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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation 1709

▶ 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 10/1/2016 **, and ending** 9/30/2017

Name of foundation: RUTH ANDERSON WHEELER & HENRY O WHEELER CHARITABLE

A Employer identification number: 91-6253678

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

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

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

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,130,988

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

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

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

		Line	(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	29,366	29,366		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	33,893			
	b	Gross sales price for all assets on line 6a 446,292				
	7	Capital gain net income (from Part IV, line 2)		33,893		
	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	63,259	63,259	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	16,722	12,541		4,180
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,106			1,106
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	592	592		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	41	16		25
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18,461	13,149	0	5,311
	25	Contributions, gifts, grants paid	60,000			60,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	78,461	13,149	0	65,311
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-15,202			
	b	**Net investment income** (if negative, enter -0-)		50,110		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.
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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)

Section	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	106,681	27,184	27,184
	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)	809,074	872,955	1,103,804
	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)	915,755	900,139	1,130,988
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	915,755	900,139	
	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)	915,755	900,139	
	31	**Total liabilities and net assets/fund balances** (see instructions)	915,755	900,139	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	915,755
2	Enter amount from Part I, line 27a	2	-15,202
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	2,412
4	Add lines 1, 2, and 3	4	902,965
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,826
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	900,139

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	33,893
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	64,992	1,059,738	0.061328
2014	57,131	1,166,686	0.048969
2013	55,622	1,185,490	0.046919
2012	53,334	1,118,746	0.047673
2011	54,121	1,061,727	0.050974

2	**Total** of line 1, column (d)	2	0.255863
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	0.051173
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,100,829
5	Multiply line 4 by line 3	5	56,333
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	501
7	Add lines 5 and 6	7	56,834
8	Enter qualifying distributions from Part XII, line 4	8	65,311

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.

3

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	501
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	501
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	501
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 149		
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	149
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	352
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

2

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

		Line	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

		Line	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.

			Line	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	16,722		

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	1,060,611
b	Average of monthly cash balances	1b	56,982
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,117,593
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	1,117,593
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	16,764
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,100,829
6	**Minimum investment return.** Enter 5% of line 5	6	55,041

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	55,041
2a	Tax on investment income for 2016 from Part VI, line 5	2a	501		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	501
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	54,540
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	54,540
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	54,540

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	65,311
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	65,311
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	501
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	64,810

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				54,540
2	Undistributed income, if any, as of the end of 2016				
a	Enter amount for 2015 only			38,037	
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: ▶ $ 65,311				
a	Applied to 2015, but not more than line 2a			38,037	
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				27,274
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				27,266
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 (a) 2016	Prior 3 years (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:

RUTH & HENRY WHEELER CHARITABLE TRUST 1201 PACIFIC AVE TACOMA, WA 98402 (800) 352-3705

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

APPLICATIONS SHOULD BE SUBMITTED IN WRITING

c Any submission deadlines:

NONE

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

CONTRIBUTIONS WILL ONLY BE MADE TO CHARITABLE ORGANIZAITONS DEFINED BY IRC SECTION 170(C)2

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				60,000
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue·					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	29,366	
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	33,893	
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		63,259	0

13 Total. Add line 12, columns (b), (d), and (e) 13 63,259

(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

A.A. SVP | 1/8/2018 | 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		1/8/2018		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
EPIPHANY PARISH OF SEATTLE
Street
1805 38TH AVE

City	State	Zip Code	Foreign Country
SEATTLE	WA	98122	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
TACOMA ART MUSEUM
Street
1701 PACIFIC AVENUE

City	State	Zip Code	Foreign Country
TACOMA	WA	98402	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
ANNIE WRIGHT SCHOOL
Street
827 N TACOMA

City	State	Zip Code	Foreign Country
TACOMA	WA	98402	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	15,000

Name
LAKESIDE SCHOOL
Street
14050 1ST AVENUE NORTHEAST

City	State	Zip Code	Foreign Country
SEATTLE	WA	98125	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
STANFORD UNIVERSITY
Street
450 SERRA MAILL

City	State	Zip Code	Foreign Country
STANDFORD	CA	94305	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
POINT DEFIANCE ZOOLOGICAL SOCIETY
Street
5400 NORTH PEARL STREET

