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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation
BETHLEHEM FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
6325 S RAINBOW BLVD STE 300

City or town, state or province, country, and ZIP or foreign postal code
LAS VEGAS, NV 89118

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 16,353,819

J Accounting method

☐ Cash

☐ Accrual

☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
46-4009968

B Telephone number (see instructions)
(855) 241-6645

C If exemption application is pending, check here

D 1. Foreign organizations, check here

2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	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	369,708	351,378	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	471,432		
	b Gross sales price for all assets on line 6a			
		5,931,318		
	7 Capital gain net income (from Part IV, line 2)		471,432	
	8 Net short-term capital gain			0
	9 Income modifications			
Operating and Administrative Expenses	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)	497		
	12 Total. Add lines 1 through 11	841,637	822,810	
	13 Compensation of officers, directors, trustees, etc	20,500		20,500
	14 Other employee salaries and wages		0	0
	15 Pension plans, employee benefits		0	0
	16a Legal fees (attach schedule)	237	0	237
	b Accounting fees (attach schedule)	2,400	0	2,400
	c Other professional fees (attach schedule)	79,142	79,142	0
	17 Interest			0
	18 Taxes (attach schedule) (see instructions)	5,706	5,706	0
	19 Depreciation (attach schedule) and depletion	0	0	
	20 Occupancy			
	21 Travel, conferences, and meetings	3,085	0	3,085
22 Printing and publications		0	0	
23 Other expenses (attach schedule)	6,027	2,367	3,660	
24 Total operating and administrative expenses. Add lines 13 through 23	117,097	87,215	0	
25 Contributions, gifts, grants paid	526,948		526,948	
26 Total expenses and disbursements. Add lines 24 and 25	644,045	87,215	0	
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	197,592			
b Net investment income (if negative, enter -0-)		735,595		
c Adjusted net income(if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		37,515	33,303	33,303
	2	Savings and temporary cash investments		358,630	687,813	687,813
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			0	0
	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) ▶ <u>1,500,000</u> Less allowance for doubtful accounts ▶ _____ 0		1,500,000	1,500,000	732,000
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)		600,000	806,610	795,890
	b	Investments—corporate stock (attach schedule)		7,579,666	8,269,376	10,732,932
	c	Investments—corporate bonds (attach schedule)		3,954,737	2,932,876	2,952,034
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		409,279	418,802	419,847
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		14,439,827	14,648,780	16,353,819	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)			0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		14,439,827	14,648,780	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		14,439,827	14,648,780		
31	Total liabilities and net assets/fund balances (see instructions) .		14,439,827	14,648,780		

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	14,439,827
2	Enter amount from Part I, line 27a	2	197,592
3	Other increases not included in line 2 (itemize) ▶ _____	3	36,010
4	Add lines 1, 2, and 3	4	14,673,429
5	Decreases not included in line 2 (itemize) ▶ _____	5	24,649
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	14,648,780

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , 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 Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	471,432
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	

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 does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	669,035	14,620,875	0 045759
2015	499,957	15,168,473	0 03296
2014	511,052	15,413,814	0 033155
2013			
2012			

2 Total of line 1, column (d)	2	0 111874
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 037291
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	15,491,626
5 Multiply line 4 by line 3	5	577,698
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,356
7 Add lines 5 and 6	7	585,054
8 Enter qualifying distributions from Part XII, line 4	8	556,830

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
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	1	14,712
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	14,712
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	14,712
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,672
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	2,672
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	12,040
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	Yes	
14	The books are in care of ► Wells Fargo Bank NC Telephone no ► (855) 241-6645			

Located at ► 100 N MAIN ST D4001-065 WINSTONSALEM NC ZIP+4 ► 27101

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ►	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? <input type="checkbox"/>	1c		No
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) <input type="checkbox"/>	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		No
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. ▶

0

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
WELLS FARGO BANK 100 N MAIN ST WINSTON SALEM, NY 27101	INVT MGMT	78,282

Total number of others receiving over \$50,000 for professional services. ▶

0

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	
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	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶

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	14,122,759
b	Average of monthly cash balances.	1b	872,780
c	Fair market value of all other assets (see instructions).	1c	732,000
d	Total (add lines 1a, b, and c).	1d	15,727,539
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	15,727,539
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	235,913
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	15,491,626
6	Minimum investment return. Enter 5% of line 5.	6	774,581

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	774,581
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	14,712
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	14,712
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	759,869
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	759,869
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	759,869

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	556,830
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	556,830
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	556,830

