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Form **990-PF**

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

OMB No 1545-0052

**2017**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2017 or tax year beginning

, and ending

Name of foundation  
**FLORA Y HATCHER TRUST**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**Wells Fargo Bank N A Trust Tax Dept - 6325 S RAINBOW BLVD STE 300**

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**  
31-6670506

**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 **04**  
 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) **\$ 937,568**

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

04

SCANNED JUL 11 2018

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	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	16,761	16,709		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	30,016			
	b Gross sales price for all assets on line 6a 249,705				
	7 Capital gain net income (from Part IV, line 2)		30,016		
	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 <b>Total.</b> Add lines 1 through 11	46,777	46,725	0		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	14,044	10,533		3,511
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,140			1,140
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	609	218		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	15,793	10,751	0	4,651
	25 Contributions, gifts, grants paid	40,000			40,000
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	55,793	10,751	0	44,651	
27 Subtract line 26 from line 12					
a <b>Excess of revenue over expenses and disbursements</b>	-9,016				
b <b>Net investment income</b> (if negative, enter -0-)		35,974			
c <b>Adjusted net income</b> (if negative, enter -0-)			0		

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For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2017)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	40,092	47,990	47,990
	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)	783,808	766,520	889,578	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	823,900	814,510	937,568	
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	<b>Total liabilities</b> (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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	823,900	814,510	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions)	823,900	814,510		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	823,900	814,510		

**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	823,900
2	Enter amount from Part I, line 27a	2	-9,016
3	Other increases not included in line 2 (itemize) ▶ <u>ROUNDING</u>	3	4
4	Add lines 1, 2, and 3	4	814,888
5	Decreases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	5	378
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	814,510

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

a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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	30,016
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	49,760	872,050	0 057061
2015	47,526	933,481	0 050913
2014	46,179	984,428	0 046909
2013	46,202	958,053	0 048225
2012	43,590	922,965	0 047228
2 Total of line 1, column (d)			2 0 250336
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 050067
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 902,523
5 Multiply line 4 by line 3			5 45,187
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 360
7 Add lines 5 and 6			7 45,547
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 44,651

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		719
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations, enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		0
<b>3</b>	Add lines 1 and 2		719
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		719
<b>6</b>	Credits/Payments		
<b>a</b>	2017 estimated tax payments and 2016 overpayment credited to 2017	<b>6a</b>	273
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d	<b>7</b>	273
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	446
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b>		X
<b>1b</b>		X
<b>1c</b>		X
<b>2</b>		X
<b>3</b>		X
<b>4a</b>		X
<b>4b</b>	N/A	
<b>5</b>		X
<b>6</b>	X	
<b>7</b>	X	
<b>8a</b>		
<b>8b</b>	X	
<b>9</b>		X
<b>10</b>		X

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**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		Yes	No
11				X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions			X
12				X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A		X	
13		X		
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			
15				
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 ▶		Yes	No
16				X

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

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

		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? ( Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions )	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017 )	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  Yes  No  
 Organizations relying on a current notice regarding disaster assistance, check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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	14,044		

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶

**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			
<b>Total. Add lines 1 through 3</b>		▶	0

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	883,721
<b>b</b>	Average of monthly cash balances	<b>1b</b>	32,546
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	916,267
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	916,267
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	13,744
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	902,523
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	45,126

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	45,126
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5	<b>2a</b>	719
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	719
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	44,407
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	44,407
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	44,407

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	44,651
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	44,651
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	44,651

**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
<b>1</b> Distributable amount for 2017 from Part XI, line 7				44,407
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only			35,589	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012				
<b>b</b> From 2013				
<b>c</b> From 2014				
<b>d</b> From 2015				
<b>e</b> From 2016				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 44,651				
<b>a</b> Applied to 2016, but not more than line 2a			35,589	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2017 distributable amount				9,062
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				35,345
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013				
<b>b</b> Excess from 2014				
<b>c</b> Excess from 2015				
<b>d</b> Excess from 2016				
<b>e</b> 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2017	(b) 2016	(c) 2015	(d) 2014	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> 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
<p><b>a</b> <i>Paid during the year</i> See Attached Statement</p>				
<b>Total</b>			▶ <b>3a</b>	40,000
<p><b>b</b> <i>Approved for future payment</i> NONE</p>				
<b>Total</b>			▶ <b>3b</b>	0





