

Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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OMB No 1545 0052

2017

Open to Public Inspection

For calendar year **2017** or tax year beginning , **2017**, and ending , **20**

Name of foundation **GUSTAPHER FOUNDATION C/O CIBC NATIONAL TRUST COMPANY**
Number and street (or P O box number if mail is not delivered to street address) **100 FEDERAL ST, 37TH FLOOR**
Room/suite
City or town, state or province, country, and ZIP or foreign postal code **BOSTON, MA 02110**

A Employer identification number **58-1828387**
B Telephone number (see instructions) **617-357-9600**

G Check all that apply
Initial return Final return Address change
Initial return of a former public charity Amended return 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) **\$ 1,913,334**
J Accounting method Cash Accrual Other (specify)

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)
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	40,396.	40,396.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	45,261.			
b Gross sales price for all assets on line 6a	764,843.			
7 Capital gain net income (from Part IV, line 2)		45,261.		
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)	-1,170.	-1,170.		STMT 4
12 Total Add lines 1 through 11	84,487.	84,487.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	8,902.	6,066.		2,225.
17 Interest				
18 Taxes (attach schedule) (see instructions)	495.	495.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	5.	5.		
24 Total operating and administrative expenses. Add lines 13 through 23.	9,402.	7,176.	NONE	2,225.
25 Contributions, gifts, grants paid	91,200.			91,200.
26 Total expenses and disbursements Add lines 24 and 25	100,602.	7,176.	NONE	93,425.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-16,115.			
b Net investment income (if negative, enter -0-)		77,311.		
c Adjusted net income (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	66,559.	92,251	92,251.
	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 ▶	NONE		
	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) . STMT 8	1,097,074	1,056,800.	1,560,343.
	c	Investments - corporate bonds (attach schedule) . STMT 11	269,484.	268,520.	260,740.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶ ACCRUED INCOME)	611.			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,433,728.	1,417,571.	1,913,334.	
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)		NONE		
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	1,433,728.	1,417,571.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	1,433,728.	1,417,571.		
31	Total liabilities and net assets/fund balances (see instructions)	1,433,728.	1,417,571.		

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)	1,433,728.
2	Enter amount from Part I, line 27a	-16,115.
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3	1,417,613.
5	Decreases not included in line 2 (itemize) ▶ TIMING DIFFERENCE	42.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,417,571.

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.)
1 a PUBLICLY TRADED SECURITIES					
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 764,843.		719,582.	45,261.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) 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			45,261.		
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	45,261.	
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 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	98,872.	1,673,983.	0.059064
2015	99,003.	1,752,231.	0.056501
2014	98,969.	1,764,615.	0.056085
2013	100,567.	1,655,296.	0.060755
2012	101,588.	1,557,021.	0.065245
2 Total of line 1, column (d)			0.297650
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			0.059530
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			1,802,540.
5 Multiply line 4 by line 3.			107,305.
6 Enter 1% of net investment income (1% of Part I, line 27b)			773.
7 Add lines 5 and 6.			108,078.
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			93,425.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter N/A on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	1,546.
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		
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	NONE
3	Add lines 1 and 2	3	1,546.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	NONE
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	1,546.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,200.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	6,200.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	46.
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,608.
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 1,548. Refunded <input type="checkbox"/>	11	3,060.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

2

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		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
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X	
14 The books are in care of ▶ <u>CIBC NATIONAL TRUST COMPANY</u> Telephone no ▶ <u>(617) 357-9600</u> Located at ▶ <u>100 FEDERAL ST, 37TH FL., BOSTON, MA</u> ZIP+4 ▶ <u>02110</u>		
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 ▶ <u>15</u>		
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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" 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	
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 ▶		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
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	
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				Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions					5b
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	
If "Yes," attach the statement required by Regulations section 53.4945-5(d)					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?					6b
If "Yes" to 6b, file Form 8870					X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?					7b

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	(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
HAROLD L HENDERSON PH-301 4731 BONITA BAY BLVD, BONITA SPRINGS, FL 34134	TRUSTEE	-0-	-0-	-0-
JOANN W HENDERSON PH-301 4731 BONITA BAY BLVD, BONITA SPRINGS, FL 34134	TRUSTEE	-0-	-0-	-0-
DONALD P HENDERSON , CHAGRIN FALLS, OH 44023	TRUSTEE	-0-	-0-	-0-
LORI B. HENDERSON , CHAGRIN FALLS, OH 44023	TRUSTEE	-0-	-0-	-0-

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ▶ **NONE**

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		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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	1,771,871.
b	Average of monthly cash balances	1b	58,119.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,829,990.
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	NONE
3	Subtract line 2 from line 1d	3	1,829,990.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	27,450.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,802,540.
6	Minimum investment return. Enter 5% of line 5	6	90,127.

