

C&E 927

Form 990-PF

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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2017 or tax year beginning , and ending

Name of foundation: COVINGTON MEM FD FBO CAMP WESTMINSTE. Address: Wells Fargo Bank N A Trust Tax Dept - 6325 S RAINBOW BLVD STE 300 LAS VEGAS NV 89118. Telephone: 888-730-4933. G: Address change. H: Section 501(c)(3) exempt private foundation. J: Cash accounting method.

03/04

ENVELOPE POSTMARK DATE APR 19 2018

Part I Analysis of Revenue and Expenses

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Net investment income of 9,581 and Adjusted net income of 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	4,913	3,845	3,845
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	87,442	92,779	101,792	
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)	92,355	96,624	105,637	
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	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	92,355	96,624	
	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)	92,355	96,624		
31	Total liabilities and net assets/fund balances (see instructions)	92,355	96,624		

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 92,355
2	Enter amount from Part I, line 27a	2 4,278
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3 37
4	Add lines 1, 2, and 3	4 96,670
5	Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJUSTMENT	5 46
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 96,624

Part IV Capital Gains and Losses for Tax on Investment Income

a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Attached Statement			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	9,176
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	{ }	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	5,562	97,916	0.056804
2015	5,619	106,121	0.052949
2014	5,657	112,882	0.050114
2013	5,870	110,703	0.053025
2012	5,610	107,364	0.052252
2	Total of line 1, column (d)		2 0.265144
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years		3 0.053029
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		4 101,492
5	Multiply line 4 by line 3		5 5,382
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 96
7	Add lines 5 and 6		7 5,478
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions		8 5,310

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

Table with 11 rows for excise tax calculations. Includes sub-sections for exemptions (1a, b, c), tax under section 511 (2), add lines (3), subtitle A tax (4), total tax (5), credits/payments (6a-d), total credits (7), penalty (8), tax due (9), overpayment (10), and refunded amount (11).

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns (1a, b), Form 1120-POL filing (1c), tax on political expenditures (1d), reimbursement (1e), unreported activities (2, 3), unrelated business income (4a, b), liquidation (5), 508(e) requirements (6), assets (7), state reporting (8a, b), private operating status (9), and substantial contributors (10).

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions 11 Yes No X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 13 X
14 The books are in care of WELLS FARGO BANK N A Telephone no. 888-730-4933 Located at 6325 S RAINBOW BLVD STE 300 LAS VEGAS NV ZIP+4 89118
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
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? 16 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.

1a During the year, did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No X
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here 1b X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes No X
If "Yes," list the years 20 , 20 , 20 , 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20 , 20 , 20 , 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b X

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

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions. Yes No
Organizations relying on a current notice regarding disaster assistance, check here

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

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

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

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

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

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 6325 S RAINBOW BLVD STE 300 LAS VEGAS, NV 89	TRUSTEE SEE ATTACHED	2,014		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3 ▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	99,084
b	Average of monthly cash balances	1b	3,954
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	103,038
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	103,038
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	1,546
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	101,492
6	Minimum investment return. Enter 5% of line 5	6	5,075

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	5,075
2a	Tax on investment income for 2017 from Part VI, line 5	2a	192
b	Income tax for 2017. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	192
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,883
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,883
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,883

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	5,310
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,310
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,310

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				4,883
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			3,374	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 5,310				
a Applied to 2016, but not more than line 2a			3,374	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2017 distributable amount				1,936
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				2,947
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

[Blank box for ruling date]

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

	Tax year				(e) Total
	(a) 2017	(b) 2016	Prior 3 years		
			(c) 2015	(d) 2014	
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total				▶ 3a 4,000
b Approved for future payment NONE				
Total				▶ 3b 0

