

ENVELOPE  
POSTMARK DATE SEP 14 2017

Form **990-PF**

# Return of Private Foundation

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

OMB No 1545-0052

**2016**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2016 or tax year beginning 6/1/2016, and ending 5/31/2017

Name of foundation <b>FLACH MUSIC FUND</b>		A Employer identification number <b>23-7711957</b>	
Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>Wells Fargo Bank N A Trust Tax Dept - 100 N Main St MAC D4001-117</b>		B Telephone number (see instructions) <b>(888) 730-4933</b>	
City or town, state or province, country, and ZIP or foreign postal code <b>Winston Salem NC 27101</b>		C If exemption application is pending, check here <input type="checkbox"/>	
Foreign country name Foreign province/state/country Foreign postal code		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 322,282</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	6,291	6,291		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	13,430			
	b Gross sales price for all assets on line 6a <b>100,310</b>				
	7 Capital gain net income (from Part IV, line 2)		13,430		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	19,721	19,721	0	
	13 Compensation of officers, directors, trustees, etc	4,667	3,500		1,167
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	49			49
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	220	47		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	4,936	3,547	0	1,216
	25 Contributions, gifts, grants paid	8,000			8,000
	26 Total expenses and disbursements. Add lines 24 and 25	12,936	3,547	0	9,216
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	6,785			
	b Net investment income (if negative, enter -0-)		16,174		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2016)

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1016

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	6,593	12,898	12,898
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	267,913	268,279	309,384
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	274,506	281,177	322,282
	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	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	274,506	281,177	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	274,506	281,177	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	274,506	281,177	

## 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	274,506
2	Enter amount from Part I, line 27a	2	6,785
3	Other increases not included in line 2 (itemize) ▶ <u>Cost Basis Adjustment</u>	3	13
4	Add lines 1, 2, and 3	4	281,304
5	Decreases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	5	127
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	281,177

**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.)
<b>1a</b> See Attached Statement				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }			<b>2</b>	13,430
<b>3</b> 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 }			<b>3</b>	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.

(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	15,073	300,461	0.050166
2014	13,800	319,901	0.043138
2013	17,174	309,914	0.055415
2012	10,051	300,926	0.033400
2011	14,370	292,274	0.049166
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.231285
<b>3</b> 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			<b>3</b> 0.046257
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 307,442
<b>5</b> Multiply line 4 by line 3			<b>5</b> 14,221
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 162
<b>7</b> Add lines 5 and 6			<b>7</b> 14,383
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b> 9,216

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	323	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	323	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	323	
<b>6</b>	<b>Credits/Payments</b>			
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	180	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	180	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	143	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
<b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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	Yes	No
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 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			
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes	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.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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)? ☐ Yes ☒ 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) N/A
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

N/A

6b

X

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	4,667		

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	299,517
<b>b</b>	Average of monthly cash balances	<b>1b</b>	12,607
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	312,124
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	312,124
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	<b>4</b>	4,682
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	307,442
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	15,372

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	15,372
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5	<b>2a</b>	323
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	323
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	15,049
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	15,049
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	15,049

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	9,216
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	9,216
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	9,216

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				15,049
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only			2,995	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011				
<b>b</b> From 2012				
<b>c</b> From 2013				
<b>d</b> From 2014				
<b>e</b> From 2015				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 <b>a</b> \$ 9,216				
<b>a</b> Applied to 2015, but not more than line 2a			2,995	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2016 distributable amount				6,221
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				8,828
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012				
<b>b</b> Excess from 2013				
<b>c</b> Excess from 2014				
<b>d</b> Excess from 2015				
<b>e</b> 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)**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter:				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter:				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> 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 4T FLOOR WINSTON SALEM, NC 27101-3818 (888) 234-1999

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

VIA WEBSITE HTTPS://WELLSFARGO.COM/PRIVATEFOUNDATIONGRANTS/FLACH

**c** Any submission deadlines

OCTOBER 31

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

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	8,000
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0





