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 7/1/2016 **, and ending** 6/30/2017

Name of foundation
WHITMORE CHARITABLE TRUST

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

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

A Employer identification number
47-6116137

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,285,052

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

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	23,321	23,321		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	37,732			
	b	Gross sales price for all assets on line 6a 451,797				
	7	Capital gain net income (from Part IV, line 2)		37,732		
	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	61,053	61,053	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	16,453	12,340		4,113
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,122			1,122
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	234	234		
	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	17,809	12,574	0	5,235
	25	Contributions, gifts, grants paid	50,125			50,125
	26	**Total expenses and disbursements.** Add lines 24 and 25	67,934	12,574	0	55,360
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-6,881			
	b	**Net investment income** (if negative, enter -0-)		48,479		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.
HTA

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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	52,177	39,849	39,849
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)	1,130,153	1,140,527	1,245,203
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)	1,182,330	1,180,376	1,285,052
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	1,182,330	1,180,376	
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)	1,182,330	1,180,376	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,182,330	1,180,376	

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	1,182,330
2	Enter amount from Part I, line 27a	2	-6,881
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	5,423
4	Add lines 1, 2, and 3	4	1,180,872
5	Decreases not included in line 2 (itemize) ▶ PY Return of Capital Adjustment	5	496
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,180,376

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	37,732
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	28,626	1,187,743	0 024101
2014	45,976	1,288,937	0 035670
2013	41,155	1,256,161	0 032763
2012	57,773	1,184,624	0 048769
2011	58,115	1,147,928	0 050626

2	**Total** of line 1, column (d)	2	0 191929
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 038386
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,228,458
5	Multiply line 4 by line 3	5	47,156
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	485
7	Add lines 5 and 6	7	47,641
8	Enter qualifying distributions from Part XII, line 4	8	55,360

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	485
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	485
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	485
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 664		
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	664
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	179
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 179 **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) ▶ NE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ 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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		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____, 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?	☐ 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** N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 100 N Main St MAC D4001-117 Winston Salem, NC 27	TRUSTEE SEE ATTACHED	16,453		

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	1,202,481
b	Average of monthly cash balances	1b	44,684
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,247,165
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e |		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,247,165
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	18,707
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,228,458
6	**Minimum investment return.** Enter 5% of line 5	6	61,423

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	61,423
2a	Tax on investment income for 2016 from Part VI, line 5	2a	485		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	485
3	Distributable amount before adjustments Subtract line 2c from line 1			3	60,938
4	Recoveries of amounts treated as qualifying distributions			4	4,000
5	Add lines 3 and 4			5	64,938
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	64,938

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	55,360
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	55,360
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	485
6	***Adjusted qualifying distributions.*** *Subtract line 5 from line 4*	6	54,875

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				64,938
2	Undistributed income, if any, as of the end of 2016				
a	Enter amount for 2015 only			39,271	
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 ▶ $ 55,360				
a	Applied to 2015, but not more than line 2a			39,271	
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				16,089
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			0	
f	Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				48,849
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**	50,125
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	23,321	
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	37,732	
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		61,053	0

13 Total. Add line 12, columns (b), (d), and (e) 13 61,053

(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 | 9/21/2017 | 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		9/21/2017		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				
THE BLUEBARN THEATRE				
Street				
614 S 11TH STREET				
City	**State**	**Zip Code**	**Foreign Country**	
OMAHA	NE	68102		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				4,000

Name				
METROPLITAN COMMUNITY COLLEGE				
Street				
5300 N 30TH STREET				
City	**State**	**Zip Code**	**Foreign Country**	
OMAHA	NE	68111		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,000

Name				
OMAHA AREA YOUTH ORCHESTRAS, INC				
Street				
1905 HARNEY STREET				
City	**State**	**Zip Code**	**Foreign Country**	
OMAHA	NE	68102		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				8,000

Name				
OMAHA BOTANICAL CENTER, INC				
Street				
100 BANCROT STREET				
City	**State**	**Zip Code**	**Foreign Country**	
OMAHA	NE	68108		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,000

Name				
OMAHA SYMPHONIC CHORUS				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
OMAHA	NE	68124		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,000

