

Return of Private Foundation

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

2015

Open to Public Inspection

► 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.

For calendar year 2015 or tax year beginning

8/1/2015

, and ending

7/31/2016

Name of foundation

GRAHAM 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 D4000-041

City 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 foundationI Fair market value of all assets at
end of year (from Part II, col (c),
line 16) ► \$ 1,179,002J Accounting method Cash Accrual
 Other (specify) _____

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

A Employer identification number

25-6620864

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 ► 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)
	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	31,413	31,107		
	5a Gross rents				
	b Net rental income or (loss)				
Revenue	6a Net gain or (loss) from sale of assets not on line 10	80,832			
	b Gross sales price for all assets on line 6a	1,084,533			
	7 Capital gain net income (from Part IV, line 2)		80,832		
	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)	483	483		
	12 Total. Add lines 1 through 11	112,728	112,422	0	
	13 Compensation of officers, directors, trustees, etc	17,147	12,860		4,287
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	49			49
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	642	466		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8	8		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	17,846	13,334	0	4,336
	25 Contributions, gifts, grants paid	55,500			55,500
	26 Total expenses and disbursements. Add lines 24 and 25	73,346	13,334	0	59,836
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	39,382			
	b Net investment income (if negative, enter -0-)		99,088		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

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bill

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		37,613	52,643
	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)		175,005	
	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)		771,933	967,142
	14 Land, buildings, and equipment basis ►			1,126,359
	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)	984,551	1,019,785	1,179,002
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 ►)	0	0	
	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	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	984,551	1,019,785	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	984,551	1,019,785	
	31 Total liabilities and net assets/fund balances (see instructions)	984,551	1,019,785	

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	984,551
2 Enter amount from Part I, line 27a	2	39,382
3 Other increases not included in line 2 (itemize) ► See Attached Statement	3	912
4 Add lines 1, 2, and 3	4	1,024,845
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	5,060
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,019,785

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.)
1a	See Attached Statement				
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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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			
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	80,832	
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))
2014	59,570	1,198,295	0.049712
2013	54,540	1,192,574	0.045733
2012	44,210	1,161,249	0.038071
2011	59,849	1,114,456	0.053702
2010	62,537	1,178,445	0.053067

- 2 Total of line 1, column (d) 2 0.240285
- 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 0.048057
- 4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 4 1,126,210
- 5 Multiply line 4 by line 3 5 54,122
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 991
- 7 Add lines 5 and 6 7 55,113
- 8 Enter qualifying distributions from Part XII, line 4 8 59,836

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)

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

1c 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

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

6a 2015 estimated tax payments and 2014 overpayment credited to 2015 586

6b Exempt foreign organizations—tax withheld at source

6c Tax paid with application for extension of time to file (Form 8868)

6d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d 586

8 Enter any **penalty** for underpayment of estimated tax Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ► 405

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ► 0

11 Enter the amount of line 10 to be **Credited to 2016 estimated tax** ► Refunded ► 0

1	991
2	0
3	991
4	
5	991
6a	586
6b	
6c	
6d	
7	586
8	
9	405
10	0
11	0

Part VII-A Statements Regarding Activities

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? Yes No

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c Did the foundation file **Form 1120-POL** for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

1e 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

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA

8b 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*

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

1a	X
1b	X
1c	X
2	X
3	X
4a	X
4b	N/A
5	X
6	X
7	X
8b	X
9	X
10	X

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	► <input type="checkbox"/>
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 ►	Yes 16	No X

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

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

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 checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	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_____	3b	N/A
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)	4a	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	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?		

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 type="checkbox"/>			
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 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>			
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?			

