C&F
859

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

29491146022178

For calendar year 2017 or tax year beginning , and ending

Name of foundation: BARTLETT FDN

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

A Employer identification number: 23-6567275

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 2,129,707

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

3/4

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	38,358	38,238		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	78,869			
	b	Gross sales price for all assets on line 6a 602,540				
	7	Capital gain net income (from Part IV, line 2)		78,869		
	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	117,227	117,107	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	30,908	23,181		7,727
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	900			900
	c	Other professional fees (attach schedule)	2,086			2,086
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,594	504		
	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	35,488	23,685	0	10,713
	25	Contributions, gifts, grants paid	85,075			85,075
	26	**Total expenses and disbursements.** Add lines 24 and 25	120,563	23,685	0	95,788
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-3,336			
	b	**Net investment income** (if negative, enter -0-)		93,422		
	c	**Adjusted net income** (if negative, enter -0-)			0	

RECEIVED
MAY 15 2018
OGDEN SERVICE CENTER

SCANNED JUL 11 2018

For Paperwork Reduction Act Notice, see Instructions.
HTA

Form **990-PF** (2017)

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	64,463	92,727	92,727
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,777,363	1,744,900	2,036,980
	14	Land, buildings, and equipment basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,841,826	1,837,627	2,129,707
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26, and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	1,841,826	1,837,627	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,841,826	1,837,627	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,841,826	1,837,627	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,841,826
2	Enter amount from Part I, line 27a	2	-3,336
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,838,490
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	863
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,837,627

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

	(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	78,869
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 doesn't 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))
2016	94,957	1,972,607	0 048138
2015	99,199	2,100,605	0 047224
2014	84,789	2,167,198	0 039124
2013	91,926	2,107,064	0 043628
2012	93,391	1,973,956	0 047312

2	**Total** of line 1, column (d)	2	0 225426
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 045085
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	2,061,207
5	Multiply line 4 by line 3	5	92,930
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	934
7	Add lines 5 and 6	7	93,864
8	Enter qualifying distributions from Part XII, line 4	8	95,788

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	934
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	934
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	934
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 778		
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	778
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	156
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 2018 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 the 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 ▶ PA			
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 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	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the 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 ▶ 6325 S RAINBOW BLVD STE 300 LAS VEGAS NV 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 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

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

				Yes	No
1a	During the year, did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ 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 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)		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 2017?		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? If "Yes" to 6b, file Form 8870		**6b**	X (No)
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, 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 89	TRUSTEE SEE ATTACHED	30,908		

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	2,029,284
b	Average of monthly cash balances	1b	63,312
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,092,596
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	2,092,596
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	31,389
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,061,207
6	**Minimum investment return.** Enter 5% of line 5	6	103,060

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	103,060
2a	Tax on investment income for 2017 from Part VI, line 5	2a	934		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	934
3	Distributable amount before adjustments Subtract line 2c from line 1			3	102,126
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	102,126
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	102,126

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	95,788
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	95,788
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	934
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	94,854

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				102,126
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			62,709	
b Total for prior years 20____, 20____, 20____				
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 ▶ $ 95,788				
a Applied to 2016, but not more than line 2a			62,709	
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 2017 distributable amount				33,079
e Remaining amount distributed out of corpus				
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	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 2016 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				69,047
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				
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 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 2017, 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) 2017	Prior 3 years (b) 2016	(c) 2015	(d) 2014	(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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	85,075
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	38,358	
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	78,869	
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		117,227	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 117,227

(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) (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) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

SVP | 3/21/2018 | 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		3/21/2018		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				
GOOD SHEPHERD REHABILITATION NETWORK				
Street 850 S 5th St				
City Allentown	**State** PA	**Zip Code** 18103	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 2,500

Name				
SPECIAL OLYMPICS PENNSYLVANIA INC				
Street 2570 Boulevard of the Generals				
City Norristown	**State** PA	**Zip Code** 19403	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 3,500

Name				
REIKICATS HAVEN				
Street 661 RIDGE RD				
City Shoemakersville	**State** PA	**Zip Code** 19555	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 15,000

Name				
MAKE A WISH FOUNDATION OF GREATER PENNSYLVANIA & WEST VIRGINIA				
Street 707 Grant Street				
City Pittsburgh	**State** PA	**Zip Code** 15219	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 4,400