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

Recipient(s) paid during the year

Name

CAMP WESTMINSTER, INC

Street

1438 SHERIDAN ROAD, NE

City

ATLANTA

State

GA

Zip Code

30324

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Description	CUSIP #	Check "x" to include in Part IV	Purchaser	Check "x" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Capital Gains/Losses		Gross Sales Price	Cost or Other Basis	Valuation Method	Cost or Other Basis, Expenses, Depreciation and Adjustments			Net Gain or Loss
								Gross Sales	Other sales				Expense of Sale and Cost of Improvements	Depreciation	Adjustments	
1 MFS VALUE FUND-CLASS I #	552983694	X				10/24/2014	2/6/2017	894	826	894	826	100.323				0
2 MFS VALUE FUND-CLASS I #	552983694	X				10/28/2014	2/6/2017	1,094	1,022	1,094	1,022					0
3 MFS VALUE FUND-CLASS I #	552983694	X				1/22/2015	2/6/2017	179	170	179	170					0
4 MFS VALUE FUND-CLASS I #	552983694	X				8/28/2015	2/6/2017	1,155	1,060	1,155	1,060					0
5 MFS VALUE FUND-CLASS I #	552983694	X				1/22/2016	2/6/2017	476	397	476	397					0
6 MFS VALUE FUND-CLASS I #	552983694	X				8/25/2016	2/6/2017	302	295	302	295					0
7 MERGER FUND-INST #301	589509207	X				9/7/2011	9/7/2017	728	718	728	718					0
8 MERGER FUND-INST #301	589509207	X				5/25/2017	9/7/2017	223	222	223	222					0
9 MERGER FUND-INST #301	589509207	X				2/14/2012	9/7/2017	84	82	84	82					0
10 MERGER FUND-INST #301	589509207	X				2/14/2012	10/23/2017	60	58	60	58					0
11 MERGER FUND-INST #301	589509207	X				8/25/2016	10/23/2017	966	928	966	928					0
12 ASG GLOBAL ALTERNATIVES	638721885	X				5/26/2017	9/7/2017	277	272	277	272					0
13 NEUBERGER BERMAN LONG	64128R608	X				6/20/2014	1/18/2017	65	65	65	65					0
14 NEUBERGER BERMAN LONG	64128R608	X				6/20/2014	9/7/2017	1,896	1,727	1,896	1,727					0
15 NEUBERGER BERMAN LONG	64128R608	X				5/26/2017	9/7/2017	1,765	1,727	1,765	1,727					0
16 OPPENHEIMER DEVELOPING	683974604	X				8/10/2012	2/6/2017	303	289	303	289					0
17 OPPENHEIMER DEVELOPING	683974604	X				8/28/2011	2/6/2017	335	307	335	307					0
18 OPPENHEIMER DEVELOPING	683974604	X				3/20/2015	2/6/2017	2,960	3,037	2,960	3,037					0
19 OPPENHEIMER DEVELOPING	683974604	X				1/22/2016	2/6/2017	533	429	533	429					0
20 OPPENHEIMER DEVELOPING	683974604	X				3/20/2015	10/23/2017	831	785	831	785					0
21 BOSTON PLNGSHIRT RES-IN	74825K581	X				5/28/2017	10/23/2017	739	715	739	715					0
22 T. ROWE PRICE INST FLOAT I	77958B402	X				1/23/2014	1/18/2017	272	276	272	276					0
23 T. ROWE PRICE INST FLOAT I	77958B402	X				4/24/2014	1/18/2017	578	585	578	585					0
24 T. ROWE PRICE INST FLOAT I	77958B402	X				8/25/2016	1/18/2017	313	310	313	310					0
25 T. ROWE PRICE INST FLOAT I	77958B402	X				4/22/2016	1/18/2017	51	50	51	50					0
26 T. ROWE PRICE INST FLOAT I	77958B402	X				1/18/2017	2/6/2017	85	86	85	86					0
27 MET WEST TOTAL RETURN B	592905509	X				1/22/2015	2/6/2017	1,354	1,410	1,354	1,410					0
28 MET WEST TOTAL RETURN B	592905509	X				7/24/2015	2/6/2017	1,115	1,144	1,115	1,144					0
29 MET WEST TOTAL RETURN B	592905509	X				1/13/2015	2/6/2017	496	505	496	505					0
30 MET WEST TOTAL RETURN B	592905509	X				4/22/2016	2/6/2017	1,578	1,617	1,578	1,617					0
31 MET WEST TOTAL RETURN B	592905509	X				5/11/2016	2/6/2017	1,013	1,044	1,013	1,044					0
32 MET WEST TOTAL RETURN B	592905509	X				10/5/2016	2/6/2017	1,062	1,104	1,062	1,104					0