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
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	Trustee SEE ATTACHED	13,578		
Noonan & Prokup, Charles T. Noonan, Esq. 526 Walnut Street Allentown, PA 18101-2394	CO-TRUSTEE 4 00	3,569		

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

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

Total number of other employees paid over \$50,000

► 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

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	1,054,799
b	Average of monthly cash balances	1b	88,561
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,143,360
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	1,143,360
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	17,150
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,126,210
6	Minimum investment return. Enter 5% of line 5	6	56,311

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	56,311
2a	Tax on investment income for 2015 from Part VI, line 5	2a	991
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	991
3	Distributable amount before adjustments Subtract line 2c from line 1	3	55,320
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	55,320
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	55,320

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	59,836
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	59,836
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	991
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	58,845

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				55,320
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only				
b Total for prior years 20____, 20____, 20____			10,626	
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 ► \$ 59,836				
a Applied to 2014, but not more than line 2a			10,626	
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				
e Remaining amount distributed out of corpus				49,210
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016			0	
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)				6,110
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)**N/A**

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				0
c	Qualifying distributions from Part XII, line 4 for each year listed				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities				0
e	Qualifying distributions made directly for active conduct of exempt activities				0
	Subtract line 2d from line 2c				0
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test—enter				
(1)	Value of all assets				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3)	Largest amount of support from an exempt organization				0
(4)	Gross investment income				0

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 Winston Salem, NC 27101-3818 (888) 234-1999

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

Apply Online at <https://www.wellsfargo.com/privatefoundationgrants/graham>

c Any submission deadlines

October 31st

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

Grant awards are limited to programs supporting the understanding and appreciation of music, and the education of music students and

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)				
<i>a. Paid during the year</i>				
See Attached Statement				
Total				► 3a 55,500
<i>b. Approved for future payment</i>				
NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

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	
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					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate				14	31,413
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	80,832
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a <u>OTHER INCOME</u>				01	483
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0			112,728
13 Total Add line 12, columns (b), (d), and (e)					112,728

(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	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ALLENTEWON MUSIC FESTIVALS

Street

824 WALNUT STREET SUITE 1

City ALLENTEWON	State PA	Zip Code 18102	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
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Name

ALLENTEWON SYMPHONY ASSOCIATION

Street

23 N 6TH ST

City ALLENTEWON	State PA	Zip Code 18101	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 14,000
--	------------------

Name

CAMERATA SINGERS

Street

P O BOX 4518

City ALLENTEWON	State PA	Zip Code 18105	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 5,000
--	-----------------

Name

COMMUNITY MUSIC SCHOOL

Street

23 N 6TH ST, 2ND FLOOR

City ALLENTEWON	State PA	Zip Code 18101	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 20,000
--	------------------

Name

LEHIGH VALLEY CHARTER SCHOOL FOR THE ARTS

Street

321 E 3RD ST

City BETHLEHEM	State PA	Zip Code 18015	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 5,000
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Name

SATORI LTD - MUSIC EDUCATION

Street

2985 FAIRFIELD DR NORTH

City ALLENTEWON	State PA	Zip Code 18103	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

GOOD SHEPHERD REHAB HOSPITAL

Street

850 S 5th St

City

ALLENTOWN

State

PA

Zip Code

18103

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

MUHLENBERG COLLEGE

Street

2400 W CHEW ST

City

ALLENTOWN

State

PA

Zip Code

18104

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,500

Name

TECHNE MUSIC ARTISTRY

Street

1234 MARKET ST

City

PHILADELPHIA

State

PA

Zip Code

19107

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

FRIENDS OF THE ALLEN TOWN PARKS

Street

2700 PARKWAY BLVD

City

ALLENTOWN

State

PA

Zip Code

18104

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

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

		483	483	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER NI INCOME - INCLUDABLE ON FORM 8960	483	483	

Part I, Line 16a (990-PF) - Legal Fees

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 ACCOUNTANT/LEGAL FEE	49			49

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

	642	466	0	0
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 Foreign Tax Withheld	466	466		
2 Estimated Excise Payments	176	-		

