

C&E 950

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

OMB No 1545-0052

## 2017

Open to Public Inspection

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Form **990-PF**

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: **STROTHER, CAROL A FOUNDATION**

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/country: \_\_\_\_\_ Foreign postal code: \_\_\_\_\_

**A Employer identification number**  
36-7686628

**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**

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> 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) ▶ \$** 6,184,573 (Part I, column (d) must be on cash basis)

**J Accounting method**  Cash  Accrual  
 Other (specify) \_\_\_\_\_

03  
04  
JUL 10 2018

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)	400,000			
	2 Check <input 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	83,081	82,099		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	27,009			
	b Gross sales price for all assets on line 6a	972,744			
	7 Capital gain net income (from Part IV, line 2)		27,009		
	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)	546,776	546,776			
12 Total. Add lines 1 through 11	1,056,866	655,884	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	50,953	45,858		5,095
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	3,500			3,500
	b Accounting fees (attach schedule)	1,124			1,124
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,800	2,236		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	86,156	86,156		
	24 Total operating and administrative expenses. Add lines 13 through 23	145,533	134,250	0	9,719
	25 Contributions, gifts, grants paid	100,000			100,000
26 Total expenses and disbursements. Add lines 24 and 25	245,533	134,250	0	109,719	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	811,333				
b Net investment income (if negative, enter -0-)		521,634			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see Instructions.

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	1,805,498	883,876	883,876
	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)	1,660,291	3,391,086	5,300,697	
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)	3,465,789	4,274,962	6,184,573	
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	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31.</b> <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	3,465,789	4,274,962	
	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)	3,465,789	4,274,962		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	3,465,789	4,274,962		

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	3,465,789
2	Enter amount from Part I, line 27a	2	811,333
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,277,122
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,160
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,274,962

**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) FMV 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	27,009
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	1,647	1,254,500	0.001313
2015	0	0	0.000000
2014	0	0	0.000000
2013	0	0	0.000000
2012	0	0	0.000000
2	Total of line 1, column (d)		2 0.001313
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 0.000263
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		4 4,179,606
5	Multiply line 4 by line 3		5 1,099
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 5,216
7	Add lines 5 and 6		7 6,315
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		8 109,719

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

Table with 11 rows and 3 columns. Rows include: 1a Exempt operating foundations... 1 Domestic foundations... 2 Tax under section 511... 3 Add lines 1 and 2... 4 Subtitle A (income) tax... 5 Tax based on investment income... 6 Credits/Payments... 7 Total credits and payments... 8 Enter any penalty... 9 Tax due... 10 Overpayment... 11 Enter the amount of line 10 to be Credited to 2018 estimated tax Refunded

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns. Rows include: 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation... 1b Did it spend more than \$100 during the year... 1c Did the foundation file Form 1120-POL... 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?... 3 Has the foundation made any changes, not previously reported to the IRS... 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?... 4b If "Yes," has it filed a tax return on Form 990-T for this year?... 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?... 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either... 7 Did the foundation have at least \$5,000 in assets at any time during the year?... 8a Enter the states to which the foundation reports or with which it is registered... 8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... 9 Is the foundation claiming status as a private operating foundation... 10 Did any persons become substantial contributors during the tax year?

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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 89101	TRUSTEE SEE ATTACHED	50,953		

**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.)

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	3,354,447
b	Average of monthly cash balances	1b	888,808
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	4,243,255
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	4,243,255
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	63,649
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,179,606
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	208,980

**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	208,980
2a	Tax on investment income for 2017 from Part VI, line 5	2a	5,216
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,216
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	203,764
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	203,764
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	203,764

**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	109,719
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	109,719
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	5,216
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	104,503

**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				203,764
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			27,382	
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 ▶ \$ 109,719			27,382	
a Applied to 2016, but not more than line 2a				
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				82,337
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				121,427
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)

**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				(e) Total
	(a) 2017	(b) 2016	Prior 3 years		
			(c) 2015	(d) 2014	
<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> 100,000
<p><b>b</b> <i>Approved for future payment</i> NONE</p>				
<b>Total</b>				▶ <b>3b</b> 0





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2017**

Name of the organization

STROTHER, CAROL A FOUNDATION

Employer identification number

36-7686628

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ .....