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				759,869
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			319,713	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	0			
b From 2013.	0			
c From 2014.	0			
d From 2015.	0			
e From 2016.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 556,830				
a Applied to 2016, but not more than line 2a			319,713	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				237,117
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
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				522,752
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).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.	0			
b Excess from 2014.	0			
c Excess from 2015.	0			
d Excess from 2016.	0			
e Excess from 2017.	0			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))	
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	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input type="checkbox"/> 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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed Wells Fargo Philanthropic Services 1 W 4TH STREET WINSTONSALEM, NC 27101 (855) 241-6645	
b The form in which applications should be submitted and information and materials they should include Apply online at www.wellsfargo.com/privatefoundationgrants/bethlehem	
c Any submission deadlines February 28 and August 31	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors The Bethlehem Foundation promotes an enhanced quality of life for senior residents of Sonoma County, California	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	526,948
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2018-04-18	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	CYNTHIA PETERS AVP		2018-04-18		P00116953
	Firm's name ▶ WELLS FARGO BANK NA				Firm's EIN ▶ 94-3080771
Firm's address ▶ 1525 W WT HARRIS BLVD D1114-044 Charlotte, NC 28262					Phone no (800) 691-8916

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
7412 155 ABERDEEN EMERG MARKETS-INST #5840		2016-10-20	2017-04-21
14004 414 JOHCM INTERNATIONAL SEL-I #180		2015-08-13	2017-05-09
3 AIR LIQUIDE - ADR		2017-05-12	2017-11-01
175 ALEXION PHARMACEUTICALS INC		2017-01-13	2017-04-21
4 BAIDU INC ADR		2017-05-12	2017-05-19
15 BAIDU INC ADR		2017-05-12	2017-08-21
84 BANCO BILBAO VIZCAYA ARGENT- ADR		2017-05-12	2017-05-19
46 BAYERISCHE MOTOREN ADR		2017-05-12	2017-05-18
100 BOEING CO		2015-12-18	2017-10-16
900 CELGENE CORP COM		2014-06-02	2017-12-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
104,734		100,000	4,734
283,309		275,000	8,309
8		7	1
20,280		24,197	-3,917
752		745	7
3,338		2,794	544
695		683	12
1,448		1,465	-17
26,007		14,362	11,645
95,584		65,755	29,829

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			4,734
			8,309
			1
			-3,917
			7
			544
			12
			-17
			11,645
			29,829

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
750 CHEVRON CORP		2014-04-09	2017-04-21
8756 661 COHEN & STEERS PR SEC&INC-I #2118		2016-04-07	2017-06-07
8990 723 COHEN & STEERS PR SEC&INC-I #2118		2016-04-07	2017-06-28
3464 268 COHEN & STEERS PR SEC&INC-I #2118		2016-05-11	2017-07-07
7052 186 COHEN & STEERS PR SEC&INC-I #2118		2016-06-29	2017-07-11
6350 18 COHEN & STEERS PR SEC&INC-I #2118		2016-06-29	2017-07-20
709 671 COHEN & STEERS PR SEC&INC-I #2118		2016-06-29	2017-08-16
350 CUMMINS INC		2016-06-29	2017-04-21
900 DANAHER CORP		2014-04-09	2017-07-06
49 DASSAULT SYSTEMES S A - ADR		2017-05-12	2017-06-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
78,928		89,955	-11,027
123,556		116,042	7,514
128,028		120,386	7,642
49,123		46,828	2,295
100,000		95,976	4,024
90,617		86,997	3,620
10,127		9,722	405
51,107		40,623	10,484
74,448		45,930	28,518
4,564		4,490	74

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-11,027
			7,514
			7,642
			2,295
			4,024
			3,620
			405
			10,484
			28,518
			74