City	State	Zip Code	Foreign Country
TACOMA	WA	98407	

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					
THE SAFE CROSSINGS FOUNDATION					
Street					
1402 3RD AVE #1322					
City		**State**	**Zip Code**	**Foreign Country**	
SEATTLE		WA	98101		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
JUNIOR LEAGUE OF TACOMA					
Street					
1003 PACIFIC AVE					
City		**State**	**Zip Code**	**Foreign Country**	
TACOMA		WA	98406		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
UNIVERSITY OF WASHINGTON-TACOMA CAMPUS					
Street					
1900 COMMERCE STREET					
City		**State**	**Zip Code**	**Foreign Country**	
TACOMA		WA	98402		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
WASHINGTON STATE HISTORICAL SOCIETY					
Street					
1911 PACIFIC AVENUE					
City		**State**	**Zip Code**	**Foreign Country**	
TACOMA		WA	98402		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					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**

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

	Amount
Long Term CG Distributions	598
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	446,292	412,399	33,893
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	AQR MANAGED FUTURES ST	00203H859	X				6/25/2013	9/11/2017	8,783	10,000				0	-1,217
2	AQR MANAGED FUTURES ST	00203H859	X				11/21/2016	9/11/2017	5,692	6,000				0	-308
3	AFFILIATED MANAGERS GRO	008252108	X				1/22/2016	3/22/2017	799	672				0	127
4	AFFILIATED MANAGERS GRO	008252108	X				1/22/2016	9/15/2017	899	672				0	227
5	ALPHABET INC CL C	02079K107	X				5/21/2015	3/22/2017	4,170	2,711				0	1,459
6	AMERIPRISE FINL INC	03076C106	X				7/28/2015	9/15/2017	1,395	1,252				0	143
7	APPLE INC	037833100	X				5/21/2015	3/22/2017	2,824	2,629				0	195
8	APPLE INC	037833100	X				5/21/2015	4/25/2017	2,893	2,629				0	264
9	APPLE INC	037833100	X				5/21/2015	9/15/2017	1,606	1,315				0	291
10	ASHMORE EMERG MKTS CR	044820504	X				12/16/2015	3/22/2017	8,385	7,500				0	885
11	ASHMORE EMERG MKTS CR	044820504	X				11/21/2016	3/22/2017	8,825	8,500				0	325
12	BAYER AG - ADR	072730302	X				12/9/2016	4/25/2017	1,185	989				0	196
13	BERKSHIRE HATHAWAY INC	084670702	X				9/29/2015	10/3/2016	719	641				0	78
14	BERKSHIRE HATHAWAY INC	084670702	X				10/5/2010	10/3/2016	5,030	2,898				0	2,132
15	BERKSHIRE HATHAWAY INC	084670702	X				10/5/2010	3/22/2017	849	414				0	435
16	BLACKROCK INC	09247X101	X				5/21/2015	3/22/2017	1,873	1,846				0	27
17	BOEING CO	097023105	X				5/21/2015	10/3/2016	656	738				82	0
18	CREDIT SUISSE COMM RET	22544R305	X				3/24/2016	3/22/2017	14,083	13,000				0	1,083
19	CUMMINS INC	231021106	X				5/21/2015	11/1/2016	4,886	5,684				0	-798
20	DIAGEO PLC - ADR	25243Q205	X				5/21/2015	9/15/2017	679	562				0	117
21	WALT DISNEY CO	254687106	X				5/21/2015	9/15/2017	984	1,106				0	-122
22	DODGE & COX INT'L STOCK	256206103	X				10/5/2010	11/21/2016	12,889	11,542				0	1,347
23	DODGE & COX INT'L STOCK	256206103	X				10/4/2011	11/21/2016	23,758	17,500				0	6,258
24	DODGE & COX INCOME FD C	256210105	X				3/22/2017	9/11/2017	28,000	27,658				0	342
25	DODGE & COX INCOME FD C	256210105	X				3/22/2017	9/14/2017	2,371	2,342				0	29
26	DODGE & COX INCOME FD C	256210105	X				11/21/2016	9/14/2017	4,629	4,529				0	100
27	FID ADV EMER MKTS INC- CL	315920702	X				3/22/2017	9/14/2017	2,000	1,937				0	63
28	HARBOR INTERNATION FD IN	411511306	X				10/5/2010	11/21/2016	14,000	13,676				0	324
29	HARBOR INTERNATION FD IN	411511306	X				10/5/2010	9/11/2017	5,500	4,543				0	957