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

Recipient(s) paid during the year

**Name**

ALLENTOWN SYMPHONY ASSOCIATION

**Street**

23 N 6TH STREET

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18101

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

**Name**

LEHIGH VALLEY ITALIAN AMERICAN BAND

**Street**

519 E PAOLI STREET

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18103

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

1,500

**Name**

SATORI

**Street**

2985 FAIRFIELD DR NORTH

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18103

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

1,500

**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**

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

Amount		Totals		Gross Sales		Cost or Other Base Expenses Depreciation and Adjustments		Net Gain or Loss						
Long Term CG Distributions	6,270	Capital Gains/Losses		100,310		86,880		13,430						
Short Term CG Distributions	0	Other sales		0		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 Base	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1 VANGUARD REIT VIPER	922908553	X				1/25/2016	8/23/2016	3,924	3,343				0	581
2 VANGUARD REIT VIPER	922908553	X				1/25/2016	10/3/2016	2,052	1,623				0	229
3 VANGUARD REIT VIPER	922908553	X				12/17/2010	10/3/2016	2,137	1,219				0	918
4 INV BALANCE RISK COMM S	00888Y508	X				8/25/2016	1/18/2017	3,141	3,110				0	31
5 AMER CENT SMALL CAP GRV	025083320	X				8/25/2016	1/18/2017	413	367				0	26
6 T ROWE PRICE INST FLOAT	77568B402	X				8/25/2016	1/18/2017	980	970				0	10
7 T ROWE PRICE INST FLOAT	77568B402	X				1/27/2016	1/18/2017	119	114				0	5
8 SPDR DJ WILSHIRE INTERNA	78463X863	X				5/23/2011	8/23/2016	1,332	1,229				0	103
9 SPDR DJ WILSHIRE INTERNA	78463X863	X				5/23/2011	10/3/2016	186	159				0	7
10 SPDR DJ WILSHIRE INTERNA	78463X863	X				8/24/2011	10/3/2016	1,533	1,337				0	196
11 STERLING CAPITAL STRATG	85917K548	X				8/25/2016	1/18/2017	661	630				0	31
12 AMER CENT SMALL CAP GRV	025083320	X				1/27/2016	1/18/2017	264	203				0	61
13 AMER CENT SMALL CAP GRV	025083320	X				1/27/2016	5/10/2017	412	295				0	117
14 ARTISAN INTERNATIONAL FD	04314H402	X				1/27/2016	8/23/2016	6,835	6,187				0	448
15 ARTISAN INTERNATIONAL FD	04314H402	X				1/27/2016	4/20/2017	10,755	10,186				0	569
16 ARTISAN INTERNATIONAL FD	04314H402	X				1/18/2017	4/20/2017	738	693				0	45
17 ARTISAN MID CAP FUND-INS	04314H600	X				1/18/2017	5/10/2017	968	895				0	71
18 CREDIT SUISSE COMM RET	22544R305	X				1/27/2016	8/23/2016	3,285	2,864				0	381
19 CREDIT SUISSE COMM RET	22544R305	X				1/27/2016	1/18/2017	3,202	2,740				0	462
20 DODGE & COX INTL STOCK	256206103	X				1/27/2016	1/18/2017	235	194				0	41
21 DODGE & COX INTL STOCK	256206103	X				1/27/2016	4/20/2017	205	161				0	44
22 DODGE & COX INTL STOCK	256206103	X				1/27/2016	5/10/2017	827	614				0	213
23 DODGE & COX INCOME FD C	256210105	X				8/25/2016	4/20/2017	3,071	3,118				0	-47
24 DODGE & COX INCOME FD C	256210105	X				10/5/2016	4/20/2017	194	196				0	-2
25 JP MORGAN MID CAP VALUE	33912B100	X				8/25/2016	5/10/2017	389	374				0	9
26 HARBOR CAPITAL APRCTON	411511504	X				8/25/2016	1/18/2017	1,707	1,756				0	-52
27 DODGE & COX INTL STOCK	256206103	X				1/27/2016	8/23/2016	6,067	6,813				0	1,254
28 HARBOR CAPITAL APRCTON	411511504	X				8/25/2016	4/20/2017	834	804				0	30
29 HARBOR CAPITAL APRCTON	411511504	X				1/27/2016	4/20/2017	424	363				0	61
30 HARBOR CAPITAL APRCTON	411511504	X				1/27/2016	5/10/2017	2,432	1,994				0	438
31 JPMORGAN HIGH YIELD FUN	4812C0803	X				4/22/2016	1/18/2017	4,709	4,500				0	209
32 JPMORGAN HIGH YIELD FUN	4812C0803	X				8/25/2016	1/18/2017	1,852	1,850				0	12
33 JPMORGAN HIGH YIELD FUN	4812C0803	X				1/27/2016	1/18/2017	2,325	2,090				0	735
34 MFS VALUE FUND-CLASS I #	552983694	X				8/25/2016	1/18/2017	1,898	1,954				0	34
35 MFS VALUE FUND-CLASS I #	552983694	X				1/27/2016	1/18/2017	1,710	1,437				0	273
36 MFS VALUE FUND-CLASS I #	552983694	X				4/20/2017	5/10/2017	190	187				0	3
37 MFS VALUE FUND-CLASS I #	552983694	X				1/27/2016	5/10/2017	919	739				0	180
38 OPPENHEIMER DEVELOPING	683974604	X				9/5/2013	8/23/2016	13,927	13,535				0	596
39 OPPENHEIMER DEVELOPING	683974604	X				1/27/2016	8/23/2016	871	796				0	175
40 OPPENHEIMER DEVELOPING	683974604	X				1/18/2017	4/20/2017	966	891				0	75
41 OPPENHEIMER DEVELOPING	683974604	X				1/18/2017	5/10/2017	1,047	924				0	123
42 T ROWE PR OVERSEAS STO	77568H435	X				4/20/2017	5/10/2017	654	634				0	20
43 T ROWE PRICE INST FLOAT	77568B402	X				4/22/2016	1/18/2017	2,598	2,549				0	49

