Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: BUTLER, GWIN S. MEMORIAL FUND T U W

A Employer identification number: 93-6018358

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N.A. Trust Tax Dept - 100 N Main St MAC D4001-117
Room/suite:

B Telephone number (see instructions): (888) 730-4933

City or town, state or province, country, and ZIP or foreign postal code: Winston Salem NC 27101

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 870,468

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	24,731	20,425		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	27,285			
b	Gross sales price for all assets on line 6a 232,783				
7	Capital gain net income (from Part IV, line 2)		27,285		
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)				
12	**Total.** Add lines 1 through 11	[illegible]	[illegible]	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	12,692	11,423		1,269
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,119			1,119
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	246	246		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	84			84
24	**Total operating and administrative expenses.** Add lines 13 through 23	14,141	11,669	0	2,472
25	Contributions, gifts, grants paid	12,949			12,949
26	**Total expenses and disbursements.** Add lines 24 and 25	27,090	11,669	0	15,421
27	Subtract line 26 from line 12.				
a	**Excess of revenue over expenses and disbursements**	24,926			
b	**Net investment income** (if negative, enter -0-)		36,041		
c	**Adjusted net income** (if negative, enter -0-)			0	

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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	-4,835	35,156	35,156
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	741,420	724,716	835,312
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	736,585	759,872	870,468
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	736,585	759,872	
	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)	736,585	759,872	
	31	**Total liabilities and net assets/fund balances** (see instructions)	736,585	759,872	

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	736,585
2	Enter amount from Part I, line 27a	2	24,926
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	459
4	Add lines 1, 2, and 3	4	761,970
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,098
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	759,872

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See 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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	27,285
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	53,978	891,326	0.060559
2014	45,099	927,776	0 048610
2013	42,562	911,166	0.046712
2012	46,076	891,107	0.051706
2011	43,840	915,699	0.047876

2	**Total** of line 1, column (d)	2	0.255463
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 051093
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	0
8	Enter qualifying distributions from Part XII, line 4	8	0

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	721
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	721
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	721
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 721		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	721
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ **Refunded** ▶	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)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OR			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N.A Telephone no. ▶ 888-730-4933

Located at ▶ 100 N Main St MAC D4001-117 Winston Salem NC ZIP+4 ▶ 27101

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

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

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

			Yes	No
	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):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☒ Yes ☐ No			
	If "Yes," list the years ▶ 20 15 , 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	X	
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 15 , 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)*	3b	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 2016?	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))?	☐ Yes ☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☒ Yes ☐ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No	
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b** X (No)
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☒ Yes ☐ No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*		**6b** X (No)
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 100 N Main St MAC D4001-117 Winston Salem, NC 27	Trustee SEE ATTACHED	12,692		

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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	816,893
b	Average of monthly cash balances	1b	30,324
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	847,217
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	847,217
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	12,708
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	834,509
6	**Minimum investment return.** Enter 5% of line 5	6	41,725

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	41,725
2a	Tax on investment income for 2016 from Part VI, line 5	2a	721		
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	721
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	41,004
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	41,004
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	41,004

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	15,421
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	15,421
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	15,421

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				41,004
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			29,019	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 15,421				
a Applied to 2015, but not more than line 2a			15,421	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	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 2015. Subtract line 4a from line 2a. Taxable amount—see instructions			13,598	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				41,004
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **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 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
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. 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.

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ 3a	12,949
b *Approved for future payment*				
NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	24,731	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	27,285	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		52,016	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	52,016

(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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

SVP | 8/29/2017 | SVP Wells Fargo Bank N A.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		8/29/2017		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 ASHLAND LODGE 944 BPOE				
Street P O. BOX 569				
City ASHLAND	**State** OR	**Zip Code** 97520	**Foreign Country**	
Relationship NONE	**Foundation Status** NC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 12,949
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**
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**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

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

	Amount
Long Term CG Distributions	845
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	232,783	205,498	2
Other sales	0	0	