30	HARBOR INTERNATION FD IN	411511306	X				10/5/2010	9/14/2017	3,155	2,605				0	550
31	UNITED PARCEL SERVICE-CL	911312106	X				5/21/2015	9/15/2017	1,172	1,023				0	149
32	UNITEDHEALTH GROUP INC	91324P102	X				5/21/2015	3/22/2017	831	603				0	228
33	UNITEDHEALTH GROUP INC	91324P102	X				5/21/2015	9/15/2017	990	603				0	387
34	EATON CORP PLC	G29183103	X				12/3/2012	9/15/2017	1,148	707				0	441
35	BOEING CO	097023105	X				6/19/2015	3/22/2017	881	794				0	87
36	BOEING CO	097023105	X				5/21/2015	3/24/2017	3,509	2,953				0	556
37	BOEING CO	097023105	X				5/21/2015	8/9/2017	4,688	2,953				0	1,735
38	CME GROUP INC	12572Q105	X				5/21/2015	4/3/2017	2,334	1,870				0	464
39	CVS HEALTH CORPORATION	126650100	X				5/21/2015	9/15/2017	1,236	1,558				0	-322
40	CELANESE CORP	150870103	X				5/21/2015	4/3/2017	891	683				0	208
41	CISCO SYSTEMS INC	17275R102	X				5/21/2015	3/22/2017	852	740				0	112
42	CITIGROUP INC	172967424	X				5/21/2015	3/22/2017	1,160	1,101				0	59
43	CITIGROUP INC	172967424	X				5/21/2015	9/15/2017	1,729	1,376				0	353
44	COGNIZANT TECH SOLUTION	192446102	X				3/16/2016	3/22/2017	890	884				0	6
45	COGNIZANT TECH SOLUTION	192446102	X				3/16/2016	9/15/2017	716	589				0	127
46	COMCAST CORP CLASS A	20030N101	X				9/29/2015	3/22/2017	930	691				0	239
47	COMCAST CORP CLASS A	20030N101	X				9/29/2015	9/15/2017	187	138				0	49
48	COMCAST CORP CLASS A	20030N101	X				3/16/2004	9/15/2017	747	194				0	553
49	CREDIT SUISSE COMM RET	22544R305	X				11/19/2013	3/22/2017	8,432	12,000				0	-3,568
50	HARBOR INTERNATION FD IN	411511306	X				10/4/2011	9/14/2017	1,845	1,299				0	546
51	ISHARES MSCI EMERGING M	464287234	X				6/4/2013	11/21/2016	32,797	39,292				0	-6,495
52	ISHARES MSCI EMERGING M	464287234	X				9/29/2015	11/21/2016	1,221	1,118				0	103
53	ISHARES MSCI EMERGING M	464287234	X				9/29/2015	3/22/2017	20,038	16,124				0	3,914
54	ISHARES MSCI EMERGING M	464287234	X				9/29/2015	9/11/2017	904	639				0	265
55	ISHARES MSCI EMERGING M	464287234	X				9/29/2015	9/14/2017	2,940	2,075				0	865
56	ISHARES RUSSELL 2000 ETF	464287655	X				7/12/2005	9/11/2017	14,037	6,662				0	7,375
57	ISHARES RUSSELL 2000 ETF	464287655	X				7/12/2005	9/14/2017	4,956	2,332				0	2,624
58	JPMORGAN CHASE & CO	46625H100	X				3/1/2016	3/22/2017	876	591				0	285
59	JPMORGAN CHASE & CO	46625H100	X				3/1/2016	4/3/2017	1,304	887				0	417
60	JPMORGAN CHASE & CO	46625H100	X				3/2/2001	4/3/2017	435	236				0	199
61	JPMORGAN CHASE & CO	46625H100	X				3/2/2001	9/15/2017	913	472				0	441
62	JPMORGAN HIGH YIELD FUN	4812C0803	X				6/26/2015	3/22/2017	16,555	17,119				0	-564
63	JPMORGAN HIGH YIELD FUN	4812C0803	X				11/21/2016	3/22/2017	14,720	14,500				0	220
64	MICROSOFT CORP	594918104	X				4/22/2016	9/15/2017	1,504	1,036				0	468
65	MONSANTO CO NEW	61166W101	X				5/21/2015	12/8/2016	3,669	4,194				0	-525
66	MONSANTO CO NEW	61166W101	X				9/29/2015	12/8/2016	3,145	2,508				0	637
67	MONSANTO CO NEW	61166W101	X				10/23/2015	12/8/2016	1,572	1,371				0	201
68	ASG GLOBAL ALTERNATIVES	63872T885	X				12/23/2013	11/21/2016	12,700	15,245				0	-2,545
69	ASG GLOBAL ALTERNATIVES	63872T885	X				12/23/2013	3/22/2017	7,879	9,093				0	-1,214
70	PIMCO FOREIGN BD FD USD	693390882	X				7/16/2012	11/21/2016	22,101	23,444				0	-1,343
71	PNC FINANCIAL SERVICES G	693475105	X				5/28/2015	9/15/2017	1,908	1,440				0	468
72	MICROSOFT CORP	594918104	X				8/10/2015	3/22/2017	324	237				0	87