33 MET WEST TOTAL RETURN B	592905509	X				1/18/2017	2/6/2017	1,469	1,469	1,469	1,469					0
34 MET WEST TOTAL RETURN B	592905509	X				1/18/2017	2/6/2017	1,469	1,469	1,469	1,469					0
35 ASG GLOBAL ALTERNATIVES	638721885	X				7/12/2013	9/7/2017	134	150	134	150					0
36 ASG GLOBAL ALTERNATIVES	638721885	X				4/22/2016	9/7/2017	1,475	1,587	1,475	1,587					0
37 ASG GLOBAL ALTERNATIVES	638721885	X				1/22/2016	9/7/2017	330	302	330	302					0
38 HARBOR CAPITAL APRCTON	411511504	X				1/22/2016	2/6/2017	936	872	936	872					0
39 HARBOR CAPITAL APRCTON	411511504	X				8/25/2016	2/6/2017	842	854	842	854					0
40 MFS VALUE FUND-CLASS I #	552983694	X				6/20/2014	2/6/2017	1,229	1,167	1,229	1,167					0
41 EATON VANCE GLOBAL MAC	277923728	X				10/27/2015	1/18/2017	54	54	54	54					0
42 EATON VANCE GLOBAL MAC	277923728	X				10/27/2015	9/7/2017	894	886	894	886					0
43 EATON VANCE GLOBAL MAC	277923728	X				8/25/2016	9/7/2017	2,111	2,100	2,111	2,100					0
44 EID ADV EMER MKTS INC-CL	319920702	X				8/25/2016	6/27/2017	197	196	197	196					0
45 JP MORGAN MID CAP VALUE	339128100	X				3/20/2015	1/18/2017	74	70	74	70					0
46 JP MORGAN MID CAP VALUE	339128100	X				1/18/2017	1/18/2017	40	41	40	41					0
47 JP MORGAN MID CAP VALUE	339128100	X				6/20/2014	1/18/2017	3,039	1,928	3,039	1,928					0
48 JP MORGAN MID CAP VALUE	339128100	X				4/24/2014	2/6/2017	847	825	847	825					0
49 JP MORGAN MID CAP VALUE	339128100	X				6/20/2014	2/6/2017	62	64	62	64					0
50 JP MORGAN MID CAP VALUE	339128100	X				1/22/2015	2/6/2017	251	253	251	253					0
51 JP MORGAN MID CAP VALUE	339128100	X				7/24/2015	2/6/2017	119	120	119	120					0
52 JP MORGAN MID CAP VALUE	339128100	X				1/22/2016	2/6/2017	220	187	220	187					0
53 HARBOR CAPITAL APRCTON	411511504	X				7/24/2015	1/18/2017	396	444	396	444					0
54 HARBOR CAPITAL APRCTON	411511504	X				7/25/2015	1/18/2017	118	132	118	132					0
55 HARBOR CAPITAL APRCTON	411511504	X				8/28/2015	1/18/2017	252	268	252	268					0
56 HARBOR CAPITAL APRCTON	411511504	X				5/25/2011	2/6/2017	2,670	1,739	2,670	1,739					0
57 HARBOR CAPITAL APRCTON	411511504	X				8/26/2011	2/6/2017	4,072	2,446	4,072	2,446					0
58 HARBOR CAPITAL APRCTON	411511504	X				5/25/2011	2/6/2017	478	310	478	310					0
59 SHARES CORE S&P SMALL-C	464287804	X				2/6/2017	5/24/2017	2,816	2,805	2,816	2,805					0
60 JPMORGAN HIGH YIELD FUN	4812C0803	X				1/23/2014	1/18/2017	324	353	324	353					0
61 JPMORGAN HIGH YIELD FUN	4812C0803	X				12/19/2014	1/18/2017	1,903	1,947	1,903	1,947					0
62 JPMORGAN HIGH YIELD FUN	4812C0803	X				8/25/2016	1/18/2017	646	641	646	641					0
63 JPMORGAN HIGH YIELD FUN	4812C0803	X				4/22/2016	1/18/2017	210	206	210	206					0
64 MFS VALUE FUND-CLASS I #	552983694	X				3/20/2015	1/18/2017	823	796	823	796					0
65 MFS VALUE FUND-CLASS I #	552983694	X				7/24/2015	1/18/2017	362	356	362	356					0
66 MFS VALUE FUND-CLASS I #	552983694	X				8/25/2016	1/18/2017	3,167	2,079	3,167	2,079					0
67 MFS VALUE FUND-CLASS I #	552983694	X				5/10/2012	2/6/2017	2,248	1,468	2,248	1,468					0
68 MFS VALUE FUND-CLASS I #	552983694	X				5/10/2012	2/6/2017	276	182	276	182					0
69 MFS VALUE FUND-CLASS I #	552983694	X				10/24/2014	2/6/2017	462	465	462	465					0
70 HARBOR CAPITAL APRCTON	411511504	X				10/28/2014	2/6/2017	166	169	166	169					0
71 HARBOR CAPITAL APRCTON	411511504	X				1/22/2015	2/6/2017	688	676	688	676					0
72 HARBOR CAPITAL APRCTON	411511504	X				1/22/2015	2/6/2017	688	676	688	676					0

