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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 8/1/2016, and ending 7/31/2017

Name of foundation  
**GRAHAM MUSIC FUND**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**Wells Fargo Bank N A Trust Tax Dept - 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/country Foreign postal code

**A Employer identification number**  
25-6620864

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

**C If exemption application is pending, check here** ☐

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

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

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

**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) ▶ \$** 1,250,264

**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 <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	29,616	29,616		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	49,534			
	b Gross sales price for all assets on line 6a 369,197				
	7 Capital gain net income (from Part IV, line 2)		49,534		
	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	79,150	79,150	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	18,101	13,576		4,525
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,155			1,155
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,903	507		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	17	17		
	24 Total operating and administrative expenses. Add lines 13 through 23	21,176	14,100	0	5,680
	25 Contributions, gifts, grants paid	40,000			40,000
26 Total expenses and disbursements. Add lines 24 and 25	61,176	14,100	0	45,680	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	17,974				
b Net investment income (if negative, enter -0-)		65,050			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2016)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
<b>Assets</b>	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	52,643	43,377	43,377
	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)	967,142	994,386	1,206,887
	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)	1,019,785	1,037,763	1,250,264
<b>Liabilities</b>	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	
<b>Net Assets or Fund Balances</b>	<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	1,019,785	1,037,763	
	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)	1,019,785	1,037,763	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	1,019,785	1,037,763	

**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	1,019,785
2 Enter amount from Part I, line 27a	2	17,974
3 Other increases not included in line 2 (itemize) ▶ <u>ROUNDING ADJUSTMENT</u>	3	7
4 Add lines 1, 2, and 3	4	1,037,766
5 Decreases not included in line 2 (itemize) ▶ <u>MUTUAL FUND TIMING DIFFERENCE</u>	5	3
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,037,763

**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>	49,534
<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.

<b>1</b> 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	58,845	1,126,210	0.052250
2014	59,570	1,198,295	0.049712
2013	54,540	1,192,574	0.045733
2012	44,210	1,161,249	0.038071
2011	59,849	1,114,456	0.053702

  

<b>2</b>	Total of line 1, column (d)	<b>2</b>	0.239468
<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>	0.047894
<b>4</b>	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	1,191,552
<b>5</b>	Multiply line 4 by line 3	<b>5</b>	57,068
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	651
<b>7</b>	Add lines 5 and 6	<b>7</b>	57,719
<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>	45,680

**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>		1,301
<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>		1,301
<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>		1,301
<b>6</b>	<b>Credits/Payments</b>			
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	991	
<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>		991
<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>		310
<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)**

	Yes	No
<b>11</b> 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)	<b>11</b>	X
<b>12</b> 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)	<b>12</b>	X
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>▶</b> N/A	<b>13</b> X	
<b>14</b> The books are in care of <b>▶</b> WELLS FARGO BANK N A Telephone no <b>▶</b> 888-730-4933 Located at <b>▶</b> 100 N Main St MAC D4001-117 Winston Salem NC ZIP+4 <b>▶</b> 27101		
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <b>▶</b> <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>▶</b> <b>15</b> N/A		
<b>16</b> 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 <b>▶</b>	<b>16</b>	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
<b>1a</b> 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? ( <b>Exception.</b> 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>b</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 <b>▶</b> <input type="checkbox"/>	<b>1b</b>	X
<b>c</b> 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?	<b>1c</b>	X
<b>2</b> 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))		
<b>a</b> 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 <b>▶</b> 20____, 20____, 20____, 20____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 )	<b>2b</b> N/A	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b> 20____, 20____, 20____, 20____		
<b>3a</b> 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>b</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 )	<b>3b</b> N/A	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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?	<b>4b</b>	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	18,101	NONE	NONE

**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>	1,154,964
<b>b</b>	Average of monthly cash balances	<b>1b</b>	54,733
<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>	1,209,697
<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>	1,209,697
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	<b>4</b>	18,145
<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>	1,191,552
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	59,578

**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>	59,578
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5	<b>2a</b>	1,301
<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>	1,301
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	58,277
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	58,277
<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>	58,277

**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>	45,680
<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>	45,680
<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>	45,680

**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				58,277
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only			6,110	
<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 ▶ \$ 45,680				
<b>a</b> Applied to 2015, but not more than line 2a			6,110	
<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				39,570
<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				18,707
<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
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0