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	598		Capital Gains/Losses	446,292	412,399	33,893
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	LAS VEGAS SANDS CORP	517834107	X				8/10/2015	11/1/2016	1,464	1,424				0	40
74	LAS VEGAS SANDS CORP	517834107	X				9/29/2015	3/22/2017	838	575				0	263
75	MANULIFE FINANCIAL CORP	56501R106	X				12/17/2015	9/15/2017	1,389	1,028				0	361
76	MCKESSON CORP	58155Q103	X				5/21/2015	9/15/2017	755	1,198				0	-443
77	MERCK & CO INC NEW	58933Y105	X				4/22/2016	9/15/2017	1,323	1,135				0	188
78	MERGER FUND-INST #301	589509207	X				10/5/2010	11/21/2016	14,200	14,474				0	-274
79	MICROSOFT CORP	594918104	X				10/3/2016	3/22/2017	972	863				0	109
80	T ROWE PRICE INST EM MKT	74144Q203	X				3/22/2017	9/11/2017	3,000	2,526				0	474
81	T ROWE PRICE INST EM MKT	74144Q203	X				3/22/2017	9/14/2017	3,000	2,521				0	479
82	PRINCIPAL INV R/E SEC-IS F	74253Q580	X				10/5/2010	11/21/2016	20,846	15,000				0	5,846
83	ROCHE HOLDINGS LTD - ADR	771195104	X				5/21/2015	3/22/2017	1,267	1,490				0	-223
84	ROCHE HOLDINGS LTD - ADR	771195104	X				5/21/2015	9/15/2017	791	931				0	-140
85	T ROWE PRICE INST FLOAT	77958B402	X				6/26/2015	3/22/2017	9,000	9,081				0	-81
86	SCHLUMBERGER LTD	806857108	X				5/21/2015	3/22/2017	1,170	1,381				0	-211
87	SPIRIT AEROSYTSEMS HOLD	848574109	X				10/3/2016	9/15/2017	767	452				0	315
88	SUNCOR ENERGY INC NEW	867224107	X				11/1/2016	3/22/2017	754	745				0	9
89	SUNCOR ENERGY INC NEW	867224107	X				7/7/2015	3/22/2017	603	550				0	53
90	SUNCOR ENERGY INC NEW	867224107	X				7/7/2015	9/15/2017	1,019	824				0	195
91	TJX COMPANIES INC	872540109	X				5/21/2015	9/15/2017	734	679				0	55
92	TARGET CORP	87612E106	X				9/29/2015	3/22/2017	531	781				0	-250
93	TARGET CORP	87612E106	X				1/28/1998	3/22/2017	1,063	356				0	707
94	THERMO FISHER SCIENTIFIC	883556102	X				5/21/2015	9/15/2017	961	665				0	296
95	TOTAL S A - ADR	89151E109	X				5/21/2015	9/15/2017	803	800				0	3
96	UNION PACIFIC CORP	907818108	X				10/23/2015	9/15/2017	1,118	971				0	147
97	UNION PACIFIC CORP	907818108	X				9/29/2015	9/15/2017	559	430				0	129
98	CTF Gain		X						1,584	137					1,447

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,106	0	0	1,106
1	TAX PREP FEES	1,106			1,106

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		592	592	0	0
	Description				
1	FOREIGN TAXES PAID	592	592		

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		41	16	0	25
1	ADR FEES	16	16		
2	STATE AG FEES	25	0		25

