

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

, 2017, and ending

, 20

Name of foundation

WHEELER FOUNDATION - AGY - MAIN

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

A Employer identification number

87-0503163

B Telephone number (see instructions)

801-583-3593

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

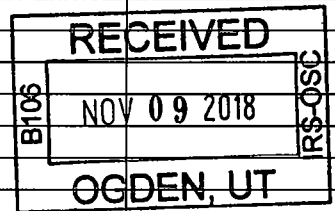
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 92,970,504.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

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 ☒ if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments	20,351.	20,351.		STMT 1
4 Dividends and interest from securities	1,957,040.	1,917,123.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	362,225.			
b Gross sales price for all assets on line 6a	29,916,319.			
7 Capital gain net income (from Part IV, line 2)		362,225.		
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)	1,359,413.	246,271.		STMT 7
12 Total. Add lines 1 through 11	3,699,029.	2,545,970.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	37,500.	NONE		37,500.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	358,920.	269,190.		89,730.
17 Interest				
18 Taxes (attach schedule) (see instructions)	74,940.	36,920.		
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)	196,874.	197,189.		31,681.
24 Total operating and administrative expenses. Add lines 13 through 23.	668,234.	503,299.	NONE	158,911.
25 Contributions, gifts, grants paid	4,169,670.			4,169,670.
26 Total expenses and disbursements. Add lines 24 and 25.	4,837,904.	503,299.	NONE	4,328,581.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,138,875.			
b Net investment income (if negative, enter -0-)		2,042,671.		
c Adjusted net income (if negative, enter -0-)				



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	5,667,887.	3,908,043.	3,908,043.
	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)	7,062,855.	9,109,777.	8,917,357.
	b	Investments - corporate stock (attach schedule)	51,228,477.	52,331,104.	61,526,654.
	c	Investments - corporate bonds (attach schedule)	13,083,771.	13,403,676.	13,268,630.
	Liabilities	11	Investments - land, buildings, and equipment basis	169,839.	
		Less: accumulated depreciation (attach schedule) ▶	169,839.	169,839.	214,989.
12		Investments - mortgage loans			
13		Investments - other (attach schedule)	8,995,562.	6,979,990.	5,134,831.
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)	86,208,391.	85,902,429.	92,970,504.
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	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	
		Foundations that follow SFAS 117, check here ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ☒ X			
27	Capital stock, trust principal, or current funds	86,208,391.	85,902,429.		
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)	86,208,391.	85,902,429.		
31	Total liabilities and net assets/fund balances (see instructions)	86,208,391.	85,902,429.		

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	86,208,391.
2	Enter amount from Part I, line 27a	2	-1,138,875.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 23	3	908,861.
4	Add lines 1, 2, and 3	4	85,978,377.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 24	5	75,948.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	85,902,429.

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 29,916,319.		29,554,094.	362,225.		
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			362,225.		
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	362,225.	
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	4,593,594.	84,989,778.	0.054049
2015	4,519,589.	89,325,296.	0.050597
2014	4,269,489.	91,012,775.	0.046911
2013	812,173.	86,538,701.	0.009385
2012	426,399.	21,976,831.	0.019402
2 Total of line 1, column (d)			2 0.180344
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 0.036069
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 89,240,533.
5 Multiply line 4 by line 3.			5 3,218,817.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 20,427.
7 Add lines 5 and 6			7 3,239,244.
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 4,328,581.

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 ☐ 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 ☒ and enter 1% of Part I, line 27b		1	20,427.
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	20,427.
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	20,427.
6 Credits/Payments.			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	55,440.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	55,440.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
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	35,013.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 20,428. Refunded ▶	11	14,585.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
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.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		X
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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ▶ UT		
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 <i>General Instruction G</i> ? If "No," attach explanation	X	
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 tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ► N/A	X	
14 The books are in care of ► SEE STATEMENT 25 Telephone no ► Located at ► ZIP+4 ►		
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
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ 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 (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		
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		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?		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 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.) - 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? ☐ Yes ☒ 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

		Yes	No
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		
	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)		
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?		
	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?		

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
SEE STATEMENT 26		37,500.		

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	87,048,379.
b	Average of monthly cash balances	1b	3,336,158.
c	Fair market value of all other assets (see instructions).	1c	214,989.
d	Total (add lines 1a, b, and c)	1d	90,599,526.
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	90,599,526.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,358,993.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	89,240,533.
6	Minimum investment return. Enter 5% of line 5	6	4,462,027.

