/2015	24,680		0	25,324	-644			0	0	0	0	0	-644		-644		
10 WELLS FARGO ADV HI INC-IN	949917538		8/27/2011	8/27/2015	13,103		0	14,067	-864			0	0	0	0	0	-864		-864		
11 IWF ADV SHORT-TERM BOND	949917652		5/25/2011	1/23/2015	18,413		0	18,497	-84			0	0	0	0	0	-84		-84		
12 IWF ADV SHORT-TERM BOND	949917652		8/26/2011	1/23/2015	3,386		0	3,394	-8			0	0	0	0	0	-8		-8		
13 I AMER CENT SMALL CAP GR	025083320		1/27/2016	1/27/2016	3,201		0	2,980	-221			0	0	0	0	0	-221		-221		
14 ARTISAN INTERNATIONAL F	04314H402		4/22/2016	5/11/2016	78		0	780	2			0	0	0	0	0	2		2		
15 ARTISAN INTERNATIONAL F	04314H402		1/27/2016	5/11/2016	790		0	748	42			0	0	0	0	0	42		42		
16 ASHMORE EMERG MKTS CR	044820504		9/5/2013	1/23/2015	50		0	592	-92			0	0	0	0	0	-92		-92		
17 ASHMORE EMERG MKTS CR	044820504		9/5/2013	1/25/2016	4,845		0	6,400	-1,565			0	0	0	0	0	-1,565		-1,565		
18 DODGE & COX INTL STOCK	25626103		1/27/2016	4/20/2016	370		0	323	47			0	0	0	0	0	47		47		
19 DODGE & COX INTL STOCK	25626103		1/27/2016	5/11/2016	872		0	807	65			0	0	0	0	0	65		65		
20 DODGE & COX INCOME FD	256210105		9/3/2014	1/26/2016	4,745		0	5,000	-255			0	0	0	0	0	-255		-255		
21 DODGE & COX INCOME FD	256210105		2/26/2008	1/25/2016	1,464		0	1,387	77			0	0	0	0	0	77		77		
22 DODGE & COX INCOME FD	256210105		2/26/2008	4/20/2016	1,585		0	1,465	120			0	0	0	0	0	120		120		
23 DODGE & COX STOCK FUND	256219106		1/29/2013	1/25/2016	19,772		0	18,000	1,772			0	0	0	0	0	1,772		1,772		
24 DODGE & COX STOCK FUND	256219106		2/5/2014	1/25/2016	4,072		0	4,500	-428			0	0	0	0	0	-428		-428		
25 EATON VANCE FLOATING RA	277911491		5/23/2013	8/27/2015	4,767		0	4,985	-228			0	0	0	0	0	-228		-228		
26 EATON VANCE FLOATING RA	277911491		11/26/2013	12/3/2015	233		0	243	10			0	0	0	0	0	10		10		
27 EATON VANCE FLOATING RA	277911491		11/26/2013	1/25/2016	1,000		0	1,074	-74			0	0	0	0	0	-74		-74		
28 EATON VANCE FLOATING RA	277911491		9/6/2013	1/25/2016	9,978		0	11,000	-1,022			0	0	0	0	0	-1,022		-1,022		
29 EATON VANCE FLOATING RA	277911491		11/26/2013	1/25/2016	5,136		0	5,681	-545			0	0	0	0	0	-545		-545		
30 FID ADV EMERG MKTS INC-CL	315920702		1/27/2016	4/20/2016	1,135		0	1,061	74			0	0	0	0	0	74		74		
31 J P MORGAN MID CAP VALUE	339128100		1/27/2016	4/20/2016	429		0	376	-53			0	0	0	0	0	-53		-53		
32 HARBOR INTERNATIONAL FD	411511306		8/15/2012	1/26/2016	16,144		0	17,000	-956			0	0	0	0	0	-956		-956		
33 HARBOR INTERNATIONAL FD	411511306		12/5/2012	1/25/2016	9,011		0	10,148	-1,137			0	0	0	0	0	-1,137		-1,137		
34 HARBOR INTERNATIONAL FD	411511306		11/26/2013	1/25/2016	78		0	101	-23			0	0	0	0	0	-23		-23		
35 HARBOR INTERNATIONAL FD	411511306		8/21/2012	1/25/2016	7,653		0	9,000	-1,347			0	0	0	0	0	-1,347		-1,347		
36 HARBOR CAPITAL APRTN	411511504		12/7/2016	4/20/2016	2,804		0	2,586	218			0	0	0	0	0	218		218		
37 I SHARES CORE S & P 500 ET	484287200		8/24/2011	1/25/2016	9,446		0	5,867	3,579			0	0	0	0	0	3,579		3,579		
38 I SHARES CORE S & P 500 ET	484287200		11/27/2012	1/25/2016	7,935		0	5,935	1,982			0	0	0	0	0	1,982		1,982		
39 I SHARES CORE S & P 500 ET	484287200		11/26/2013	1/25/2016	4,156		0	4,010	146			0	0	0	0	0	146		146		