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	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
1	AMEX ENERGY SELECT SPD	81369Y506	X				8/28/2015	4/20/2016	132	130				0	
2	AMEX ENERGY SELECT SPD	81369Y506	X				8/28/2015	11/16/2016	1,642	1,499				0	
3	AMEX ENERGY SELECT SPD	81369Y506	X				8/23/2016	11/16/2016	1,928	1,896				0	
4	AMEX ENERGY SELECT SPD	81369Y506	X				6/28/2010	11/16/2016	2,356	1,721				0	
5	FINANCIAL SELECT SECTOR	81369Y605	X				8/28/2015	4/20/2016	3,159	3,189				0	
6	FINANCIAL SELECT SECTOR	81369Y605	X				6/19/2014	5/31/2016	858	824				0	
7	VANGUARD SHORT TERM BO	921937827	X				7/21/2011	8/23/2016	9,614	9,684				0	
8	VANGUARD SHORT TERM BO	921937827	X				7/1/2011	8/23/2016	11,472	11,477				0	
9	VANGUARD FTSE DEVELOPE	921943858	X				10/21/2014	5/11/2016	905	955				0	
10	VANGUARD FTSE DEVELOPE	921943858	X				11/10/2015	5/11/2016	2,208	2,285				0	
11	VANGUARD FTSE DEVELOPE	921943858	X				4/20/2016	5/11/2016	2,788	2,895				0	
12	VANGUARD FTSE DEVELOPE	921943858	X				1/20/2015	5/11/2016	3,801	3,996				0	
13	VANGUARD FTSE DEVELOPE	921943858	X				1/20/2015	8/23/2016	8,453	8,563				0	
14	VANGUARD FTSE DEVELOPE	921943858	X				2/13/2013	8/23/2016	16,605	16,187				0	
15	VANGUARD INFLAT-PROT SE	922031737	X				5/13/2016	8/23/2016	913	897				0	
16	VANGUARD INFLAT-PROT SE	922031737	X				4/22/2016	8/23/2016	463	449				0	
17	EATON VANCE GLOBAL MAC	277923728	X				10/27/2015	4/20/2016	513	520				0	
18	FID ADV EMER MKTS INC- CL	315920702	X				9/21/2013	4/20/2016	488	515				0	
19	ISHARES S&P MID-CAP 400 G	464287606	X				6/19/2014	8/23/2016	1,958	1,713				0	
20	FINANCIAL SELECT SECTOR	81369Y605	X				8/28/2015	5/31/2016	167	165				0	
21	FINANCIAL SELECT SECTOR	81369Y605	X				10/21/2014	5/31/2016	143	136				0	
22	AMEX INDUSTRIAL SPDR	81369Y704	X				10/21/2014	3/4/2016	1,127	1,100				0	
23	AMEX INDUSTRIAL SPDR	81369Y704	X				10/21/2014	4/20/2016	959	890				0	
24	AMEX INDUSTRIAL SPDR	81369Y704	X				8/28/2015	4/20/2016	1,185	1,084				0	
25	AMEX TECHNOLOGY SELECT	81369Y803	X				6/19/2014	4/20/2016	1,195	1,038				0	
26	AMEX TECHNOLOGY SELECT	81369Y803	X				3/4/2016	4/20/2016	1,416	1,355				0	
27	AMEX TECHNOLOGY SELECT	81369Y803	X				10/21/2014	4/20/2016	1,948	1,688				0	
28	AMEX TECHNOLOGY SELECT	81369Y803	X				8/23/2016	11/16/2016	610	614				0	
29	REAL ESTATE SELECT SECT	81369Y860	X				9/22/2016	10/7/2016	8	8				0	
30	VANGUARD INTERMEDIATE T	921937819	X				5/11/2016	8/23/2016	528	520				0	
31	VANGUARD SHORT TERM BO	921937827	X				2/24/2012	4/20/2016	10,218	10,310				0	
32	VANGUARD SHORT TERM BO	921937827	X				6/30/2011	4/20/2016	18,586	18,729				73	
33	VANGUARD SHORT TERM BO	921937827	X				6/30/2011	8/23/2016	2,666	2,676				0	
34	CONSUMER STAPLES SECTO	81369Y308	X				12/10/2010	5/31/2016	1,318	729				0	
35	CONSUMER STAPLES SECTO	81369Y308	X				1/28/2011	5/31/2016	1,687	930				0	
36	CONSUMER STAPLES SECTO	81369Y308	X				8/23/2016	12/1/2016	1,454	1,595				141	