**b** 85% of line 2a

**c** Qualifying distributions from Part XII, line 4 for each year listed

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**e** Qualifying distributions made directly for active conduct of exempt activities  
Subtract line 2d from line 2c

**3** Complete 3a, b, or c for the alternative test relied upon

**a** "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

**b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

**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)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

Wells Fargo Philanthropic Services 1 W 4th St Winston Salem, NC 27101-3818 (888) 234-1999

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

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

**c** Any submission deadlines

October 31st

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

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

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

Recipient 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
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			<b>3a</b>	40,000
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			<b>3b</b>	0



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

- |   |  |    |
|---|--|----|
| 1 | <p>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?</p>   |    |
| a | <p>Transfers from the reporting foundation to a noncharitable exempt organization of</p>   |    |
|   | <p>(1) Cash</p>  | 1a |
|   | <p>(2) Other assets</p>  | 1a |
| b | <p>Other transactions</p>  |    |
|   | <p>(1) Sales of assets to a noncharitable exempt organization</p>  | 1b |
|   | <p>(2) Purchases of assets from a noncharitable exempt organization</p>  | 1b |
|   | <p>(3) Rental of facilities, equipment, or other assets</p>  | 1b |
|   | <p>(4) Reimbursement arrangements</p>  | 1b |
|   | <p>(5) Loans or loan guarantees</p>  | 1b |
|   | <p>(6) Performance of services or membership or fundraising solicitations</p>  | 1b |
| c | <p>Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p>  |    |
| d | <p>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</p> |    |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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.

A. A. M. SVP  
Signature of officer or trustee

10/10/2017  
Date

**SVP Wells Fargo Bank N A**  
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

JOSEPH J CASTRIANO

Preparer's signature

*John*

Date

10/10/2017

Check ☒ if self-employed

PTIN

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
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**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.

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

Recipient(s) paid during the year

**Name**

COMMUNITY MUSIC SCHOOL

**Street**

23 N 6TH ST, 2ND FLOOR

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18101

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

25,000

**Name**

LEHIGH VALLEY CHARTER SCHOOL FOR THE ARTS

**Street**

321 E 3RD ST

**City**

BETHLEHEM

**State**

PA

**Zip Code**

18015

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

10,000

**Name**

GOOD SHEPHERD REHABILITATION NETWORK

**Street**

850 S 5th St

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18103

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****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**

