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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2017

Open to Public Inspection

► Do not enter social security numbers on this form as it may be made public.  
► Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2017 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation

HANEY MEMORIAL FUND TD

Number and street (or P O box number if mail is not delivered to street address)

Wells Fargo Bank N A Trust Tax Dept - 6325 S RAINBOW BLVD STE 300

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

LAS VEGAS

NV

89118

Foreign country name

Foreign province/state/county

Foreign postal code

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) ► \$ 8,460,342 J Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

A Employer identification number

23-6220412

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 ► 

**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)
	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	153,201	149,151		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	281,676			
	b Gross sales price for all assets on line 6a	727,460			
	7 Capital gain net income (from Part IV, line 2)		281,676		
	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)	2,634	2,634		
	12 Total. Add lines 1 through 11	437,511	433,461	0	
	13 Compensation of officers, directors, trustees, etc	64,513	58,062		6,451
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	899			899
	18 Taxes (attach schedule) (see instructions)	3,679	3,679		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	69,091	61,741	0	7,350
	25 Contributions, gifts, grants paid	355,333			355,333
	26 Total expenses and disbursements. Add lines 24 and 25	424,424	61,741	0	362,683
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	13,087			
	b Net investment income (if negative, enter -0-)		371,720		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see Instructions.

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Form 990-PF (2017)

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POSTMARK DATE NOV 13 2018

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	73,848	306,449	306,449
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,723,642	6,522,116	8,153,893
	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)	6,797,490	6,828,565	8,460,342
Net Assets or Fund Balances	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 ► )	0	0	
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		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 ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	6,797,490	6,828,565	
	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)	6,797,490	6,828,565	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	6,797,490	6,828,565	

**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	6,797,490
2	Enter amount from Part I, line 27a	2	13,087
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	18,992
4	Add lines 1, 2, and 3	4	6,829,569
5	Decreases not included in line 2 (itemize) ► PY RETURN OF CAPITAL ADJUSTMENT	5	1,004
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,828,565

**Part IV Capital Gains and Losses for Tax on Investment Income**

a) List and describe the kind(s) of property sold (for example, 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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any			
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	281,676
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?  
If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part Yes  No

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))
2016	362,818	7,314,305	0 049604
2015	364,671	7,942,572	0 045913
2014	378,214	8,327,692	0 045416
2013	424,446	8,006,831	0 053010
2012	377,522	7,505,574	0 050299
2 Total of line 1, column (d)			2 0 244242
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0 048848
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 7,893,082
5 Multiply line 4 by line 3			5 385,561
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,717
7 Add lines 5 and 6			7 389,278
8 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			8 362,683

**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)

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

1c 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

6a 2017 estimated tax payments and 2016 overpayment credited to 2017

6b Exempt foreign organizations—tax withheld at source

6c Tax paid with application for extension of time to file (Form 8868)

6d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax Check here  if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►

11 Enter the amount of line 10 to be **Credited to 2018 estimated tax** ► 4,011 Refunded ►

1	7,434
2	0
3	7,434
4	
5	7,434
6a	1,445
6b	
6c	10,000
6d	
7	11,445
8	
9	0
10	4,011
11	0

**Part VII-A Statements Regarding Activities**

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? ►  Yes  No  
1a X

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.  
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

1c Did the foundation file **Form 1120-POL** for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

1e 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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on **Form 990-T** for this year? ►  Yes  N/A  
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*

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?

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

8a Enter the states to which the foundation reports or with which it is registered See instructions ► PA  
8b 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 2017 or the tax year beginning in 2017? See the 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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
12		X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
13	X		
Website address	► N/A		
14	The books are in care of ► WELLS FARGO BANK N A Located at ► 6325 S RAINBOW BLVD STE 300 LAS VEGAS NV	Telephone no ► 888-730-4933 ZIP+4 ► 89118	
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	<input type="checkbox"/> N/A
16	At any time during calendar year 2017, 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 ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
16		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.		
1a	During the year, did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1b		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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))	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2b		N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2017 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 2017)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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 2017?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?						
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?						
	(3) Provide a grant to an individual for travel, study, or other similar purposes?						
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions						
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?						
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>					
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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870						
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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, and 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. 6325 S RAINBOW BLVD STE 300 LAS VEGAS, NV 89106	TRUSTEE SEE ATTACHED	64,513		
-----				
-----				
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**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				
-----				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000</b>				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
<b>1</b>	<b>NONE</b>	
<b>2</b>		
All other program-related investments See instructions		
<b>3</b>	<b>NONE</b>	
<b>Total. Add lines 1 through 3</b>		► 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	7,941,557
b	Average of monthly cash balances	1b	71,724
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	8,013,281
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	8,013,281
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	120,199
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,893,082
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	394,654