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

Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Capital Gains/Losses		Gross Sales Price	Gross Sales/Losses	Other sales	Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
								Gain	Loss										
73 HARBOR CAPITAL APFRCTION	411511504	X				8/28/2015	2/6/2017	851	110	961	0	100,323	890						91,147
74 SPDR DJ WILSHIRE INTERNA	78463X863	X				9/22/2015	6/27/2017	115	320	435	0	0	110						0
75 HEALTH CARE SELECT SEC	81369Y209	X				2/6/2017	6/27/2017	286	179	465	0	0	168						0
76 AMEX CONSUMER DISCR SP	81369Y407	X				2/6/2017	6/27/2017	242	237	479	0	0	237						0
77 FINANCIAL SELECT SECTOR	81369Y605	X				9/7/2017	10/23/2017	106	96	202	0	0	96						0
78 FINANCIAL SELECT SECTOR	81369Y704	X				2/6/2017	6/27/2017	332	203	535	0	0	304						0
79 AMEX TECHNOLOGY SELECT	81369Y803	X				2/6/2017	6/27/2017	248	234	482	0	0	234						0
80 AMEX TECHNOLOGY SELECT	85917K546	X				6/20/2014	1/18/2017	722	674	1,396	0	0	674						0
81 STERLING CAPITAL STRATI	85917K546	X				6/20/2014	2/6/2017	817	758	1,575	0	0	758						0
82 STERLING CAPITAL STRATI	85917K546	X				3/20/2015	2/6/2017	603	532	1,135	0	0	532						0
83 STERLING CAPITAL STRATI	85917K546	X				7/24/2015	2/6/2017	248	190	438	0	0	190						0
84 STERLING CAPITAL STRATI	85917K546	X				1/22/2016	2/6/2017	563	548	1,111	0	0	548						0
85 STERLING CAPITAL STRATI	85917K546	X				8/25/2016	2/6/2017	1,834	1,834	3,668	0	0	1,834						0
86 STERLING CAPITAL STRATI	85917K546	X				2/6/2017	6/27/2017	702	645	1,347	0	0	645						0
87 VANGUARD SHORT TERM B	921937827	X				2/6/2017	6/27/2017	263	228	491	0	0	228						0
88 VANGUARD FTSE DEVELOP	921937827	X				2/6/2017	6/27/2017	775	728	1,503	0	0	728						0
89 VANGUARD FTSE EMERGIN	922042858	X				2/6/2017	6/27/2017	311	268	579	0	0	268						0
90 VANGUARD FTSE EMERGIN	922042858	X				2/6/2017	6/27/2017	778	707	1,485	0	0	707						0
91 VANGUARD FTSE EMERGIN	922042858	X				10/24/2014	9/7/2017	92	102	194	0	0	102						0
92 AGR MANAGED FUTURES ST	00203H859	X				4/22/2016	9/7/2017	1,785	2,048	3,833	0	0	2,048						0
93 AGR MANAGED FUTURES ST	00203H859	X				8/25/2016	9/7/2017	179	188	367	0	0	188						0
94 AGR MANAGED FUTURES ST	00203H859	X				1/18/2017	9/7/2017	1,028	1,018	2,046	0	0	1,018						0
95 AGR MANAGED FUTURES ST	00203H859	X				8/25/2016	1/18/2017	73	76	149	0	0	76						0
96 INV BALANCE RISK COMM ST	00888Y508	X				7/5/2015	1/18/2017	207	211	418	0	0	211						0
97 AMER CENT SMALL CAP GR	025083320	X				7/24/2015	1/18/2017	2,228	2,231	4,459	0	0	2,231						0
98 AMER CENT SMALL CAP GR	025083320	X				1/13/2015	2/6/2017	187	163	350	0	0	163						0
99 AMER CENT SMALL CAP GR	025083320	X				7/24/2015	2/6/2017	88	69	157	0	0	69						0
100 AMER CENT SMALL CAP GR	025083320	X				1/22/2016	2/6/2017	510	470	980	0	0	470						0