Name				
OPERA/OMAHA INC				
Street				
1625 FARNHAM STREET, SUITE 100				
City	**State**	**Zip Code**	**Foreign Country**	
OMAHA	NE	68102		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

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

Recipient(s) paid during the year

Name				
OMAHA THEATER COMPANY				
Street				
2001 FARNAM STREET				
City	**State**	**Zip Code**	**Foreign Country**	
OMAHA	NE	68102		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,000

Name				
COLLEGE OF ST MARY				
Street				
7000 MERCY RD				
City	**State**	**Zip Code**	**Foreign Country**	
OMAHA	NE	68206		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,000

Name				
CHILDREN'S HOSPITAL & MEDICAL CENTER				
Street				
8200 Dodge St				
City	**State**	**Zip Code**	**Foreign Country**	
OMAHA	NE	68114		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
INTERGENERATION ORCHESTRA OF OMAHA				
Street				
4780 S 131st St				
City	**State**	**Zip Code**	**Foreign Country**	
OMAHA	NE	68137		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,625

Name				
JOSLYN ART MUSEUM				
Street				
2200 Dodge St				
City	**State**	**Zip Code**	**Foreign Country**	
OMAHA	NE	68102		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Name				
NEBRASKA BRASS, INC				
Street				
315 S 9th St				
City	**State**	**Zip Code**	**Foreign Country**	
Lincoln	NE	68508		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,000

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

Recipient(s) paid during the year

Name				
OMAHA COMMUNITY PLAYHOUSE				
Street				
6915 Cass St				
City		**State**	**Zip Code**	**Foreign Country**
OMAHA		NE	68132	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				7,500

Name				
OMAHA CONSERVATORY OF MUSIC				
Street				
7023 Cass St				
City		**State**	**Zip Code**	**Foreign Country**
OMAHA		NE	68132	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				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**