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
			809,074	872,955	1,103,804
1				0	
2	AFFILIATED MANAGERS GROUP INC		0	4,460	8,542
3	APPLE COMPUTER INC COM		0	11,789	19,265
4	BAYER A G SPONSORED ADR		0	3,462	4,791
5	BOEING COMPANY		0	3,594	6,355
6	CVS/CAREMARK CORPORATION		0	9,809	8,132
7	CISCO SYSTEMS INC		0	9,868	11,434
8	COGNIZANT TECH SOLUTIONS CRP COM		0	7,785	10,156
9	DIAGEO PLC - ADR		0	5,562	6,606
10	WALT DISNEY CO		0	5,972	5,421
11	GILEAD SCIENCES INC		0	7,318	6,076
12	HOME DEPOT INC		0	5,126	5,725
13	ELI LILLY & CO COM		0	4,034	4,277
14	MICROSOFT CORP		0	7,410	16,388
15	PNC FINANCIAL SERVICES GROUP		0	6,502	9,434
16	ROCHE HOLDINGS LTD - ADR		0	7,943	7,520
17	SCHLUMBERGER LTD		0	9,232	7,325
18	TJX COS INC NEW		0	3,393	3,686
19	THERMO FISHER SCIENTIFIC INC		0	5,252	7,568
20	TOTAL FINA ELF S.A. ADR		0	8,367	8,563
21	UNION PACIFIC CORP		0	3,877	10,437
22	MCKESSON CORP		0	8,107	5,376
23	MANULIFE FINANCIAL CORP		0	5,908	8,319
24	UNITED PARCEL SERVICE-CL B		0	5,619	6,605
25	TARGET CORP		0	1,156	3,836
26	UNITEDHEALTH GROUP INC		0	8,378	13,710
27	HAIN CELESTIAL GROUP INC		0	4,226	4,321
28	BLACKROCK INC		0	3,692	4,471
29	JPMORGAN CHASE & CO		0	4,246	8,596
30	SUNCOR ENERGY INC NEW F		0	6,986	9,108
31	MERCK & CO INC NEW		0	5,158	6,403
32	BERSHIRE HATHAWAY INC.		0	2,484	5,500
33	ALPHABET INC/CA		0	5,422	9,591
34	COMCAST CORP CLASS A		0	2,620	10,390
35	LAS VEGAS SANDS CORP		0	3,941	6,095
36	CELANESE CORP		0	6,990	10,948
37	TE CONNECTIVITY LTD		0	5,684	6,230
38	CITIGROUP INC		0	7,681	10,911
39	AMERIPRISE FINL INC		0	6,537	8,911
40	SPIRIT AEROSYTSEMS HOLD-CL A		0	4,295	7,383
41	EATON CORP PLC		0	2,874	4,684
42	CME GROUP INC		0	3,272	4,749
43	ZOETIS INC		0	4,135	4,782
44	DODGE & COX INCOME FD COM 147		0	93,471	94,915
45	HARBOR INTERNATION FD INST 2011		0	16,201	23,085
46	MERGER FUND-INST #301		0	22,782	23,050

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
			809,074	872,955	1,103,804
47	FID ADV EMER MKTS INC- CL I 607		0	60,563	66,938
48	ISHARES RUSSELL 2000		0	22,160	50,381
49	ISHARES TR S & P MIDCAP 400 ID FD		0	41,876	106,446
50	EATON VANCE GLOBAL MACRO - I		0	35,740	35,226
51	T ROWE PRICE INST EM MKT EQ 146		0	34,453	40,646
52	DRIEHAUS ACTIVE INCOME FUND		0	55,772	52,603
53	ISHARES TR MSCI EMERGING MARKETS		0	22,467	40,329
54	VANGUARD REIT VIPER		0	101,700	111,756
55	T ROWE PRICE INST FLOAT RATE 170		0	21,958	21,889
56	SPDR DJ WILSHIRE INTERNATIONAL REA		0	45,646	48,359
57	ROBECO BP LNG/SHRT RES-INS		0	58,000	59,561

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

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

1	FEDERAL EXCISE TAX REFUND	1	1,643
2	MUTUAL FUND TIMING DIFFERENCE	2	26
3	CTF INCOME TIMING DIFFERENCE	3	49
4	GAIN ON PY SALES SETTLED IN CY	4	694
5	Total	5	2,412

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

1	COST BASIS ADJUSTMENT	1	43
2	CTF BOOK TO TAX DIFFERENCE	2	1,336
3	UNDISTRIBUTED CTF CAPITAL LOSS	3	1,447
4	Total	4	2,826