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

Recipient(s) paid during the year

**Name**

HUNTINGDON COLLEGE

**Street**

1500 EAST FAIRVIEW AVENUE

<b>City</b> MONTGOMERY	<b>State</b> AL	<b>Zip Code</b> 36106	<b>Foreign Country</b>
---------------------------	--------------------	--------------------------	------------------------

<b>Relationship</b> NONE	<b>Foundation Status</b> PC
-----------------------------	--------------------------------

<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 20,000
---	-------------------------

**Name**

UNITED METHODIST CHILDREN'S HOME

**Street**

3140 ZELDA COURT

<b>City</b> MONTGOMERY	<b>State</b> AL	<b>Zip Code</b> 36106	<b>Foreign Country</b>
---------------------------	--------------------	--------------------------	------------------------

<b>Relationship</b> NONE	<b>Foundation Status</b> PC
-----------------------------	--------------------------------

<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 20,000
---	-------------------------

**Name**

**Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>
---------------------	--------------------------

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name**

**Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>
---------------------	--------------------------

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name**

**Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>
---------------------	--------------------------

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name**

**Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
---------------------	--------------------------

<b>Purpose of grant/contribution</b>	<b>Amount</b>
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**Supplemental Information:**

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

Wells Fargo Bank N.A  
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.

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

Description	CUSIP #	Amount	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Capital Gains/Losses		Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
									Gross Sales	Other Sales						
1 INV BALANCE RISK COMM ST	00889Y508	19,783							9,190	0	249,705					30,016
2 AMER CENT SMALL CAP GRV	025083320	0	X			8/25/2016	1/18/2017	1,827	9,098	0						92
3 AMER CENT SMALL CAP GRV	025083320	0	X			1/18/2015	1/18/2017	1,827	1,859	0						32
4 ARTISAN INTERNATIONAL EL	04314H402	0	X			5/24/2015	5/24/2017	9,711	9,719	0						492
5 ARTISAN INTERNATIONAL EL	04314H402	0	X			3/22/2011	4/20/2017	2,512	17,640	0						4,872
6 ARTISAN MID CAP FUND-INS	04314H600	0	X			1/18/2017	4/20/2017	908	853	0						55
7 ARTISAN MID CAP FUND-INS	04314H600	0	X			2/11/2013	6/30/2017	242	224	0						18
8 ARTISAN MID CAP FUND-INS	04314H600	0	X			1/22/2015	6/30/2017	799	846	0						47
9 BLACKROCK GL US CREDIT	091936732	0	X			4/10/2012	6/30/2017	2,296	2,021	0						275
10 CREDIT SUISSE COMM RET	22544R305	0	X			10/27/2015	1/18/2017	1,483	1,518	0						35
11 CREDIT SUISSE COMM RET	22544R305	0	X			1/22/2014	1/18/2017	2,841	3,993	0						-1,152
12 CREDIT SUISSE COMM RET	22544R305	0	X			1/10/2015	1/18/2017	1,436	4,943	0						-601
13 CREDIT SUISSE COMM RET	22544R305	0	X			1/22/2016	1/18/2017	792	1,350	0						86
14 DODGE & COX INTL STOCK	256206103	0	X			1/22/2016	1/18/2017	2,192	634	0						118
15 DODGE & COX INTL STOCK	256206103	0	X			1/22/2016	10/23/2017	844	1,638	0						544
16 DODGE & COX INCOME FD C	256210105	0	X			1/22/2016	10/23/2017	844	590	0						254
17 DODGE & COX INCOME FD C	256210105	0	X			10/9/2016	4/20/2017	2,971	2,949	0						22
18 DODGE & COX INCOME FD C	256210105	0	X			10/11/2013	4/20/2017	3,412	3,440	0						-28
19 DODGE & COX INCOME FD C	256210105	0	X			10/11/2013	5/24/2017	3,729	3,672	0						57
20 DODGE & COX INTL STOCK	256206103	0	X			5/10/2012	1/18/2017	97	1,958	0						43
21 DODGE & COX INTL STOCK	256206103	0	X			1/22/2016	1/18/2017	1,274	76	0						21
22 EATON VANCE GLOBAL MAC	277923728	0	X			10/27/2015	1/18/2017	672	1,065	0						209