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 Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	10,683	Capital Gains/Losses	451,797	414,065	37,732
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 Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	INVESCO INTL GROWTH-Y #	008882532	X				11/14/2014	8/22/2016	18,770	19,992				0	-1,222
2	INVESCO INTL GROWTH-Y #	008882532	X				11/14/2014	4/24/2017	11,140	11,464				0	-324
3	INVESCO INTL GROWTH-Y #	008882532	X				12/29/2014	4/24/2017	20,497	20,000				0	497
4	INVESCO INTL GROWTH-Y #	008882532	X				12/11/2014	4/24/2017	537	523				0	14
5	INVESCO INTL GROWTH-Y #	008882532	X				10/27/2016	4/24/2017	642	594				0	48
6	INVESCO INTL GROWTH-Y #	008882532	X				1/20/2017	4/24/2017	578	538				0	40
7	INV BALANCE RISK COMM S	00888Y508	X				8/24/2016	10/27/2016	387	380				0	7
8	INV BALANCE RISK COMM S	00888Y508	X				8/24/2016	1/20/2017	12,216	12,128				0	88
9	NEUBERGER BERMAN LONG	64128R608	X				11/19/2014	1/20/2017	275	275				0	0
10	NEUBERGER BERMAN LONG	64128R608	X				11/19/2014	4/24/2017	971	930				0	41
11	T ROWE PRICE BLUE CHIP G	77954Q106	X				5/20/2015	10/27/2016	5,093	5,083				0	10
12	T ROWE PRICE BLUE CHIP G	77954Q106	X				5/20/2015	1/20/2017	13,042	12,563				0	479
13	T ROWE PRICE BLUE CHIP G	77954Q106	X				5/20/2015	4/24/2017	7,945	7,044				0	901
14	T ROWE PRICE INST FLOAT	77958B402	X				11/11/2014	10/27/2016	562	568				0	-6
15	T ROWE PRICE INST FLOAT	77958B402	X				11/11/2014	1/20/2017	9,887	9,946				0	-59
16	T ROWE PRICE INST FLOAT	77958B402	X				10/26/2014	1/20/2017	121	122				0	-1
17	ARTISAN MID CAP FUND-INS	04314H600	X				5/4/2015	8/22/2016	221	257				0	-36
18	ARTISAN MID CAP FUND-INS	04314H600	X				5/20/2015	8/22/2016	5,049	5,778				0	-729
19	ARTISAN MID CAP FUND-INS	04314H600	X				5/20/2015	4/24/2017	1,191	1,419				0	-228
20	BLACKROCK GL L/S CREDIT-	091936732	X				12/17/2015	10/27/2016	1,370	1,406				0	-36
21	CREDIT SUISSE COMM RET	22544R305	X				4/20/2015	8/22/2016	4,555	5,346				0	-791
22	CREDIT SUISSE COMM RET	22544R305	X				4/20/2015	10/27/2016	309	360				0	-51
23	CREDIT SUISSE COMM RET	22544R305	X				4/20/2015	1/20/2017	12,645	14,294				0	-1,649
24	DODGE & COX INCOME FD C	256210105	X				12/29/2014	8/22/2016	15,196	15,000				0	196
25	DODGE & COX INCOME FD C	256210105	X				6/18/2015	8/22/2016	1,713	1,686				0	27
26	DODGE & COX INCOME FD C	256210105	X				10/12/2016	10/27/2016	249	249				0	0
27	DODGE & COX INCOME FD C	256210105	X				10/12/2016	4/24/2017	8,021	8,085				0	-64
28	DODGE & COX INCOME FD C	256210105	X				6/18/2015	4/24/2017	4,807	4,807				0	0
29	DODGE & COX INCOME FD C	256210105	X				6/18/2015	5/23/2017	4,440	4,418				0	22
30	EATON VANCE GLOBAL MAC	277923728	X				12/17/2015	10/27/2016	986	990				0	-4
31	EMERSON ELECTRIC CO 5 1	291011AV6	X				5/29/2009	12/1/2016	25,000	25,657				0	-657
32	FID ADV EMER MKTS INC- CL	315920702	X				8/24/2016	10/27/2016	1,491	1,501				0	-10
33	FID ADV EMER MKTS INC- CL	315920702	X				8/24/2016	4/24/2017	1,213	1,207				0	6
34	JP MORGAN MID CAP VALUE	339128100	X				5/20/2015	8/22/2016	4,067	4,214				0	-147
35	JP MORGAN MID CAP VALUE	339128100	X				5/20/2015	10/27/2016	692	735				0	-43
36	JP MORGAN MID CAP VALUE	339128100	X				5/20/2015	4/24/2017	1,069	1,082				0	-13
37	JPMORGAN HIGH YIELD FUN	4812C0803	X				8/24/2016	10/27/2016	1,560	1,565				0	-5
38	JPMORGAN HIGH YIELD FUN	4812C0803	X				4/26/2016	1/20/2017	18,295	17,530				0	765
39	JPMORGAN HIGH YIELD FUN	4812C0803	X				8/24/2016	1/20/2017	6,961	6,932				0	29
40	JPMORGAN HIGH YIELD FUN	4812C0803	X				3/15/2016	1/20/2017	368	342				0	26
41	JPMORGAN HIGH YIELD FUN	4812C0803	X				3/15/2016	4/24/2017	194	179				0	15
42	MERGER FUND-INST #301	589509207	X				12/29/2014	10/27/2016	495	520				0	-25
43	MERGER FUND-INST #301	589509207	X				12/29/2014	4/24/2017	126	130				4	0
44	ASG GLOBAL ALTERNATIVES	63872T885	X				4/20/2015	10/27/2016	609	730				0	-121
45	ASG GLOBAL ALTERNATIVES	63872T885	X				4/20/2015	1/20/2017	473	541				0	-68
46	NEUBERGER BERMAN LONG	64128R608	X				11/19/2014	8/22/2016	11,315	11,580				0	-265
47	NEUBERGER BERMAN LONG	64128R608	X				11/19/2014	10/27/2016	561	576				0	-15
48	BLACKROCK GL L/S CREDIT-	091936732	X				12/17/2015	4/24/2017	277	279				0	-2
49	CREDIT SUISSE COMM RET	22544R305	X				12/29/2014	8/22/2016	7,850	9,689				0	-1,839
50	T ROWE PRICE INST FLOAT	77958B402	X				8/24/2016	1/20/2017	576	571				0	5
51	T ROWE PRICE REAL ESTAT	779919109	X				8/24/2016	4/24/2017	284	298				0	-14
52	SPDR DJ WILSHIRE INTERNA	78463X863	X				10/19/2014	8/22/2016	7,733	8,222				0	-489
53	SPDR DJ WILSHIRE INTERNA	78463X863	X				11/11/2014	8/22/2016	2,294	2,297				0	-3
54	SPDR DJ WILSHIRE INTERNA	78463X863	X				11/11/2014	10/7/2016	6,438	6,934				40	-456
55	SPDR DJ WILSHIRE INTERNA	78463X863	X				11/11/2014	4/24/2017	1,263	1,404				0	-141
56	TEMPLETON FOREIGN FD - A	880196506	X				12/16/2015	8/22/2016	18,496	17,230				0	1,266
57	TEMPLETON FOREIGN FD - A	880196506	X				1/12/2016	8/22/2016	3,138	2,622				0	516
58	TEMPLETON FOREIGN FD - A	880196506	X				1/12/2016	10/27/2016	540	453				0	87
59	TEMPLETON FOREIGN FD - A	880196506	X				1/12/2016	1/20/2017	548	442				0	106
60	TEMPLETON FOREIGN FD - A	880196506	X				1/12/2016	4/24/2017	469	362				0	107
61	VANGUARD INFLAT-PROT SE	922031737	X				5/16/2016	8/22/2016	1,053	1,034				0	19
62	VANGUARD INFLAT-PROT SE	922031737	X				4/26/2016	8/22/2016	833	808				0	25
63	VANGUARD INFLAT-PROT SE	922031737	X				10/12/2016	5/23/2017	620	644				0	-24
64	VANGUARD REIT VIPER	922908553	X				2/15/2005	8/22/2016	6,649	3,572				0	3,077
65	VANGUARD REIT VIPER	922908553	X				12/16/2015	8/22/2016	5,142	4,654				0	488
66	VANGUARD REIT VIPER	922908553	X				3/16/2004	8/22/2016	14,008	6,646				0	7,362
67	VANGUARD REIT VIPER	922908553	X				3/16/2004	10/7/2016	3,709	1,901				0	1,808
68	VANGUARD REIT VIPER	922908553	X				7/23/2004	10/7/2016	8,762	4,250				0	4,512
69	VANGUARD REIT VIPER	922908553	X				4/14/2004	10/7/2016	3,451	1,532				0	1,919
70	WF C & B LARGE CAP VAL-I #	94975J268	X				5/20/2015	10/27/2016	1,161	1,212				0	-51
71	WF C & B LARGE CAP VAL-I #	94975J268	X				5/20/2015	1/20/2017	17,449	17,090				0	359
72	WF C & B LARGE CAP VAL-I #	94975J268	X				5/20/2015	4/24/2017	200	185				0	15

