

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.

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

THE FRANK J POLEY MEMORIAL FUND

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 foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 148,137 J Accounting method Cash Accrual Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number

25-6852214

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)
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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	2,553	2,528	
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10	6,032		
b Gross sales price for all assets on line 6a	45,118		
7 Capital gain net income (from Part IV, line 2)		6,032	
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	8,585	8,560	0
13 Compensation of officers, directors, trustees, etc.	2,885	2,596	289
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule)	1,110		1,110
c Other professional fees (attach schedule)			
17 Interest			
18 Taxes (attach schedule) (see instructions)	57	42	
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.	4,052	2,638	0 1,399
Add lines 13 through 23			
25 Contributions, gifts, grants paid	7,000		7,000
26 Total expenses and disbursements. Add lines 24 and 25	11,052	2,638	0 8,399
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements	-2,467		
b Net investment income (if negative, enter -0-)		5,922	
c Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2017)

POSTMARK DATE MAY 10 2018

REVENUE OPERATING AND ADMINISTRATIVE EXPENSES

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
	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	5,713	8,506	8,506
	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)	123,258	117,930	139,631
	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)	128,971	126,436	148,137
	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	
		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	128,971	126,436	
	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)	128,971	126,436	
	31	Total liabilities and net assets/fund balances (see instructions)	128,971	126,436	

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	128,971
2	Enter amount from Part I, line 27a	2	-2,467
3	Other increases not included in line 2 (itemize) ► <u>MUTUAL FUND TIMING DIFFERENCE</u>	3	1
4	Add lines 1, 2, and 3	4	126,505
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	69
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	126,436

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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			
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	6,032	
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	8,766	137,075	0 063950
2015	8,749	149,425	0 058551
2014	7,351	159,571	0 046067
2013	7,366	155,042	0 047510
2012	5,386	147,956	0 036403

2 Total of line 1, column (d)	2	0 252481
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 050496
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	142,216
5 Multiply line 4 by line 3	5	7,181
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	59
7 Add lines 5 and 6	7	7,240
8 Enter qualifying distributions from Part XII, line 4	8	8,399

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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	59
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations, enter 4% of Part I, line 12, col (b)	3	59
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	
3 Add lines 1 and 2	5	59
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		
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	22
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	22
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	37
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

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	Yes X
b 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	1b	X
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 <i>General Instruction T</i>	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 <i>General Instruction G</i> ? 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)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions

11	Yes	No
	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	Yes	No
	X	

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A

13	Yes	No
	X	

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** N/A

15	Yes	No
	X	

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 ►

16	Yes	No
	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)

(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. Organizations relying on a current notice regarding disaster assistance, check here ► **1b**

1b	Yes	No
	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? **1c**

1c	Yes	No
	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**

2b	Yes	No
	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**

3b	Yes	No
	N/A	

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **4a**

4a	Yes	No
	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**

4b	Yes	No
	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No	N/A	
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		6b	X
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	2,885		

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 139,901
b	Average of monthly cash balances	1b 4,481
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 144,382
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	3 144,382
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4 2,166
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 142,216
6	Minimum investment return. Enter 5% of line 5	6 7,111

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 7,111
2a	Tax on investment income for 2017 from Part VI, line 5	2a 59
b	Income tax for 2017 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 59
3	Distributable amount before adjustments Subtract line 2c from line 1	3 7,052
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 7,052
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 7,052

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 8,399
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 8,399
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	
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 59
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 8,340

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				7,052
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only				4,466
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 ► \$ 8,399				
a Applied to 2016, but not more than line 2a				4,466
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				3,933
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:	0			
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			3,119
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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon
- a "Assets" alternative test—enter
 - (1) Value of all assets
 - (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
- b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
- c "Support" alternative test—enter
 - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
 - (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
 - (3) Largest amount of support from an exempt organization
 - (4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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.

6. 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	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				
Total			► 3a	7,000
<i>b Approved for future payment</i>				
NONE				
Total			► 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)
Line	Description	(a) Business code	(b) Amount	(c) Exclusion code	
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				
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				
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		8,585
13	Total. Add line 12, columns (b), (d), and (e)		13		8,585

Part XVIB Relationship of Activities to the Accomplishment of Exempt Purposes

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

ST LUKE'S UNITED CHURCH OF CHRIST

Street

200 WEST MAIN STREET

City TRAPPE	State PA	Zip Code 19426	Foreign Country
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Relationship NONE	Foundation Status PC	Amount
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 7,000
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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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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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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