Part I, Line 23 (990-PF) - Other Expenses

		8	8	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	8	8		

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

			771,933	967,142	1,126,359
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			0	0	
2	BLACKROCK INC		0	4,105	4,761
3	FD ADV EMER MKTS INC- CL 1607		0	50,201	56,507
4	MONSANTO CO NEW		0	6,704	8,115
5	T ROWE PRICE REAL ESTATE FD 122		0	13,734	24,615
6	SHARES TR SMALLCAP 600 INDEX FD		0	43,291	63,567
7	JPMORGAN CHASE & CO		0	3,676	10,619
8	SHARES S&P MIDCAP 400 VALUE		0	50,559	62,833
9	SUNCOR ENERGY INC NEW F		0	6,905	7,992
10	SHARES S&P MIDCAP 400 GROWTH		0	52,992	63,778
11	MERCK & CO INC NEW		0	6,333	6,629
12	BERSHIRE HATHAWAY INC		0	9,246	10,532
13	ALPHABET INC/CA		0	7,310	7,688
14	COMCAST CORP CLASS A		0	8,107	10,088
15	VANGUARD REIT VIPER		0	42,000	50,940
16	LAS VEGAS SANDS CORP		0	6,672	6,483
17	CELANESE CORP		0	6,406	6,976
18	VANGUARD EMERGING MARKETS ETF		0	79,318	98,749
19	CITIGROUP INC		0	7,047	7,492
20	VANGUARD INFLAT-PROT SECS-ADM 511		0	7,914	8,073
21	AMERIPRISE FINL INC		0	5,875	6,230
22	JPMORGAN HIGH YIELD FUND SS 3580		0	45,929	48,907
23	T ROWE PRICE INST FLOAT RATE 170		0	20,034	19,712
24	EATON CORP PLC		0	3,760	4,756
25	VANGUARD BD INDEX FD INC		0	77,007	77,856
26	CME GROUP INC		0	5,679	8,077
27	SPDR DJ WILSHIRE INTERNATIONAL REA		0	25,245	29,357
28	VANGUARD INTERMEDIATE TERM B		0	76,087	79,064
29	VANGUARD EUROPE PACIFIC ETF		0	120,068	129,568
30	CREDIT SUISSE COMM RT ST-CO 2156		0	20,453	22,689
31	AFFILIATED MANAGERS GROUP INC		0	6,519	7,339
32	APPLE COMPUTER INC COM		0	15,213	16,778
33	BOEING COMPANY		0	8,918	10,158
34	CVS/CAREMARK CORPORATION		0	8,638	8,530
35	CISCO SYSTEMS INC		0	7,338	10,655
36	COGNIZANT TECH SOLUTIONS CRP COM		0	4,005	3,909
37	CUMMINS INC		0	5,149	7,243
38	DIAGEO PLC - ADR		0	4,977	4,429
39	WALT DISNEY CO		0	5,712	5,853
40	GILEAD SCIENCES INC		0	4,850	4,371
41	MICROSOFT CORP		0	7,078	13,206
42	PNC FINANCIAL SERVICES GROUP		0	6,937	6,695
43	ROCHE HOLDINGS LTD - ADR		0	8,389	8,440
44	SCHLUMBERGER LTD		0	6,674	7,810
45	T JX COS INC NEW		0	3,615	4,249
46	THERMO FISHER SCIENTIFIC INC		0	5,235	6,512

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

		771,933	967,142	1,126,359
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year
47	TOTAL FINA ELF S A ADR		0	6,366
48	UNION PACIFIC CORP		0	7,142
49	MCKESSON CORP		0	5,759
50	MANULIFE FINANCIAL CORP		0	6,252
51	UNITED PARCEL SERVICE-CL B		0	5,080
52	TARGET CORP		0	5,890
53	UNITEDHEALTH GROUP INC		0	5,182
54	HAIN CELESTIAL GROUP INC		0	3,567