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

	Amount		Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	10,683		Capital Gains/Losses	451,797	414,065	37,732
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 Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
73	WF C & B LARGE CAP VAL-I #	94975J268	X				8/24/2016	4/24/2017	4,383	3,972				0	411
74	WF CORE BD FD-I #944	94975J581	X				10/12/2016	5/23/2017	5,645	5,773				128	0
75	WELLS FARGO SP S/C VA-IS	94975P447	X				8/24/2016	10/27/2016	637	652				0	-15
76	WELLS FARGO SP S/C VA-IS	94975P447	X				8/24/2016	1/20/2017	1,682	1,554				0	128
77	WF CORE BD FD-I #944	94975J581	X				5/16/2016	8/22/2016	11,330	11,124				0	206
78	WELLS FARGO SP S/C VA-IS	94975P447	X				8/24/2016	5/23/2017	4,994	4,632				0	362
79	WELLS FARGO SP S/C VA-IS	94975P447	X				4/26/2017	5/23/2017	130	135				0	-5
80	WELLS FARGO SP S/C VA-IS	94975P447	X				1/12/2016	5/23/2017	7,036	5,249				0	1,787
81	WELLS FARGO EMG MK E-IN	94975P751	X				6/2/2016	8/22/2016	1,907	1,695				0	212
82	WELLS FARGO EMG MK E-IN	94975P751	X				1/12/2016	8/22/2016	24,343	18,798				0	5,545
83	WF CORE BD FD-I #944	94975J581	X				4/26/2016	8/22/2016	7,020	6,855				0	165
84	WELLS FARGO EMG MK E-IN	94975P751	X				1/20/2017	4/24/2017	5,367	4,826				0	541
85	WF SMALL COMPANY GROW	949921571	X				8/24/2016	10/27/2016	204	215				0	-11
86	WF SMALL COMPANY GROW	949921571	X				8/24/2016	1/20/2017	1,177	1,118				0	59
87	WF SMALL COMPANY GROW	949921571	X				8/24/2016	4/24/2017	759	688				0	71
88	WF SMALL COMPANY GROW	949921571	X				8/24/2016	5/23/2017	4,647	4,259				0	388
89	WF SMALL COMPANY GROW	949921571	X				1/12/2016	5/23/2017	7,735	8,125				0	1,610
90	WELLS FARGO EMG MK E-IN	94975P751	X				1/12/2016	10/27/2016	1,271	970				0	301