**Part I, Line 16c (990-PF) - Other Professional Fees**

		49	0	0	49
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**

		220	47	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	47	47		
2	ESTIMATED EXCISE TAXES PAID	173			

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

		267,913	268,279	309,384	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	DODGE & COX INCOME FD COM 147		0	20,566	22,103
3	HARBOR CAPITAL APRCTION-INST 2012		0	32,416	40,231
4	ARTISAN MID CAP FUND-INSTL 1333		0	14,996	17,721
5	MET WEST TOTAL RETURN BOND CL I 51		0	48,158	47,661
6	FID ADV EMER MKTS INC- CL I 607		0	17,056	19,306
7	T ROWE PRICE REAL ESTATE FD 122		0	16,891	16,843
8	DODGE & COX INT'L STOCK FD 1048		0	8,221	11,139
9	AMER CENT SMALL CAP GRWTH INST 33		0	6,818	9,472
10	MFS VALUE FUND-CLASS I 893		0	31,819	39,813
11	JP MORGAN MID CAP VALUE-I 758		0	14,334	17,386
12	STERLING CAPITAL STRATTON SMALL CA		0	7,465	9,731
13	T ROWE PR OVERSEAS STOCK-I #521		0	10,515	11,281
14	VANGUARD REIT VIPER		0	2,835	4,603
15	VANGUARD INFLAT-PROT SECS-ADM 511		0	3,676	3,605
16	JPMORGAN HIGH YIELD FUND SS 3580		0	5,921	6,649
17	T ROWE PRICE INST FLOAT RATE 170		0	2,628	2,731
18	OPPENHEIMER DEVELOPING MKT-I 799		0	14,689	19,170
19	SPDR DJ WILSHIRE INTERNATIONAL REA		0	9,275	9,939