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> STROTHER, CAROL A FOUNDATION	<b>Employer identification number</b> 36-7686628
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**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STROTHER, CAROL A ESTATE 100 N MAIN ST WINSTON-SALEM NC 27101 Foreign State or Province _____ Foreign Country _____	\$ 400,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-----	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-----	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-----	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-----	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-----	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-----	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization <b>STROTHER, CAROL A FOUNDATION</b>	Employer identification number <b>36-7686628</b>
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**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	..... ..... ..... .....	\$ .....	-----
-----	..... ..... ..... .....	\$ .....	-----
-----	..... ..... ..... .....	\$ .....	-----
-----	..... ..... ..... .....	\$ .....	-----
-----	..... ..... ..... .....	\$ .....	-----
-----	..... ..... ..... .....	\$ .....	-----
-----	..... ..... ..... .....	\$ .....	-----

<b>Name of organization</b> STROTHER, CAROL A FOUNDATION	<b>Employer identification number</b> 36-7686628
---	---

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions ) ▶ \$ ..... 0  
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----
For Prov                      Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----
For Prov                      Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----
For Prov                      Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----
For Prov                      Country	

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

Recipient(s) paid during the year

Name

HUMANE SOCIETY OF TOM GREEN COUNTY

Street

3142 US-67

City

SAN ANGELO

State

TX

Zip Code

76905

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

100,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount



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

Description	CUSIP #	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 Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
								Long Term CG Distributions	Short Term CG Distributions							
								Amount								
								3,814								
								0								
73 ARTISAN INTERNATIONAL FE	04314H402	X				9/20/2016	1/31/2017		5,601		5,820					-219
74 ARTISAN INTERNATIONAL FE	04314H402	X				9/20/2016	3/7/2017		11,398		11,796					-398
75 ARTISAN MID CAP FUND-INS	04314H600	X				8/23/2016	1/31/2017		6,651		7,245					-594
76 ARTISAN MID CAP FUND-INS	04314H600	X				9/20/2016	1/31/2017		7,173		7,585					-412
77 ARTISAN MID CAP FUND-INS	04314H600	X				9/20/2016	3/7/2017		14,614		15,085					-471
78 BOEING CO	097023105	X				3/7/2017	3/24/2017		6,145		6,338					-193
79 BOEING CO	097023105	X				3/7/2017	8/8/2017		2,110		1,630					480
80 BOEING CO	097023105	X				1/31/2017	8/9/2017		8,907		6,263					2,644
81 CME GROUP INC	12572Q105	X				3/7/2017	3/31/2017		3,925		4,083					-158
82 CELANESE CORP	150870103	X				3/7/2017	10/19/2017		6,017		5,223					794
83 CREDIT SUISSE COMM RET	22544R305	X				8/23/2016	1/31/2017		5,117		4,996					121
84 CREDIT SUISSE COMM RET	22544R305	X				8/23/2016	1/31/2017		5,298		5,069					229
85 DODGE & COX INTL STOCK	256208103	X				8/23/2016	1/31/2017		6,016		5,788					228
86 DODGE & COX INTL STOCK	256208103	X				9/20/2016	1/31/2017		6,025		5,740					285
87 T ROWE PRICE INST FLOAT	77958B402	X				12/21/2016	3/7/2017		6,131		6,119					12
88 SPIRIT AEROSYSTEMS HOLL	848574109	X				3/7/2017	10/19/2017		3,847		2,985					862
89 ISTERLING CAPITAL STRATI	85917K546	X				8/23/2016	1/31/2017		5,142		4,838					304
90 ISTERLING CAPITAL STRATI	85917K546	X				9/20/2016	1/31/2017		5,479		5,022					457
Totals									972,744		972,744			945,735		27,009
									0		0			0		0

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

		546,776	546,776	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Omg Royalty Income	546,776	546,776	

**Part I, Line 16a (990-PF) - Legal Fees**

		3,500	0	0	3,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	3,500			3,500

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

		1,124	0	0	1,124
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,124			1,124

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

		3,800	2,236	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	2,236	2,236		
2	PY Excise Tax Due	1,207			
3	Estimated Excise Payments	357			

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

		86,156	86,156	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR Fees	38	38		
2	Mineral Interest-Fees	29,854	29,854		
3	Omg Royalty Expense	56,264	56,264		