Name				
AARON'S ACRES				
Street 1861 Charter Ln				
City Lancaster	**State** PA	**Zip Code** 17601	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 9,750

Name				
READING SYMPHONY ORCHESTRA				
Street 147 N 5th St				
City Reading	**State** PA	**Zip Code** 19601	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 6,000

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

Recipient(s) paid during the year

Name				
HUMANE PENNSYLVANIA				
Street				
1801 N 11th St				
City		**State**	**Zip Code**	**Foreign Country**
Reading		PA	19601	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Name				
CHILDRENS HOME OF READING				
Street				
1010 Centre Ave				
City		**State**	**Zip Code**	**Foreign Country**
Reading		PA	19601	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
ANIMAL RESCUE LEAGUE OF BERKS COUNTY				
Street				
58 Kennel Rd				
City		**State**	**Zip Code**	**Foreign Country**
Birdsboro		PA	19508	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Name				
MEALS ON WHEELS OF NORTH HAMPTON				
Street				
4240 Fritch Dr, Bethlehem				
City		**State**	**Zip Code**	**Foreign Country**
Bethlehem		PA	18020	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,250

Name				
DIAKON CHILD FAMILY & COMMUNITY				
Street				
1S Home Ave				
City		**State**	**Zip Code**	**Foreign Country**
Topton		PA	19562	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				4,175

Name				
OPERATION WARM, INC				
Street				
6 DICKINSON DR, SUITE 314				
City		**State**	**Zip Code**	**Foreign Country**
CHADDS FORD		PA	19317	
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					
YOCUM INSTITUTE FOR ARTS EDUCATION					
Street					
1100 BELMONT AVE					
City		**State**	**Zip Code**	**Foreign Country**	
WYOMISSING		PA	19610		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
HOUSON SPCA					
Street					
8022, 900 PORTWAY DR					
City		**State**	**Zip Code**	**Foreign Country**	
HOUSTON		TX	77024		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					3,000

Name					
PHOEBE BERKS HEALTH CARE CENTER, INC					
Street					
1 READING DR					
City		**State**	**Zip Code**	**Foreign Country**	
WERNERSVILLE		PA	19565		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
TEAM 1708 AMP'D ROBOTICS					
Street					
1396 EDEN PARK BLVD					
City		**State**	**Zip Code**	**Foreign Country**	
MCKEESPORT		PA	15132		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
WILDLIFE RESCUE INCORPORATED					
Street					
PO BOX 330					
City		**State**	**Zip Code**	**Foreign Country**	
MONKTON		MD	21111		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					3,000

Name					
WOLF SANCTUARY OF PA, INC					
Street					
465 SPEEDWELL FORGE RD					
City		**State**	**Zip Code**	**Foreign Country**	
LITITZ		PA	17543		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					2,500