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

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

1	Cost Basis Adjustment	1	13
2	Total	2	13

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

1	Mutual Fund Timing Difference	1	53
2	PY Return of Capital Adjustment	2	74
3	Total	3	127

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

Amount		0													7,160	
Long Term CG Distributions		6,270													0	
Short Term CG Distributions		0													0	
		94,040													0	
		0													86,880	
		7,160													0	
		0													0	
		0													0	
		0													7,160	
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	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adjusted Basis	Gain Minus Excess FMV Over Adj. Basis or Losses		
1	VANGUARD REIT VIPER	922908553		1/25/2016	8/23/2016	3,924		0	3,343	581	0	0	0	581		
2	VANGUARD REIT VIPER	922908553		1/25/2016	10/3/2016	2,052		0	1,823	229	0	0	0	229		
3	VANGUARD REIT VIPER	922908553		12/17/2010	10/3/2016	2,137		0	1,219	918	0	0	0	918		
4	INV BALANCE RISK COMM S	008887508		8/25/2016	1/18/2017	3,141		0	3,110	31	0	0	0	31		
5	AMER CENT SMALL CAP GRV	025083320		8/25/2016	1/18/2017	413		0	387	26	0	0	0	26		
6	T ROWE PRICE INST FLOAT	77958B402		8/25/2016	1/18/2017	980		0	970	10	0	0	0	10		
7	T ROWE PRICE INST FLOAT	77958B402		1/27/2016	1/18/2017	119		0	114	5	0	0	0	5		
8	SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011	8/23/2016	1,332		0	1,229	103	0	0	0	103		
9	SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011	10/3/2016	166		0	159	7	0	0	0	7		
10	SPDR DJ WILSHIRE INTERNA	78463X863		8/24/2011	10/3/2016	1,533		0	1,337	196	0	0	0	196		
11	STERLING CAPITAL STRATT	85917K548		8/25/2016	1/18/2017	661		0	630	31	0	0	0	31		
12	AMER CENT SMALL CAP GRV	025083320		1/27/2016	1/18/2017	264		0	203	61	0	0	0	61		
13	AMER CENT SMALL CAP GRV	025083320		1/27/2016	5/10/2017	412		0	295	117	0	0	0	117		
14	ARTISAN INTERNATIONAL FD	04314H402		1/27/2016	8/23/2016	6,635		0	6,187	448	0	0	0	448		
15	ARTISAN INTERNATIONAL FD	04314H402		1/27/2016	4/20/2017	10,755		0	10,186	569	0	0	0	569		
16	ARTISAN INTERNATIONAL FD	04314H402		1/18/2017	4/20/2017	738		0	693	45	0	0	0	45		
17	ARTISAN MID CAP FUND INS	04314H600		1/18/2017	5/10/2017	966		0	895	71	0	0	0	71		
18	CREDIT SUISSE COMM RET	22544R305		1/27/2016	8/23/2016	3,285		0	2,884	381	0	0	0	381		
19	CREDIT SUISSE COMM RET	22544R305		1/27/2016	1/18/2017	3,202		0	2,740	462	0	0	0	462		
20	DODGE & COX INT'L STOCK	256206103		1/27/2016	1/18/2017	235		0	194	41	0	0	0	41		
21	DODGE & COX INT'L STOCK	256206103		1/27/2016	4/20/2017	205		0	161	44	0	0	0	44		
22	DODGE & COX INT'L STOCK	256206103		1/27/2016	5/10/2017	827		0	814	213	0	0	0	213		
23	DODGE & COX INCOME FD C	256210105		8/25/2016	4/20/2017	3,071		0	3,118	-47	0	0	0	-47		
24	DODGE & COX INCOME FD C	256210105		10/5/2016	4/20/2017	194		0	196	-2	0	0	0	2		
25	JP MORGAN MID CAP VALUE	339128100		8/25/2016	5/10/2017	383		0	374	9	0	0	0	9		
26	HARBOR CAPITAL APRCTON	411511504		8/25/2016	1/18/2017	1,707		0	1,759	-52	0	0	0	-52		
27	DODGE & COX INT'L STOCK	256206103		1/27/2016	8/23/2016	8,067		0	6,813	1,254	0	0	0	1,254		
28	HARBOR CAPITAL APRCTON	411511504		8/25/2016	4/20/2017	834		0	804	30	0	0	0	30		
29	HARBOR CAPITAL APRCTON	411511504		1/27/2016	4/20/2017	424		0	363	61	0	0	0	61		
30	HARBOR CAPITAL APRCTON	411511504		1/27/2016	5/10/2017	2,432		0	1,994	438	0	0	0	438		
31	JPMORGAN HIGH YIELD FUN	4812C0803		4/22/2016	1/18/2017	4,709		0	4,500	209	0	0	0	209		
32	JPMORGAN HIGH YIELD FUN	4812C0803		8/25/2016	1/18/2017	1,862		0	1,850	12	0	0	0	12		
33	JPMORGAN HIGH YIELD FUN	4812C0803		1/27/2016	1/18/2017	2,325		0	2,090	235	0	0	0	235		
34	MFS VALUE FUND-CLASS I #	552983694		8/25/2016	1/18/2017	1,988		0	1,954	34	0	0	0	34		
35	MFS VALUE FUND-CLASS I #	552983694		1/27/2016	1/18/2017	1,710		0	1,437	273	0	0	0	273		
36	MFS VALUE FUND-CLASS I #	552983694		4/20/2017	5/10/2017	190		0	187	3	0	0	0	3		
37	MFS VALUE FUND-CLASS I #	552983694		1/27/2016	5/10/2017	919		0	739	180	0	0	0	180		
38	OPPENHEIMER DEVELOPING	683974604		9/5/2013	8/23/2016	13,027		0	13,535	-508	0	0	0	508		
39	OPPENHEIMER DEVELOPING	683974604		1/27/2016	8/23/2016	971		0	796	175	0	0	0	175		
40	OPPENHEIMER DEVELOPING	683974604		1/18/2017	4/20/2017	966		0	891	75	0	0	0	75		
41	OPPENHEIMER DEVELOPING	683974604		1/18/2017	5/10/2017	1,047		0	924	123	0	0	0	123		
42	T ROWE PR OVERSEAS STO	77958H435		4/20/2017	5/10/2017	654		0	634	20	0	0	0	20		
43	T ROWE PRICE INST FLOAT	77958B402		4/22/2016	1/18/2017	2,598		0	2,549	49	0	0	0	49		

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

										4.667	0	0
	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 D	X	100 N Main St MAC D4001 117	Winston Salem	NC	27101		TRUSTEE	SEE ATTAC	4.667		

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

	Date		Amount
1 Credit from prior year return		1	7
2 First quarter estimated tax payment	10/12/2016	2	173
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	180

**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	2,995
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	2,995

**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.