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	5,300,697
2	MERCK & CO INC NEW		0	14,977	13,617
3	BERSHIRE HATHAWAY INC		0	11,302	13,281
4	ALPHABET INC/CA		0	28,683	36,624
5	COMCAST CORP CLASS A		0	26,238	28,436
6	LAS VEGAS SANDS CORP		0	12,011	15,496
7	CELANESE CORP		0	17,350	22,166
8	TE CONNECTIVITY LTD		0	16,173	20,719
9	CITIGROUP INC		0	24,453	30,657
10	AMERIPRISE FINL INC		0	17,252	24,573
11	SPIRIT AEROSYSEMS HOLD-CL A		0	10,238	15,094
12	EATON CORP PLC		0	10,756	12,168
13	CME GROUP INC		0	9,929	11,976
14	ZOETIS INC		0	9,813	12,823
15	FID ADV EMER MKTS INC- CL I 607		0	216,653	219,469
16	ISHARES TR SMALLCAP 600 INDEX FD		0	103,635	115,061
17	ISHARES S&P MIDCAP 400 VALUE		0	161,356	174,680
18	ISHARES S&P MIDCAP 400 GROWTH		0	152,680	175,686
19	T ROWE PR REAL ESTATE-I #432		0	199,824	202,205
20	ASG GLOBAL ALTERNATIVES-Y 1993		0	70,245	77,147
21	VANGUARD REIT VIPER		0	55,786	54,850
22	AQR MANAGED FUTURES STR-I		0	117,260	113,950
23	VANGUARD EMERGING MARKETS ETF		0	186,647	229,183
24	VANGUARD INFLAT-PROT SECS-ADM 511		0	24,140	23,860
25	JPMORGAN HIGH YIELD FUND SS 3580		0	48,771	49,226
26	T ROWE PRICE INST FLOAT RATE 170		0	21,186	21,141
27	EATON VANCE GLOB MACRO ADV-I 208		0	111,659	107,809
28	BLACKROCK GL L/S CREDIT-K #1940		0	124,852	127,318
29	JOHN HANCOCK II-CURR STR-I 3643		0	74,041	73,887
30	VANGUARD BD INDEX FD INC		0	130,443	129,803
31	SPDR DJ WILSHIRE INTERNATIONAL REA		0	108,745	117,057
32	VANGUARD INTERMEDIATE TERM B		0	342,091	344,038
33	VANGUARD EUROPE PACIFIC ETF		0	224,211	266,379
34	NEUBERGER BERMAN LONG SH-INS #183		0	180,750	192,155
35	TX GLASSCOCK BLK 32, T5S		0	1	548,419
36	TX GLASSCOCK BLK 33, T5S		0	1	1,053,081
37	AFFILIATED MANAGERS GROUP INC		0	16,603	21,962
38	APPLE COMPUTER INC COM		0	37,344	51,277
39	BAYER A G SPONSORED ADR		0	9,697	11,068
40	BOEING COMPANY		0	9,025	16,810
41	CVS/CAREMARK CORPORATION		0	21,092	19,212
42	CISCO SYSTEMS INC		0	26,326	31,636
43	COGNIZANT TECH SOLUTIONS CRP COM		0	20,839	26,206
44	DIAGEO PLC - ADR		0	12,515	16,793
45	WALT DISNEY CO		0	14,565	14,406
46	GILEAD SCIENCES INC		0	11,696	11,892

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
47	HOME DEPOT INC		0	10,435	13,457
48	ELI LILLY & CO COM		0	11,563	12,753
49	MICROSOFT CORP		0	34,830	46,363
50	NIKE INC CL B		0	16,920	19,828
51	PNC FINANCIAL SERVICES GROUP		0	23,842	28,281
52	ROCHE HOLDINGS LTD - ADR		0	16,778	17,874
53	SCHLUMBERGER LTD		0	22,960	19,206
54	TJX COS INC NEW		0	9,188	9,175
55	THERMO FISHER SCIENTIFIC INC		0	13,732	17,659
56	TOTAL FINA ELF S A. ADR		0	20,368	22,223
57	UNION PACIFIC CORP		0	26,107	32,586
58	MCKESSON CORP		0	11,842	12,944
59	MANULIFE FINANCIAL CORP		0	18,670	20,923
60	UNITED PARCEL SERVICE-CL B		0	14,855	16,085
61	TARGET CORP		0	9,533	9,331
62	UNITEDHEALTH GROUP INC		0	23,969	32,408
63	HAIN CELESTIAL GROUP INC		0	11,238	12,844
64	BLACKROCK INC		0	11,172	14,898
65	JPMORGAN CHASE & CO		0	18,837	23,099
66	SUNCOR ENERGY INC NEW F		0	20,393	23,464
			0	3,391,086	5,300,697