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	90,127.
2a	Tax on investment income for 2017 from Part VI, line 5 2a		1,546.
b	Income tax for 2017 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	1,546.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	88,581.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	88,581.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	88,581.

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	93,425.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	93,425.
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	N/A
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	93,425.

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				88,581.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			NONE	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012				NONE
b From 2013				14,679
c From 2014				12,252.
d From 2015				13,392.
e From 2016				15,173.
f Total of lines 3a through e	55,496.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 93,425.				
a Applied to 2016, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2017 distributable amount				88,581.
e Remaining amount distributed out of corpus	4,844.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	60,340.			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				NONE
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)	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	60,340.			
10 Analysis of line 9				
a Excess from 2013				14,679.
b Excess from 2014				12,252.
c Excess from 2015				13,392.
d Excess from 2016				15,173.
e Excess from 2017				4,844.

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

NOT APPLICABLE

1 a 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)

Table with 5 columns: (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed; 2b 85% of line 2a; 2c Qualifying distributions from Part XII line 4 for each year listed; 2d Amounts included in line 2c not used directly for active conduct of exempt activities; 2e Qualifying distributions made directly for active conduct of exempt activities; 3 Complete 3a, b, or c for the alternative test relied upon; 3a Assets alternative test; 3b Endowment alternative test; 3c Support alternative test.

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 [X] 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>a Paid during the year</p> <p>SEE STATEMENT 15</p>				91,200.
Total ▶ 3a				91,200.
<p>b Approved for future payment</p>				
Total ▶ 3b				

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
 =====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CIBC ATLAS INCOME OPPORTUNITIES FUND INS	1,039.	1,039.
AETNA INC NEW COM	243.	243.
ALLIANCE DATA SYSTEMS CORP COM	83.	83.
AMERICAN EXPRESS CO COM	190.	190.
AMERICAN TOWER CORPORATION	380.	380.
ANADARKO PETE CORP COM	50.	50.
ANGEL OAK MULTI-STRATEGY INCOME FUND CIA	657.	657.
APPLE INC COM	427.	427.
AUTOMATIC DATA PROCESSING INC COM	695.	695.
BANK AMER FDG CORP MTN L 5.65% DTD 05/02	1,413.	1,413.
BERKSHIRE HATHAWAY FIN CORP GTD SR NT 5.	1,350.	1,350.
BLACKROCK INC COM	445.	445.
BOEING CO COM	429.	429.
CIGNA CORP COM	4.	4.
CVS HEALTH CORP COM	367.	367.
CAPITAL ONE FINL CORP COM	259.	259.
CHEVRON CORP NEW COM	75.	75.
CISCO SYS INC COM	780.	780.
CISCO SYS INC SR NT 4.95% DTD 02/17/2009	320.	320.
CITIGROUP INC COM NEW	324.	324.
COLGATE PALMOLIVE CO COM	280.	280.
COMCAST CORP CL A	475.	475.
DANAHER CORP COM	140.	140.
DOLLAR GEN CORP NEW COM	209.	209.
EOG RES INC COM	91.	91.
EXPEDIA INC DEL COM NEW	31.	31.
FIDELITY NATL INFORMATION SVCS INC COM	182.	182.
VULCAN VALUE PARTNERS SMALL CAP FUND	2,921.	2,921.
FORTIVE CORP COM	49.	49.
GENERAL ELEC CO COM	758.	758.
GLAXOSMITHKLINE CAP PLC SR GBLB 1.50% DT	188.	188.
HOME DEPOT INC COM	499.	499.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
 =====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HONEYWELL INTERNATIONAL INC COM	251.	251.
INTERCONTINENTAL EXCHANGE, INC COM	43.	43.
JPMORGAN CHASE & CO COM	664.	664.
JPMORGAN CHASE & CO 6.00% DTD 12/20/2007	1,500.	1,500.
JOHNSON & JOHNSON COM	632.	632.
KINDER MORGAN INC DEL COM	343.	343.
MFS INSTITUTIONAL INTERNATIONAL EQUITY F	1,392.	1,392.
MACYS INC COM	227.	227.
MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND	2,292.	2,292.
MCKESSON CORP COM	77.	77.
MERCK & CO INC NEW COM	513.	513.
MICROSOFT CORP COM	821.	821.
MORGAN STANLEY FR 2.125% DTD 04/25/2013	304.	304.
MORGAN STANLEY SR NT F 4.75% DTD 03/22/2	594.	594.
NEXTERA ENERGY INC COM	397.	397.
OMNICOM GROUP INC COM	302.	302.
ORACLE CORP COM	369.	369.
PEPSICO INC COM	569.	569.
PEPSICO INC 5.00% DTD 05/28/2008 DUE 06/	1,188.	1,188.
PIONEER NAT RES CO COM	6.	6.
PRAXAIR INC COM	387.	387.
PRUDENTIAL FINL INC COM	573.	573.
QUALCOMM INC COM	181.	181.
RIDGEMORTH SEIX FLOATING RATE HIGH INCOM	2,357.	2,357.
INVESCO GOVERNMENT & AGENCY	469.	469.
SIMON PPTY GROUP INC NEW COM	254.	254.
STRYKER CORP COM	283.	283.
TJX COS INC NEW COM	161.	161.
THERMO FISHER CORP COM	56.	56.
TWEEDY BROWNE GLOBAL VALUE FUND #1	2,364.	2,364.
US BANCORP DEL COM NEW	488.	488.
UNION PAC CORP COM	343.	343.
UNITED TECHNOLOGIES CORP COM	347.	347.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITEDHEALTH GROUP INC COM	410.	410.
VF CORP COM	275.	275.
VISA INC COM CL A	199.	199.
VIRTUS SEIX FLOATING RATE HIGH INCOME R6	1,808.	1,808.
WALGREENS BOOTS ALLIANCE INC COM	138.	138.
WELLS FARGO & CO NEW COM	683.	683.
CIBC CASH RESERVE	21.	21.
ALLERGAN PLC SHS	267.	267.
MEDTRONIC PLC SHS	495.	495.
TOTAL	40,396.	40,396.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ATLAS REAL ESTATE FUND	-1,170.	-1,170.
TOTALS	-1,170.	-1,170.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
 =====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSES - 2%	8,902.	6,676.	2,225.
TOTALS	8,902.	6,676.	2,225.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	494.	494.
FOREIGN TAXES ON NONQUALIFIED	1.	1.
TOTALS	495.	495.
	=====	=====