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	4,462,027.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	20,427.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,427.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,441,600.
4	Recoveries of amounts treated as qualifying distributions	4	2,875.
5	Add lines 3 and 4.	5	4,444,475.
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	4,444,475.

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	4,328,581.
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	4,328,581.
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	20,427.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,308,154.

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				4,444,475.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			3,802,915.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012	NONE			
b From 2013	NONE			
c From 2014	NONE			
d From 2015	NONE			
e From 2016	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2017 from Part XII, line 4. ► \$ 4,328,581.				
a Applied to 2016, but not more than line 2a . . .			3,802,915.	
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.				525,666.
e Remaining amount distributed out of corpus. . .	NONE			
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	NONE			
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				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018.				3,918,809.
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	NONE			
10 Analysis of line 9				
a Excess from 2013 . . .	NONE			
b Excess from 2014 . . .	NONE			
c Excess from 2015 . . .	NONE			
d Excess from 2016 . . .	NONE			
e Excess from 2017 . . .	NONE			

NOT APPLICABLE

--	--

4942(1)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.					
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					

1 Information Regarding Foundation Managers:

N/A

N/A

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.

c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2

SEE ATTACHED STATEMENT FOR LINE 2

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 SCHEDULE ONE WEST 4TH STREET Winston-Salem NC 27101	NONE	PC	GENERAL SUPPORT	4,169,670.
Total			3a	4,169,670.
b Approved for future payment				
Total			3b	

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. | | |

[illegible]

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

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

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.

Sign Here  Nelson W. Jensen Nov 6, 2018 President

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below? See instructions. ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name DEBRA GORDY, VP	Preparer's signature <i>Debra Cordy</i>	Date 11/02/2018	Check ☐ If self-employed	PTIN P01030672
	Firm's name ▶ WELLS FARGO BANK, N.A.	Firm's EIN ▶ 94-3080771			
	Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28262	Phone no. 800-691-8916			