Long Term CG Distributions		Amount		Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss				
Short Term CG Distributions		1,074		Capital Gains/Losses		Other sales		369,197		319,663		49,534		
		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 LAS VEGAS SANDS CORP	517834107	X				12/16/2014	11/2/2016	1,155	1,078					77
2 LAS VEGAS SANDS CORP	517834107	X				12/16/2014	4/20/2017	742	701					41
3 MANULIFE FINANCIAL CORP	58501R106	X				3/1/2016	7/25/2017	1,005	688					317
4 MCKESSON CORP	58155Q103	X				1/28/2016	1/18/2017	1,005	778					-177
5 MCKESSON CORP	58155Q103	X				1/28/2016	1/18/2017	150	160					-10
6 MERCK & CO INC NEW	58633Y105	X				4/26/2016	7/25/2017	880	785					95
7 MICROSOFT CORP	594918104	X				8/23/2016	1/18/2017	809	755					54
8 MICROSOFT CORP	594918104	X				10/5/2016	1/18/2017	860	860					74
9 SCHLUMBERGER LTD	806857108	X				10/5/2016	1/18/2017	956	872					84
10 SPIRIT AEROSYSTEMS HOLD	848574109	X				10/5/2016	4/20/2017	675	563					112
11 SUNCOR ENERGY INC NEW	887224107	X				12/28/2016	4/20/2017	694	535					159
12 TARGET CORP	87612E106	X				1/28/2016	1/15/2016	1,142	1,138					4
13 TARGET CORP	87612E106	X				1/28/2016	7/25/2017	651	853					-202
14 THERMO FISHER SCIENTIFIC	883556102	X				8/23/2016	1/18/2017	582	619					37
15 THERMO FISHER SCIENTIFIC	883556102	X				1/28/2016	1/18/2017	145	128					17
16 TOTAL S.A. - ADR	89151E109	X				10/25/2013	7/25/2017	705	862					-157
17 UNION PACIFIC CORP	907818108	X				1/28/2016	4/20/2017	760	490					270
18 UNITEDHEALTH GROUP INC	91324P102	X				1/28/2016	1/18/2017	629	445					184
19 UNITEDHEALTH GROUP INC	91324P102	X				1/28/2016	7/25/2017	1,154	668					486
20 VANGUARD SHORT TERM BC	921937827	X				1/28/2016	4/20/2017	12,227	12,357					-130
21 SPDR DJ WILSHIRE INTERNA	78463X863	X				5/11/2016	7/25/2017	858	812					46
22 VANGUARD FTSE EMERGING	922042858	X				1/18/2017	7/25/2017	3,631	3,163					468
23 VANGUARD SHORT TERM BC	921937827	X				8/23/2016	4/20/2017	12,227	12,374					-147
24 VANGUARD SHORT TERM BC	921937827	X				10/5/2016	4/20/2017	7,991	8,058					-67
25 VANGUARD REIT VIPER	922908553	X				1/28/2016	8/23/2016	9,810	8,385					1,425
26 VANGUARD REIT VIPER	922908553	X				1/28/2016	4/20/2017	5,274	5,287					-13
27 VANGUARD REIT VIPER	922908553	X				1/28/2016	10/5/2016	20,008	19,447					1,561
28 VANGUARD FTSE DEVELOP	921943858	X				1/28/2016	8/23/2016	49,213	44,710					4,503
29 EATON CORP PLC	G29183103	X				1/28/2016	4/20/2017	667	451					216
30 AFFILIATED MANAGERS GRO	008252108	X				1/28/2016	4/20/2017	656	522					134
31 ALPHABET INC CL C	02079K107	X				1/18/2017	4/20/2017	841	806					35
32 AMERIPRISE FINL INC	03076C108	X				6/10/2016	7/25/2017	974	897					277
33 APPLE INC	037833100	X				8/23/2016	1/18/2017	1,082	977					105
34 APPLE INC	037833100	X				1/28/2016	1/18/2017	962	756					206
35 VANGUARD FTSE DEVELOP	921943858	X				1/28/2016	4/20/2017	1,017	887					130
36 VANGUARD FTSE DEVELOP	921943858	X				1/28/2016	7/25/2017	5,414	4,369					1,045
37 APPLE INC	037833100	X				1/28/2016	4/25/2017	3,781	2,457					1,304
38 APPLE INC	037833100	X				1/28/2016	7/25/2017	1,065	661					404
39 BAYER AG - ADR	072730302	X				12/9/2016	7/25/2017	653	495					158
40 BERKSHIRE HATHAWAY INC	084670702	X				1/28/2016	10/5/2016	5,398	5,066					670
41 BERKSHIRE HATHAWAY INC	084670702	X				1/28/2016	1/18/2017	640	507					133
42 VANGUARD FTSE EMERGING	922042858	X				1/28/2016	8/23/2016	54,559	42,813					11,746
43 VANGUARD FTSE EMERGING	922042858	X				1/18/2017	4/20/2017	5,228	4,912					316
44 BOEING CO	097023105	X				1/28/2016	10/5/2016	1,064	939					125
45 BOEING CO	097023105	X				1/28/2016	1/18/2017	943	704					239
46 BOEING CO	097023105	X				1/28/2016	3/24/2017	2,809	1,877					932
47 BOEING CO	097023105	X				1/28/2016	7/25/2017	856	469					387
48 CME GROUP INC	12572Q105	X				8/23/2016	10/5/2016	636	636					-14
49 CME GROUP INC	12572Q105	X				10/25/2013	10/5/2016	2,384	1,755					629
50 CME GROUP INC	12572Q105	X				10/25/2013	1/18/2017	694	458					238
51 CME GROUP INC	12572Q105	X				10/25/2013	3/31/2017	1,865	1,068					587
52 CVS HEALTH CORPORATION	128650100	X				1/28/2016	7/25/2017	930	1,127					-197
53 CELANESE CORP	150870103	X				2/23/2015	7/25/2017	1,243	757					486
54 CISCO SYSTEMS INC	17275R102	X				4/26/2016	4/20/2017	852	740					112
55 CITIGROUP INC	172967424	X				8/10/2016	7/25/2017	1,290	836					454
56 COGNIZANT TECH SOLUTION	192446102	X				3/16/2016	1/18/2017	963	1,001					-38
57 COGNIZANT TECH SOLUTION	192446102	X				3/16/2016	7/25/2017	839	707					132
58 COMCAST CORP CLASS A	20030N101	X				1/28/2016	4/20/2017	830	595					235
59 COMCAST CORP CLASS A	20030N101	X				1/28/2016	7/25/2017	634	432					202
60 CREDIT SUISSE COMM RET	22544R305	X				1/28/2016	1/18/2017	23,901	20,453					3,448
61 CREDIT SUISSE COMM RET	22544R305	X				8/25/2016	1/18/2017	749	717					32
62 CUMMINS INC	231021106	X				1/28/2016	11/2/2016	7,212	5,149					2,063
63 DIAGEO PLC - ADR	25243Q205	X				10/25/2013	4/20/2017	690	786					-96
64 MONSANTO CO NEW	61168W101	X				1/28/2016	12/8/2016	7,966	6,704					1,262
65 PNC FINANCIAL SERVICES G	693475105	X				2/21/2016	7/25/2017	908	611					297
66 PNC FINANCIAL SERVICES G	693475105	X				8/10/2016	7/25/2017	174	259					85
67 ROCHE HOLDINGS LTD - ADR	771195104	X				1/28/2016	7/25/2017	1,058	1,053					5
68 T ROWE PRICE INST FLOAT	77958B402	X				12/3/2014	1/18/2017	11,656	11,909					-253
69 T ROWE PRICE INST FLOAT	77958B402	X				12/27/2013	1/18/2017	576	587					-11
70 T ROWE PRICE INST FLOAT	77958B402	X				8/25/2016	1/18/2017	1,730	1,730					17
71 SPDR DJ WILSHIRE INTERNA	78463X863	X				1/28/2016	10/5/2016	10,697	9,781					916
72 MICROSOFT CORP	594918104	X				4/26/2016	7/25/2017	1,398	977					421