23 EATON VANCE GLOBAL MAC	277923728	0	X			10/23/2015	10/23/2017	7,781	668	0						4
24 EATON VANCE GLOBAL MAC	277923728	0	X			8/25/2016	10/23/2017	18,927	7,888	0						107
25 FID ADV EMER MKTS INC-CL	315920702	0	X			8/25/2016	4/20/2017	773	18,748	0						179
26 JP MORGAN MID CAP VALUE	339128100	0	X			4/24/2014	4/20/2017	758	722	0						4
27 JP MORGAN MID CAP VALUE	339128100	0	X			4/24/2014	10/23/2017	1,000	902	0						98
28 HARBOR CAPITAL APRCTN	411511504	0	X			8/28/2015	1/18/2017	3,126	3,321	0						38
29 HARBOR CAPITAL APRCTN	411511504	0	X			8/25/2015	1/18/2017	1,413	3,321	0						-195
30 HARBOR CAPITAL APRCTN	411511504	0	X			8/25/2016	1/18/2017	1,499	1,499	0						-96
31 HARBOR CAPITAL APRCTN	411511504	0	X			10/28/2014	4/20/2017	528	3,693	0						-109
32 HARBOR CAPITAL APRCTN	411511504	0	X			10/24/2014	4/20/2017	3,748	511	0						17
33 HARBOR CAPITAL APRCTN	411511504	0	X			10/24/2014	6/30/2017	983	3,589	0						159
34 HARBOR CAPITAL APRCTN	411511504	0	X			1/22/2015	6/30/2017	2,868	891	0						92
35 HARBOR CAPITAL APRCTN	411511504	0	X			1/22/2016	6/30/2017	1,966	2,536	0						332
36 HARBOR CAPITAL APRCTN	411511504	0	X			8/25/2016	10/23/2017	1,132	1,675	0						321
37 JPMORGAN HIGH YIELD FUND	4812C0803	0	X			1/23/2014	1/18/2017	2,146	5,882	0						1,250
38 JPMORGAN HIGH YIELD FUND	4812C0803	0	X			12/19/2014	1/18/2017	17,729	2,334	0						-188
39 JPMORGAN HIGH YIELD FUND	4812C0803	0	X			8/25/2016	1/18/2017	270	18,135	0						-406
40 MFS VALUE FUND-CLASS I #	552963694	0	X			8/25/2016	1/18/2017	12,923	268	0						2
41 MFS VALUE FUND-CLASS I #	552963694	0	X			6/20/2014	6/30/2017	2,917	12,701	0						222
42 MFS VALUE FUND-CLASS I #	552963694	0	X			10/28/2014	6/30/2017	1,008	2,601	0						316
43 MFS VALUE FUND-CLASS I #	552963694	0	X			8/25/2016	6/30/2017	657	885	0						123
44 MERGER FUND-INST #301	589509207	0	X			7/12/2013	1/18/2017	516	576	0						61
45 MERGER FUND-INST #301	589509207	0	X			10/23/2017	10/23/2017	5,315	5,207	0						-12
46 MERGER FUND-INST #301	589509207	0	X			7/12/2013	10/23/2017	2,064	2,054	0						108
47 MFS VALUE FUND-CLASS I #	552963694	0	X			6/20/2014	4/20/2017	977	2,054	0						10
48 MERGER FUND-INST #301	589509207	0	X			8/25/2016	10/23/2017	8,646	910	0						67
49 MERGER FUND-INST #301	589509207	0	X			5/24/2017	10/23/2017	2,391	8,307	0						339
50 MER WEST TOTAL RETURN	592905509	0	X			10/9/2016	10/23/2017	3,642	2,362	0						29
51 MER WEST TOTAL RETURN	592905509	0	X			10/9/2016	5/24/2017	1,917	3,755	0						0
52 ASG GLOBAL ALTERNATIVES	638721885	0	X			7/12/2013	1/18/2017	1,276	1,976	0						-59
53 NEUBERGER BERMAN LONG	64128R608	0	X			6/20/2014	1/18/2017	956	1,426	0						-150
54 NEUBERGER BERMAN LONG	64128R608	0	X			5/24/2017	4/20/2017	680	944	0						12
55 NEUBERGER BERMAN LONG	64128R608	0	X			5/24/2017	4/20/2017	1,242	646	0						34
56 OPPENHEIMER DEVELOPING	683974604	0	X			3/22/2011	4/20/2017	1,985	1,225	0						17
57 OPPENHEIMER DEVELOPING	683974604	0	X			7/24/2015	4/20/2017	2,868	1,919	0						76
58 OPPENHEIMER DEVELOPING	683974604	0	X			10/23/2017	6/30/2017	3,931	2,571	0						121
59 OPPENHEIMER DEVELOPING	683974604	0	X			4/24/2017	6/30/2017	861	3,180	0						315
60 T ROWE PRICE OVERSEAS STO	77958B435	0	X			1/23/2014	10/23/2017	1,298	639	0						751
61 T ROWE PRICE INST FLOAT	77958B435	0	X			1/23/2014	10/23/2017	2,546	1,149	0						22
62 T ROWE PRICE INST FLOAT	77958B435	0	X			4/24/2014	1/18/2017	5,014	2,601	0						149
63 T ROWE PRICE INST FLOAT	77958B435	0	X			8/25/2016	1/18/2017	711	5,089	0						-55
64 SPDR DL WILSHIRE INTERNA	78463X863	0	X			3/18/2011	1/18/2017	995	704	0						7
65 SPDR DL WILSHIRE INTERNA	78463X863	0	X			6/20/2014	4/20/2017	1,653	982	0						13
66 STERLING CAPITAL STRATI	85917K546	0	X			8/25/2016	1/18/2017	7,845	1,563	0						90
67 STERLING CAPITAL STRATI	85917K546	0	X			7/24/2015	5/24/2017	949	2,552	0						583
68 STERLING CAPITAL STRATI	85917K546	0	X			8/25/2016	10/23/2017	639	551	0						121
69 STERLING CAPITAL STRATI	85917K546	0	X			8/25/2016	10/23/2017	639	551	0						88