GUSTAPHER FOUNDATION C/O CIBC NATIONAL TRUST

58-1828387

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN CONVERSION EXPENSE	5.	5.
TOTALS	----- 5. =====	----- 5. =====

GUSTAPHER FOUNDATION C/O CIBC NATIONAL TRUST

58-1828387

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
AETNA INC NEW COM	6,046.		
ANADARKO PETE CORP COM	22,002.		
AUTOMATIC DATA PROCESSING INC	14,875.		
CISCO SYS INC COM	14,729.		
COLGATE PALMOLIVE	18,229.		
COMCAST CORP CL A	14,885.		
CVS CAREMARK CORP COM	8,813.		
DANAHER CORP COM	7,639.		
EXPRESS SCRIPTS INC COM	10,622.		
FIDELITY NATL INFORMATION SVCS	4,350.		
FISERV INC COM	4,863.		
GENERAL ELEC CO COM	25,874.		
JPMORGAN CHASE & CO COM	13,878.		
MERCK & CO INC NEW COM	8,667.		
MACYS INC COM	15,301.		
ORACLE CORP COM	12,677.		
PEPSICO INC COM	16,058.		
PRAXAIR INC COM	11,000.		
STRYKER CORP COM	7,755.		
UNITED TECHNOLOGIES CORP COM	9,695.		
UNITEDHEALTH GROUP INC COM	3,863.		
VF CORP COM	4,096.		
WALGREENS BOOTS ALLIANCE INC	17,105.		
WELLS FARGO & CO NEW COM	16,758.		
APPLE INC COM	9,872.		
BLACKROCK INC COM	12,179.		
MEDTRONIC INC COM	24,540.		
OMNICOM GROUP INC COM	10,754.		
SIMON PPTY GROUP INC NEW	12,212.		