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

Long Term CG Distributions		Amount	Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss					
Short Term CG Distributions		1,074	Capital Gains/Losses		369,197		319,663		49,534					
		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 ISHARES S&P MID-CAP 400 C	464287606	X				8/23/2016	1/18/2017	920	892				0	28
74 ISHARES S&P MID-CAP 400 C	464287606	X				1/28/2016	1/18/2017	1,289	1,028				0	261
75 ISHARES S&P MID-CAP 400 C	464287606	X				1/28/2016	7/25/2017	2,412	1,762				0	650
76 ISHARES S&P MID-CAP 400 V	464287705	X				8/23/2016	1/18/2017	2,047	1,887				0	160
77 ISHARES S&P MID-CAP 400 V	464287705	X				1/28/2016	1/18/2017	4,240	3,106				0	1,134
78 ISHARES CORE S&P SMALL	464287804	X				8/23/2016	1/18/2017	7,485	6,841				0	644
79 ISHARES CORE S&P SMALL	464287804	X				1/27/2012	1/18/2017	1,361	753				0	608
80 WALT DISNEY CO	254687106	X				1/28/2016	7/25/2017	645	562				0	83
81 ISHARES CORE S&P SMALL	464287804	X				1/27/2012	7/25/2017	1,646	866				0	780
82 JPMORGAN CHASE & CO	46625H100	X				3/1/2016	10/5/2016	1,407	1,242				0	165
83 JPMORGAN CHASE & CO	46625H100	X				8/15/1995	1/18/2017	1,139	285				0	854
84 JPMORGAN CHASE & CO	46625H100	X				8/15/1995	10/5/2016	1,068	218				0	870
85 JPMORGAN CHASE & CO	46625H100	X				8/15/1995	3/31/2017	1,750	336				0	1,424
86 JPMORGAN CHASE & CO	46625H100	X				8/15/1995	7/25/2017	647	118				0	529
87 JPMORGAN HIGH YIELD FUN	4812C0803	X				4/20/2016	1/18/2017	16,084	15,347				0	737
88 JPMORGAN HIGH YIELD FUN	4812C0803	X				8/25/2016	1/18/2017	9,112	9,050				0	62
89 JPMORGAN HIGH YIELD FUN	4812C0803	X				1/28/2016	1/18/2017	8,543	7,691				0	852