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

		1,122	0	0	1,122
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,122			1,122

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

		234	234	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	234	234		

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
			1,130,153	1,140,527	1,245,203
1				0	
2	GENERAL ELECTRIC CO 5.250% 12/06/17		0	24,745	25,410
3	DODGE & COX INCOME FD COM 147		0	95,435	97,232
4	T ROWE PRICE BLUE CHIP GRWTH 93		0	106,943	134,681
5	TEMPLETON FOREIGN FD - ADV 604		0	24,642	32,842
6	MERGER FUND-INST #301		0	25,185	25,359
7	ARTISAN MID CAP FUND-INSTL 1333		0	54,650	53,977
8	FID ADV EMER MKTS INC- CL I 607		0	58,696	62,333
9	T ROWE PRICE REAL ESTATE FD 122		0	69,228	71,045
10	EATON VANCE GLOBAL MACRO - I		0	37,501	37,569
11	JP MORGAN MID CAP VALUE-I 758		0	48,232	51,435
12	T ROWE PR OVERSEAS STOCK-I #521		0	31,212	32,550
13	ASG GLOBAL ALTERNATIVES-Y 1993		0	27,230	25,367
14	WELLS FARGO ADV TOT RT BD FD-IN 944		0	131,754	134,128
15	WELLS FARGO ADV EMG MK E-INS 4146		0	50,610	66,657
16	WF ADV C & B LARGE CAP VAL-I 1868		0	102,411	133,506
17	VANGUARD REIT VIPER		0	2,660	6,076
18	AQR MANAGED FUTURES STR-I		0	42,310	36,263
19	WELLS FARGO ADV SP S/C VA-IS 4143		0	9,501	13,064
20	VANGUARD INFLAT-PROT SECS-ADM 511		0	13,714	13,387
21	JPMORGAN HIGH YIELD FUND SS 3580		0	24,279	26,217
22	T ROWE PRICE INST FLOAT RATE 170		0	11,094	11,192
23	BLACKROCK GL L/S CREDIT-INS #1833		0	43,178	43,910
24	SPDR DJ WILSHIRE INTERNATIONAL REA		0	33,489	33,642
25	WFA SMALL COMPANY GROWTH -I		0	10,092	13,111
26	NEUBERGER BERMAN LONG SH-INS #183		0	61,736	64,250

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

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

1	Mutual Fund Timing Difference	1	85
2	Recovery of Grants Paid	2	4,000
3	Federal Excise Tax Refund	3	1,338
4	Total	4	5,423