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	44,345		Capital Gains/Losses	602,540	523,671	78,869
Short Term CG Distributions	0		Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	STERLING CAPITAL STRATT(	85917K546	X				4/20/2017	5/24/2017	1,499	1,480				0	19
2	SPDR DJ WILSHIRE INTERNA	78463X863	X				1/18/2017	7/25/2017	1,092	1,028				0	64
3	STERLING CAPITAL STRATT(	85917K546	X				6/20/2014	1/18/2017	3,471	3,283				0	188
4	STERLING CAPITAL STRATT(	85917K546	X				7/24/2015	5/24/2017	7,240	6,316				0	924
5	OPPENHEIMER DEVELOPING	683974604	X				10/24/2011	10/23/2017	5,813	4,355				0	1,458
6	T ROWE PR OVERSEAS STO	77956H435	X				4/20/2017	7/25/2017	4,323	3,910				0	413
7	T ROWE PR OVERSEAS STO	77956H435	X				4/20/2017	10/23/2017	1,897	1,638				0	259
8	STERLING CAPITAL STRATT(	85917K546	X				6/20/2014	5/24/2017	12,824	11,853				0	971
9	T ROWE PRICE INST FLOAT	77958B402	X				1/23/2014	1/18/2017	5,656	5,779				0	-123
10	T ROWE PRICE INST FLOAT	77958B402	X				4/24/2014	1/18/2017	11,121	11,286				0	-165
11	T ROWE PRICE INST FLOAT	77958B402	X				8/25/2016	1/18/2017	1,858	1,840				0	18
12	T ROWE PR REAL ESTATE-I #	779919307	X				7/27/2017	12/11/2017	3,061	3,022				0	39
13	AQR MANAGED FUTURES ST	00203H859	X				10/24/2014	12/11/2017	2,655	2,992				0	-337
14	INV BALANCE RISK COMM S	00888Y508	X				8/25/2016	1/18/2017	20,813	20,604				0	209
15	AMER CENT SMALL CAP GR	025083320	X				7/24/2015	1/18/2017	3,889	3,957				0	-68
16	AMER CENT SMALL CAP GR	025083320	X				7/24/2015	5/24/2017	22,185	21,061				0	1,124
17	ARTISAN INTERNATIONAL F	04314H402	X				8/4/2009	4/20/2017	50,962	34,229				0	16,733
18	ARTISAN INTERNATIONAL F	04314H402	X				1/18/2017	4/20/2017	2,384	2,239				0	145
19	ARTISAN MID CAP FUND-INS	04314H600	X				1/22/2015	7/25/2017	1,779	1,841				0	-62
20	ARTISAN MID CAP FUND-INS	04314H600	X				2/11/2013	7/25/2017	5,463	4,937				0	526
21	BLACKROCK GL L/S CREDIT-	091936732	X				10/27/2015	1/18/2017	2,967	3,037				0	-70
22	CREDIT SUISSE COMM RET	22544R305	X				1/23/2014	1/18/2017	5,025	7,062				0	-2,037
23	CREDIT SUISSE COMM RET	22544R305	X				1/22/2015	1/18/2017	11,449	13,034				0	-1,585
24	CREDIT SUISSE COMM RET	22544R305	X				1/22/2016	1/18/2017	4,746	4,006				0	740
25	DODGE & COX INT'L STOCK	256206103	X				5/10/2012	1/18/2017	2,821	2,210				0	611
26	DODGE & COX INT'L STOCK	256206103	X				1/22/2016	7/25/2017	5,174	3,735				0	1,439
27	DODGE & COX INCOME FD C	256210105	X				7/24/2015	4/20/2017	7,382	7,328				0	54
28	DODGE & COX INCOME FD C	256210105	X				10/5/2016	4/20/2017	13,911	14,023				1	-111
29	DODGE & COX INCOME FD C	256210105	X				5/11/2016	4/20/2017	343	342				0	1
30	DODGE & COX INCOME FD C	256210105	X				9/12/2016	5/24/2017	130	130				0	0
31	DODGE & COX INCOME FD C	256210105	X				5/11/2016	5/24/2017	6,416	6,346				0	70
32	DODGE & COX INCOME FD C	256210105	X				7/27/2017	12/11/2017	2,313	2,310				0	3
33	DODGE & COX INCOME FD C	256210105	X				10/23/2017	12/11/2017	208	207				0	1
34	EATON VANCE GLOBAL MAC	277923728	X				10/27/2015	1/18/2017	1,162	1,155				0	7