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

		1,155	0	0	1,155
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,155			1,155

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

		1,903	507	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	507	507		
2	PY EXCISE TAX DUE	405			
3	ESTIMATED EXCISE PAYMENTS	991			

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

		17	17	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	17	17		

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	AFFILIATED MANAGERS GROUP INC		0	5,998	8,548
3	APPLE COMPUTER INC COM		0	11,339	17,848
4	BAYER A G SPONSORED ADR		0	3,561	4,556
5	BOEING COMPANY		0	4,928	10,183
6	CVS/CAREMARK CORPORATION		0	7,512	6,394
7	CISCO SYSTEMS INC		0	6,598	10,158
8	COGNIZANT TECH SOLUTIONS CRP COM		0	7,696	9,428
9	DIAGEO PLC - ADR		0	6,275	6,528
10	WALT DISNEY CO		0	5,150	6,046
11	GILEAD SCIENCES INC		0	6,067	5,555
12	HOME DEPOT INC		0	4,556	4,638
13	ELI LILLY & CO COM		0	4,010	4,050
14	MICROSOFT CORP		0	6,159	15,630
15	PNC FINANCIAL SERVICES GROUP		0	6,152	9,274
16	ROCHE HOLDINGS LTD - ADR		0	7,336	7,292
17	SCHLUMBERGER LTD		0	7,070	6,997
18	TJX COS INC NEW		0	3,615	3,656
19	THERMO FISHER SCIENTIFIC INC		0	5,107	7,021
20	TOTAL FINA ELF S A ADR		0	5,503	6,030
21	UNION PACIFIC CORP		0	6,652	9,781
22	MCKESSON CORP		0	5,599	5,665
23	MANULIFE FINANCIAL CORP		0	5,564	8,392
24	UNITED PARCEL SERVICE-CL B		0	6,132	6,617
25	TARGET CORP		0	3,898	3,344
26	UNITEDHEALTH GROUP INC		0	4,069	12,851
27	HAIN CELESTIAL GROUP INC		0	3,567	4,605
28	BLACKROCK INC		0	4,105	5,545
29	FID ADV EMER MKTS INC- CL I 607		0	66,485	73,969
30	T ROWE PRICE REAL ESTATE FD 122		0	59,122	68,103
31	ISHARES TR SMALLCAP 600 INDEX FD		0	45,112	74,280
32	JPMORGAN CHASE & CO		0	1,477	8,078
33	ISHARES S&P MIDCAP 400 VALUE		0	47,452	66,415
34	SUNCOR ENERGY INC NEWF		0	6,370	8,938
35	ISHARES S&P MIDCAP 400 GROWTH		0	50,203	67,760
36	MERCK & CO INC NEW		0	5,549	6,324
37	BERSHIRE HATHAWAY INC		0	3,673	5,074
38	ALPHABET INC/CA		0	9,727	12,096
39	COMCAST CORP CLASS A		0	7,080	10,598
40	VANGUARD REIT VIPER		0	17,087	18,706
41	LAS VEGAS SANDS CORP		0	4,893	5,853
42	CELANESE CORP		0	5,649	9,328
43	TE CONNECTIVITY LTD		0	5,614	6,753
44	VANGUARD EMERGING MARKETS ETF		0	55,929	75,224
45	CITIGROUP INC		0	6,211	10,404
46	VANGUARD INFLAT-PROT SECS-ADM 511		0	14,535	14,210

**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
47	AMERIPRISE FINL INC		0	5,178	8,403
48	JPMORGAN HIGH YIELD FUND SS 3580		0	22,891	25,701
49	T ROWE PRICE INST FLOAT RATE 170		0	10,348	10,505
50	SPIRIT AEROSYTSEMS HOLD-CL A		0	4,457	5,741
51	EATON CORP PLC		0	3,309	5,164
52	VANGUARD BD INDEX FD INC		0	73,066	73,058
53	CME GROUP INC		0	2,398	4,414
54	SPDR DJ WILSHIRE INTERNATIONAL REA		0	35,406	37,855
55	VANGUARD INTERMEDIATE TERM B		0	197,041	195,671
56	VANGUARD EUROPE PACIFIC ETF		0	70,102	87,316
57	ZOETIS INC		0	3,804	4,314