Long Term CG Distributions		Amount	0	Short Term CG Distributions		Amount	3,452
1	BOSTON P LINGSHT RES-INT	CUSIP #	74925L581	Check "X" to include in Part IV	Purchaser		
2	T ROWE PR OVERSEAS STO		X				
3	INV BALANCE RISK COMM ST		77956L435				
4	AMER CENT SMALL CAP GR		009881508				
5	AMER CENT SMALL CAP GR		025083320				
6	AMER CENT SMALL CAP GR		025083320				
7	ARTISAN INTERNATIONAL FU		04314H1402				
8	ARTISAN INTERNATIONAL FU		04314H1402				
9	ARTISAN MID CAP FUND-INS		04314H1600				
10	ARTISAN MID CAP FUND-INS		04314H1600				
11	ARTISAN MID CAP FUND-INS		04314H1600				
12	ARTISAN MID CAP FUND-INS		04314H1600				
13	ARTISAN MID CAP FUND-INS		04314H1600				
14	ARTISAN MID CAP FUND-INS		04314H1600				
15	BLACKROCK GLS CREDIT-1		091938732				
16	CREDIT SUISSE COMM RET-1		22544R305				
17	CREDIT SUISSE COMM RET-1		22544R305				
18	CREDIT SUISSE COMM RET-1		22544R305				
19	CREDIT SUISSE COMM RET-1		22544R305				
20	DODGE & COX INT'L STOCK		256206103				
21	DODGE & COX INT'L STOCK		256206103				
22	DODGE & COX INT'L STOCK		256206103				
23	DODGE & COX INCOME FUND		256210105				
24	DODGE & COX INCOME FUND		256210105				
25	EATON VANCE GLOBAL MAC		277923728				
26	EATON VANCE GLOBAL MAC		277923728				
27	EATON VANCE GLOBAL MAC		277923728				
28	EATON VANCE GLOBAL MAC		277923728				
29	IP MORGAN MID CAP VALUE		339128100				
30	IP MORGAN MID CAP VALUE		339128100				
31	HARBOR CAPITAL APRTN		411511504				
32	HARBOR CAPITAL APRTN		411511504				
33	HARBOR CAPITAL APRTN		411511504				
34	HARBOR CAPITAL APRTN		411511504				
35	HARBOR CAPITAL APRTN		411511504				
36	HARBOR CAPITAL APRTN		411511504				
37	HARBOR CAPITAL APRTN		411511504				
38	HARBOR CAPITAL APRTN		411511504				
39	JPMORGAN HIGH YIELD FUN		48120C0803				
40	JPMORGAN HIGH YIELD FUN		48120C0803				
41	JPMORGAN HIGH YIELD FUN		48120C0803				
42	JPMORGAN HIGH YIELD FUN		48120C0803				
43	MFS VALUE FUND-CLASS #1		552983694				
44	MFS VALUE FUND-CLASS #1		552983694				
45	MFS VALUE FUND-CLASS #1		552983694				
46	MFS VALUE FUND-CLASS #1		552983694				
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48	MFS VALUE FUND-CLASS #1		552983694				
49	MFS VALUE FUND-CLASS #1		552983694				
50	MFS VALUE FUND-CLASS #1		552983694				
51	MERGER FUND-INST #301		589509207				
52	MERGER FUND-INST #301		589509207				
53	MERGER FUND-INST #301		589509207				
54	MERGER FUND-INST #301		589509207				
55	MERGER FUND-INST #301		589509207				
56	FID ALV EMER MKTS INC-CL		318920702				
57	OPPENHEIMER DEVELOPING		6839174604				
58	OPPENHEIMER DEVELOPING		6839174604				
59	BOSTON P LINGSHT RES-INT		74925K581				
60	T ROWE PR OVERSEAS STO		77956L435				
61	MET WEST TOTAL RETURN E		592980569				
62	ASG GLOBAL ALTERNATIVES		638721885				
63	ASG GLOBAL ALTERNATIVES		638721885				
64	T ROWE PR OVERSEAS STO		77956L435				
65	SEPR DJI MSHIRE INTERN		784653863				
66	T ROWE PR OVERSEAS STO		77956L435				
67	MET WEST TOTAL RETURN E		77956L435				
68	T ROWE PR INST FLOAT		77956B402				
69	T ROWE PR INST FLOAT		77956B402				
70	SEPR DJI MSHIRE INTERN		784653863				
71	NEWBERG PERMAN		64120B402				
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12	NEWBERG						

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

	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	Capital Gains/Losses Other sales		Cost or Other Basis, Expenses Depreciation and Adjustments	Net Gain or Loss
												Totals	Gross Sales	Depreciation	
Long Term CG Distributions									45,118			0	0	39,086	6,032
Short Term CG Distributions									0			0	0	0	0
73	OPPENHEIMER DEVELOPING	683974604	X				1/23/2014	1/19/2017	165	181					
74	OPPENHEIMER DEVELOPING	683974604	X				6/10/2012	4/21/2017	212	192					
75	OPPENHEIMER DEVELOPING	683974604	X				1/23/2014	4/21/2017	190						
76	OPPENHEIMER DEVELOPING	683974604	X				10/21/2011	4/21/2017	28	23					
77	OPPENHEIMER DEVELOPING	683974604	X				10/21/2011	7/3/2017	646						
78	STERLING CAPITAL STRATT	859177546	X				6/20/2014	1/19/2017	247	234					
79	STERLING CAPITAL STRATT	859177546	X				6/20/2014	5/24/2017	802	741					
80	STERLING CAPITAL STRATT	859177546	X				7/23/2015	5/24/2017	435	384					
81	STERLING CAPITAL STRATT	859177546	X				4/29/2017	5/24/2017	82	83					
82	STERLING CAPITAL STRATT	859177546	X				8/29/2016	5/24/2017	879	817					
83	STERLING CAPITAL STRATT	859177546	X				10/24/2014	7/25/2017	87	72					