35	EATON VANCE GLOBAL MAC	277923728	X				10/27/2015	10/23/2017	18,039	17,794				0	245
36	EATON VANCE GLOBAL MAC	277923728	X				8/25/2016	10/23/2017	43,033	42,625				0	408
37	EATON VANCE GLOBAL MAC	277923728	X				7/27/2017	10/23/2017	2,278	2,268				0	10
38	JP MORGAN MID CAP VALUE	339128100	X				4/24/2014	7/25/2017	2,326	2,129				0	197
39	JP MORGAN MID CAP VALUE	339128100	X				4/24/2014	12/11/2017	4,327	3,789				0	538
40	HARBOR CAPITAL APRCTION	411511504	X				8/28/2015	1/18/2017	2,161	2,296				135	0
41	HARBOR CAPITAL APRCTION	411511504	X				8/25/2016	1/18/2017	28,387	29,246				338	-521
42	HARBOR CAPITAL APRCTION	411511504	X				12/17/2015	4/20/2017	7,483	7,263				0	220
43	HARBOR CAPITAL APRCTION	411511504	X				12/17/2015	7/25/2017	6,757	5,881				0	876
44	HARBOR CAPITAL APRCTION	411511504	X				7/29/2015	7/25/2017	2,575	2,237				0	338
45	HARBOR CAPITAL APRCTION	411511504	X				10/28/2014	7/25/2017	11,425	9,922				0	1,503
46	HARBOR CAPITAL APRCTION	411511504	X				10/28/2014	10/23/2017	1,622	1,343				0	279
47	HARBOR CAPITAL APRCTION	411511504	X				8/25/2016	10/23/2017	4,560	3,761				0	799
48	HARBOR CAPITAL APRCTION	411511504	X				10/24/2014	10/23/2017	2,495	2,043				0	452
49	HARBOR CAPITAL APRCTION	411511504	X				10/24/2014	12/11/2017	11,107	8,670				0	2,437
50	JPMORGAN HIGH YIELD FUN	4812C0803	X				1/23/2014	1/18/2017	4,147	4,511				0	-364
51	JPMORGAN HIGH YIELD FUN	4812C0803	X				12/19/2014	1/18/2017	37,311	38,165				0	-854
52	JPMORGAN HIGH YIELD FUN	4812C0803	X				7/24/2015	1/18/2017	2,669	2,702				0	-33
53	JPMORGAN HIGH YIELD FUN	4812C0803	X				8/25/2016	1/18/2017	1,246	1,237				0	9
54	MFS VALUE FUND-CLASS I #	552983694	X				8/25/2016	1/18/2017	28,080	27,597				0	483
55	MFS VALUE FUND-CLASS I #	552983694	X				6/20/2014	7/25/2017	7,811	6,895				0	916
56	MERGER FUND-INST #301	589509207	X				2/14/2012	10/23/2017	7,341	7,159				0	182
57	MFS VALUE FUND-CLASS I #	552983694	X				8/25/2016	10/23/2017	2,011	1,763				0	248
58	MFS VALUE FUND-CLASS I #	552983694	X				8/25/2016	12/11/2017	611	525				0	86
59	MERGER FUND-INST #301	589509207	X				8/25/2016	10/23/2017	19,756	18,982				0	774
60	MFS VALUE FUND-CLASS I #	552983694	X				6/20/2014	12/11/2017	8,693	7,259				0	1,434
61	MERGER FUND-INST #301	589509207	X				12/30/2011	10/23/2017	10,386	10,064				0	322
62	MERGER FUND-INST #301	589509207	X				5/24/2017	10/23/2017	4,317	4,264				0	53
63	MET WEST TOTAL RETURN E	592905509	X				10/5/2016	5/24/2017	12,599	12,989				0	-390
64	MET WEST TOTAL RETURN E	592905509	X				1/22/2015	12/11/2017	4,537	4,686				0	-149
65	ASG GLOBAL ALTERNATIVES	63872T885	X				7/12/2013	1/18/2017	2,706	3,024				0	-318
66	NEUBERGER BERMAN LONG	64128R608	X				6/20/2014	1/18/2017	1,885	1,862				0	23
67	NEUBERGER BERMAN LONG	64128R608	X				5/24/2017	12/11/2017	3,948	3,729				0	219
68	OPPENHEIMER DEVELOPING	683974604	X				8/3/2012	4/20/2017	5,786	5,175				0	611
69	OPPENHEIMER DEVELOPING	683974604	X				10/24/2011	4/20/2017	44	39				0	5
70	OPPENHEIMER DEVELOPING	683974604	X				10/24/2011	7/25/2017	9,704	7,676				0	2,028