37	CONSUMER STAPLES SECTO	81369Y308	X				11/16/2016	12/1/2016	3,308	3,355				0	
38	AMEX CONSUMER DISCR SP	81369Y407	X				10/28/2014	4/20/2016	239	201				0	
39	AMEX CONSUMER DISCR SP	81369Y407	X				8/28/2015	4/20/2016	1,516	1,436				0	
40	AMEX CONSUMER DISCR SP	81369Y407	X				10/21/2014	4/20/2016	1,356	1,116				0	
41	AMEX ENERGY SELECT SPD	81369Y506	X				10/21/2014	4/20/2016	593	764				0	
42	AMEX ENERGY SELECT SPD	81369Y506	X				10/28/2014	4/20/2016	1,120	1,444				0	
43	ISHARES S&P MID-CAP 400 G	464287606	X				8/17/2011	8/23/2016	1,424	791				0	
44	ISHARES S&P MID-CAP 400 V	464287705	X				7/22/2015	4/20/2016	2,661	2,658				0	
45	ISHARES S&P MID-CAP 400 V	464287705	X				6/19/2014	8/23/2016	2,559	2,399				0	
46	ISHARES S&P MID-CAP 400 V	464287705	X				7/22/2015	8/23/2016	943	886				0	
47	ISHARES S&P MID-CAP 400 V	464287705	X				4/23/2014	8/23/2016	539	462				0	
48	ISHARES CORE S&P SMALL-C	464287804	X				7/22/2015	4/20/2016	803	825				0	
49	ISHARES CORE S&P SMALL-C	464287804	X				12/10/2010	5/11/2016	4,632	2,796				0	
50	ISHARES CORE S&P SMALL-C	464287804	X				7/22/2015	5/11/2016	6,100	6,365				0	
51	ISHARES CORE S&P SMALL-C	464287804	X				11/4/2011	5/11/2016	7,004	4,192				0	
52	NEUBERGER BERMAN LONG	64128R608	X				6/23/2014	8/23/2016	7,949	8,030				0	
53	T ROWE PRICE REAL ESTATE	779919109	X				4/22/2016	8/23/2016	837	783				0	
54	SPDR DJ WILSHIRE INTERNA	78463X863	X				4/21/2011	4/20/2016	890	847				0	
55	SPDR DJ WILSHIRE INTERNA	78463X863	X				12/10/2010	8/23/2016	3,867	3,603				0	
56	SPDR DJ WILSHIRE INTERNA	78463X863	X				4/21/2011	8/23/2016	1,504	1,412				0	
57	SPDR DJ WILSHIRE INTERNA	78463X863	X				6/22/2011	8/23/2016	2,492	2,301				0	
58	ISHARES S&P MID-CAP 400 G	464287606	X				7/22/2015	8/23/2016	890	859				0	
59	CONSUMER STAPLES SECTO	81369Y308	X				12/10/2010	4/20/2016	1,584	874				0	
60	VANGUARD FTSE EMERGING	922042858	X				2/27/2013	4/20/2016	1,774	2,252				0	
61	VANGUARD FTSE EMERGING	922042858	X				2/13/2013	4/20/2016	106	134				0	
62	VANGUARD FTSE EMERGING	922042858	X				2/13/2013	8/23/2016	11,981	14,075				0	
63	VANGUARD FTSE EMERGING	922042858	X				8/17/2011	8/23/2016	4,739	5,419				0	
64	VANGUARD REIT VIPER	922908553	X				7/22/2015	4/20/2016	499	468				0	
65	VANGUARD REIT VIPER	922908553	X				7/22/2015	8/23/2016	3,300	2,878				0	
66	VANGUARD REIT VIPER	922908553	X				5/27/2009	8/23/2016	16,588	5,120				0	1
67	VANGUARD REIT VIPER	922908553	X				5/27/2009	10/3/2016	11,625	3,722				0	
68	SPDR DJ WILSHIRE INTERNA	78463X863	X				6/22/2011	10/3/2016	3,936	3,769				0	
69	SPDR DJ WILSHIRE INTERNA	78463X863	X				1/28/2011	10/3/2016	580	539				0	
70	AMEX MATERIALS SPDR	81369Y100	X				10/28/2014	4/20/2016	1,036	1,048				0	
71	HEALTH CARE SELECT SECT	81369Y209	X				8/28/2015	4/20/2016	2,064	2,085				0	
72	HEALTH CARE SELECT SECT	81369Y209	X				10/28/2014	4/20/2016	2 135	1 964				0	