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

1	PY Return of Capital Adjustment	1	496
2	Total	2	496

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

	Amount
Long Term CG Distributions	10,683
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 Minus Excess FMV Over Adj Basis or Losses
						441,114	0	172	414,237	27,049	0	0	0	27,049
1	INVESCO INTL GROWTH-Y #	008882532		11/14/2014	8/22/2016	18,770		0	19,992	-1,222	0	0	0	-1,222
2	INVESCO INTL GROWTH-Y #	008882532		11/14/2014	4/24/2017	11,140		0	11 464	-324	0	0	0	-324
3	INVESCO INTL GROWTH-Y #	008882532		12/29/2014	4/24/2017	20,497		0	20,000	497	0	0	0	497
4	INVESCO INTL GROWTH-Y #	008882532		12/11/2014	4/24/2017	537		0	523	14	0	0	0	14
5	INVESCO INTL GROWTH-Y #	008882532		10/27/2016	4/24/2017	642		0	594	48	0	0	0	48
6	INVESCO INTL GROWTH-Y #	008882532		1/20/2017	4/24/2017	578		0	538	40	0	0	0	40
7	INV BALANCE RISK COMM S	00888Y508		8/24/2016	10/27/2016	387		0	380	7	0	0	0	7
8	INV BALANCE RISK COMM S	00888Y508		8/24/2016	1/20/2017	12,216		0	12,128	88	0	0	0	88
9	NEUBERGER BERMAN LONG	64128R608		11/19/2014	1/20/2017	275		0	275	0	0	0	0	0
10	NEUBERGER BERMAN LONG	64128R608		11/19/2014	4/24/2017	971		0	930	41	0	0	0	41
11	T ROWE PRICE BLUE CHIP G	77954Q106		5/20/2015	10/27/2016	5,093		0	5,083	10	0	0	0	10
12	T ROWE PRICE BLUE CHIP G	77954Q106		5/20/2015	1/20/2017	13,042		0	12,563	479	0	0	0	479
13	T ROWE PRICE BLUE CHIP G	77954Q106		5/20/2015	4/24/2017	7,945		0	7,044	901	0	0	0	901
14	T ROWE PRICE INST FLOAT	77958B402		11/11/2014	10/27/2016	562		0	568	-6	0	0	0	-6
15	T ROWE PRICE INST FLOAT	77958B402		11/11/2014	1/20/2017	9,887		0	9,946	-59	0	0	0	-59
16	T ROWE PRICE INST FLOAT	77958B402		10/26/2014	1/20/2017	121		0	122	-1	0	0	0	-1
17	ARTISAN MID CAP FUND-INS	04314H600		5/4/2015	8/22/2016	221		0	257	-36	0	0	0	-36
18	ARTISAN MID CAP FUND-INS	04314H600		5/20/2015	8/22/2016	5,049		0	5,778	-729	0	0	0	-729
19	ARTISAN MID CAP FUND-INS	04314H600		5/20/2015	4/24/2017	1,191		0	1,419	-228	0	0	0	-228
20	BLACKROCK GL L/S CREDIT-	091936732		12/17/2015	10/27/2016	1,370		0	1,406	-36	0	0	0	-36
21	CREDIT SUISSE COMM RET	22544R305		4/20/2015	8/22/2016	4,555		0	5,346	-791	0	0	0	-791
22	CREDIT SUISSE COMM RET	22544R305		4/20/2015	10/27/2016	309		0	360	-51	0	0	0	-51
23	CREDIT SUISSE COMM RET	22544R305		4/20/2015	1/20/2017	12,645		0	14,294	-1,649	0	0	0	-1,649
24	DODGE & COX INCOME FD C	256210105		12/29/2014	8/22/2016	15,196		0	15,000	196	0	0	0	196
25	DODGE & COX INCOME FD C	256210105		6/18/2015	8/22/2016	1,713		0	1,686	27	0	0	0	27
26	DODGE & COX INCOME FD C	256210105		10/12/2016	10/27/2016	249		0	249	0	0	0	0	0
27	DODGE & COX INCOME FD C	256210105		10/12/2016	4/24/2017	8,021		0	8,085	-64	0	0	0	-64
28	DODGE & COX INCOME FD C	256210105		6/18/2015	4/24/2017	4,807		0	4,807	0	0	0	0	0
29	DODGE & COX INCOME FD C	256210105		6/18/2015	5/23/2017	4,440		0	4,418	22	0	0	0	22
30	EATON VANCE GLOBAL MAC	277923728		12/17/2015	10/27/2016	986		0	990	-4	0	0	0	-4
31	EMERSON ELECTRIC CO 5 1	291011AV6		5/29/2009	12/1/2016	25,000		0	25,657	-657	0	0	0	-657
32	FID ADV EMER MKTS INC- CL	315920702		8/24/2016	10/27/2016	1,491		0	1,501	-10	0	0	0	-10