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

		900	0	0	900
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	900			900

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,086	0	0	2,086
	Description				
1	GRANT ADMIN FEES	2,086			2,086

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

		1,594	504	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	504	504		
2	PY EXCISE TAXES PAID	312			
3	ESTIMATED EXCISE TAXES PAID	778			

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
			0	1,744,900	2,036,980
1				0	
2	ARTISAN MID CAP FUND-INSTL 1333		0	73,218	76,804
3	MET WEST TOTAL RETURN BOND CL I 51		0	299,209	294,579
4	FID ADV EMER MKTS INC- CL I 607		0	98,925	104,087
5	DODGE & COX INT'L STOCK FD 1048		0	34,819	53,887
6	AMER CENT SMALL CAP GRWTH INST 33		0	17,514	23,006
7	MFS VALUE FUND-CLASS I 893		0	136,665	205,272
8	JP MORGAN MID CAP VALUE-I 758		0	52,374	82,291
9	STERLING CAPITAL STRATTON SMALL C		0	18,287	21,205
10	T ROWE PR OVERSEAS STOCK-I #521		0	45,949	53,159
11	T ROWE PR REAL ESTATE-I #432		0	116,074	120,134
12	ASG GLOBAL ALTERNATIVES-Y 1993		0	43,537	44,268
13	VANGUARD REIT VIPER		0	5,661	9,709
14	AQR MANAGED FUTURES STR-I		0	69,291	63,486
15	VANGUARD INFLAT-PROT SECS-ADM 511		0	23,143	22,772
16	JPMORGAN HIGH YIELD FUND SS 3580		0	42,727	44,104
17	T ROWE PRICE INST FLOAT RATE 170		0	18,910	19,057
18	EATON VANCE GLOB MACRO ADV-I 208		0	64,249	62,092
19	BLACKROCK GL L/S CREDIT-K #1940		0	72,878	73,582
20	OPPENHEIMER DEVELOPING MKT-I 799		0	77,566	108,067
21	JOHN HANCOCK II-CURR STR-I 3643		0	42,837	42,792
22	SPDR DJ WILSHIRE INTERNATIONAL REA		0	49,892	59,115
23	NEUBERGER BERMAN LONG SH-INS #18		0	96,361	106,013
24	FILE CABINETS		0	1	1
25	DODGE & COX INCOME FD COM 147		0	125,626	135,184
26	HARBOR CAPITAL APRCTION-INST 2012		0	119,187	212,314