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

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

1	PY Return of Capital Adjustment	1	347
2	Mutual Fund Timing Difference	2	1,649
3	Cost Basis Adjustment	3	164
4	Total	4	2,160

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

Long Term CG Distributions		Short Term CG Distributions		Amount														23,195	23,195
				3,814														0	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 12/31/16/9	Adjusted Basis as of 12/31/16/9	Excess of FMV Over Adjusted Basis	Excess FMV Over Adj. Basis or Losses					
1	BOSTON P LINGSHIRT RES-IN	74925K581		12/21/2016	10/19/2017	5,545		0	5,259	286		0	0	286					
2	DODGE & COX INTL STOCK	296206103		9/20/2016	3/7/2017	12,067		0	11,774	293		0	0	293					
3	DODGE & COX INCOME FD C	256210105		8/23/2016	1/31/2017	3,096		0	3,166	-70		0	0	-70					
4	DODGE & COX INCOME FD C	256210105		9/20/2016	1/31/2017	9,917		0	10,113	-196		0	0	-196					
5	DODGE & COX INCOME FD C	256210105		9/20/2016	3/7/2017	6,141		0	6,240	-99		0	0	-99					
6	DODGE & COX INCOME FD C	256210105		10/5/2016	3/7/2017	7,304		0	7,379	-75		0	0	-75					
7	CREDIT SUISSE COMM RET	22544R305		12/21/2016	1/31/2017	3,364		0	3,305	59		0	0	59					
8	EATON VANCE GLOBAL MAC	279237328		12/21/2016	3/7/2017	14,016		0	13,932	84		0	0	84					
9	EATON VANCE GLOBAL MAC	279237328		8/23/2016	10/19/2017	15,120		0	14,927	193		0	0	193					
10	EATON VANCE GLOBAL MAC	279237328		9/20/2016	10/19/2017	14,739		0	14,621	117		0	0	117					
11	MET WEST TOTAL RETURN F	592905509		9/20/2016	1/31/2017	4,757		0	4,851	-94		0	0	-94					
12	BOSTON P LINGSHIRT RES-IN	74925K581		1/31/2017	10/19/2017	5,335		0	5,079	256		0	0	256					
13	MET WEST TOTAL RETURN F	592905509		9/20/2016	3/7/2017	22,205		0	23,177	-972		0	0	-972					
14	MICROSOFT CORP	594918104		5/10/2017	10/19/2017	3,253		0	2,912	341		0	0	341					
15	OPPENHEIMER DEVELOPING	683974604		9/20/2016	1/31/2017	6,405		0	6,373	32		0	0	32					
16	OPPENHEIMER DEVELOPING	683974604		8/23/2016	1/31/2017	6,713		0	6,637	76		0	0	76					
17	OPPENHEIMER DEVELOPING	683974604		8/23/2016	3/7/2017	13,816		0	13,347	471		0	0	471					
18	BOSTON P LINGSHIRT RES-IN	74925K581		8/23/2016	10/19/2017	4,052		0	3,747	305		0	0	305					
19	BOSTON P LINGSHIRT RES-IN	74925K581		9/20/2016	10/19/2017	4,064		0	3,723	341		0	0	341					
20	BOSTON P LINGSHIRT RES-IN	74925K581		3/7/2017	10/19/2017	5,358		0	5,205	153		0	0	153					
21	BOSTON P LINGSHIRT RES-IN	74925K581		5/10/2017	10/19/2017	3,308		0	3,194	114		0	0	114					
22	BOSTON P LINGSHIRT RES-IN	74925K581		7/27/2017	10/19/2017	27,585		0	27,284	301		0	0	301					
23	T ROWE PRICE INST FLOAT F	779588402		8/23/2016	1/31/2017	5,882		0	5,830	52		0	0	52					
24	STERLING CAPITAL STRATT	85917K546		9/20/2016	3/7/2017	11,115		0	10,089	1,016		0	0	1,016					
25	UNITEDHEALTH GROUP INC	91324P102		5/10/2017	10/19/2017	3,468		0	2,947	521		0	0	521					
26	UNITEDHEALTH GROUP INC	91324P102		3/7/2017	10/19/2017	3,672		0	3,033	639		0	0	639					
27	VANGUARD SHORT TERM BI	921937827		1/31/2017	7/25/2017	39,688		0	39,618	70		0	0	70					
28	VANGUARD FTSE DEVELOPE	921943858		5/10/2017	7/25/2017	12,859		0	12,421	438		0	0	438					
29	VANGUARD FTSE DEVELOPE	921943858		5/10/2017	10/19/2017	4,436		0	4,127	309		0	0	309					
30	VANGUARD FTSE EMERGIN	922042858		5/10/2017	7/25/2017	3,673		0	3,501	172		0	0	172					
31	VANGUARD FTSE EMERGIN	922042858		5/10/2017	10/19/2017	8,015		0	7,328	687		0	0	687					