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
7183 908 DODGE & COX INCOME FD COM #147		2015-04-27	2017-05-15
7062 147 DOMINI IMPACT INTL EQ-INST #330		2016-03-03	2017-05-09
10070 493 DRIEHAUS ACTIVE INCOME FUND		2016-05-11	2017-12-07
6562 683 EATON VANCE FLOATING RATE FD-I #924		2015-09-30	2017-05-24
22172 949 EATON VANCE FLOATING RATE FD-I #924		2015-09-30	2017-05-30
100 FACEBOOK INC		2016-06-08	2017-12-08
23998 247 FIDELITY ADV INTER REAL E-IS #1855		2016-04-07	2017-06-19
450 FORTIVE CORP		2014-04-09	2017-04-21
175 GRUPO TELEVISA, S A - ADR		2017-06-20	2017-11-13
200 HAIN CELESTIAL GROUP INC		2015-12-18	2017-12-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
98,851		100,000	-1,149
59,605		50,000	9,605
99,194		100,000	-806
59,195		57,086	2,109
200,000		192,873	7,127
18,085		11,848	6,237
262,541		250,000	12,541
27,069		14,290	12,779
3,491		4,266	-775
8,173		8,199	-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1,149
			9,605
			-806
			2,109
			7,127
			6,237
			12,541
			12,779
			-775
			-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
6 ICICI BANK LTD - ADR		2017-05-12	2017-07-05
2000 INTEL CORP		2013-08-27	2017-03-02
59 L'OREAL - ADR		2017-05-12	2017-08-24
441 LINDE AG ADR		2017-06-20	2017-09-19
22163 121 MAINSTAY MACKAY CONVERT-I #2584		2013-11-15	2017-03-28
6401 603 MAINSTAY MACKAY CONVERT-I #2584		2013-11-15	2017-05-15
150 MCKESSON CORP		2013-06-27	2017-12-08
14204 545 MET WEST TOTAL RETURN BOND CL I #512		2015-09-30	2017-03-28
8712 054 MET WEST TOTAL RETURN BOND CL I #512		2015-09-30	2017-05-17
2000 MONDELEZ INTERNATIONAL INC		2015-06-30	2017-03-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
5		5	
71,459		44,360	27,099
2,493		2,459	34
8,547		8,361	186
375,000		387,140	-12,140
109,980		112,860	-2,880
22,630		17,542	5,088
150,000		155,648	-5,648
92,958		94,352	-1,394
88,224		60,198	28,026

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			27,099
			34
			186
			-12,140
			-2,880
			5,088
			-5,648
			-1,394
			28,026

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
750 MONSANTO CO NEW		2013-08-27	2017-03-02
2100 MONSTER BEVERAGE CORP		2013-07-09	2017-04-21
5 NASPERS LTD-N SHS SPON ADR		2017-05-12	2017-08-18
9 NESTLE S A REGISTERED SHARES - ADR		2017-05-12	2017-05-19
688 3012 NOVUS HOLDINGS LTD- DMD RCVD SHARES		2017-11-03	2017-11-03
14801 658 NUVEEN HIGH YIELD MUNI BD-R #1668		2014-04-25	2017-04-21
20981 231 NUVEEN HIGH YIELD MUNI BD-R #1668		2015-12-31	2017-06-19
9833 133 PIMCO LOW DURATION FD I #36		2014-02-27	2017-05-12
19474 197 PRINCIPAL PREFERRED SEC-INS #4929		2013-06-27	2017-04-21
32254 265 RIDGEWORTH SEIX FLOATING CL I #5203		2013-06-27	2017-05-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
86,377		75,280	11,097
95,339		41,217	54,122
22		21	1
760		730	30
13		310	-297
250,000		243,487	6,513
358,779		356,513	2,266
96,856		101,860	-5,004
200,000		199,603	397
282,225		289,479	-7,254

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			11,097
			54,122
			1
			30
			-297
			6,513
			2,266
			-5,004
			397
			-7,254

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
11428 572 RIDGEWORTH SEIX FLOATING CL I #5203		2013-06-27	2017-05-24
96 ROCHE HOLDINGS LTD - ADR		2017-05-12	2017-07-26
500 ROSS STORES INC		2013-07-09	2017-04-21
1000 ROSS STORES INC		2013-06-27	2017-07-06
20064 126 T ROWE PRICE SHORT TERM BD FD #55		2014-02-27	2017-05-12
350 SALESFORCE COM INC		2016-06-08	2017-12-08
13 SAP SE		2017-05-12	2017-05-18
100 SPIRIT AEROSYTSEMS HOLD-CL A		2017-03-02	2017-10-16
250 TARGET CORP		2013-07-09	2017-12-08
9000 E-TRACS ALERIAN MLP INFRASTRUCTURE		2016-10-20	2017-12-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
100,114		102,514	-2,400
3,020		3,237	-217
32,342		16,680	15,662
56,230		31,955	24,275
94,703		96,282	-1,579
36,305		28,561	7,744
1,358		1,345	13
7,941		6,163	1,778
15,327		17,926	-2,599
217,261		244,005	-26,744

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-2,400
			-217
			15,662
			24,275
			-1,579
			7,744
			13
			1,778
			-2,599
			-26,744