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

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

1	ROUNDING	1	17
2	MUTUAL FUND TIMING DIFFERENCE	2	64
3	PY RETURN OF CAPITAL ADJUSTMENT	3	782
4	Total	4	863

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

	Amount
Long Term CG Distributions	44,345
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
						558,195	0	474	524,145	34,524	0	0	0	34,524
1	STERLING CAPITAL STRATT	85917K546		4/20/2017	5/24/2017	1,499		0	1,480	19	0	0	0	19
2	SPDR DJ WILSHIRE INTERNA	78463X863		1/18/2017	7/25/2017	1,092		0	1,028	64	0	0	0	64
3	STERLING CAPITAL STRATT	85917K546		6/20/2014	1/18/2017	3,471		0	3,283	188	0	0	0	188
4	STERLING CAPITAL STRATT	85917K546		7/24/2015	5/24/2017	7,240		0	6,316	924	0	0	0	924
5	OPPENHEIMER DEVELOPING	683974604		10/24/2011	10/23/2017	5,813		0	4,355	1,458	0	0	0	1,458
6	T ROWE PR OVERSEAS STO	77956H435		4/20/2017	7/25/2017	4,323		0	3,910	413	0	0	0	413
7	T ROWE PR OVERSEAS STO	77956H435		4/20/2017	10/23/2017	1,897		0	1,638	259	0	0	0	259
8	STERLING CAPITAL STRATT	85917K546		6/20/2014	5/24/2017	12,824		0	11,853	971	0	0	0	971
9	T ROWE PRICE INST FLOAT	77958B402		1/23/2014	1/18/2017	5,656		0	5,779	-123	0	0	0	-123
10	T ROWE PRICE INST FLOAT	77958B402		4/24/2014	1/18/2017	11,121		0	11,286	-165	0	0	0	-165
11	T ROWE PRICE INST FLOAT	77958B402		8/25/2016	1/18/2017	1,858		0	1,840	18	0	0	0	18
12	T ROWE PR REAL ESTATE-I	779919307		7/27/2017	12/11/2017	3,061		0	3,022	39	0	0	0	39
13	AQR MANAGED FUTURES ST	00203H859		10/24/2014	12/11/2017	2 655		0	2,992	-337	0	0	0	-337
14	INV BALANCE RISK COMM S	00888Y508		8/25/2016	1/18/2017	20,813		0	20,604	209	0	0	0	209
15	AMER CENT SMALL CAP GR	025083320		7/24/2015	1/18/2017	3,889		0	3,957	-68	0	0	0	-68
16	AMER CENT SMALL CAP GR	025083320		7/24/2015	5/24/2017	22,185		0	21,061	1,124	0	0	0	1,124
17	ARTISAN INTERNATIONAL F	04314H402		8/4/2009	4/20/2017	50,962		0	34,229	16,733	0	0	0	16,733
18	ARTISAN INTERNATIONAL F	04314H402		1/18/2017	4/20/2017	2 384		0	2,239	145	0	0	0	145
19	ARTISAN MID CAP FUND-INS	04314H600		1/22/2015	7/25/2017	1,779		0	1,841	-62	0	0	0	-62
20	ARTISAN MID CAP FUND-INS	04314H600		2/11/2013	7/25/2017	5,463		0	4,937	526	0	0	0	526
21	BLACKROCK GL L/S CREDIT-	091936732		10/27/2015	1/18/2017	2,967		0	3,037	-70	0	0	0	-70
22	CREDIT SUISSE COMM RET	22544R305		1/23/2014	1/18/2017	5,025		0	7,062	-2,037	0	0	0	-2,037
23	CREDIT SUISSE COMM RET	22544R305		1/22/2015	1/18/2017	11,449		0	13,034	-1,585	0	0	0	-1,585
24	CREDIT SUISSE COMM RET	22544R305		1/22/2016	1/18/2017	4,746		0	4,006	740	0	0	0	740
25	DODGE & COX INT'L STOCK	256206103		5/10/2012	1/18/2017	2,821		0	2,210	611	0	0	0	611
26	DODGE & COX INT'L STOCK	256206103		1/22/2016	7/25/2017	5,174		0	3,735	1,439	0	0	0	1,439
27	DODGE & COX INCOME FD C	256210105		7/24/2015	4/20/2017	7 382		0	7,328	54	0	0	0	54
28	DODGE & COX INCOME FD C	256210105		10/5/2016	4/20/2017	13,911		1	14,023	-111	0	0	0	-111
29	DODGE & COX INCOME FD C	256210105		5/11/2016	4/20/2017	343		0	342	1	0	0	0	1
30	DODGE & COX INCOME FD C	256210105		9/12/2016	5/24/2017	130		0	130	0	0	0	0	0
31	DODGE & COX INCOME FD C	256210105		5/11/2016	5/24/2017	6,416		0	6,346	70	0	0	0	70
32	DODGE & COX INCOME FD C	256210105		7/27/2017	12/11/2017	2 313		0	2,310	3	0	0	0	3
33	DODGE & COX INCOME FD C	256210105		10/23/2017	12/11/2017	208		0	207	1	0	0	0	1
34	EATON VANCE GLOBAL MAC	277923728		10/27/2015	1/18/2017	1,162		0	1,155	7	0	0	0	7
35	EATON VANCE GLOBAL MAC	277923728		10/27/2015	10/23/2017	18,039		0	17,794	245	0	0	0	245
36	EATON VANCE GLOBAL MAC	277923728		8/25/2016	10/23/2017	43,033		0	42,625	408	0	0	0	408
37	EATON VANCE GLOBAL MAC	277923728		7/27/2017	10/23/2017	2,278		0	2,268	10	0	0	0	10
38	JP MORGAN MID CAP VALUE	339128100		4/24/2014	7/25/2017	2,326		0	2,129	197	0	0	0	197
39	JP MORGAN MID CAP VALUE	339128100		4/24/2014	12/11/2017	4,327		0	3,789	538	0	0	0	538
40	HARBOR CAPITAL APRCTION	411511504		8/28/2015	1/18/2017	2,161		135	2,296	0	0	0	0	0
41	HARBOR CAPITAL APRCTION	411511504		8/25/2016	1/18/2017	28,387		338	29,246	-521	0	0	0	-521