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
SECURED MARKET DEPOSIT ACCOUNT	20,351.	20,351.
	-----	-----
TOTAL	20,351.	20,351.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC	3.625% 6/15/23	9,063.
AT&T INC	5.800% 2/15/19	17,360.
AMERICAN ASSETS TRUST INC		4,217.
AMERICAN CAMPUS CMNTYS INC		5,850.
AMERICAN EXPRESS CRE 2.250%	8/15/19	5,625.
AMERICAN TOWER CORP		6,187.
AMERIPRISE FINANCIAL	3.700% 10/15/24	9,250.
AMGEN INC	2.125% 5/15/17	2,656.
APARTMENT INVT & MGMT CO CL A		6,388.
APPLE INC		24,711.
VR APPLE INC	2.93282% 2/09/22	906.
ARIZONA PUBLIC SERVI	2.200% 1/15/20	6,490.
ASSOC BANC-CORP	2.750% 11/15/19	6,875.
AVALONBAY CMNTYS INC		2,496.
BP CAPITAL MARKETS	3.535% 11/04/24	2,970.
VR BANK OF NOVA SCOT	1.860% 3/07/22	1,353.
BECTON DICKINSON	3.125% 11/08/21	7,813.
BLACKROCK INC		7,400.
BLACKROCK INC	3.500% 3/18/24	8,750.
BOEING CO		29,116.
BOSTON PROPERTIES INC COM		3,007.
BUNGE LIMITED FINANC	3.200% 6/15/17	4,000.
CME GROUP INC		21,614.
CVS HEALTH CORPORATION		9,390.
CAPITAL ONE MULTI-AS	1.600% 5/17/21	6,400.
CATERPILLAR INC	1.500% 6/26/17	1,875.
CATERPILLAR INC	3.400% 5/15/24	3,117.
CELANESE CORP		12,718.
CELGENE CORP	1.900% 8/15/17	9,500.
CHESAPEAKE LODGING TRUST		6,058.
CHEVRON CORP		25,510.
CISCO SYSTEMS INC		26,138.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CITIGROUP INC.	10,095.	10,095.
CITIGROUP INC	9,375.	9,375.
COCA-COLA CO/THE	4,125.	4,125.
COGNIZANT TECH SOLUTIONS CRP COM	3,958.	3,958.
COLONY STARWOOD HOMES	5,851.	2,750.
COMCAST CORP CLASS A	6,660.	6,660.
CORESITE REALTY CORP	18,763.	13,161.
CORPORATE OFFICE PROPERTIES COM	5,967.	5,163.
COSTCO WHOLESALE COR 1.125% 12/15/17	1,406.	1,406.
CROWN CASTLE INTL CORP	10,317.	10,317.
CUMMINS INC.	16,427.	16,427.
JOHN DEERE CAPITAL	1,500.	1,500.
DIGITAL RLTY TR INC	6,473.	6,473.
DISCOVER CARD EXECUT 1.900% 10/17/22	8,075.	8,075.
WALT DISNEY CO	6,889.	6,889.
E.I. DU PONT DE NEMO 2.800% 2/15/23	14,000.	14,000.
EPR PROPERTIES	24,683.	22,898.
EQUINIX INC	13,330.	13,330.
EXTRA SPACE STORAGE INC	9,274.	9,274.
EXXON MOBIL CORPORATION	17,684.	17,684.
FED HOME LN BK	4,719.	4,719.
FED NATL MTG ASSN	15,000.	15,000.
FED HOME LN MTG CORP 3.000% 8/15/42	17,878.	17,878.
FIFTH THIRD BANCORP 2.375% 4/25/19	5,938.	5,938.
FIRST INDL RLTY TR INC COM	9,967.	9,967.
FIRST POTOMAC RLTY TR	3,558.	3,558.
VR FORD MOTOR CRED 3.51006% 8/03/22	1,096.	1,096.
FORTIVE CORP	2,307.	2,307.
GGP INC	7,533.	7,533.
GENERAL ELEC CAP COR 3.150% 9/07/22	7,875.	7,875.
GENERAL GROWTH PROPERTIE-W/I	2,299.	2,299.
GILEAD SCIENCES INC	14,159.	14,159.
GOLDMAN SACHS GROUP	16,443.	16,443.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GOLDMAN SACHS GROUP	486.	486.
GOVT NATL MTG ASSN	5,182.	5,182.
GOVT NATL MTG ASSN	9,478.	9,478.
HCP INC	10,138.	10,138.
HALLIBURTON CO	3,180.	3,180.
HOME DEPOT INC	9,375.	9,375.
HOST HOTELS & RESORTS, INC.	20,043.	20,043.
VR INTEL CORP	876.	876.
ISHARES MSCI EAFE ETF	223,333.	223,333.
ISHARES RUSSELL 2000 ETF	70,110.	70,110.
JPMORGAN CHASE & CO	21,320.	21,320.
JPMORGAN CHASE & CO	10,950.	10,950.
JP MORGAN CHASE COMM	908.	908.
KLA-TENCOR CORP	9,281.	9,281.
KELLOGG CO	8,125.	8,125.
KEY BANK NA	3,392.	3,392.
KILROY REALTY CORP COM	3,839.	3,063.
KIMCO RLTY CORP	13,263.	7,721.
KINDER MORGAN ENER	10,375.	10,375.
LAB CORP OF AMER HLD	5,500.	5,500.
LASALLE HOTEL PROPERTIES COM	1,002.	1,002.
LOWE'S COMPANIES INC	2,031.	2,031.
VR MANUF & TRADERS	1,111.	1,111.
MANULIFE FINANCIAL CORP	21,749.	21,749.
MARSH & MCLENNAN COS	8,750.	8,750.
MCDONALD'S CORP	6,563.	6,563.
MCKESSON CORP	847.	847.
MEDICAL PPTYS TR INC	20,989.	14,811.
MERCK & CO INC	6,250.	6,250.
MERCK & CO INC NEW	13,607.	13,607.
MICROSOFT CORP	24,047.	24,047.
MID AMERICA APARTMENT COM	10,540.	10,540.
VR MORGAN STANLEY	857.	857.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
NATIONAL RETAIL PPTYS INC	9,132.	7,858.
NIKE INC CL B	2,537.	2,537.