101 AMER CENT SMALL CAP GR	025083320	X				8/25/2016	2/6/2017	3,405	2,588	6,000	0	0	2,588						0
102 AMER CENT SMALL CAP GR	025083320	X				8/25/2016	2/6/2017	164	160	324	0	0	160						0
103 ARTISAN INTERNATIONAL FI	04314H402	X				1/18/2017	2/6/2017	2,864	2,864	5,728	0	0	2,864						0
104 ARTISAN INTERNATIONAL FI	04314H402	X				4/10/2012	2/6/2017	162	155	317	0	0	155						0
105 ARTISAN MID CAP FUND-INS	04314H600	X				8/10/2012	2/6/2017	121	123	244	0	0	123						0
106 ARTISAN MID CAP FUND-INS	04314H600	X				2/11/2013	2/6/2017	410	509	919	0	0	509						0
107 ARTISAN MID CAP FUND-INS	04314H600	X				9/20/2014	2/6/2017	79	92	171	0	0	92						0
108 ARTISAN MID CAP FUND-INS	04314H600	X				1/22/2015	2/6/2017	610	574	1,184	0	0	574						0
109 ARTISAN MID CAP FUND-INS	04314H600	X				1/22/2015	2/6/2017	288	285	0	0	285						0	
110 ARTISAN MID CAP FUND-INS	04314H600	X				1/18/2017	2/6/2017	142	148	290	0	0	148						0
111 ARTISAN MID CAP FUND-INS	04314H600	X				10/27/2015	1/18/2017	1,056	1,015	2,071	0	0	1,015						0
112 BLACKROCK GL US CREDIT	09259N505	X				8/25/2016	9/7/2017	2,331	2,340	4,671	0	0	2,340						0
113 BLACKROCK GL US CREDIT	09259N505	X				10/27/2015	9/7/2017	175	165	340	0	0	165						0
114 BLACKROCK GL US CREDIT	09259N505	X				4/22/2016	9/7/2017	153	153	306	0	0	153						0
115 CREDIT SUISSE COMM RET	22544R305	X				1/23/2014	1/18/2017	483	550	1,033	0	0	550						0
116 CREDIT SUISSE COMM RET	22544R305	X				1/22/2015	1/18/2017	280	290	570	0	0	290						0
117 CREDIT SUISSE COMM RET	22544R305	X				3/20/2015	1/18/2017	154	142	296	0	0	142						0
118 CREDIT SUISSE COMM RET	22544R305	X				1/13/2015	1/18/2017	62	49	111	0	0	49						0
119 DODGE & COX INTL STOCK	256206103	X				5/10/2012	1/18/2017	134	105	239	0	0	105						0
120 DODGE & COX INTL STOCK	256206103	X				2/25/2009	2/6/2017	1,580	688	2,268	0	0	688						0
121 DODGE & COX INTL STOCK	256206103	X				10/31/2008	2/6/2017	981	619	1,600	0	0	619						0
122 DODGE & COX INTL STOCK	256206103	X				5/10/2012	2/6/2017	393	301	694	0	0	301						0
123 DODGE & COX INTL STOCK	256206103	X				1/22/2016	2/6/2017	592	484	1,076	0	0	484						0
124 DODGE & COX INTL STOCK	256206103	X				5/26/2009	2/6/2017	757	677	1,434	0	0	677						0
125 DODGE & COX INCOME FDC	256210105	X				8/24/2007	2/6/2017	2,090	1,914	3,994	0	0	1,914						0
126 DODGE & COX INCOME FDC	256210105	X				1/13/2015	2/6/2017	462	458	920	0	0	458						0
127 DODGE & COX INCOME FDC	256210105	X				10/5/2016	2/6/2017	671	680	1,351	0	0	680						0
128 DODGE & COX INCOME FDC	256210105	X				1/18/2017	2/6/2017	752	750	1,502	0	0	750						0
129 DODGE & COX INCOME FDC	256210105	X				1/18/2017	2/6/2017	0	0	0	0	0	0						0
130 DODGE & COX INCOME FDC	256210105	X				1/18/2017	2/6/2017	0	0	0	0	0	0						0