32	VANGUARD FTSE EMERGIN	922042858		3/7/2017	10/19/2017	3,339		0	2,930	409		0	0	409					
33	EATON VANCE GLOBAL MAC	279237328		12/21/2016	10/19/2017	21,952		0	21,760	192		0	0	192					
34	EATON VANCE GLOBAL MAC	279237328		1/31/2017	10/19/2017	20,863		0	20,612	251		0	0	251					
35	EATON VANCE GLOBAL MAC	279237328		3/7/2017	10/19/2017	20,717		0	20,536	181		0	0	181					
36	EATON VANCE GLOBAL MAC	279237328		5/10/2017	10/19/2017	12,993		0	12,865	128		0	0	128					
37	EATON VANCE GLOBAL MAC	279237328		7/27/2017	10/19/2017	3,010		0	2,997	13		0	0	13					
38	JP MORGAN MID CAP VALUE	339128100		8/23/2016	1/31/2017	7,292		0	7,393	-101		0	0	-101					
39	JP MORGAN MID CAP VALUE	339128100		9/20/2016	1/31/2017	7,480		0	7,444	36		0	0	36					
40	JP MORGAN MID CAP VALUE	339128100		9/20/2016	3/7/2017	15,619		0	15,133	486		0	0	486					
41	HARBOR CAPITAL APRCTN	411511504		8/23/2016	1/31/2017	19,211		0	19,894	-683		0	0	-683					
42	HARBOR CAPITAL APRCTN	411511504		9/20/2016	1/31/2017	19,116		0	19,515	-397		0	0	-397					
43	HARBOR CAPITAL APRCTN	411511504		9/20/2016	3/7/2017	41,043		0	40,237	806		0	0	806					
44	ISHARES S&P MID-CAP 400 C	464287804		5/10/2017	10/19/2017	4,931		0	4,690	241		0	0	241					
45	ISHARES CORE S&P SMALL	464287804		12/21/2016	7/25/2017	63,841		0	62,355	1,486		0	0	1,486					
46	ISHARES CORE S&P SMALL	464287804		1/31/2017	7/25/2017	48,955		0	46,380	2,575		0	0	2,575					
47	ISHARES CORE S&P SMALL	464287804		5/10/2017	10/19/2017	3,191		0	3,004	187		0	0	187					
48	JP MORGAN CHASE & CO	46625H100		3/7/2017	3/31/2017	3,784		0	3,944	-160		0	0	-160					
49	JP MORGAN HIGH YIELD FUN	4812C0803		8/23/2016	1/31/2017	6,824		0	14,472	59		0	0	59					
50	JP MORGAN HIGH YIELD FUN	4812C0803		8/23/2016	3/7/2017	8,329		0	6,760	64		0	0	64					
51	JP MORGAN HIGH YIELD FUN	4812C0803		12/21/2016	3/7/2017	8,329		0	8,218	111		0	0	111					
52	MFS VALUE FUND-CLASS 1#	552983694		9/20/2016	1/31/2017	19,622		0	19,371	251		0	0	251					
53	MFS VALUE FUND-CLASS 1#	552983694		9/20/2016	10/19/2017	21,082		0	20,277	805		0	0	805					
54	MFS VALUE FUND-CLASS 1#	552983694		9/20/2016	3/7/2017	43,727		0	40,320	3,407		0	0	3,407					
55	MERGER FUND-INST #301	589509207		8/23/2016	10/19/2017	9,060		0	8,743	317		0	0	317					
56	MERGER FUND-INST #301	589509207		9/20/2016	10/19/2017	8,858		0	8,571	287		0	0	287					
57	MERGER FUND-INST #301	589509207		12/21/2016	10/19/2017	12,653		0	12,400	253		0	0	253					
58	MERGER FUND-INST #301	589509207		1/31/2017	10/19/2017	12,512		0	12,184	328		0	0	328					
59	MERGER FUND-INST #301	589509207		5/10/2017	10/19/2017	12,475		0	12,195	280		0	0	280					
60	MERGER FUND-INST #301	589509207		7/27/2017	10/19/2017	10,089		0	7,302	83		0	0	83					
61	MERGER FUND-INST #301	589509207		8/23/2016	10/19/2017	5,384		0	10,055	44		0	0	44					
62	MET WEST TOTAL RETURN F	592905509		8/23/2016	1/31/2017	5,384		0	5,634	-250		0	0	-250					
63	INV BALANCE RISK COMM S	008887508		10/5/2016	1/31/2017	11,498		0	11,978	-480		0	0	-480					
64	INV BALANCE RISK COMM S	008887508		8/23/2016	1/31/2017	1,663		0	1,645	18		0	0	18					
65	INV BALANCE RISK COMM S	008887508		9/20/2016	1/31/2017	1,663		0	1,656	7		0	0	7					
66	INV BALANCE RISK COMM S	008887508		9/20/2016	3/7/2017	3,346		0	3,380	-34		0	0	-34					
67	AMER CENT SMALL CAP GR	025083320		8/23/2016	1/31/2017	5,340		0	5,027	313		0	0	313					
68	AMER CENT SMALL CAP GR	025083320		9/20/2016	1/31/2017	5,137		0	4,805	332		0	0	332					
69	AMER CENT SMALL CAP GR	025083320		9/20/2016	3/7/2017	11,062		0	10,089	973		0	0	973					