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

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

1	Gain on PY Sales Settled in CY	1	268
2	Mutual Fund Timing Difference	2	644
3	Total	3	912

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

1	Loss on PY Sales Settled in CY	1	4,902
2	Cost Basis Adjustment	2	158
3	Total	3	5,060

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

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

	Amount	Long Term CG Distributions	Short Term CG Distributions	1,078,968	0	34	1,003,735	75,267	F M V as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adjusted Basis	0	0	0	75,267
Description of Property Sold															
770 BOEING CO	CUSIP # 097023105	Acquisition Method 1/26/2016	Date Acquired 4/20/2016	Date Sold 5/17/2016	Gross Sales Price 1,168	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 110	F M V as of 12/31/09 0	Adjusted Basis 0	Excess FMV Over Adjusted Basis 110	0	0	0
771 CME GROUP INC	CUSIP # 12572Q105	Acquisition Method 10/26/2013	Date Acquired 5/17/2016	Date Sold 5/17/2016	Gross Sales Price 566	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 458	F M V as of 12/31/09 0	Adjusted Basis 0	Excess FMV Over Adjusted Basis 108	0	0	0
772 CVS HEALTH CORPORATION	CUSIP # 126650100	Acquisition Method 4/20/2016	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 824	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 73	F M V as of 12/31/09 0	Adjusted Basis 0	Excess FMV Over Adjusted Basis 73	0	0	0
773 CHEVRON CORP	CUSIP # 166764100	Acquisition Method 12/13/2011	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 4,659	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 5,760	F M V as of 12/31/09 0	Adjusted Basis 0	Excess FMV Over Adjusted Basis 1,061	0	0	0
774 CISCO SYSTEMS INC	CUSIP # 17275R102	Acquisition Method 8/30/2012	Date Acquired 4/20/2016	Date Sold 4/20/2016	Gross Sales Price 765	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 514	F M V as of 12/31/09 0	Adjusted Basis 251	Excess FMV Over Adjusted Basis 251	0	0	0
775 CIT GROUP INC	CUSIP # 172867424	Acquisition Method 1/28/2016	Date Acquired 4/20/2016	Date Sold 5/17/2016	Gross Sales Price 598	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 598	F M V as of 12/31/09 0	Adjusted Basis 70	Excess FMV Over Adjusted Basis 70	0	0	0
776 COGNIZANT TECH SOLUTION	CUSIP # 192446102	Acquisition Method 3/16/2016	Date Acquired 5/17/2016	Date Sold 5/17/2016	Gross Sales Price 616	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 27	F M V as of 12/31/09 0	Adjusted Basis 0	Excess FMV Over Adjusted Basis 27	0	0	0
777 COMCAST CORP CLASS A	CUSIP # 20330M101	Acquisition Method 1/28/2016	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 931	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 811	F M V as of 12/31/09 0	Adjusted Basis 120	Excess FMV Over Adjusted Basis 120	0	0	0
778 CONOCOPHILLIPS	CUSIP # 20825C104	Acquisition Method 12/11/2010	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 939	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 467	F M V as of 12/31/09 0	Adjusted Basis 0	Excess FMV Over Adjusted Basis 467	0	0	0
780 CREDIT SUISSE COMM RET	CUSIP # 22544R905	Acquisition Method 1/28/2016	Date Acquired 5/17/2016	Date Sold 5/17/2016	Gross Sales Price 1,509	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 1,349	F M V as of 12/31/09 0	Adjusted Basis 168	Excess FMV Over Adjusted Basis 168	0	0	0
781 CUMMINS INC	CUSIP # 231021106	Acquisition Method 1/28/2016	Date Acquired 5/17/2016	Date Sold 5/17/2016	Gross Sales Price 682	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 524	F M V as of 12/31/09 0	Adjusted Basis 158	Excess FMV Over Adjusted Basis 158	0	0	0
782 DIADEMO PLC -ADR	CUSIP # 25243Q205	Acquisition Method 10/25/2013	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 532	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 655	F M V as of 12/31/09 0	Adjusted Basis 123	Excess FMV Over Adjusted Basis 123	0	0	0