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

	Amount
Long Term CG Distributions	845
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	232,783	205,498	2
Other sales	0	0	

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	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
73	CONSUMER STAPLES SECT(	81369Y308	X				8/28/2015	3/4/2016	362	333				0	
74	CONSUMER STAPLES SECT(	81369Y308	X				12/10/2010	3/4/2016	932	525				0	

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,119	0	0	1,119
1	TAX PREP FEES	1,119			1,119

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		246	246	0	0
1	FOREIGN TAXES WITHHELD	246	246		

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

		84	0	0	84
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	84	0		84

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
			741,420	724,716	835,312
1				0	
2	CONSUMER STAPLES SECTOR SPDR TR		0	7,006	11,066
3	AMEX FINANCIAL SELECT SPDR		0	25,839	33,829
4	AMEX MATERIALS SPDR		0	4,182	6,063
5	AMEX TECHNOLOGY SELECT SPDR		0	27,735	47,731
6	AMEX ENERGY SELECT SPDR		0	5,841	8,436
7	MERGER FUND-INST #301		0	15,412	15,469
8	FID ADV EMER MKTS INC- CL I 607		0	41,610	42,094
9	T ROWE PRICE REAL ESTATE FD 122		0	23,910	24,714
10	ISHARES TR SMALLCAP 600 INDEX FD		0	22,682	39,056
11	ISHARES S&P MIDCAP 400 VALUE		0	17,943	38,045
12	EATON VANCE GLOBAL MACRO - I		0	26,364	26,136
13	ISHARES S&P MIDCAP 400 GROWTH		0	15,405	35,893
14	AMEX INDUSTRIAL SPDR		0	13,268	23,519
15	AMEX HEALTH CARE SPDR		0	23,515	33,022
16	AMEX CONSUMER DISCR SPDR		0	15,258	27,676
17	ASG GLOBAL ALTERNATIVES-Y 1993		0	17,728	15,873
18	REAL ESTATE SELECT SECT SPDR		0	5,762	5,443
19	VANGUARD REIT VIPER		0	1,371	4,044
20	AQR MANAGED FUTURES STR-I		0	26,137	23,724
21	VANGUARD EMERGING MARKETS ETF		0	28,045	24,366
22	VANGUARD INFLAT-PROT SECS-ADM 511		0	8,583	8,335
23	JPMORGAN HIGH YIELD FUND SS 3580		0	37,544	37,260
24	T ROWE PRICE INST FLOAT RATE 170		0	15,482	15,460
25	BLACKROCK GL L/S CREDIT-INS #1833		0	31,535	31,185
26	VANGUARD BD INDEX FD INC		0	70,725	69,995
27	SPDR DJ WILSHIRE INTERNATIONAL REA		0	11,838	11,510
28	VANGUARD INTERMEDIATE TERM B		0	94,603	92,623
29	VANGUARD EUROPE PACIFIC ETF		0	42,775	42,679
30	NEUBERGER BERMAN LONG SH-INS #183		0	22,057	22,040
31	CREDIT SUISSE COMM RT ST-CO 2156		0	24,561	18,026

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

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

1	MF TIMING DIFFERENCE	1	177
2	FEDERAL EXCISE TAX REFUND	2	282
3	Total	3	459

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

1	COST BASIS ADJUSTMENT	1	205
2	MF TIMING DIFFERENCE	2	409
3	PY RETURN OF CAPITAL ADJUSTMENT	3	375
4	Loss on PY Sales Settled in CY	4	1,109
5	Total	5	2,098