33	FID ADV EMER MKTS INC- CL	315920702		8/24/2016	4/24/2017	1,213		0	1,207	6	0	0	0	6
34	JP MORGAN MID CAP VALUE	339128100		5/20/2015	8/22/2016	4,067		0	4,214	-147	0	0	0	-147
35	JP MORGAN MID CAP VALUE	339128100		5/20/2015	10/27/2016	692		0	735	-43	0	0	0	-43
36	JP MORGAN MID CAP VALUE	339128100		5/20/2015	4/24/2017	1,069		0	1,082	-13	0	0	0	-13
37	JPMORGAN HIGH YIELD FUN	4812C0803		8/24/2016	10/27/2016	1,560		0	1,565	-5	0	0	0	-5
38	JPMORGAN HIGH YIELD FUN	4812C0803		4/26/2016	1/20/2017	18,295		0	17,530	765	0	0	0	765
39	JPMORGAN HIGH YIELD FUN	4812C0803		8/24/2016	1/20/2017	6,961		0	6,932	29	0	0	0	29
40	JPMORGAN HIGH YIELD FUN	4812C0803		3/15/2016	1/20/2017	368		0	342	26	0	0	0	26
41	JPMORGAN HIGH YIELD FUN	4812C0803		3/15/2016	4/24/2017	194		0	179	15	0	0	0	15
42	MERGER FUND-INST #301	589509207		12/29/2014	10/27/2016	495		0	520	-25	0	0	0	-25
43	MERGER FUND-INST #301	589509207		12/29/2014	4/24/2017	126		4	130	0	0	0	0	0
44	ASG GLOBAL ALTERNATIVES	63872T885		4/20/2015	10/27/2016	609		0	730	-121	0	0	0	-121
45	ASG GLOBAL ALTERNATIVES	63872T885		4/20/2015	1/20/2017	473		0	541	-68	0	0	0	-68
46	NEUBERGER BERMAN LONG	64128R608		11/19/2014	8/22/2016	11,315		0	11,580	-265	0	0	0	-265
47	NEUBERGER BERMAN LONG	64128R608		11/19/2014	10/27/2016	561		0	576	-15	0	0	0	-15
48	BLACKROCK GL L/S CREDIT-	091936732		12/17/2015	4/24/2017	277		0	279	-2	0	0	0	-2
49	CREDIT SUISSE COMM RET	22544R305		12/29/2014	8/22/2016	7,850		0	9,689	-1,839	0	0	0	-1,839
50	T ROWE PRICE INST FLOAT	77958B402		8/24/2016	1/20/2017	576		0	571	5	0	0	0	5
51	T ROWE PRICE REAL ESTAT	779919109		8/24/2016	4/24/2017	284		0	298	-14	0	0	0	-14
52	SPDR DJ WILSHIRE INTERNA	78463X863		10/19/2014	8/22/2016	7,733		0	8,222	-489	0	0	0	-489
53	SPDR DJ WILSHIRE INTERNA	78463X863		11/11/2014	8/22/2016	2,294		0	2,297	-3	0	0	0	-3
54	SPDR DJ WILSHIRE INTERNA	78463X863		11/11/2014	10/7/2016	6,438		40	6,934	-456	0	0	0	-456
55	SPDR DJ WILSHIRE INTERNA	78463X863		11/11/2014	4/24/2017	1,263		0	1,404	-141	0	0	0	-141
56	TEMPLETON FOREIGN FD - A	880196506		12/16/2015	8/22/2016	18,496		0	17,230	1,266	0	0	0	1,266
57	TEMPLETON FOREIGN FD - A	880196506		1/12/2016	8/22/2016	3,138		0	2,622	516	0	0	0	516
58	TEMPLETON FOREIGN FD - A	880196506		1/12/2016	10/27/2016	540		0	453	87	0	0	0	87
59	TEMPLETON FOREIGN FD - A	880196506		1/12/2016	1/20/2017	548		0	442	106	0	0	0	106
60	TEMPLETON FOREIGN FD - A	880196506		1/12/2016	4/24/2017	469		0	362	107	0	0	0	107
61	VANGUARD INFLAT-PROT SE	922031737		5/16/2016	8/22/2016	1,053		0	1,034	19	0	0	0	19
62	VANGUARD INFLAT-PROT SE	922031737		4/26/2016	8/22/2016	833		0	808	25	0	0	0	25
63	VANGUARD INFLAT-PROT SE	922031737		10/12/2016	5/23/2017	620		0	644	-24	0	0	0	-24
64	VANGUARD REIT VIPER	922908553		2/15/2005	8/22/2016	6,649		0	3,572	3,077	0	0	0	3,077
65	VANGUARD REIT VIPER	922908553		12/16/2015	8/22/2016	5,142		0	4,654	488	0	0	0	488
66	VANGUARD REIT VIPER	922908553		3/16/2004	8/22/2016	14,008		0	6,646	7,362	0	0	0	7,362
67	VANGUARD REIT VIPER	922908553		3/16/2004	10/7/2016	3,709		0	1,901	1,808	0	0	0	1,808
68	VANGUARD REIT VIPER	922908553		7/23/2004	10/7/2016	8,762		0	4,250	4,512	0	0	0	4,512
69	VANGUARD REIT VIPER	922908553		4/14/2004	10/7/2016	3,451		0	1,532	1,919	0	0	0	1,919