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
4160 ETRACS ALERIAN MLP UBS AG LDN BR ETN		2016-04-21	2017-12-14
4170 ETRACS ALERIAN MLP UBS AG LDN BR ETN		2016-07-20	2017-12-19
4170 ETRACS ALERIAN MLP UBS AG LDN BR ETN		2016-10-20	2017-12-22
1600 US BANCORP		2013-10-11	2017-04-21
300 UNITED TECHNOLOGIES CORP		2014-04-09	2017-10-16
150 UNITED TECHNOLOGIES CORP		2013-06-20	2017-12-08
1500 VANGUARD FTSE EMERGING MARKETS ETF		2016-03-04	2017-04-21
1000 VANGUARD FTSE EMERGING MARKETS ETF		2016-10-20	2017-04-21
830 VANGUARD REAL ESTATE ETF		2013-07-02	2017-12-14
835 VANGUARD REAL ESTATE ETF		2014-01-10	2017-12-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
72,092		75,783	-3,691
71,514		82,267	-10,753
71,767		83,824	-12,057
81,355		57,214	24,141
35,704		31,689	4,015
18,400		13,953	4,447
59,534		49,415	10,119
39,689		36,480	3,209
70,374		49,604	20,770
70,038		51,124	18,914

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-3,691
			-10,753
			-12,057
			24,141
			4,015
			4,447
			10,119
			3,209
			20,770
			18,914

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
835 VANGUARD REAL ESTATE ETF		2014-04-25	2017-12-22
44 WPP PLC NEW ADR		2017-05-19	2017-10-03
750 ACCENTURE PLC		2013-11-13	2017-07-06
600 CHUBB LTD		2013-09-11	2017-12-08
1000 NXP SEMICONDUCTORS NV		2016-02-29	2017-04-21
100 NXP SEMICONDUCTORS NV		2016-06-08	2017-04-21
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
68,101		52,493	15,608
3,976		4,929	-953
91,959		59,420	32,539
89,200		52,544	36,656
104,268		80,949	23,319
10,427		9,051	1,376
			35,243

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			15,608
			-953
			32,539
			36,656
			23,319
			1,376

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
MARK JEPBAK 1525 W WT HARRIS BLVD CHARLOTTE, NC 28262	PRESIDENT 5	3,500		
ALLEN SOILAND 1525 W WT HARRIS BLVD CHARLOTTE, NC 28262	TREASURER 5	2,500		
DUANE JENSEN 1525 W WT HARRIS BLVD CHARLOTTE, NC 28262	SECRETARY 5	3,500		
MAY CANTRELL 1525 W WT HARRIS BLVD CHARLOTTE, NC 28262	BOARD MEMBER 5	3,000		
TOM TORGERSON 1525 W WT HARRIS BLVD CHARLOTTE, NC 28262	BOARD MEMBER 5	3,500		
RICHARD VOGEL 1525 W WT HARRIS BLVD CHARLOTTE, NC 28262	BOARD MEMBER 5	3,500		
JAMES JERPBAK 1525 W WT HARRIS BLVD CHARLOTTE, NC 28262	BOARD MEMBER 5	1,000		


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITIES ADVOCATING FOR RESIDENT EMPOWERMENT INC 531 ENCINITAS BLVD ENCINITAS, CA 92024	NONE	PC	RESIDENT SVC	107,248
SEBASTOPOL AREA SENIOR CENTER 167 N HIGH STREET SEBASTAPOL, CA 95472	NONE	PC	FALL PREVENTION	35,000
CERES COMMUNITY PROJECT 7351 BODEGA AVE SEBASTOPOL, CA 95472	NONE	PC	MEALS FOR SENIORS IN SONOMA	10,000
HABITAT FOR HUMANITY OF SONOMA COUNTY 3273 AIRWAY DR STE E SANTA ROSA, CA 95403	NONE	PC	AGING IN PLACE PROGRAM	10,000
REDWOOD EMPIRE FOOD BANK 3990 BRICKWAY BLVD SANTA ROSA, CA 95403	NONE	PC	SENIOR SECURITY PRGRAMS	30,000
Total ► 3a				526,948

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SONOMOA COUNTY PUBLIC LIBRARY FDN 211 E ST SANTA ROSA, CA 95404	NONE	PC	FREE BOOKMOBILE OF SONOMA	10,000
COMMITTEE ON THE SHELTERLESS PO BOX 2744 PETALUMA, CA 94953	NONE	PC	FOOD PROGRAMS	20,000
EARLE BAUM CENTER OF THE BLIND 4539 OCCIDENTAL ROAD SANTA ROSA, CA 95401	NONE	PC	PROGRAM DEVELOPMENT AND	100,000
NORTHERN CALIFORNIA CENTER FOR 101 BROOKWOOD AVE STE A SANTA ROSA, CA 95404	NONE	PC	HEALTH LITERACY FOR SENIORS	25,000
BETHLEHEM LUTHERAN CHURCH 1300 SAINT FRANCIS ROAD SANTA ROSA, CA 95409	NONE	PC	SUPPORT AGING SENIORS	10,000
Total ▶ 3a				526,948