**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	394,654
2a	Tax on investment income for 2017 from Part VI, line 5	2a	7,434
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,434
3	Distributable amount before adjustments Subtract line 2c from line 1	3	387,220
4	Recoveries of amounts treated as qualifying distributions	4	1,967
5	Add lines 3 and 4	5	389,187
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	389,187

**Part XIII 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	362,683
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	362,683
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	
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	6	362,683
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				389,187
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only				
b Total for prior years 20____, 20____, 20____			305,331	
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e		0		
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 362,683				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)			305,331	
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2017 distributable amount				
e Remaining amount distributed out of corpus				57,352
5 Excess distributions carryover applied to 2017 (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				
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018			0	
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 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				331,835
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
See Attached Statement				
<b>Total</b>				► 3a 355,333
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	
<b>1</b>	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities					
<b>5</b>	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory					
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue a <u>OTHER INCOME</u>					
b						
c						
d						
e						
<b>12</b>	Subtotal Add columns (b), (d), and (e)		0		437,511	0
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				13	437,511

(See worksheet in line 13 instructions to verify calculations )

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

**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) (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.		

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

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

May the IRS discuss this return  
with the preparer shown below?  
See instructions  Yes  No

Signature of officer or trustee		Date	File			
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J CASTRIANO		<i>slm</i>	11/12/2018	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**

THE AMERICAN ACADEMY OF COMMERCE BANK - PA

**Street**

202 S 36TH STREET

City	State	Zip Code	Foreign Country
PHILADELPHIA	PA	19104	
<b>Relationship</b>	<b>Foundation Status</b>		
NONE	PC		

<b>Purpose of grant/contribution</b>	<b>Amount</b>
GENERAL SUPPORT GRANT	250

**Name**

THE MUSICAL FUND SOCIETY OF PA

**Street**

POST OFFICE BOX 22464

City	State	Zip Code	Foreign Country
PHILADELPHIA	PA	19110	
<b>Relationship</b>	<b>Foundation Status</b>		
NONE	PC		

<b>Purpose of grant/contribution</b>	<b>Amount</b>
GENERAL SUPPORT GRANT	250

**Name**

THE ACADEMY OF NATURAL SCIENCES

**Street**

1900 BENJAMIN FRANKLIN PARKWAY

City	State	Zip Code	Foreign Country
PHILADELPHIA	PA	19103	
<b>Relationship</b>	<b>Foundation Status</b>		
NONE	PC		

<b>Purpose of grant/contribution</b>	<b>Amount</b>
GENERAL SUPPORT GRANT	250

**Name**

MOORE COLLEGE OF ART

**Street**

20TH STREET &amp; THE PARKWAY

City	State	Zip Code	Foreign Country
PHILADELPHIA	PA	19103	
<b>Relationship</b>	<b>Foundation Status</b>		
NONE	PC		

<b>Purpose of grant/contribution</b>	<b>Amount</b>
GENERAL SUPPORT GRANT	250

**Name**

THE HISTORICAL SOCIETY OF PA

**Street**

1300 LOCUST STREET

City	State	Zip Code	Foreign Country
PHILADELPHIA	PA	19103	
<b>Relationship</b>	<b>Foundation Status</b>		
NONE	PC		

<b>Purpose of grant/contribution</b>	<b>Amount</b>
GENERAL SUPPORT GRANT	250

**Name**

UNIVERSITY OF PENNSYLVANIA

**Street**

3451 WALNUT STREET

City	State	Zip Code	Foreign Country
PHILADELPHIA	PA	19104	
<b>Relationship</b>	<b>Foundation Status</b>		
NONE	PC		