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

	Amount
Long Term CG Distributions	598
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
						445,694	0	82	412,481	33,295	0	0	0	33,295
1	AQR MANAGED FUTURES ST	00203H859		6/25/2013	9/11/2017	8,763		0	10,000	-1,217	0	0	0	-1,217
2	AQR MANAGED FUTURES ST	00203H859		11/21/2016	9/11/2017	5,692		0	6,000	-308	0	0	0	-308
3	AFFILIATED MANAGERS GRO	008252108		1/22/2016	3/22/2017	799		0	672	127	0	0	0	127
4	AFFILIATED MANAGERS GRO	008252108		1/22/2016	9/15/2017	899		0	672	227	0	0	0	227
5	ALPHABET INC CL C	02079K107		5/21/2015	3/22/2017	4,170		0	2,711	1,459	0	0	0	1,459
6	AMERIPRISE FINL INC	03076C106		7/28/2015	9/15/2017	1,395		0	1,252	143	0	0	0	143
7	APPLE INC	037833100		5/21/2015	3/22/2017	2,824		0	2,629	195	0	0	0	195
8	APPLE INC	037833100		5/21/2015	4/25/2017	2,893		0	2,629	264	0	0	0	264
9	APPLE INC	037833100		5/21/2015	9/15/2017	1,606		0	1,315	291	0	0	0	291
10	ASHMORE EMERG MKTS CR	044820504		12/16/2015	3/22/2017	8,385		0	7,500	885	0	0	0	885
11	ASHMORE EMERG MKTS CR	044820504		11/21/2016	3/22/2017	8,825		0	8,500	325	0	0	0	325
12	BAYER AG - ADR	072730302		12/9/2016	4/25/2017	1,185		0	989	196	0	0	0	196
13	BERKSHIRE HATHAWAY INC	084670702		9/29/2015	10/3/2016	719		0	641	78	0	0	0	78
14	BERKSHIRE HATHAWAY INC	084670702		10/5/2010	10/3/2016	5,030		0	2,898	2,132	0	0	0	2,132
15	BERKSHIRE HATHAWAY INC	084670702		10/5/2010	3/22/2017	849		0	414	435	0	0	0	435
16	BLACKROCK INC	09247X101		5/21/2015	3/22/2017	1,873		0	1,846	27	0	0	0	27
17	BOEING CO	097023105		5/21/2015	10/3/2016	656		82	738	0	0	0	0	0
18	CREDIT SUISSE COMM RET	22544R305		3/24/2016	3/22/2017	14,083		0	13,000	1,083	0	0	0	1,083
19	CUMMINS INC	231021106		5/21/2015	11/1/2016	4,886		0	5,684	-798	0	0	0	-798
20	DIAGEO PLC - ADR	25243Q205		5/21/2015	9/15/2017	679		0	562	117	0	0	0	117
21	WALT DISNEY CO	254687106		5/21/2015	9/15/2017	984		0	1,106	-122	0	0	0	-122
22	DODGE & COX INT'L STOCK	256206103		10/5/2010	11/21/2016	12,889		0	11,542	1,347	0	0	0	1,347
23	DODGE & COX INT'L STOCK	256206103		10/4/2011	11/21/2016	23,758		0	17,500	6,258	0	0	0	6,258
24	DODGE & COX INCOME FD C	256210105		3/22/2017	9/11/2017	28,000		0	27,658	342	0	0	0	342
25	DODGE & COX INCOME FD C	256210105		3/22/2017	9/14/2017	2,371		0	2,342	29	0	0	0	29
26	DODGE & COX INCOME FD C	256210105		11/21/2016	9/14/2017	4,629		0	4,529	100	0	0	0	100
27	FID ADV EMER MKTS INC- CL	315920702		3/22/2017	9/14/2017	2,000		0	1,937	63	0	0	0	63
28	HARBOR INTERNATION FD IN	411511306		10/5/2010	11/21/2016	14,000		0	13,676	324	0	0	0	324
29	HARBOR INTERNATION FD IN	411511306		10/5/2010	9/11/2017	5,500		0	4,543	957	0	0	0	957
30	HARBOR INTERNATION FD IN	411511306		10/5/2010	9/14/2017	3,155		0	2,605	550	0	0	0	550
31	UNITED PARCEL SERVICE-CI	911312106		5/21/2015	9/15/2017	1,172		0	1,023	149	0	0	0	149
32	UNITEDHEALTH GROUP INC	91324P102		5/21/2015	3/22/2017	831		0	603	228	0	0	0	228
33	UNITEDHEALTH GROUP INC	91324P102		5/21/2015	9/15/2017	990		0	603	387	0	0	0	387