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

		1,140	0	0	1,140
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,140			1,140

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

		609	218	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	218	218		
2	PY EXCISE TAX DUE	118			
3	ESTIMATED EXCISE PAYMENTS	273			

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	766,520	889,578
2	ARTISAN MID CAP FUND-INSTL 1333		0	31,515	33,056
3	MET WEST TOTAL RETURN BOND CL I 51		0	131,512	129,435
4	FID ADV EMER MKTS INC- CL I 607		0	43,192	45,436
5	DODGE & COX INT'L STOCK FD 1048		0	11,038	22,847
6	AMER CENT SMALL CAP GRWTH INST 336		0	7,723	10,134
7	MFS VALUE FUND-CLASS I 893		0	63,150	92,737
8	JP MORGAN MID CAP VALUE-I 758		0	23,475	37,457
9	STERLING CAPITAL STRATTON SMALL CA		0	7,723	8,739
10	T ROWE PR OVERSEAS STOCK-I #521		0	20,378	23,009
11	T ROWE PR REAL ESTATE-I #432		0	52,121	53,354
12	ASG GLOBAL ALTERNATIVES-Y 1993		0	19,202	19,507
13	VANGUARD REIT VIPER		0	2,455	4,232
14	AQR MANAGED FUTURES STR-I		0	31,289	28,578
15	VANGUARD INFLAT-PROT SECS-ADM 511		0	10,166	10,001
16	JPMORGAN HIGH YIELD FUND SS 3580		0	18,159	18,761
17	T ROWE PRICE INST FLOAT RATE 170		0	8,341	8,405
18	EATON VANCE GLOB MACRO ADV-I 208		0	27,803	26,869
19	BLACKROCK GL U/S CREDIT-K #1940		0	31,273	31,574
20	OPPENHEIMER DEVELOPING MKT-I 799		0	34,902	46,783
21	JOHN HANCOCK II-CURR STR-I 3643		0	18,531	18,512
22	SPDR DJ WILSHIRE INTERNATIONAL REA		0	23,890	26,076
23	NEUBERGER BERMAN LONG SH-INS #183		0	43,488	47,740
24	DODGE & COX INCOME FD COM 147		0	54,829	59,471
25	HARBOR CAPITAL APRCTION-INST 2012		0	50,365	86,865

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

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

1	ROUNDING	1	4
2	Total	2	4

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

1	MUTUAL FUND TIMING DIFFERENCE	1	25
2	PY RETURN OF CAPITAL ADJUSTMENT	2	353
3	Total	3	378

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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
Wells Fargo Bank N.A. Trust Tax D	X	6325 S RAINBOW BLVD STE 300	LAS VEGAS	NV	89118		TRUSTEE	SEE ATTAC	14,044		0

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	5/10/2017	273
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		273

**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	<u>35,589</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>35,589</u>