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

	Amount
Long Term CG Distributions	845
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minu Excess FMV C Adj Basis or Lo
						231,938	0	214	205,712	26,440	0	0	0	2
1	AMEX ENERGY SELECT SPD	81369Y506		8/28/2015	4/20/2016	132		0	130	2	0	0	0	
2	AMEX ENERGY SELECT SPD	81369Y506		8/28/2015	11/16/2016	1,642		0	1,499	143	0	0	0	
3	AMEX ENERGY SELECT SPD	81369Y506		8/23/2016	11/16/2016	1,928		0	1,896	32	0	0	0	
4	AMEX ENERGY SELECT SPD	81369Y506		6/28/2010	11/16/2016	2,356		0	1,721	635	0	0	0	
5	FINANCIAL SELECT SECTOR	81369Y605		8/28/2015	4/20/2016	3,159		0	3,189	-30	0	0	0	
6	FINANCIAL SELECT SECTOR	81369Y605		6/19/2014	5/31/2016	858		0	824	34	0	0	0	
7	VANGUARD SHORT TERM BO	921937827		7/21/2011	8/23/2016	9,614		0	9,684	-70	0	0	0	
8	VANGUARD SHORT TERM BO	921937827		7/1/2011	8/23/2016	11,472		0	11,477	-5	0	0	0	
9	VANGUARD FTSE DEVELOPE	921943858		10/21/2014	5/11/2016	905		0	955	-50	0	0	0	
10	VANGUARD FTSE DEVELOPE	921943858		11/10/2015	5/11/2016	2,208		0	2,285	-77	0	0	0	
11	VANGUARD FTSE DEVELOPE	921943858		4/20/2016	5/11/2016	2,788		0	2,895	-107	0	0	0	
12	VANGUARD FTSE DEVELOPE	921943858		1/20/2015	5/11/2016	3,801		0	3,996	-195	0	0	0	
13	VANGUARD FTSE DEVELOPE	921943858		1/20/2015	8/23/2016	8,453		0	8,563	-110	0	0	0	
14	VANGUARD FTSE DEVELOPE	921943858		2/13/2013	8/23/2016	16,605		0	16,187	418	0	0	0	
15	VANGUARD INFLAT-PROT SE	922031737		5/13/2016	8/23/2016	913		0	897	16	0	0	0	
16	VANGUARD INFLAT-PROT SE	922031737		4/22/2016	8/23/2016	463		0	449	14	0	0	0	
17	EATON VANCE GLOBAL MAC	277923728		10/27/2015	4/20/2016	513		0	520	-7	0	0	0	
18	FID ADV EMER MKTS INC- CL	315920702		9/21/2013	4/20/2016	488		0	515	-27	0	0	0	
19	ISHARES S&P MID-CAP 400 G	464287606		6/19/2014	8/23/2016	1,958		0	1,713	245	0	0	0	
20	FINANCIAL SELECT SECTOR	81369Y605		8/28/2015	5/31/2016	167		0	165	2	0	0	0	
21	FINANCIAL SELECT SECTOR	81369Y605		10/21/2014	5/31/2016	143		0	136	7	0	0	0	
22	AMEX INDUSTRIAL SPDR	81369Y704		10/21/2014	3/4/2016	1,127		0	1,100	27	0	0	0	
23	AMEX INDUSTRIAL SPDR	81369Y704		10/21/2014	4/20/2016	959		0	890	69	0	0	0	
24	AMEX INDUSTRIAL SPDR	81369Y704		8/28/2015	4/20/2016	1,185		0	1,084	101	0	0	0	
25	AMEX TECHNOLOGY SELECT	81369Y803		6/19/2014	4/20/2016	1,195		0	1,038	157	0	0	0	
26	AMEX TECHNOLOGY SELECT	81369Y803		3/4/2016	4/20/2016	1,416		0	1,355	61	0	0	0	
27	AMEX TECHNOLOGY SELECT	81369Y803		10/21/2014	4/20/2016	1,948		0	1,688	260	0	0	0	
28	AMEX TECHNOLOGY SELECT	81369Y803		8/23/2016	11/16/2016	610		0	614	-4	0	0	0	
29	REAL ESTATE SELECT SECT	81369Y860		9/22/2016	10/7/2016	8		0	8	0	0	0	0	
30	VANGUARD INTERMEDIATE	921937819		5/11/2016	8/23/2016	528		0	520	8	0	0	0	
31	VANGUARD SHORT TERM BO	921937827		2/24/2012	4/20/2016	10,218		0	10,310	-92	0	0	0	
32	VANGUARD SHORT TERM BO	921937827		6/30/2011	4/20/2016	18,586		73	18,729	-70	0	0	0	
33	VANGUARD SHORT TERM BO	921937827		6/30/2011	8/23/2016	2,666		0	2,676	-10	0	0	0	