34	EATON CORP PLC	G29183103		12/3/2012	9/15/2017	1,148		0	707	441	0	0	0	441
35	BOEING CO	097023105		6/19/2015	3/22/2017	881		0	794	87	0	0	0	87
36	BOEING CO	097023105		5/21/2015	3/24/2017	3,509		0	2,953	556	0	0	0	556
37	BOEING CO	097023105		5/21/2015	8/9/2017	4,688		0	2,953	1,735	0	0	0	1,735
38	CME GROUP INC	12572Q105		5/21/2015	4/3/2017	2,334		0	1,870	464	0	0	0	464
39	CVS HEALTH CORPORATION	126650100		5/21/2015	9/15/2017	1,236		0	1,558	-322	0	0	0	-322
40	CELANESE CORP	150870103		5/21/2015	4/3/2017	891		0	683	208	0	0	0	208
41	CISCO SYSTEMS INC	17275R102		5/21/2015	3/22/2017	852		0	740	112	0	0	0	112
42	CITIGROUP INC	172967424		5/21/2015	3/22/2017	1,160		0	1,101	59	0	0	0	59
43	CITIGROUP INC	172967424		5/21/2015	9/15/2017	1,729		0	1,376	353	0	0	0	353
44	COGNIZANT TECH SOLUTION	192446102		3/16/2016	3/22/2017	890		0	884	6	0	0	0	6
45	COGNIZANT TECH SOLUTION	192446102		3/16/2016	9/15/2017	716		0	589	127	0	0	0	127
46	COMCAST CORP CLASS A	20030N101		9/29/2015	3/22/2017	930		0	691	239	0	0	0	239
47	COMCAST CORP CLASS A	20030N101		9/29/2015	9/15/2017	187		0	138	49	0	0	0	49
48	COMCAST CORP CLASS A	20030N101		3/16/2004	9/15/2017	747		0	194	553	0	0	0	553
49	CREDIT SUISSE COMM RET	22544R305		11/19/2013	3/22/2017	8,432		0	12,000	-3,568	0	0	0	-3,568
50	HARBOR INTERNATION FD IN	411511306		10/4/2011	9/14/2017	1,845		0	1,299	546	0	0	0	546
51	ISHARES MSCI EMERGING M	464287234		6/4/2013	11/21/2016	32,797		0	39,292	-6,495	0	0	0	-6,495
52	ISHARES MSCI EMERGING M	464287234		9/29/2015	11/21/2016	1,221		0	1,118	103	0	0	0	103
53	ISHARES MSCI EMERGING M	464287234		9/29/2015	3/22/2017	20,038		0	16,124	3,914	0	0	0	3,914
54	ISHARES MSCI EMERGING M	464287234		9/29/2015	9/11/2017	904		0	639	265	0	0	0	265
55	ISHARES MSCI EMERGING M	464287234		9/29/2015	9/14/2017	2,940		0	2,075	865	0	0	0	865
56	ISHARES RUSSELL 2000 ETF	464287655		7/12/2005	9/11/2017	14,037		0	6,662	7,375	0	0	0	7,375
57	ISHARES RUSSELL 2000 ETF	464287655		7/12/2005	9/14/2017	4,956		0	2,332	2,624	0	0	0	2,624
58	JPMORGAN CHASE & CO	46625H100		3/1/2016	3/22/2017	876		0	591	285	0	0	0	285
59	JPMORGAN CHASE & CO	46625H100		3/1/2016	4/3/2017	1,304		0	887	417	0	0	0	417
60	JPMORGAN CHASE & CO	46625H100		3/2/2001	4/3/2017	435		0	236	199	0	0	0	199
61	JPMORGAN CHASE & CO	46625H100		3/2/2001	9/15/2017	913		0	472	441	0	0	0	441
62	JPMORGAN HIGH YIELD FUN	4812C0803		6/26/2015	3/22/2017	16,555		0	17,119	-564	0	0	0	-564
63	JPMORGAN HIGH YIELD FUN	4812C0803		11/21/2016	3/22/2017	14,720		0	14,500	220	0	0	0	220
64	MICROSOFT CORP	594918104		4/22/2016	9/15/2017	1,504		0	1,036	468	0	0	0	468
65	MONSANTO CO NEW	61166W101		5/21/2015	12/8/2016	3,669		0	4,194	-525	0	0	0	-525
66	MONSANTO CO NEW	61166W101		9/29/2015	12/8/2016	3,145		0	2,508	637	0	0	0	637
67	MONSANTO CO NEW	61166W101		10/23/2015	12/8/2016	1,572		0	1,371	201	0	0	0	201
68	ASG GLOBAL ALTERNATIVES	63872T885		12/23/2013	11/21/2016	12,700		0	15,245	-2,545	0	0	0	-2,545
69	ASG GLOBAL ALTERNATIVES	63872T885		12/23/2013	3/22/2017	7,879		0	9,093	-1,214	0	0	0	-1,214