783 DIADEMO PLC -ADR	CUSIP # 25243Q205	Acquisition Method 10/25/2013	Date Acquired 4/20/2016	Date Sold 4/20/2016	Gross Sales Price 780	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 917	F M V as of 12/31/09 0	Adjusted Basis 137	Excess FMV Over Adjusted Basis 137	0	0	0
784 WALT DISNEY CO	CUSIP # 254687006	Acquisition Method 1/28/2016	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 3,562	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 3,558	F M V as of 12/31/09 0	Adjusted Basis 4	Excess FMV Over Adjusted Basis 4	0	0	0
785 WALT DISNEY CO	CUSIP # 256210105	Acquisition Method 7/10/2015	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 92,993	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 95,000	F M V as of 12/31/09 0	Adjusted Basis 2,307	Excess FMV Over Adjusted Basis 2,307	0	0	0
787 EATON VANCE FLOATING RA	CUSIP # 277911491	Acquisition Method 9/5/2013	Date Acquired 9/5/2013	Date Sold 9/5/2013	Gross Sales Price 11,541	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 11,937	F M V as of 12/31/09 0	Adjusted Basis 446	Excess FMV Over Adjusted Basis 446	0	0	0
788 EATON VANCE FLOATING RA	CUSIP # 277911491	Acquisition Method 11/26/2013	Date Acquired 8/27/2015	Date Sold 8/27/2015	Gross Sales Price 5,648	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 5,865	F M V as of 12/31/09 0	Adjusted Basis 237	Excess FMV Over Adjusted Basis 237	0	0	0
789 EXXON MOBIL CORPORATION	CUSIP # 30231G102	Acquisition Method 8/15/2010	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 13,457	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 3,057	F M V as of 12/31/09 0	Adjusted Basis 10,400	Excess FMV Over Adjusted Basis 10,400	0	0	0
790 FID ADV ENER MKTS INC-CL	CUSIP # 31592D072	Acquisition Method 1/28/2016	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 4,032	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 3,788	F M V as of 12/31/09 0	Adjusted Basis 244	Excess FMV Over Adjusted Basis 244	0	0	0
791 FID ADV ENER MKTS INC-CL	CUSIP # 31592D072	Acquisition Method 1/28/2016	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 2,317	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 2,146	F M V as of 12/31/09 0	Adjusted Basis 171	Excess FMV Over Adjusted Basis 171	0	0	0
792 GENERAL ELECTRIC CO	CUSIP # 369604103	Acquisition Method 12/17/2011	Date Acquired 4/20/2016	Date Sold 4/20/2016	Gross Sales Price 8,043	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 4,736	F M V as of 12/31/09 0	Adjusted Basis 3,307	Excess FMV Over Adjusted Basis 3,307	0	0	0
793 GOLDMAN SACHS GROUP INC	CUSIP # 38141G104	Acquisition Method 1/28/2016	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 648	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 631	F M V as of 12/31/09 0	Adjusted Basis 17	Excess FMV Over Adjusted Basis 17	0	0	0
794 GOLDMAN SACHS GROUP INC	CUSIP # 38141G104	Acquisition Method 1/28/2016	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 3,900	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 4,103	F M V as of 12/31/09 0	Adjusted Basis 203	Excess FMV Over Adjusted Basis 203	0	0	0
795 HSEC - ADR	CUSIP # 404280406	Acquisition Method 7/22/2014	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 517	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 811	F M V as of 12/31/09 0	Adjusted Basis 294	Excess FMV Over Adjusted Basis 294	0	0	0
796 HSEC - ADR	CUSIP # 404280406	Acquisition Method 7/22/2014	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 3,105	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 3,950	F M V as of 12/31/09 0	Adjusted Basis 244	Excess FMV Over Adjusted Basis 244	0	0	0
797 HSEC - ADR	CUSIP # 404280406	Acquisition Method 7/22/2014	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 3,224	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 5,150	F M V as of 12/31/09 0	Adjusted Basis 1,906	Excess FMV Over Adjusted Basis 1,906	0	0	0