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

Long Term CG Distributions										Amount			
Short Term CG Distributions										1,074	0		
	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
1	LAS VEGAS SANDS CORP -	517834107	12/16/2014	11/2/2016	1,155		0	1,078	77	0	0	0	48,461
2	LAS VEGAS SANDS CORP -	517834107	12/16/2014	4/20/2017	742		0	701	41	0	0	0	41
3	MANULIFE FINANCIAL CORP	56501R106	3/1/2016	7/25/2017	1,005		0	688	317	0	0	0	317
4	MCKESSON CORP	581550103	8/23/2016	1/18/2017	601		0	718	-177	0	0	0	-177
5	MCKESSON CORP	581550103	1/28/2016	1/18/2017	150		0	160	-10	0	0	0	-10
6	MERCK & CO INC NEW	58933Y105	4/28/2016	7/25/2017	880		0	785	95	0	0	0	95
7	MICROSOFT CORP	594918104	8/23/2016	1/18/2017	809		0	755	54	0	0	0	54
8	MICROSOFT CORP	594918104	10/5/2016	1/18/2017	934		0	860	74	0	0	0	74
9	SCHLUMBERGER LTD	806857108	10/5/2016	1/18/2017	956		0	872	84	0	0	0	84
10	SPIRIT AEROSYSTEMS HOLD	848574109	10/5/2016	4/20/2017	675		0	563	112	0	0	0	112
11	SUNCOR ENERGY INC NEW	867224107	1/28/2016	4/20/2017	694		0	535	159	0	0	0	159
12	TARGET CORP	87612E106	1/28/2016	11/15/2016	1,142		0	1,136	4	0	0	0	4
13	TARGET CORP	87612E106	7/29/2016	7/25/2017	651		0	853	-202	0	0	0	-202
14	THERMO FISHER SCIENTIFIC	883556102	8/23/2016	1/18/2017	582		0	619	-37	0	0	0	-37
15	THERMO FISHER SCIENTIFIC	883556102	1/28/2016	1/18/2017	145		0	128	17	0	0	0	17
16	TOTAL S.A. - ADR	89151E108	10/25/2013	7/25/2017	705		0	862	-157	0	0	0	-157
17	UNION PACIFIC CORP	907618108	1/28/2016	4/20/2017	760		0	430	270	0	0	0	270
18	UNITEDHEALTH GROUP INC	91324P102	1/28/2016	1/18/2017	629		0	445	184	0	0	0	184
19	UNITEDHEALTH GROUP INC	91324P102	1/28/2016	7/25/2017	1,154		0	668	486	0	0	0	486
20	VANGUARD SHORT TERM BOND	51128/2016	5/11/2016	4/20/2017	12,227		0	12,357	-130	0	0	0	-130
21	SPDR DJ WILSHIRE INTERNATIONAL	78463X863	1/28/2016	7/25/2017	858		0	812	46	0	0	0	46
22	VANGUARD FTSE EMERGING	92204Z898	1/18/2017	7/25/2017	3,631		0	3,163	468	0	0	0	468
23	VANGUARD SHORT TERM BOND	921937827	8/23/2016	4/20/2017	12,227		0	12,374	-147	0	0	0	-147
24	VANGUARD SHORT TERM BOND	921937827	10/5/2016	4/20/2017	7,991		0	8,058	-67	0	0	0	-67
25	VANGUARD REIT VIPER	922908553	1/28/2016	8/23/2016	9,810		0	8,335	1,425	0	0	0	1,425
26	VANGUARD SHORT TERM BOND	921937827	1/28/2016	4/20/2017	5,274		0	5,237	-13	0	0	0	-13
27	VANGUARD REIT VIPER	922908553	1/28/2016	10/5/2016	20,008		0	18,447	1,561	0	0	0	1,561
28	VANGUARD FTSE DEVELOPE	921943858	1/28/2016	8/23/2016	48,213		0	44,710	4,503	0	0	0	4,503
29	EATON CORP PLC	G29183103	1/28/2016	4/20/2017	687		0	451	216	0	0	0	216
30	AFFILIATED MANAGERS GROUP	00832I108	1/28/2016	4/20/2017	656		0	522	134	0	0	0	134
31	ALPHABET INC CL C	02079K107	1/18/2017	4/20/2017	841		0	836	35	0	0	0	35
32	AMERIPRISE FINL INC	03076C106	6/10/2016	7/25/2017	974		0	697	277	0	0	0	277
33	APPLE INC	037833100	8/23/2016	1/18/2017	1,082		0	977	105	0	0	0	105