GUSTAPHER FOUNDATION C/O CIBC NATIONAL TRUST

58-1828387

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
TJX COS INC NEW COM	3,085.		
VISA INC COM CL A	19,631.		
CITIGROUP INC COM NEW	13,658.		
MAINSTAY EPOCH GLOBAL EQUITY	96,376.		
MICROSOFT CORP COM	18,292.		
NEXTERA ENERGY INC COM	13,382.		
JOHNSON & JOHNSON COM	16,226.		
KINDER MORGAN INC DEL COM	17,717.		
UNION PAC CORP COM	11,684.		
US BANCORP DEL COM NEW	17,876.		
BOEING CO COM	9,258.		
CAPITAL ONE FINL CORP COM	10,320.		
DOLLAR GEN CORP NEW COM	11,284.		
HOME DEPOT INC COM	13,040.		
AMAZON.COM INC COM	23,774.		
PRUDENTIAL FINL INC COM	20,287.		
ALLERGAN PLC SHS	31,776.		
ALPHABET INC CAP STK CL A	4,633.		
ALPHABET INC CAP STK CL C	26,235.		
AMERICAN EXPRESS CO COM	19,749.		
ATLANTIC TRUST REAL ESTATE FUN	155,092.		
CIGNA CORP COM	13,083.		
EOG RES INC COM	10,009.		
QUALCOMM INC COM	20,391.		
THERMO FISHER CORP COM	13,941.		
ALLIANCE DATA SYSTEMS CORP	2,767.		
AMERICAN TOWER CORPORATION	21,399.		
DELL TECHNOLOGIES INC	4,011.		
FORTIVE CORP	2,377.		

GUSTAPHER FOUNDATION C/O CIBC NATIONAL TRUST

58-1828387

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MCKESSON CORP	13,958.		
PIONEER NAT RES CO	5,813.		
TWEEDY BROWNE GLOBAL VALUE FUN	76,613.	1,056,800.	1,560,343.
*SEE ATTACHED STATEMENT			
TOTALS	1,097,074.	1,056,800.	1,560,343.

GUSTAPHER FOUNDATION C/O CIBC NATIONAL TRUST

58-1828387

FORM 990PF, PART II - CORPORATE BONDS
 =====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
RIDGEWORTH CLASSIC SEIX FLOAT	110,397.		
GLAXOSMITHKLINE CAP PLC SR GLB	25,230.		
MORGAN STANLEY SR NT F 4.75%	26,719.		
BANK AMER FDG CORP MTN L 5.65%	26,694.	26,694.	25,298.
BERKSHIRE HATHAWAY FIN CORP GT	27,241.	27,241.	25,312.
JP MORGAN CHASE & CO 6.00%	26,903.	26,902.	25,035.
PEPSICO INC 5.00%	26,300.	26,300.	25,326.
CISCO SYS INC SR NT 4.95% DTD		26,456.	25,811.
MORGAN STANLEY FR 2.125% DTD 0		25,103.	25,013.
ANGEL OAK MULTI-STRATEGY INCOM		50,000.	49,867.
VIRTUS SEIX FLOATING RATE HIGH		59,824.	59,078.
TOTALS	269,484.	268,520.	260,740.

RECIPIENT NAME:

COMPASSION INTERNATIONAL
ATTN: RACHEL BENNETT
ADDRESS:
12290 VOYAGER PARKWAY
COLORADO SPRINGS, CO 80921-3668

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 14,400.

RECIPIENT NAME:

SEND INTERNATIONAL
ADDRESS:
PO BOX 513
FARMINGTON, MI 48332

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,200.

RECIPIENT NAME:

MISSIONS TO THE AMERICAS
ADDRESS:
2530 WASHINGTON STREET
DENVER, CO 80205-3142

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,800.

RECIPIENT NAME:

CHRIST FOR THE CITY
INTERNATIONAL

ADDRESS:

14545 W CENTER ROAD
OMAHA, NE 68144

RELATIONSHIP:

NONE

~~PURPOSE OF GRANT:~~

GENERAL OPERATING PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,200.

RECIPIENT NAME:

OMS INTERNATIONAL INC
WORLD HQ

ADDRESS:

941 FRY ROAD
GREENWOOD, IN 46142

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

THE EVANGELICAL ALLIANCE
MISSION

ADDRESS:

400 S MAIN PL
carol stream, IL 60188

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,200.

RECIPIENT NAME:
CAMPUS CRUSADE FOR CHRIST
ADDRESS:
PO BOX 628222
ORLANDO, FL 32862-8222
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 21,600.

RECIPIENT NAME:
LIEBENZELL USA
ADDRESS:
PO BOX 66
SCHOOLEY'S MT, NJ 08780
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,200.

RECIPIENT NAME:
CHINA OUTREACH MINISTRIES
ADDRESS:
555 GETTYSBURG PIKE
MECHANICSBURG, PA 17055-5205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,200.

RECIPIENT NAME:
CAMPUS CRUSADE FOR CHRIST - INTL
ADDRESS:
DEPT 2400
ORLANDO, FL 32832-0100
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,200.

RECIPIENT NAME:
MISSION DOOR
ADDRESS:
2530 WASHINGTON STREET
DENVER, CO 80205-3142
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,200.

TOTAL GRANTS PAID: 91,200.
=====