798 HSEC - ADR	CUSIP # 404280406	Acquisition Method 7/22/2015	Date Acquired 3/17/2016	Date Sold 3/17/2016	Gross Sales Price 1,128	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 1,536	F M V as of 12/31/09 0	Adjusted Basis 408	Excess FMV Over Adjusted Basis 408	0	0	0
799 HAIN CELESTIAL GROUP INC	CUSIP # 405217100	Acquisition Method 11/27/2012	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 563	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 416	F M V as of 12/31/09 0	Adjusted Basis 147	Excess FMV Over Adjusted Basis 147	0	0	0
800 HARBOR INTERNATIONAL FUND	CUSIP # 411511306	Acquisition Method 5/23/2013	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 3,360	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 77,000	F M V as of 12/31/09 0	Adjusted Basis 6,552	Excess FMV Over Adjusted Basis 6,552	0	0	0
801 HARBOR INTERNATIONAL FUND	CUSIP # 411511306	Acquisition Method 8/27/2015	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 21,433	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 25,000	F M V as of 12/31/09 0	Adjusted Basis 5,892	Excess FMV Over Adjusted Basis 5,892	0	0	0
802 INTEL CORP	CUSIP # 458140100	Acquisition Method 12/21/1982	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 18,012	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 16,643	F M V as of 12/31/09 0	Adjusted Basis 1,906	Excess FMV Over Adjusted Basis 1,906	0	0	0
803 INTERNATIONAL BUSINESS MACHINES CORP	CUSIP # 459200101	Acquisition Method 4/21/1999	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 15,982	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 15,302	F M V as of 12/31/09 0	Adjusted Basis 3,768	Excess FMV Over Adjusted Basis 3,768	0	0	0
804 ISHARES CORE & P 500 ETP	CUSIP # 462872020	Acquisition Method 5/17/2013	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 6,932	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 6,967	F M V as of 12/31/09 0	Adjusted Basis 380	Excess FMV Over Adjusted Basis 380	0	0	0
805 ISHARES BOXX \$ INVESTMENT FUND	CUSIP # 462874936	Acquisition Method 5/23/2013	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 6,792	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 6,633	F M V as of 12/31/09 0	Adjusted Basis 5,633	Excess FMV Over Adjusted Basis 5,633	0	0	0
806 ISHARES S&P MID-CAP 400 V	CUSIP # 462877075	Acquisition Method 9/15/2013	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 2,281	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 1,928	F M V as of 12/31/09 0	Adjusted Basis 353	Excess FMV Over Adjusted Basis 353	0	0	0
807 ISHARES S&P MID-CAP 400 V	CUSIP # 462877075	Acquisition Method 1/28/2016	Date Acquired 5/17/2016	Date Sold 5/17/2016	Gross Sales Price 1,719	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 1,500	F M V as of 12/31/09 0	Adjusted Basis 219	Excess FMV Over Adjusted Basis 219	0	0	0
808 ISHARES CORE & P SMALL	CUSIP # 462878024	Acquisition Method 5/23/2013	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 2,464	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 4,187	F M V as of 12/31/09 0	Adjusted Basis 4,187	Excess FMV Over Adjusted Basis 4,187	0	0	0
809 ISHARES CORE & P SMALL	CUSIP # 462878024	Acquisition Method 5/11/2016	Date Acquired 1/28/2016	Date Sold 1/28/2016	Gross Sales Price 5,084	Depreciation Allowed	Adjustments 0	Cost or Other Basis Plus Expense of Sale 0	Gain or Loss 5						

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax C	X	1 W 4th St 4th Floor MAC D4000-041 Winston Salem	NC	27101-3818			TRUSTEE	SEE ATTAC	13.578		
2	Noonan & Prokup, Charles T Noar	X	526 Walnut Street	Alientown	PA	18101-2394		CO-TRUSTEE	4 00	3.569		
										17.147		0

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

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

	Date	Amount
1	4/12/2016	410
2	7/12/2016	30
3		146
4		
5		
6		
7		586

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	10,626
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	10,626

Supplemental Information:

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

Wells Fargo Bank N.A
1 W 4th Street 4th 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.