34	APPLE INC	037833100	1/28/2016	1/18/2017	962		0	756	206	0	0	0	206
35	VANGUARD FTSE DEVELOPE	921943858	1/28/2016	4/20/2017	1,017		0	887	130	0	0	0	130
36	VANGUARD FTSE DEVELOPE	921943858	1/28/2016	7/25/2017	5,414		0	4,389	1,045	0	0	0	1,045
37	APPLE INC	037833100	1/28/2016	4/25/2017	3,761		0	2,457	1,304	0	0	0	1,304
38	APPLE INC	037833100	1/28/2016	7/25/2017	1,065		0	651	404	0	0	0	404
39	BAYER AG - ADR	072730302	1/29/2016	7/25/2017	653		0	495	158	0	0	0	158
40	BERKSHIRE HATHAWAY INC.	084670702	1/28/2016	10/5/2016	5,736		0	5,066	670	0	0	0	670
41	BERKSHIRE HATHAWAY INC.	084670702	1/28/2016	1/18/2017	640		0	507	133	0	0	0	133
42	VANGUARD FTSE EMERGING	92204Z898	1/28/2016	8/23/2016	54,559		0	42,813	11,746	0	0	0	11,746
43	VANGUARD FTSE EMERGING	92204Z898	1/18/2017	4/20/2017	5,228		0	4,912	316	0	0	0	316
44	BOEING CO	097023105	1/28/2016	10/5/2016	1,064		0	939	125	0	0	0	125
45	BOEING CO	097023105	1/28/2016	1/18/2017	943		0	704	239	0	0	0	239
46	BOEING CO	097023105	1/28/2016	3/24/2017	2,809		0	1,877	932	0	0	0	932
47	BOEING CO	097023105	1/28/2016	7/25/2017	856		0	489	367	0	0	0	367
48	CME GROUP INC	12572Q105	8/23/2016	10/5/2016	622		0	636	-14	0	0	0	-14
49	CME GROUP INC	12572Q105	10/25/2013	10/5/2016	2,384		0	1,755	629	0	0	0	629
50	CME GROUP INC	12572Q105	10/25/2013	1/18/2017	694		0	458	236	0	0	0	236
51	CME GROUP INC	12572Q105	10/25/2013	3/31/2017	1,665		0	1,068	597	0	0	0	597
52	CVS HEALTH CORPORATION	126650100	1/28/2016	7/25/2017	930		0	1,127	-197	0	0	0	-197
53	CELANESE CORP	150870103	2/23/2015	7/25/2017	1,243		0	757	486	0	0	0	486
54	CISCO SYSTEMS INC	17275R102	4/26/2016	4/20/2017	852		0	740	112	0	0	0	112
55	CITIGROUP INC	172967424	6/10/2016	7/25/2017	1,290		0	836	454	0	0	0	454
56	COGNIZANT TECH SOLUTION	192446102	3/16/2016	1/18/2017	963		0	1,001	-38	0	0	0	-38
57	COGNIZANT TECH SOLUTION	192446102	3/16/2016	7/25/2017	839		0	707	132	0	0	0	132
58	COMCAST CORP CLASS A	20030N101	1/29/2016	4/20/2017	634		0	595	235	0	0	0	235
59	COMCAST CORP CLASS A	20030N101	1/29/2016	7/25/2017	23,301		0	432	202	0	0	0	202
60	CREDIT SUISSE COMM RET	22544R305	1/28/2016	1/18/2017	749		0	20,453	3,448	0	0	0	3,448
61	CREDIT SUISSE COMM RET	22544R305	1/28/2016	7/25/2017	717		0	717	32	0	0	0	32
62	CUMMINS INC	231021106	1/28/2016	11/2/2016	7,212		0	5,149	2,063	0	0	0	2,063
63	DIAGEO PLC - ADR	25243Q205	10/25/2013	4/20/2017	690		0	786	-96	0	0	0	-96
64	MONSANTO CO NEW	61166W101	1/28/2016	12/8/2016	7,966		0	6,704	1,262	0	0	0	1,262
65	PNC FINANCIAL SERVICES G	693475105	2/21/2016	7/25/2017	908		0	611	297	0	0	0	297
66	PNC FINANCIAL SERVICES G	693475105	6/10/2016	7/25/2017	259		0	174	85	0	0	0	85
67	ROCHE HOLDINGS LTD - ADR	771195104	1/28/2016	7/25/2017	1,058		0	1,053	5	0	0	0	5
68	T ROWE PRICE INST FLOAT F	779588402	1/23/2017	1/18/2017	11,556		0	11,909	-253	0	0	0	-253
69	T ROWE PRICE INST FLOAT F	779588402	1/23/2017	1/18/2017	576		0	587	-11	0	0	0	-11