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

Long Term CG Distributions		Short Term CG Distributions		Amount																	
				3,814		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								
70 APPLE INC	037833100		3/7/2017	4/25/2017	3,327		0	3,199	128		0	0	128								
71 APPLE INC	037833100		3/7/2017	10/19/2017	3,448		0	3,060	388		0	0	388								
72 ARTISAN INTERNATIONAL FC	04314H402		8/23/2016	1/31/2017	5,433		0	5,731	-298		0	0	-298								
73 ARTISAN INTERNATIONAL FC	04314H402		9/20/2016	1/31/2017	5,601		0	5,920	-219		0	0	-219								
74 ARTISAN INTERNATIONAL FC	04314H402		9/20/2016	3/7/2017	11,398		0	11,796	-398		0	0	-398								
75 ARTISAN MID CAP FUND-INS	04314H600		8/23/2016	1/31/2017	6,651		0	7,245	-594		0	0	-594								
76 ARTISAN MID CAP FUND-INS	04314H600		8/20/2016	1/31/2017	7,173		0	7,585	-412		0	0	-412								
77 ARTISAN MID CAP FUND-INS	04314H600		9/20/2016	3/7/2017	14,614		0	15,085	-471		0	0	-471								
78 BOEING CO	097023105		3/7/2017	3/24/2017	6,145		0	6,338	-193		0	0	-193								
79 BOEING CO	097023105		3/7/2017	8/9/2017	2,110		0	1,630	480		0	0	480								
80 BOEING CO	097023105		1/31/2017	8/9/2017	8,907		0	6,263	2,644		0	0	2,644								
81 CME GROUP INC	12572Q105		3/7/2017	3/31/2017	3,925		0	4,083	-158		0	0	-158								
82 CELENESE CORP	15087Q103		3/7/2017	10/19/2017	6,017		0	5,223	794		0	0	794								
83 CREDIT SUISSE COMM RET	22544R305		8/23/2016	1/31/2017	5,117		0	4,996	121		0	0	121								
84 CREDIT SUISSE COMM RET	22544R305		9/20/2016	1/31/2017	5,298		0	5,069	229		0	0	229								
85 DODGE & COX INTL STOCK	256208103		8/23/2016	1/31/2017	6,016		0	5,788	228		0	0	228								
86 DODGE & COX INTL STOCK	256208103		9/20/2016	1/31/2017	6,025		0	5,740	285		0	0	285								
87 T ROWE PRICE INST FLOAT	77958B402		12/21/2016	3/7/2017	6,131		0	6,119	12		0	0	12								
88 SPIRIT AEROSYSTEMS HOLD	848574109		3/7/2017	10/19/2017	3,847		0	2,985	862		0	0	862								
89 STERLING CAPITAL STRATT	85917K546		8/23/2016	1/31/2017	5,142		0	4,838	304		0	0	304								
90 STERLING CAPITAL STRATT	85917K546		9/20/2016	1/31/2017	5,479		0	5,022	457		0	0	457								

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	50,953	50,953	0

1

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	5/12/2017	357
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		357

**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	27,382
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	27,382

**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.