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

	Amount
Long Term CG Distributions	10,683
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	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						441,114	0	172	414,237	27,049	0	0	0	27,049
70	WF C & B LARGE CAP VAL-I #	94975J268		5/20/2015	10/27/2016	1,161		0	1,212	-51	0	0	0	-51
71	WF C & B LARGE CAP VAL-I #	94975J268		5/20/2015	1/20/2017	17,449		0	17,090	359	0	0	0	359
72	WF C & B LARGE CAP VAL-I #	94975J268		5/20/2015	4/24/2017	200		0	185	15	0	0	0	15
73	WF C & B LARGE CAP VAL-I #	94975J268		8/24/2016	4/24/2017	4,383		0	3,972	411	0	0	0	411
74	WF CORE BD FD-I #944	94975J581		10/12/2016	5/23/2017	5,645		128	5,773	0	0	0	0	0
75	WELLS FARGO SP S/C VA-IS	94975P447		8/24/2016	10/27/2016	637		0	652	-15	0	0	0	-15
76	WELLS FARGO SP S/C VA-IS	94975P447		8/24/2016	1/20/2017	1,682		0	1,554	128	0	0	0	128
77	WF CORE BD FD-I #944	94975J581		5/16/2016	8/22/2016	11,330		0	11,124	206	0	0	0	206
78	WELLS FARGO SP S/C VA-IS	94975P447		8/24/2016	5/23/2017	4,994		0	4,632	362	0	0	0	362
79	WELLS FARGO SP S/C VA-IS	94975P447		4/26/2017	5/23/2017	130		0	135	-5	0	0	0	-5
80	WELLS FARGO SP S/C VA-IS	94975P447		1/12/2016	5/23/2017	7,036		0	5,249	1,787	0	0	0	1,787
81	WELLS FARGO EMG MK E-IN	94975P751		6/2/2016	8/22/2016	1,907		0	1,695	212	0	0	0	212
82	WELLS FARGO EMG MK E-IN	94975P751		1/12/2016	8/22/2016	24,343		0	18,798	5,545	0	0	0	5,545
83	WF CORE BD FD-I #944	94975J581		4/26/2016	8/22/2016	7,020		0	6,855	165	0	0	0	165
84	WELLS FARGO EMG MK E-IN	94975P751		1/20/2017	4/24/2017	5,367		0	4,826	541	0	0	0	541
85	WF SMALL COMPANY GROW	949921571		8/24/2016	10/27/2016	204		0	215	-11	0	0	0	-11
86	WF SMALL COMPANY GROW	949921571		8/24/2016	1/20/2017	1,177		0	1,118	59	0	0	0	59
87	WF SMALL COMPANY GROW	949921571		8/24/2016	4/24/2017	759		0	688	71	0	0	0	71
88	WF SMALL COMPANY GROW	949921571		8/24/2016	5/23/2017	4,647		0	4,259	388	0	0	0	388
89	WF SMALL COMPANY GROW	949921571		1/12/2016	5/23/2017	7,735		0	6,125	1,610	0	0	0	1,610
90	WELLS FARGO EMG MK E-IN	94975P751		1/12/2016	10/27/2016	1,271		0	970	301	0	0	0	301

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
										16,453	0	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	16,453		

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

		Date		Amount
1	Credit from prior year return		1	664
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		6	
7	Total		7	664

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	39,271
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	39,271

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.