NISSAN AUTO RECEIVAB 1.370% 5/15/20	5,432.	5,432.
NORTHERN TRUST CORP 3.375% 8/23/21	8,438.	8,438.
OMNICOM GROUP INC 6.250% 7/15/19	15,625.	15,625.
OUTFRONT MEDIA INC	27,505.	23,538.
PNC BANK NA 2.250% 7/02/19	5,625.	5,625.
PEPSICO INC 3.125% 11/01/20	7,813.	7,813.
PIEDMONT OFFICE REALTY TRU-A	3,558.	3,558.
PROLOGIS INC	7,324.	7,324.
PRUDENTIAL FINANCIAL 3.500% 5/15/24	8,750.	8,750.
PUBLIC SERVICE ELECT 3.000% 5/15/25	5,400.	5,400.
PUBLIC STORAGE INC COM	2,798.	2,798.
RLJ LODGING TRUST	17,220.	12,524.
RAMCO-GERSHENSON PPTYS TR COM	3,343.	3,343.
RAYTHEON COMPANY 3.125% 10/15/20	7,813.	7,813.
SPDR S & P 500 ETF TRUST	24,011.	24,011.
SPDR S&P MIDCAP 400 ETF TRUST	55,957.	55,957.
SABRA HEALTH CARE REIT -	5,400.	3,835.
SCHLUMBERGER LTD	2,400.	2,400.
SIMON PROPERTY GROUP INC	24,708.	24,708.
STAG INDUSTRIAL INC	2,130.	1,465.
SUNTRUST BANKS INC 2.500% 5/01/19	6,250.	6,250.
TJX COMPANIES INC	7,984.	7,984.
TARGET CORP	3,950.	3,950.
TARGET CORP 2.900% 1/15/22	14,500.	14,500.
THERMO FISHER SCIENTIFIC INC	1,760.	1,760.
E-TRACS ALERIAN MLP INFRASTRUCTURE	53,061.	53,061.
ETRACS ALERIAN MLP UBS AG LDN BR ETN	72,965.	72,965.
UNION PACIFIC CORP	14,468.	14,468.
UNITED PARCEL SERVICE-CL B	10,654.	10,654.
UNITED PARCEL SERVICE 3.125% 1/15/21	7,813.	7,813.
US BANCORP 3.000% 3/15/22	7,500.	7,500.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
US TREASURY NOTE 2.000% 8/15/25	22,000.	22,000.
US TREASURY NOTE 1.875% 10/31/22	18,750.	18,750.
US TREAS INFL IND NT 1.125% 1/15/21	-145.	-145.
US TREASURY NOTE 1.625% 5/15/26	40,625.	40,625.
US TREASURY-NOTE 0.750% 9/30/18	7,232.	7,232.
US TREASURY NOTE 2.000% 12/31/21	15,856.	15,856.
US TREASURY NOTE 2.125% 5/15/25	10,625.	10,625.
UNITED TECHNOLOGIES 3.100% 6/01/22	7,750.	7,750.
UNITEDHEALTH GROUP INC	15,838.	15,838.
UNITEDHEALTH GROUP 2.750% 2/15/23	6,875.	6,875.
VANGUARD INTERMEDIATE TERM B	1,471.	1,471.
VANGUARD FTSE EMERGING MARKETS ETF	143,741.	143,741.
VENTAS INC COM	6,281.	6,281.
WAL-MART STORES INC 4.250% 4/15/21	21,250.	21,250.
WF ULTR SHORT-TRMINCOME-I#3104	11,191.	11,191.
ACCENTURE PLC	4,302.	4,302.
GAI CORBIN MULTI STRATEGY FUND	13,650.	13,650.
	-----	-----
TOTAL	1,957,040.	1,917,123.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
IRS TAX REFUND	45,550.	
VARIOUS PARTNERSHIP INCOME RECEIVED	1,313,133.	
NB PRIVATE DEBT ASP FUND		158,944.
TRICADIA CREDIT STRATEGIES II ASP FUND		-459.
CLASS ACTION PROCEEDS	730.	730.
POWERSHARES DB OIL FUND		87,056.
	-----	-----
TOTALS	1,359,413.	246,271.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CUSTODIAN MGMT./GRANT ADMIN FE	358,920.	269,190.	89,730.
TOTALS	358,920.	269,190.	89,730.
	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	6,298.	6,298.
FEDERAL ESTIMATES - PRINCIPAL	38,020.	
FOREIGN TAXES ON QUALIFIED FOR	23,146.	23,146.
FOREIGN TAXES ON NONQUALIFIED	7,476.	7,476.
	-----	-----
TOTALS	74,940.	36,920.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
VARIOUS PARTNERSHIP EXPENSES			
FOUNDATION MEETING EXPENSES	21,384.	30,034.	21,384.
EXPONENT PHILANTHROPY - RENEWA	750.		750.
OPTION STRATEGIES FEES	165,192.	165,192.	
US POSTAL SERVICE	198.		198.
MCCULLOUGH GROUP FEE	97.		97.
ARIZONA PROPERTY TAX	8,493.		8,492.
UT STATE REPORT	10.		10.
INSURANCE	750.	1,963.	750.
POWERSHARES DB OIL FUND			
TOTALS	196,874.	197,189.	31,681.
	=====	=====	=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
3135G0D75 FED NATL MTG ASSN	997,333.	997,333.	988,140.
912828K74 US TREASURY NOTE	1,075,773.	1,075,773.	1,072,368.
912828M49 US TREASURY NOTE	992,383.	992,383.	985,470.
912828XB1 US TREASURY NOTE	484,885.	484,885.	492,365.
912828R36 US TREASURY NOTE	2,515,020.	2,515,020.	2,354,700.
912828T42 US TREASURY NOTE	997,461.	997,461.	992,890.
912828PP9 US TREAS INFL IND.NT		289,813.	290,314.
912828U81 US TREASURY NOTE		1,757,109.	1,741,110.
TOTALS	7,062,855.	9,109,777.	8,917,357.