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

	Amount
Long Term CG Distributions	598
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
						445,694	0	82	412,481	33,295	0	0	0	33,295
70	PIMCO FOREIGN BD FD USD	693390882		7/16/2012	11/21/2016	22,101		0	23,444	-1,343	0	0	0	-1,343
71	PNC FINANCIAL SERVICES G	693475105		5/28/2015	9/15/2017	1,908		0	1,440	468	0	0	0	468
72	MICROSOFT CORP	594918104		8/10/2015	3/22/2017	324		0	237	87	0	0	0	87
73	LAS VEGAS SANDS CORP	517834107		8/10/2015	11/1/2016	1,464		0	1,424	40	0	0	0	40
74	LAS VEGAS SANDS CORP	517834107		9/29/2015	3/22/2017	838		0	575	263	0	0	0	263
75	MANULIFE FINANCIAL CORP	56501R106		12/17/2015	9/15/2017	1,389		0	1,028	361	0	0	0	361
76	MCKESSON CORP	58155Q103		5/21/2015	9/15/2017	755		0	1,198	-443	0	0	0	-443
77	MERCK & CO INC NEW	58933Y105		4/22/2016	9/15/2017	1,323		0	1,135	188	0	0	0	188
78	MERGER FUND-INST #301	589509207		10/5/2010	11/21/2016	14,200		0	14,474	-274	0	0	0	-274
79	MICROSOFT CORP	594918104		10/3/2016	3/22/2017	972		0	863	109	0	0	0	109
80	T ROWE PRICE INST EM MKT	74144Q203		3/22/2017	9/11/2017	3,000		0	2,526	474	0	0	0	474
81	T ROWE PRICE INST EM MKT	74144Q203		3/22/2017	9/14/2017	3,000		0	2,521	479	0	0	0	479
82	PRINCIPAL INV R/E SEC-IS F	74253Q580		10/5/2010	11/21/2016	20,846		0	15,000	5,846	0	0	0	5,846
83	ROCHE HOLDINGS LTD - ADR	771195104		5/21/2015	3/22/2017	1,267		0	1,490	-223	0	0	0	-223
84	ROCHE HOLDINGS LTD - ADR	771195104		5/21/2015	9/15/2017	791		0	931	-140	0	0	0	-140
85	T ROWE PRICE INST FLOAT	77958B402		6/26/2015	3/22/2017	9,000		0	9,081	-81	0	0	0	-81
86	SCHLUMBERGER LTD	806857108		5/21/2015	3/22/2017	1,170		0	1,381	-211	0	0	0	-211
87	SPIRIT AEROSYTSEMS HOLD	848574109		10/3/2016	9/15/2017	767		0	452	315	0	0	0	315
88	SUNCOR ENERGY INC NEW	867224107		11/1/2016	3/22/2017	754		0	745	9	0	0	0	9
89	SUNCOR ENERGY INC NEW	867224107		7/7/2015	3/22/2017	603		0	550	53	0	0	0	53
90	SUNCOR ENERGY INC NEW	867224107		7/7/2015	9/15/2017	1,019		0	824	195	0	0	0	195
91	TJX COMPANIES INC	872540109		5/21/2015	9/15/2017	734		0	679	55	0	0	0	55
92	TARGET CORP	87612E106		9/29/2015	3/22/2017	531		0	781	-250	0	0	0	-250
93	TARGET CORP	87612E106		1/28/1998	3/22/2017	1,063		0	356	707	0	0	0	707
94	THERMO FISHER SCIENTIFIC	883556102		5/21/2015	9/15/2017	961		0	665	296	0	0	0	296
95	TOTAL S A - ADR	89151E109		5/21/2015	9/15/2017	803		0	800	3	0	0	0	3
96	UNION PACIFIC CORP	907818108		10/23/2015	9/15/2017	1,118		0	971	147	0	0	0	147
97	UNION PACIFIC CORP	907818108		9/29/2015	9/15/2017	559		0	430	129	0	0	0	129
98	CTF Gain					1,584			137	1,447	0	0	0	1,447

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
										16,722	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	16,722		

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

		Date		Amount
1	Credit from prior year return		1	149
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	149

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	38,037
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	38,037