40 I SHARES RUSSELL MID-CAP	484287498		8/15/2012	1/25/2016	6,653		0	4,980	1,673			0	0	0	0	0	1,673		1,673		
41 I SHARES RUSSELL MID-CAP	484287498		8/21/2013	1/25/2016	6,878		0	7,991	-83			0	0	0	0	0	-83		-83		
42 I SHARES RUSSELL MID-CAP	484287498		11/26/2013	1/25/2016	1,012		0	1,027	-15			0	0	0	0	0	-15		-15		
43 I SHARES CORE S&P SMALL	484287804		11/27/2012	1/25/2016	9,207		0	7,026	2,181			0	0	0	0	0	2,181		2,181		
44 I SHARES CORE S&P SMALL	484287804		5/23/2013	1/25/2016	6,336		0	5,809	527			0	0	0	0	0	527		527		
45 MFS VALUE FUND-CLASS I #	5329833894		12/7/2016	4/20/2016	3,810		0	3,385	425			0	0	0	0	0	425		425		
46 OPPENHEIMER DEVELOPING	68339746504		9/5/2013	1/25/2016	882		0	965	-83			0	0	0	0	0	-83		-83		
47 FINCO FOREIGN BD-ED USD	6833950882		8/16/2011	1/23/2015	500		0	499	1			0	0	0	0	0	1		1		
48 FINCO FOREIGN BD-ED USD	6833950882		5/6/2008	1/25/2016	66		0	68	-2			0	0	0	0	0	-2		-2		
49 FINCO FOREIGN BD-ED USD	6833950882		2/26/2008	1/25/2016	4,882		0	5,108	-226			0	0	0	0	0	-226		-226		
50 FINCO FOREIGN BD-ED USD	6833950882		5/23/2013	1/25/2016	1,029		0	1,084	-55			0	0	0	0	0	-55		-55		
51 FINCO FOREIGN BD-ED USD	6833950882		8/26/2011	1/25/2016	1,418		0	1,518	-100			0	0	0	0	0	-100		-100		
52 FINCO FOREIGN BD-ED USD	6833950882		9/5/2013	1/25/2016	2,659		0	3,000	-425			0	0	0	0	0	-425		-425		
53 T ROWE PRICE BLUE CHIP G	77954Q106		8/27/2012	1/25/2016	3,658		0	20,491	9,671			0	0	0	0	0	9,671		9,671		
54 T ROWE PRICE BLUE CHIP G	77954Q106		8/27/2015	1/25/2016	3,658		0	4,000	-342			0	0	0	0	0	-342		-342		

**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

Wells Fargo Bank N A Trust Tax D								Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation SEE ATTAC	Benefits	Expense Account
1	CHARLES T NOONAN			X	1 W 4th St 4th Floor MAC D4000-0041	Winston Salem	NC	27101-3818						TRUSTEE	3.762			
					526 WEST WALNUT STREET	ALLENTOWN	PA	18101						CO-TRUSTEE	125	629		
2															4,391	0		

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	187
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	187

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2014 that remained undistributed at the beginning of the 2015 tax year	1	3,405
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	3,405

**Supplemental Information:**

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

Wells Fargo Bank N.A  
1 W 4<sup>th</sup> Street 4<sup>th</sup> Floor Mac 4000-041  
Winston-Salem, NC 27101-3818

The compensation reported in column (c) is calculated based on periodic market values and/or the applicable fee agreement. It is not determined solely on an hourly basis. Corporate Trustee services include, but are not limited to, administrative services such as fiduciary accounting, custody of assets, complying with tax filing requirements, complying with distribution provisions, and complying with federal and state laws applicable to private foundations, plus asset management services such as creating asset allocation strategies, investment reporting and reallocating and rebalancing of portfolios as necessary.