=====

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
024835100 AMERICAN CAMPUS CMNT	192,160.		
03027X100 AMERICAN TOWER CORP	483,971.		
037833100 APPLE INC	1,199,149.	874,437.	1,254,502.
084670702 BERKSHIRE HATHAWAY I	747,702.	475,402.	634,304.
09247X101 BLACKROCK INC	268,812.	667,094.	778,271.
097023105 BOEING CO	768,705.	471,198.	914,221.
101121101 BOSTON PROPERTIES IN	204,113.		
12572Q105 CME GROUP INC	594,039.	359,693.	491,312.
126650100 CVS HEALTH CORPORATI	463,455.	536,828.	414,193.
150870103 CELANESE CORP	514,829.	202,563.	278,408.
166764100 CHEVRON CORP	638,312.	460,769.	531,306.
17275R102 CISCO SYSTEMS INC	697,185.	607,812.	774,962.
172967424 CITIGROUP INC.	556,423.	416,923.	580,398.
20030N101 COMCAST CORP CLASS A	366,131.	366,131.	437,266.
231021106 CUMMINS INC.	500,221.		
254687106 WALT DISNEY CO	468,018.	468,018.	474,764.
26884U109 EPR PROPERTIES	278,131.	692,775.	694,727.
30225T102 EXTRA SPACE STORAGE	474,125.		
30231G102 EXXON MOBIL CORPORAT	500,846.	500,846.	483,356.
375558103 GILEAD SCIENCES INC	655,989.	197,230.	179,100.
40414L109 HCP INC	407,718.		
464287465 ISHARES MSCI EAFE ET	6,781,397.	6,988,127.	8,163,905.
464287655 ISHARES RUSSELL 2000	4,632,134.	4,895,649.	5,717,250.
46625H100 JPMORGAN CHASE & CO	734,726.	529,963.	776,384.
58155Q103 MCKESSON CORP		517,729.	540,367.
58933Y105 MERCK & CO INC NEW	433,494.	84,599.	84,405.
594918104 MICROSOFT CORP	823,979.	675,308.	1,029,816.
78462F103 SPDR S & P 500 ETF T	1,105,868.	1,105,868.	1,334,300.
78467Y107 SPDR S&P MIDCAP 400	3,910,639.	4,067,600.	4,835,740.