<b>Purpose of grant/contribution</b>	<b>Amount</b>
GENERAL SUPPORT GRANT	353,333

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

Recipient(s) paid during the year

**Name**

THE FRANKLIN INSTITUTE

**Street**

222 NORTH 20TH STREET

City PHILADELPHIA	State PA	Zip Code 19103	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 250
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**Name**

NORTHERN CHILDRENS SERVICES

**Street**

5301 RIDGE AVENUE

City PHILADELPHIA	State PA	Zip Code 19128	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 250
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**Name**

LANKENAU HOSPITAL

**Street**

130 SOUTH BRYN MAWR AVENUE

City PHILADELPHIA	State PA	Zip Code 19010	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 250
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**Name****Street**

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
-------------------------------	--------

**Name****Street**

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

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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**Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

	Amount							Cost or Other Basis Expenses Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	191,089							445,784	281,676
Short Term CG Distributions	0							0	0
<b>Totals</b>									
		Gross Sales	727,460	Capital Gains/Losses Other sales	0	Expense of Sale and Cost of Improvements		Adjustments	Net Gain or Loss

  

Description	CUSIP #	Check "X" if Purchaser is a Business	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Depreciation	Adjustments	Net Gain or Loss
1 ARTISAN INTERNATIONAL LCF	04314H002	X				7/2/2013	9/29/2017	150,000	121,505			0	28,495
2 HARBOR INTERNATIONAL FD IN	411511306	X				12/17/2015	9/29/2017	18,580	15,602			0	2,978
3 HARBOR INTERNATIONAL FD IN	411511306	X				8/22/2006	9/29/2017	31,421	25,700			0	5,771
4 E-TRACS ALGERIAN MLP INF'R	902641646	X				7/2/2013	6/28/2017	65,802	99,987			0	-34,185
5 E-TRACS ALGERIAN MLP INF'R	902641646	X				5/6/2015	6/28/2017	13,370	20,011			0	-6,641
6 VANGUARD FTSE EMERGING	9212042858	X				5/6/2015	9/29/2017	24,985	24,949			0	0
7 VOYA INT'L RL EST FD CL-I#	929144810	X				2/26/2009	6/28/2017	232,203	138,030			0	94,173

**Part I, Line 11 (990-PF) - Other Income**

		2,634	2,634	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	2,634	2,634	

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

		899	0	0	899
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	899			899

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

		3,679	3,679	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	3,679	3,679		

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

Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	6,522,116	8,153,893
1			0		
2 DODGE & COX STOCK FUND 145		0	340,000	393,405	
3 HARBOR INTERNATIONAL FD INST 2011		0	505,089	589,284	
4 HARBOR CAPITAL APPRETION+INST 2012		0	768,000	833,797	
5 PIMCO LOW DURATION FD 136		0	81,592	78,467	
6 PIMCO FOREIGN BD FD USD H-INST 103		0	165,125	177,084	
7 ARTISAN INTERNATIONAL FD 1 662		0	465,495	592,165	
8 PIMCO MODERATE DURATION-INST 120		0	265,427	257,109	
9 PIMCO REAL RETURN BOND FD-I 122		0	142,553	145,574	
10 ISHARES RUSSELL 2000		0	149,642	189,508	
11 FIDELITY ADV INTER REAL E-IS #1855		0	125,000	133,418	
12 WELLS FARGO ADV/LC CORE FD IN 4703		0	725,503	1,166,535	
13 VANGUARD HIGH YIELD CORP-ADM 529		0	325,000	347,730	
14 PIMCO EMERG MKTS BD-INST 137		0	323,222	324,102	
15 ACADIAN EMERGING MARKETS PTF-1 126		0	400,000	482,024	
16 ISHARES BARCLAYS TIPS BOND FUND		0	75,064	75,065	
17 TOUCHSTONE SMALL CAP CORE-IN 555		0	253,000	193,177	
18 VANGUARD EMERGING MARKETS ETF		0	254,658	277,985	
19 OPPENHEIMER DEVELOPING MKT-1 799		0	200,000	256,819	
20 INV BALANCE RISK COMM STR-Y 8611		0	60,000	64,285	
21 SPDR DOW JONES REIT ETF		0	104,764	356,959	
22 VANGUARD INTERMEDIATE TERM B		0	399,983	407,246	
23 TOUCHSTONE MID CAP-INST #353		0	372,999	792,195	
24 CREDIT SUISSE COMM RT ST-CO 2156		0	20,000	19,960	