42	HARBOR CAPITAL APRCTION	411511504		12/17/2015	4/20/2017	7,483		0	7,263	220	0	0	0	220
43	HARBOR CAPITAL APRCTION	411511504		12/17/2015	7/25/2017	6 757		0	5,881	876	0	0	0	876
44	HARBOR CAPITAL APRCTION	411511504		7/29/2015	7/25/2017	2,575		0	2,237	338	0	0	0	338
45	HARBOR CAPITAL APRCTION	411511504		10/28/2014	7/25/2017	11,425		0	9,922	1,503	0	0	0	1,503
46	HARBOR CAPITAL APRCTION	411511504		10/28/2014	10/23/2017	1,622		0	1,343	279	0	0	0	279
47	HARBOR CAPITAL APRCTION	411511504		8/25/2016	10/23/2017	4,560		0	3,761	799	0	0	0	799
48	HARBOR CAPITAL APRCTION	411511504		10/24/2014	10/23/2017	2,495		0	2,043	452	0	0	0	452
49	HARBOR CAPITAL APRCTION	411511504		10/24/2014	12/11/2017	11,107		0	8,670	2,437	0	0	0	2,437
50	JPMORGAN HIGH YIELD FUN	4812C0803		1/23/2014	1/18/2017	4,147		0	4,511	-364	0	0	0	-364
51	JPMORGAN HIGH YIELD FUN	4812C0803		12/19/2014	1/18/2017	37,311		0	38,165	-854	0	0	0	-854
52	JPMORGAN HIGH YIELD FUN	4812C0803		7/24/2015	1/18/2017	2,669		0	2,702	-33	0	0	0	-33
53	JPMORGAN HIGH YIELD FUN	4812C0803		8/25/2016	1/18/2017	1,246		0	1,237	9	0	0	0	9
54	MFS VALUE FUND-CLASS I #	552983694		8/25/2016	1/18/2017	28,080		0	27,597	483	0	0	0	483
55	MFS VALUE FUND-CLASS I #	552983694		6/20/2014	7/25/2017	7,811		0	6,895	916	0	0	0	916
56	MERGER FUND-INST #301	589509207		2/14/2012	10/23/2017	7,341		0	7,159	182	0	0	0	182
57	MFS VALUE FUND-CLASS I #	552983694		8/25/2016	10/23/2017	2,011		0	1,763	248	0	0	0	248
58	MFS VALUE FUND-CLASS I #	552983694		8/25/2016	12/11/2017	611		0	525	86	0	0	0	86
59	MERGER FUND-INST #301	589509207		8/25/2016	10/23/2017	19,756		0	18,982	774	0	0	0	774
60	MFS VALUE FUND-CLASS I #	552983694		6/20/2014	12/11/2017	8,693		0	7,259	1,434	0	0	0	1,434
61	MERGER FUND-INST #301	589509207		12/30/2011	10/23/2017	10,386		0	10,064	322	0	0	0	322
62	MERGER FUND-INST #301	589509207		5/24/2017	10/23/2017	4,317		0	4,264	53	0	0	0	53
63	MET WEST TOTAL RETURN	592905509		10/5/2016	5/24/2017	12,599		0	12,989	-390	0	0	0	-390
64	MET WEST TOTAL RETURN	592905509		1/22/2015	12/11/2017	4,537		0	4,686	-149	0	0	0	-149
65	ASG GLOBAL ALTERNATIVES	63872T885		7/12/2013	1/18/2017	2,706		0	3,024	-318	0	0	0	-318
66	NEUBERGER BERMAN LONG	64128R608		6/20/2014	1/18/2017	1,885		0	1,862	23	0	0	0	23
67	NEUBERGER BERMAN LONG	64128R608		5/24/2017	12/11/2017	3 948		0	3,729	219	0	0	0	219
68	OPPENHEIMER DEVELOPING	683974604		8/3/2012	4/20/2017	5,786		0	5,175	611	0	0	0	611
69	OPPENHEIMER DEVELOPING	683974604		10/24/2011	4/20/2017	44		0	39	5	0	0	0	5

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

	Amount
Long Term CG Distributions	44,345
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
						558,195	0	474	524,145	34,524	0	0	0	34,524
70	OPPENHEIMER DEVELOPING	683974604		10/24/2011	7/25/2017	9,704		0	7,676	2,028	0	0	0	2,028

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
										30,908	0	0
1	Wells Fargo Bank N A. Trust Tax D	X	6325 S RAINBOW BLVD STE 300	LAS VEGAS	NV	89118		TRUSTEE	SEE ATTAC	30,908		

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

		Date		Amount
1	Credit from prior year return .		1	0
2	First quarter estimated tax payment	5/10/2017	2	195
3	Second quarter estimated tax payment	6/12/2017	3	194
4	Third quarter estimated tax payment	9/12/2017	4	195
5	Fourth quarter estimated tax payment	12/12/2017	5	194
6	Other payments		6	0
7	Total		7	778

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	62,709
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	62,709

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 solely on an hourly basis. Corporate Trustee services include, but are not limited to, administrative services such as fiduciary accounting, custody of assets, complying with tax filing requirements, complying with distribution provisions, and complying with federal and state laws applicable to private foundations, plus asset management services such as creating asset allocation strategies, investment reporting and reallocating and rebalancing of portfolios as necessary.