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SANTA ROSA JUNIOR COLLEGE FOUNDATION 1501 MENDOCINO AVE SANTA ROSA, CA 95401	NONE	PC	FOSTER YOUTH CAREER	30,000
PETA LUMA PEOPLE SERVICES CENTER 1500 PETALUMA BLVD SOUTH PETALUMA, CA 94952	NONE	PC	PETALUMA IRIDE PROGRAM	5,000
COMMUNITY AND FAMILY SERVICE AGENDY 16390 MAIN STREET GUERNEVILLE, CA 95446	NONE	PC	KITCHEN REMODEL	25,400
CATHOLIC CHARITIES OF THE DIOCESE OF SANTA ROSA POST OFFICE BOX 500 SANTA ROSA, CA 94502	NONE	PC	MEMORY CARE FACILITY	50,500
PETALUMA ECUMENICAL PROPERTIES 951 PETALUMA BLVD SO PETALUMA, CA 94952	NONE	PC	SERVICE PROGRAM AND ASSIST	50,000
Total ► 3a				526,948

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BURBANK RESIDENT FORUM 7777 BODEGA AVENUE SEBASTOPOL, CA 95472	NONE	PC	THE GATHERING PLACE	8,800
Total 				526,948
3a				

TY 2017 Accounting Fees Schedule**Name:** BETHLEHEM FOUNDATION**EIN:** 46-4009968**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	2,400			2,400

TY 2017 Contractor Compensation Explanation

Name: BETHLEHEM FOUNDATION
EIN: 46-4009968

Contractor	Explanation
WELLS FARGO BANK	INVESTMENT AND MGMT SERVICES

TY 2017 Investments Corporate Bonds Schedule

Name: BETHLEHEM FOUNDATION

EIN: 46-4009968

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
315920702 FID ADV EMER MKTS IN	300,000	312,498
4812C0803 JPMORGAN HIGH YIELD-	200,000	197,864
56063N600 MAINSTAY CONVERTIBLE		
693390304 PIMCO LOW DURATION F		
74253Q416 PRINCIPAL PREFERRED	296,725	298,760
76628T678 RIDGEWORTH SEIX FLOA		
77957P105 T ROWE PRICE SHORT T		
00206RAX0 AT&T INC	106,376	105,479
023135AN6 AMAZON.COM INC	99,864	105,616
06406HCQ0 BANK OF NEW YORK MEL	104,495	106,684
256210105 DODGE & COX INCOME F		
262028855 DRIEHAUS ACTIVE INCO		
277911491 EATON VANCE FLOATING		
46625HJD3 JPMORGAN CHASE & CO	106,602	107,005
592905509 MET WEST TOTAL RETUR		
92553PAT9 VIACOM INC	100,547	102,099
091936732 BLACKROCK GL L/S CRE		
19248X307 COHEN & STEERS PR SE	24,049	24,874
77958B402 T ROWE PRICE INST FL	250,000	253,955
0258M0EG0 AMERICAN EXPRESS CRE	49,984	50,162

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
03076CAF3 AMERIPRISE FINANCIAL	53,347	53,210
031162BU3 AMGEN INC	50,410	50,010
037833AR1 APPLE INC	51,241	50,802
04530DAC6 ASPEN INSURANCE HLDG	55,264	53,772
06051GFN4 BANK OF AMERICA CORP	49,970	50,035
06366RJJ5 BANK OF MONTREAL	49,891	49,557
166764AG5 CHEVRON CORP	50,806	50,245
172967HM6 CITIGROUP INC	50,506	50,177
38145XAA1 GOLDMAN SACHS GROUP	50,551	50,216
437076BE1 HOME DEPOT INC	50,408	50,021
458140AQ3 INTEL CORP	50,737	50,545
478160BT0 JOHNSON & JOHNSON	49,755	49,047
501044CZ2 KROGER CO/THE	50,547	50,485
585055BG0 MEDTRONIC INC	50,868	50,296
594918BX1 MICROSOFT CORP	51,003	50,724
61761JVL0 MORGAN STANLEY	50,935	51,667
67021CAG2 NSTAR ELECTRIC CO	99,352	98,388
717081EA7 PFIZER INC	49,582	50,302
78012KC62 ROYAL BANK OF CANADA	50,203	49,850
857477AS2 STATE STREET CORP	50,984	50,332