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

		1,110	0	0	1,110
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,110			1,110

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

		57	42	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	42	42		
2	ESTIMATED EXCISE TAXES PAID	15			

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			0	0	139,631
2	ARTISAN MID CAP FUND-INSTL 1333		0	5,612	5,868
3	MET WEST TOTAL RETURN BOND CL I 51		0	12,928	12,774
4	FID ADV EMER MKTS INC- CL I 607		0	8,227	8,569
5	DODGE & COX INT'L STOCK FD 1048		0	3,451	5,105
6	AMER CENT SMALL CAP GRWTH INST 333		0	1,756	2,258
7	MFS VALUE FUND-CLASS I 893		0	10,824	16,035
8	JP MORGAN MID CAP VALUE-I 758		0	4,386	6,621
9	STERLING CAPITAL STRATTON SMALL C		0	1,786	2,157
10	T ROWE PR OVERSEAS STOCK-I #521		0	4,511	5,064
11	T ROWE PR REAL ESTATE-I #432		0	7,771	7,934
12	ASG GLOBAL ALTERNATIVES-Y 1993		0	2,891	3,029
13	VANGUARD REIT VIPER		0	1,289	2,074
14	AQR MANAGED FUTURES STR-I		0	4,898	4,490
15	VANGUARD INFLAT-PROT SEC'S-ADM 511		0	963	951
16	JPMORGAN HIGH YIELD FUND SS 3580		0	1,901	1,987
17	T ROWE PRICE INST FLOAT RATE 170		0	799	808
18	EATON VANCE GLOB MACRO ADV-I 208		0	4,370	4,223
19	BLACKROCK GL/S CREDIT-K #1940		0	4,948	5,002
20	OPPENHEIMER DEVELOPING MKT-I 799		0	6,305	8,840
21	JOHN HANCOCK II-CURR STR-I 3643		0	2,911	2,908
22	SPDR DJ WILSHIRE INTERNATIONAL REA		0	3,997	4,535
23	NEUBERGER BERMAN LONG SH-INS #183		0	6,957	7,506
24	DODGE & COX INCOME FD COM 147		0	5,376	5,862
25	HARBOR CAPITAL ARCTION-INST 2012		0	9,073	15,031

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

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

1	MUTUAL FUND TIMING DIFFERENCE	1	1
2	Total	2	1

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	65
2	ROUNDING	2	4
3	Total	3	69

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

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

Long Term CG Distributions		3,492		41,626		39,086		2,540		0		0		2,540	
Short Term CG Distributions		0		0		0		0		0		0		0	
Description of Property Sold	CL/SIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	0	Gains Minus Losses	Excess FMV Over Adj Basis or Losses	
70 SPDR DJ WILSHIRE INTERN	784633X863	10/12/2011	4/21/2017	76				69	7	0		0	0	0	
71 SPDR DJ WILSHIRE INTERN	784633X863	10/21/2011	7/25/2017	117				104	13	0		0	0	13	
72 NEWBERGER BERMAN LONG	64128RE08	5/24/2017	7/3/2017	209				206	3	0		0	0	3	
73 OPPENHEIMER DEVELOPING	683374604	1/23/2014	1/19/2017	163				181		-16		0	0	-16	
74 OPPENHEIMER DEVELOPING	683374604	8/10/2012	4/21/2017	212				192	20	0		0	0	20	
75 OPPENHEIMER DEVELOPING	683374604	1/23/2014	4/21/2017	190				192	-2	0		0	0	2	
76 OPPENHEIMER DEVELOPING	683374604	10/21/2011	4/21/2017	28				0	5	0		0	0	5	
77 OPPENHEIMER DEVELOPING	683374604	10/21/2011	7/3/2017	646				518	128	0		0	0	128	
78 STERLING CAPITAL STRATT	85917K546	6/20/2014	1/19/2017	247				0	13	0		0	0	13	
79 STERLING CAPITAL STRATT	85917K546	6/20/2014	5/24/2017	802				741	61	0		0	0	61	
80 STERLING CAPITAL STRATT	85917K546	7/23/2015	5/24/2017	435				384	51	0		0	0	51	
81 STERLING CAPITAL STRATT	85917K546	4/25/2017	5/24/2017	82				83	-1	0		0	0	-1	
82 STERLING CAPITAL STRATT	85917K546	8/26/2016	5/24/2017	879				817	62	0		0	0	62	
83 STERLING CAPITAL STRATT	85917K546	10/24/2014	7/25/2017	871				72	15	0		0	0	15	

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

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

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

Date	Amount
5/10/2017	15
3	0
4	0
5	0
6	0
7	22

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	4,466
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	4,466

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.