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

		1,109	0	0	1,109
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,109			1,109

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

		49	38	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	38	38		
2	ESTIMATED EXCISE PAYMENTS	11			

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			0	92,779	101,792
2	CONSUMER STAPLES SECTOR SPDR TR		0	1,215	1,308
3	AMEX FINANCIAL SELECT SPDR		0	3,908	4,605
4	AMEX MATERIALS SPDR		0	674	787
5	AMEX TECHNOLOGY SELECT SPDR		0	5,702	7,098
6	AMEX ENERGY SELECT SPDR		0	872	867
7	FID ADV EMER MKTS INC- CL I 607		0	5,826	6,075
8	ISHARES TR SMALLCAP 600 INDEX FD		0	5,763	6,452
9	ISHARES S&P MIDCAP 400 VALUE		0	5,474	5,924
10	ISHARES S&P MIDCAP 400 GROWTH		0	5,116	5,827
11	AMEX INDUSTRIAL SPDR		0	2,773	3,254
12	AMEX HEALTH CARE SPDR		0	3,909	4,465
13	AMEX CONSUMER DISCR SPDR		0	3,306	3,849
14	T ROWE PR REAL ESTATE-I #432		0	5,615	5,710
15	REAL ESTATE SELECT SECT SPDR		0	693	725
16	VANGUARD REIT VIPER		0	903	1,494
17	VANGUARD EMERGING MARKETS ETF		0	5,276	6,336
18	VANGUARD INFLAT-PROT SECS-ADM 511		0	1,198	1,177
19	JPMORGAN HIGH YIELD FUND SS 3580		0	2,030	2,084
20	T ROWE PRICE INST FLOAT RATE 170		0	923	929
21	VANGUARD BD INDEX FD INC		0	6,156	6,091
22	SPDR DJ WILSHIRE INTERNATIONAL REA		0	2,891	3,199
23	VANGUARD INTERMEDIATE TERM B		0	16,334	16,179
24	VANGUARD EUROPE PACIFIC ETF		0	6,222	7,357

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

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

1	MUTUAL FUND TIMING DIFFERENCE	1	31
2	ROUNDING	2	6
3	Total	3	37

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	46
2	Total	2	46

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

		2,014		0							
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1 Wells Fargo Bank N.A. Trust Tax D	X	6325 S RAINBOW BLVD STE 300	LAS VEGAS	NV	89118		TRUSTEE	SEE ATTAC	2,014		

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

	Date	Amount
1 Credit from prior year return		4
2 First quarter estimated tax payment	5/10/2017	11
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		15

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2016 that remained undistributed at the beginning of the 2017 tax year	1	3,374
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	3,374