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
867914BM4 SUNTRUST BANKS INC	25,234	24,999
89236TAY1 TOYOTA MOTOR CREDIT	50,280	50,063
91159HHC7 US BANCORP	51,355	50,997
92277GAD9 VENTAS REALTY LP	50,778	51,337
92826CAB8 VISA INC	50,227	49,961

TY 2017 Investments Corporate Stock Schedule

Name: BETHLEHEM FOUNDATION
EIN: 46-4009968

Name of Stock	End of Year Book Value	End of Year Fair Market Value
003021714 ABERDEEN EMERG MARKE		
00770G847 JOHCM INTERNATIONAL		
037833100 APPLE INC	61,641	169,230
09247X101 BLACKROCK INC	88,576	141,270
097023105 BOEING CO	41,543	117,964
12572Q105 CME GROUP INC	75,572	146,050
126650100 CVS HEALTH CORPORATI	52,638	65,250
150870103 CELANESE CORP	96,724	144,558
151020104 CELGENE CORP COM		
166764100 CHEVRON CORP		
17275R102 CISCO SYSTEMS INC	86,738	134,050
172967424 CITIGROUP INC.	73,942	111,615
20030N101 COMCAST CORP CLASS A	60,646	120,150
231021106 CUMMINS INC.		
235851102 DANAHER CORP		
25243Q205 DIAGEO PLC - ADR	81,805	109,523
254687106 WALT DISNEY CO	63,527	107,510
277923728 EATON VANCE GLOBAL M	95,413	94,160
339128100 JP MORGAN MID CAP VA	300,000	369,195
375558103 GILEAD SCIENCES INC	51,303	71,640
404280406 HSBC - ADR	9,337	10,741
458140100 INTEL CORP		
464287507 ISHARES CORE S&P MID	299,980	474,450
464287804 ISHARES CORE S&P SMA	345,120	537,670
46625H100 JPMORGAN CHASE & CO	67,181	133,675
517834107 LAS VEGAS SANDS CORP	107,782	138,980
58155Q103 MCKESSON CORP	42,059	54,583
594918104 MICROSOFT CORP	146,845	256,620
609207105 MONDELEZ INTERNATIONAL		
61166W101 MONSANTO CO NEW		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
641069406 NESTLE S.A. REGISTER	27,141	27,854
683974604 OPPENHEIMER DEVELOPI	550,000	643,660
74253Q580 PRINCIPAL INV R/E SE	250,058	271,829
74253Q747 PRINCIPAL MIDCAP FD-	300,000	448,158
74255L696 PRINCIPAL GL MULT ST	250,000	255,652
74925K581 BOSTON P LNG/SHRT RE	450,000	512,261
778296103 ROSS STORES INC		
779572106 T ROWE PRICE SMALL C		
78463X863 SPDR DJ WILSHIRE INT	373,268	372,508
806857108 SCHLUMBERGER LTD	87,674	80,261
872540109 TJX COMPANIES INC	62,486	95,575
87612E106 TARGET CORP	59,557	55,463
883556102 THERMO FISHER SCIENT	63,473	142,410
89151E109 TOTAL S.A. - ADR	88,339	96,740
902641646 E-TRACS ALERIAN MLP	244,005	217,710
90267B682 ETRACS ALERIAN MLP U		
902973304 US BANCORP		
907818108 UNION PACIFIC CORP	77,096	134,100
911312106 UNITED PARCEL SERVIC	67,439	89,363
913017109 UNITED TECHNOLOGIES	13,931	19,136
91324P102 UNITEDHEALTH GROUP I	59,172	198,414
922908553 VANGUARD REIT VIPER		
G1151C101 ACCENTURE PLC		
G29183103 EATON CORP PLC	66,866	86,911
008252108 AFFILIATED MANAGERS	79,352	102,625
02079K107 ALPHABET INC CL C	156,885	251,136
03076C106 AMERIPRISE FINL INC	71,236	127,103
30303M102 FACEBOOK INC	79,197	132,345
316389584 FIDELITY ADV INTER R		
405217100 HAIN CELESTIAL GROUP	73,414	76,302