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

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

1	COST BASIS ADJUSTMENT	1	250
2	MUTUAL FUND TIMING DIFFERENCE	2	18,742
3	Total	3	18,992

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	1,004
2	Total	2	1,004

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

		Amount				Amount				Amount			
		Long Term CG Distributions		Short Term CG Distributions		Long Term CG Distributions		Short Term CG Distributions		Long Term CG Distributions		Short Term CG Distributions	
		191,089		0		536,371		0		445,784		90,587	
Description of Property Sold	CGIS#	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost of Other Basis Plus	F M V as of	Adjusted Basis as of	Excess of F M V Over Adjusted Basis	0	Gains Minus Losses
1 ARTISAN INTERNATIONAL FC	04314H02	7/22/2013	9/29/2017		150,000		0	121,505	121,169	0	0	0	28,495
2 HARBOR INTERNATIONAL FD IN	41511306	8/22/2015	9/29/2017		18,580		0	15,602	2,978	0	0	0	2,978
3 HARBOR INTERNATIONAL FD IN	41511306	8/22/2006	9/29/2017		31,421		0	25,700	5,721	0	0	0	5,721
4 E-TRACS ALEUTIAN MLP INFR	902641646	7/22/2013	6/26/2017		65,802		0	99,987	-34,185	0	0	0	-34,185
5 E-TRACS ALEUTIAN MLP INFR	902641646	5/6/2015	6/26/2017		13,310		0	20,011	6,641	0	0	0	6,641
6 VANGUARD TSE ENERGY	92242356	5/6/2015	6/26/2017		24,949		0	24,949	0	0	0	0	0
7 VOYANT INT'L EST F CL-#2	92914A810	2/26/2009	6/26/2017		232,203		0	138,030	94,173	0	0	0	94,173

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

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

	Date	Amount
1 Credit from prior year return	1	1,445
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	0
7 Total	7	1,445

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

1	Distributable amounts for 2016 that remained undistributed at the beginning of the 2017 tax year	1	305,331
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	305,331

**Expenditure Responsibility Statement  
for the year 2017**

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

**(i) The name and address of the grantee:**

Musical Fund Society of Philadelphia  
Post Office Box 22464  
Philadelphia, PA 19110

**(ii) The date(s) and amount(s) of the grant(s):**

December 31, 2017      \$250.00

**(iii) The specific purpose(s) of the grant(s):**

This is a named beneficiary in the above-referenced trust, and distributions are to be used for, "...specific uses as their respective managements may from time to time select in furtherance of the general purposes of the institution", as stated in the governing document

**(iv) The amounts expended by the grantee (based upon the most recent report received from the grantee):**

The grantee reported that funds were used for the purpose intended.

**(v) Whether the grantee has diverted any portion of the funds (or the income therefrom in the case of an endowment grant) from the purpose of the grant (to the knowledge of the Foundation as grantor):**

To the Trust's knowledge, no funds have been diverted to any activity other than the activity for which the grant was originally made

**(vi) The dates of report(s) received from the grantee:**

5/6/2018

**(vii) The date and results of any verification of the grantee's reports undertaken pursuant to and to the extent required under Treasury Regulation § 53.4945-5(c)(1) by the Foundation as the grantor or by others at the direction of the Foundation:**

5/6/2018

The Trust has no reason to doubt the accuracy or reliability of information supplied by the named beneficiary, therefore, the Trust did not undertake or direct independent verification.

**Supplemental Information:**

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

Wells Fargo Bank N.A  
6325 S Rainbow Blvd STE 300  
Las Vegas, NV 89118

THE COMPENSATION REPORTED IN COLUMN (C) IS CALCULATED BASED ON PERIODIC MARKET VALUES AND/OR THE APPLICABLE FEE AGREEMENT. IT IS NOT DETERMINED ON AN HOURLY BASIS AND THE REFERENCE TO ONE HOUR PER WEEK IS AN ESTIMATE ONLY. 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, INVESTMENTS REPORTING AND REALLOCATING AND REBALANCING OF PORTFOLIOS AS NECESSARY.