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
806857108 SCHLUMBERGER LTD	113,184.	113,184.	80,868.
872540109 TJX COMPANIES INC	490,110.	490,110.	509,759.
87612E106 TARGET CORP	478,648.	521,514.	556,126.
883556102 THERMO FISHER SCIENT	422,583.	220,941.	284,820.
907818108 UNION PACIFIC CORP	738,190.	418,419.	442,530.
911312106 UNITED PARCEL SERVIC	367,122.	155,062.	154,895.
91324P102 UNITEDHEALTH GROUP I	832,910.	326,800.	492,949.
015351109 ALEXION PHARMACEUTIC	660,167.	839,557.	834,977.
02079K107 ALPHABET INC CL C	691,533.	691,533.	995,126.
023135106 AMAZON COM INC COM	404,639.	746,987.	1,020,947.
03748R101 APARTMENT INVT & MGM	420,930.	983,603.	958,517.
053484101 AVALONBAY CMNTYS INC	205,067.		
151020104 CELGENE CORP COM	638,494.	638,494.	624,699.
165240102 CHESAPEAKE LODGING T	150,656.		
20605P101 CONCHO RESOURCES INC	629,489.	380,228.	405,594.
21870Q105 CORESITE REALTY CORP	301,363.	742,360.	1,025,100.
22822V101 CROWN CASTLE INTL CO	471,941.		
278865100 ECOLAB INC		517,367.	504,517.
29444U700 EQUINIX INC	361,046.	736,037.	1,003,882.
30303M102 FACEBOOK INC	417,515.	417,515.	777,130.
32054K103 FIRST INDL RLTY TR I	181,085.	659,484.	755,280.
33610F109 FIRST POTOMAC RLTY T	208,597.		
370023103 GENERAL GROWTH PROPE	506,951.		
44107P104 HOST HOTELS & RESORT	216,836.	648,948.	734,450.
49446R109 KIMCO RLTY CORP	543,304.		
517942108 LASALLE HOTEL PROPER	121,400.		
518439104 ESTEE LAUDER COMPANI		505,484.	517,231.
58463J304 MEDICAL PPTYS TR INC	197,361.	785,928.	826,800.
59522J103 MID AMERICA APARTMEN	445,459.		

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
637417106 NATIONAL RETAIL PPTY	252,525.		
69007J106 OUTFRONT MEDIA INC	265,783.	676,064.	696,000.
693506107 PPG INDUSTRIES INC		514,537.	511,088.
720190206 PIEDMONT OFFICE REAL	207,851.		
741503403 THE PRICELINE GROUP		760,688.	761,130.
74340W103 PROLOGIS INC	505,396.		
74460D109 PUBLIC STORAGE INC C	158,020.		
74965L101 RLJ LODGING TRUST	214,771.	755,990.	765,962.
78573L106 SABRA HEALTH CARE RE	186,137.		
79466L302 SALESFORCE COM INC	594,627.	516,460.	749,039.
828806109 SIMON PROPERTY GROUP	813,426.		
85254J102 STAG INDUSTRIAL INC	130,230.		
922042858 VANGUARD FTSE EMERGI	4,101,308.	4,501,669.	5,773,504.
92276F100 VENTAS INC COM	205,250.	666,852.	660,110.
92826C839 VISA INC-CLASS A SHR		749,137.	783,431.
G1151C101 ACCENTURE PLC	215,564.	49,385.	61,236.
024013104 AMERICAN ASSETS TRUS	312,943.		
192446102 COGNIZANT TECH SOLUT	506,600.	512,681.	655,373.
19625X102 COLONY STARWOOD HOME	215,379.		
22002T108 CORPORATE OFFICE PRO	213,834.		
34959J108 FORTIVE CORP	407,232.	407,232.	596,236.
49427F108 KILROY REALTY CORP C	214,465.		
56501R106 MANULIFE FINANCIAL C	633,298.		
751452202 RAMCO-GERSHENSON PPT	254,987.		
253868103 DIGITAL RLTY TR INC		705,475.	683,400.
406216101 HALLIBURTON CO		775,350.	863,435.
46187W107 INVITATION HOMES INC		1,014,626.	1,027,063.
532457108 ELI LILLY & CO COM		511,199.	502,115.
64110L106 NETFLIX INC		765,007.	781,661.