Name of Stock	End of Year Book Value	End of Year Fair Market Value
61174X109 MONSTER BEVERAGE COR		
693475105 PNC FINANCIAL SERVIC	96,187	144,290
771195104 ROCHE HOLDINGS LTD -	112,393	101,909
79466L302 SALESFORCE COM INC	64,884	86,896
867224107 SUNCOR ENERGY INC NE	80,800	110,160
N6596X109 NXP SEMICONDUCTORS N		
257132811 DOMINI IMPACT INTL E		
34959J108 FORTIVE CORP		
56501R106 MANULIFE FINANCIAL C	70,725	104,300
58933Y105 MERCK & CO INC NEW	78,509	84,405
922042858 VANGUARD FTSE EMERGI		
H1467J104 CHUBB LTD		
001317205 AIA GROUP LTD-SP ADR	29,200	33,927
009126202 AIR LIQUIDE - ADR	28,334	30,513
015271109 ALEXANDRIA REAL ESTA	9,839	9,794
015393101 ALFA LAVAL AB-UNSPON	8,506	9,766
018805101 ALLIANZ SE ADR	23,645	26,639
024013104 AMERICAN ASSETS TRUS	14,328	14,264
024835100 AMERICAN CAMPUS CMNT	8,529	8,370
03027X100 AMERICAN TOWER CORP	32,054	32,243
03748R101 APARTMENT INVT & MGM	22,160	22,248
04530Y106 ASPEN PHARMACARE HL-	6,551	6,663
049255706 ATLAS COPCO AB ADR	10,848	12,110
053484101 AVALONBAY CMNTYS INC	9,686	9,634
05530H100 BBA AVIATION PLC-UNS	5,044	5,678
056752108 BAIDU INC ADR	24,094	29,276
05946K101 BANCO BILBAO VIZCAYA	21,053	21,743
072730302 BAYER AG - ADR	35,160	33,826
072743305 BAYERISCHE MOTOREN A	9,115	9,881
09258N505 BLACKROCK GL L/S CRE	200,000	204,784

Name of Stock	End of Year Book Value	End of Year Fair Market Value
101121101 BOSTON PROPERTIES IN	10,704	10,923
12637N204 CSL LTE-SPONSORED AD	8,442	9,103
136375102 CANADIAN NATL RR CO	17,091	18,233
165240102 CHESAPEAKE LODGING T	6,800	6,583
21870Q105 CORESITE REALTY CORP	25,919	25,628
22002T108 CORPORATE OFFICE PRO	9,815	9,578
22822V101 CROWN CASTLE INTL CO	27,198	27,641
23304Y100 DBS GROUP HOLDINGS L	15,054	18,142
237545108 DASSAULT SYSTEMES S.	24,329	27,146
253868103 DIGITAL RLTY TR INC	9,810	9,909
26884U109 EPR PROPERTIES	13,045	12,961
29444U700 EQUINIX INC	28,390	28,553
30225T102 EXTRA SPACE STORAGE	23,842	24,136
307305102 FANUC CORPORATION AD	22,101	25,819
32054K103 FIRST INDL RLTY TR I	11,676	11,581
358029106 FRESENIUS MEDICAL CA	16,710	18,130
35952Q106 FUCHS PETROLUB SE-PR	9,593	9,367
36174X101 GGP INC	18,394	18,385
398438408 GRIFOLS SA-ADR	7,715	8,228
40052P107 GRUPO FIN BANORTE-SP	9,344	8,673
40414L109 HCP INC	10,957	10,875
40415F101 HDFC BANK LTD. - ADR	7,539	8,540
44107P104 HOST HOTELS & RESORT	11,340	11,195
45104G104 ICICI BANK LTD. - AD	8,572	9,399
45662N103 INFINEON TECHNOLOGIE	11,976	13,310
46187W107 INVITATION HOMES INC	17,798	17,748
465562106 ITAU UNIBANCO H-SPON	12,292	13,182
466140100 JGC CORP-UNSPONSORED	7,371	8,794
49427F108 KILROY REALTY CORP C	9,832	9,854
49446R109 KIMCO RLTY CORP	7,760	7,677

Name of Stock	End of Year Book Value	End of Year Fair Market Value
501173207 KUBOTA LIMITED - ADR	7,547	9,079
502117203 L'OREAL - ADR	16,933	17,579
502441306 LVMH MOET HENNESSY U	10,675	11,916
532457108 ELI LILLY & CO COM	59,075	61,234
58463J304 MEDICAL PPTYS TR INC	8,937	8,929
59522J103 MID AMERICA APARTMEN	23,238	23,229
606783207 MITSUBISHI ESTATE CO	4,868	4,521
61022V107 MONOTARO CO LTD-UNSP	3,003	3,367
631512209 NASPERS LTD-N SHS SP	21,282	27,904
637417106 NATIONAL RETAIL PPTY	13,215	13,327
654106103 NIKE INC CL B	69,210	84,443
69007J106 OUTFRONT MEDIA INC	9,272	9,187
701491102 PARK24 CO LTD-SPN AD	7,496	6,888
71943U104 PHYSICIANS REALTY TR	6,268	6,207
720190206 PIEDMONT OFFICE REAL	9,580	9,413
74340W103 PROLOGIS INC	35,398	35,416
74460D109 PUBLIC STORAGE INC C	6,886	6,897
74965L101 RLJ LODGING TRUST	13,733	13,577
779572502 T. ROWE PR SM-CAP ST	250,000	295,467
780259107 ROYAL DUTCH SHELL PL	22,511	26,565
803054204 SAP SE ADR	26,774	28,427
803866300 SASOL LIMITED - ADR	6,548	7,526
82481R106 SHIRE PLC ADR	15,279	13,961
828806109 SIMON PROPERTY GROUP	37,099	38,126
83569C102 SONOVA HOLDIN-UNSPON	8,572	8,406
848574109 SPIRIT AEROSYTSEMS H	70,870	100,338
87155N109 SYMRISE AG ADR	9,186	10,627
87184P109 SYSMEX CORP-UNSPON A	12,614	16,017
874039100 TAIWAN SEMICONDUCTOR	27,815	30,253
88031M109 TENARIS S.A. - ADR	4,044	4,206