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

Long Term CG Distributions													Amount	
Short Term CG Distributions													1,074	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
70	T ROWE PRICE INST FLOAT F	77958B-402		8/25/2016	11/8/2017	1,747		0	1,730	17	0	0	0	17
71	SPDR DJ WILSHIRE INTERNA	78463X-963		1/28/2016	10/9/2016	10,997		0	9,781	916	0	0	0	916
72	MICROSOFT CORP	594918-104		4/26/2016	7/25/2017	1,398		0	977	421	0	0	0	421
73	SHARES S&P MID-CAP 400 C	46428T-606		8/23/2016	1/18/2017	920		0	882	28	0	0	0	28
74	SHARES S&P MID-CAP 400 C	46428T-606		1/28/2016	1/18/2017	1,289		0	1,028	261	0	0	0	261
75	SHARES S&P MID-CAP 400 C	46428T-606		1/28/2016	7/25/2017	2,412		0	1,762	650	0	0	0	650
76	SHARES S&P MID-CAP 400 C	46428T-705		8/23/2016	1/18/2017	2,047		0	1,887	160	0	0	0	160
77	SHARES S&P MID-CAP 400 C	46428T-705		1/28/2016	1/18/2017	4,240		0	3,106	1,134	0	0	0	1,134
78	SHARES CORE S&P SMALL	46428T-804		8/23/2016	1/18/2017	7,485		0	6,841	644	0	0	0	644
79	SHARES CORE S&P SMALL	46428T-804		1/27/2012	1/18/2017	1,361		0	753	608	0	0	0	608
80	WALT DISNEY CO	25468T-106		1/28/2016	7/25/2017	645		0	562	83	0	0	0	83
81	SHARES CORE S&P SMALL	46428T-804		1/27/2012	7/25/2017	1,646		0	866	780	0	0	0	780
82	JPMORGAN CHASE & CO	46625H-100		3/1/2016	10/5/2016	1,407		0	1,242	165	0	0	0	165
83	JPMORGAN CHASE & CO	46625H-100		8/15/1995	10/5/2016	1,139		0	285	854	0	0	0	854
84	JPMORGAN CHASE & CO	46625H-100		8/15/1995	1/19/2017	1,088		0	218	870	0	0	0	870
85	JPMORGAN CHASE & CO	46625H-100		8/15/1995	3/31/2017	1,760		0	336	1,424	0	0	0	1,424
86	JPMORGAN CHASE & CO	46625H-100		8/15/1995	7/25/2017	647		0	118	529	0	0	0	529
87	JPMORGAN HIGH YIELD FUN	4812C-0803		4/20/2016	1/18/2017	16,084		0	15,347	737	0	0	0	737
88	JPMORGAN HIGH YIELD FUN	4812C-0803		8/25/2016	1/19/2017	9,112		0	9,050	62	0	0	0	62
89	JPMORGAN HIGH YIELD FUN	4812C-0803		1/28/2016	1/18/2017	8,543		0	7,631	852	0	0	0	852



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

Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	100 N Main St MAC D4001-117	Winston Salem	NC	27101		TRUSTEE	SEE ATTAC	18,101	NONE	NONE
										18,101		0

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	12/12/2016	2	248
3 Second quarter estimated tax payment	1/11/2017	3	248
4 Third quarter estimated tax payment	4/12/2017	4	247
5 Fourth quarter estimated tax payment	7/12/2017	5	248
6 Other payments		6	
7 Total		7	991

**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	6,110
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	6,110