34	CONSUMER STAPLES SECTO	81369Y308		12/10/2010	5/31/2016	1,318		0	729	589	0	0	0	
35	CONSUMER STAPLES SECTO	81369Y308		1/28/2011	5/31/2016	1,687		0	930	757	0	0	0	
36	CONSUMER STAPLES SECTO	81369Y308		8/23/2016	12/1/2016	1,454		141	1,595	0	0	0	0	
37	CONSUMER STAPLES SECTO	81369Y308		11/16/2016	12/1/2016	3,308		0	3,355	-47	0	0	0	
38	AMEX CONSUMER DISCR SP	81369Y407		10/28/2014	4/20/2016	239		0	201	38	0	0	0	
39	AMEX CONSUMER DISCR SP	81369Y407		8/28/2015	4/20/2016	1,516		0	1,436	80	0	0	0	
40	AMEX CONSUMER DISCR SP	81369Y407		10/21/2014	4/20/2016	1,356		0	1,116	240	0	0	0	
41	AMEX ENERGY SELECT SPD	81369Y506		10/21/2014	4/20/2016	593		0	764	-171	0	0	0	
42	AMEX ENERGY SELECT SPD	81369Y506		10/28/2014	4/20/2016	1,120		0	1,444	-324	0	0	0	
43	ISHARES S&P MID-CAP 400 G	464287606		8/17/2011	8/23/2016	1,424		0	791	633	0	0	0	
44	ISHARES S&P MID-CAP 400 V	464287705		7/22/2015	4/20/2016	2,661		0	2,658	3	0	0	0	
45	ISHARES S&P MID-CAP 400 V	464287705		6/19/2014	8/23/2016	2,559		0	2,399	160	0	0	0	
46	ISHARES S&P MID-CAP 400 V	464287705		7/22/2015	8/23/2016	943		0	886	57	0	0	0	
47	ISHARES S&P MID-CAP 400 V	464287705		4/23/2014	8/23/2016	539		0	482	57	0	0	0	
48	ISHARES CORE S&P SMALL-	464287804		7/22/2015	4/20/2016	803		0	825	-22	0	0	0	
49	ISHARES CORE S&P SMALL-	464287804		12/10/2010	5/11/2016	4,632		0	2,796	1,836	0	0	0	
50	ISHARES CORE S&P SMALL-	464287804		7/22/2015	5/11/2016	6,100		0	6,365	-265	0	0	0	
51	ISHARES CORE S&P SMALL-	464287804		11/4/2011	5/11/2016	7,004		0	4,192	2,812	0	0	0	
52	NEUBERGER BERMAN LONG	64128R608		6/23/2014	8/23/2016	7,949		0	8,030	-81	0	0	0	
53	T ROWE PRICE REAL ESTAT	779919109		4/22/2016	8/23/2016	837		0	783	54	0	0	0	
54	SPDR DJ WILSHIRE INTERNA	78463X863		4/21/2011	4/20/2016	890		0	847	43	0	0	0	
55	SPDR DJ WILSHIRE INTERNA	78463X863		12/10/2010	8/23/2016	3,867		0	3,603	264	0	0	0	
56	SPDR DJ WILSHIRE INTERNA	78463X863		4/21/2011	8/23/2016	1,504		0	1 412	92	0	0	0	
57	SPDR DJ WILSHIRE INTERNA	78463X863		6/22/2011	8/23/2016	2,492		0	2,301	191	0	0	0	
58	ISHARES S&P MID-CAP 400 G	464287606		7/22/2015	8/23/2016	890		0	859	31	0	0	0	
59	CONSUMER STAPLES SECTO	81369Y308		12/10/2010	4/20/2016	1,584		0	874	710	0	0	0	
60	VANGUARD FTSE EMERGING	922042858		2/27/2013	4/20/2016	1,774		0	2,252	-478	0	0	0	
61	VANGUARD FTSE EMERGING	922042858		2/13/2013	4/20/2016	106		0	134	-28	0	0	0	
62	VANGUARD FTSE EMERGING	922042858		2/13/2013	8/23/2016	11,981		0	14,075	-2,094	0	0	0	
63	VANGUARD FTSE EMERGING	922042858		8/17/2011	8/23/2016	4,739		0	5,419	-680	0	0	0	
64	VANGUARD REIT VIPER	922908553		7/22/2015	4/20/2016	499		0	468	31	0	0	0	
65	VANGUARD REIT VIPER	922908553		7/22/2015	8/23/2016	3,300		0	2,878	422	0	0	0	
66	VANGUARD REIT VIPER	922908553		5/27/2009	8/23/2016	16,588		0	5,120	11,468	0	0	0	1
67	VANGUARD REIT VIPER	922908553		5/27/2009	10/3/2016	11,625		0	3,722	7,903	0	0	0	
68	SPDR DJ WILSHIRE INTERNA	78463X863		6/22/2011	10/3/2016	3,936		0	3 769	167	0	0	0	
69	SPDR DJ WILSHIRE INTERNA	78463X863		1/28/2011	10/3/2016	580		0	539	41	0	0	0	