Name of Stock	End of Year Book Value	End of Year Fair Market Value
900148701 TURKIYE GARANTI BANK	7,046	7,366
904767704 UNILEVER PLC - ADR	13,055	13,392
92276F100 VENTAS INC COM	11,343	10,982
92937A102 WPP PLC NEW ADR	10,156	8,784
948596101 WEIBO CORP-SPON ADR	14,397	14,381
98978V103 ZOETIS INC	61,992	72,040
H84989104 TE CONNECTIVITY LTD	90,595	114,048
M22465104 CHECK POINT SOFTWARE	20,850	19,895

TY 2017 Investments Government Obligations Schedule**Name:** BETHLEHEM FOUNDATION**EIN:** 46-4009968**US Government Securities - End
of Year Book Value:**

806,610

**US Government Securities - End
of Year Fair Market Value:**

795,890

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2017 Investments - Other Schedule**Name:** BETHLEHEM FOUNDATION**EIN:** 46-4009968**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GTY995004 GAI AGILITY INCOME F	AT COST	110,029	109,350
SKY990001 SKYBRIDGE MULTI-ADVI	AT COST	206,799	204,490
GTC997004 GAI CORBIN MULTI STR	AT COST	101,974	106,007

TY 2017 Legal Fees Schedule**Name:** BETHLEHEM FOUNDATION**EIN:** 46-4009968

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BEYERS COSTIN - LEGAL FEES	237			237

TY 2017 Other Decreases Schedule**Name:** BETHLEHEM FOUNDATION**EIN:** 46-4009968

Description	Amount
MUTUAL FUNDS POSTING NEXT YR EFF CURR YR	4,346
RETURN OF CAPITAL	18,600
ACCD INT POSTING NEXT YR EFF CURR YR	39
2016 CHECK EXP POSTING 2017	1,664

TY 2017 Other Expenses Schedule**Name:** BETHLEHEM FOUNDATION**EIN:** 46-4009968**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ATTY GEN ANNUAL FILING	150	0		150
FRANCHISE TAX BOARD	10	0		10
ADR FEES	367	367		0
DIRECTORS INSURANCE	2,750	0		2,750
VALUATION OF PROM NOTE	2,000	2,000		0
MEMBERSHIP DUES	750	0		750

TY 2017 Other Income Schedule

Name: BETHLEHEM FOUNDATION

EIN: 46-4009968

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX REFUND	497	0	

TY 2017 Other Increases Schedule**Name:** BETHLEHEM FOUNDATION**EIN:** 46-4009968

Description	Amount
MUTUAL FUNDS POSTING CURR YR EFF PREV YR	8,431
CAP LOSS POSTING NEXT YR EFF CURR UR	26,744
MUTUAL FUND DEFERRED INCOME	831
ROUNDING	4

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2017 Other
Notes/Loans Receivable
Long Schedule**

Name: BETHLEHEM FOUNDATION

EIN: 46-4009968

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
BETHLEHEM TOWERS	NONE	1,500,000	1,500,000	2013-01	2030-11		4 000 %				

TY 2017 Other Professional Fees Schedule**Name:** BETHLEHEM FOUNDATION**EIN:** 46-4009968

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WELLS FARGO - MGMT FEES	78,282	78,282		
SUB-ADVISER FEES	860	860		

TY 2017 Taxes Schedule**Name:** BETHLEHEM FOUNDATION**EIN:** 46-4009968

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	4,176	4,176		0
FOREIGN TAXES ON QUALIFIED FOR	865	865		0
FOREIGN TAXES ON NONQUALIFIED	665	665		0