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

	Amount
Long Term CG Distributions	845
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minu Excess FMV (Adj Basis or Lo
						231,938	0	214	205,712	26,440	0	0	0	2(
70	AMEX MATERIALS SPDR	81369Y100		10/28/2014	4/20/2016	1,036		0	1,048	-12	0	0	0	
71	HEALTH CARE SELECT SECT	81369Y209		8/28/2015	4/20/2016	2,064		0	2,085	-21	0	0	0	
72	HEALTH CARE SELECT SECT	81369Y209		10/28/2014	4/20/2016	2,135		0	1,964	171	0	0	0	
73	CONSUMER STAPLES SECT(	81369Y308		8/28/2015	3/4/2016	362		0	333	29	0	0	0	
74	CONSUMER STAPLES SECT(	81369Y308		12/10/2010	3/4/2016	932		0	525	407	0	0	0	

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
										12,692		0
1	Wells Fargo Bank N A Trust Tax D	X	100 N Main St MAC D4001-117	Winston Salem	NC	27101		TRUSTEE	SEE ATTAC	12,692		

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

		Date		Amount
1	Credit from prior year return		1	72
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments	5/10/2017	6	649
7	Total		7	721

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

1	Distributable amounts for 2015 that remained undistributed at the beginning of the 2016 tax year	1	29,019
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	29,019

PRICEWATERHOUSECOOPERS

PricewaterhouseCoopers LLP
600 Grant Street
51ST Floor
15219-2777
Tel. 412 355 6000
Fax 412.355 7576

9/13/17 14:59

To DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE CENTER
OGDEN, UT 84201-0027

WF 9414 8106 9994 5025 6022 19

Subject 2016 Transmittal of Form 990PF

We have enclosed tax returns listed on pages 1 through 1
Please sign and return this page as a receipt

Account ID	Account Name	Tax ID	No Tax Due	Admin ID
390360	BUTLER, GWIN S. MEMORIAL FUND T	93-6018358	0.00	6428
		Total Money:	0.00	

Instructions Please acknowledge the receipt of the enclosed return(s) and check(s), and return the copy in the envelope provided

Sincerely,

Acknowledgement

103 SEP 20 2017 OSC
OGDEN UT

Account Name: Gwin S. Butler **EIN: 93-6018358**

Attachment to Form 990-PF
Part VII-A, Question 5(c), page 5

Expenditure Responsibility Statement
for the year 2016

Pursuant to Treasury Regulation § 53.4945-5(d)(2), the Foundation provides the following information:

(i) **The name and address of the grantee:**
Ashland Lodge 944 BPOE
Butler Fund
PO Box 569
Ashland, OR 97520

(ii) **The date(s) and amount(s) of the grant(s):**
3/31/16 $4,750.21
6/30/16 $2,544.02
9/30/16 $2,647.54
12/28/16 $3,007.01

(iii) **The specific purpose(s) of the grant(s):**
Low income children's dental program, Optometry program for low income adults, local food distribution,

(iv) **The amounts expended by the grantee (based upon the most recent report received from the grantee):**
The grantee reported that the funds were used for the purpose intended.

(v) **Whether the grantee has diverted any portion of the funds (or the income therefrom in the case of an endowment grant) from the purpose of the grant (to the knowledge of the Foundation as grantor):**
To the Foundation's knowledge, no funds have been diverted to any activity other than the activity for which the grant was originally made.

(vi) **The dates of report(s) received from the grantee:**
March 28, 2017

(vii) **The date and results of any verification of the grantee's reports undertaken pursuant to and to the extent required under Treasury Regulation § 53.4945-5(c)(1) by the Foundation as the grantor or by others at the direction of the Foundation:**
March 28, 2017
The Foundation has no reason to doubt the accuracy or reliability of information supplied by the grantee; therefore, the Foundation did not undertake or direct independent verification.

Supplemental Information:

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

Wells Fargo Bank N.A
100 N Main Street Mac 4001-117
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.

Account Name: BUTLER, GWIN S. MEMORIAL FUND T/U/W
EIN: 93-6018358
Tax Year: 12/31/2016

On behalf of Wells Fargo Bank N.A., the trustee, we are amending the above return to correct Part V to Yes, in order to properly reflect the underdistribution. We are also correcting Part VII-B, Line 2a and 2b to Yes to note the 2015 failure to distribute income.