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
893641100 TRANSDIGM GROUP INC	-----	746,635.	746,417.
TOTALS	51,228,477. =====	52,331,104. =====	61,526,654. =====

FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
001055AL6 AFLAC INC	243,748.	243,748.	259,615.
00206RAR3 AT&T INC	285,250.		
0258M0DP1 AMERICAN EXPRESS CRE	249,133.	249,133.	250,523.
03076CAG1 AMERIPRISE FINANCIAL	253,470.	253,470.	261,080.
031162BQ2 AMGEN INC	258,148.		
045487AA3 ASSOC BANC-CORP	250,685.	250,685.	250,850.
075887BA6 BECTON DICKINSON	269,645.	269,645.	252,108.
09247XAL5 BLACKROCK INC	255,060.	255,060.	259,845.
120568AV2 BUNGE LIMITED FINANC	262,600.		
149123BZ3 CATERPILLAR INC	253,368.		
151020AG9 CELGENE CORP	507,670.		
172967HT1 CITIGROUP INC	254,390.	254,390.	259,310.
191216AY6 COCA-COLA CO/THE	255,745.	255,745.	249,948.
22160KAE5 COSTCO WHOLESALE COR	249,325.		
24422ERL5 JOHN DEERE CAPITAL	155,081.		
263534CK3 E.I. DU PONT DE NEMO	501,640.	501,640.	498,895.
31677QBB4 FIFTH THIRD BANCORP	250,938.	250,938.	250,723.
36962G6F6 GENERAL ELEC CAP COR	255,815.	255,815.	253,953.
38141GFM1 GOLDMAN SACHS GROUP	285,343.		
437076BC5 HOME DEPOT INC	251,228.	251,228.	263,583.
46625HHU7 JPMORGAN CHASE & CO	277,365.		
482480AD2 KLA-TENCOR CORP	226,942.	226,942.	234,716.
487836BE7 KELLOGG CO	270,423.	270,423.	251,095.
494550BS4 KINDER MORGAN ENER	245,005.	245,005.	259,280.
50540RAK8 LAB CORP OF AMER HLD	254,368.		
548661CY1 LOWE'S COMPANIES INC	254,615.		
571748AV4 MARSH & MCLENNAN COS	252,080.	252,080.	258,308.
58013MEM2 MCDONALD'S CORP	253,598.	253,598.	250,515.
589331AN7 MERCK & CO INC	285,075.	285,075.	260,725.

FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
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665859AM6 NORTHERN TRUST CORP	272,928.	272,928.	257,150.
681919AY2 OMNICOM GROUP INC	288,983.	288,983.	264,295.
69353RDD7 PNC BANK NA	249,578.	249,578.	250,148.
713448BR8 PEPSICO INC	271,120.	271,120.	256,528.
742718DN6 PROCTER & GAMBLE CO			
74432QBZ7 PRUDENTIAL FINANCIAL	249,840.	249,840.	259,670.
755111BT7 RAYTHEON COMPANY	271,390.	271,390.	255,745.
867914BG7 SUNTRUST BANKS INC	252,205.	252,205.	250,938.
87612EAZ9 TARGET CORP	513,930.	513,930.	509,590.
88579YAD3 3M COMPANY			
911312AM8 UNITED PARCEL SERVIC	265,570.	265,570.	256,153.
91159HHC7 US BANCORP	261,490.	261,490.	254,985.
913017BV0 UNITED TECHNOLOGIES	268,138.	268,138.	254,643.
91324PBZ4 UNITEDHEALTH GROUP	254,093.	254,093.	250,495.
931142DD2 WAL-MART STORES INC	574,330.	574,330.	531,205.
949917744 WF ULTR SHORT-TRM INC	747,649.	747,649.	749,111.
040555CR3 ARIZONA PUBLIC SERVI	294,959.	294,959.	294,130.
74456QBL9 PUBLIC SERVICE ELECT	179,815.	179,815.	180,445.
00206REM0 AT&T INC		249,683.	251,670.
037833CN8 VR APPLE INC 1		253,308.	253,440.
05565QCS5 BP CAPITAL MARKETS		258,293.	259,743.
064159JF4 VR BANK OF NOVA SCOT		250,448.	250,755.
149123CC3 CATERPILLAR INC		261,465.	259,743.
345397YP2 VR FORD MOTOR CRED		249,202.	252,365.
38145GAH3 GOLDMAN SACHS GROUP		249,843.	251,463.
458140BC3 VR INTEL CORP 1		250,718.	251,295.
46625HRV4 JPMORGAN CHASE & CO		245,023.	245,560.
49327M2K9 KEY BANK NA		256,770.	253,760.
55279HAM2 VR MANUF & TRADERS 1		250,612.	251,205.

FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
61744YAJ7 VR MORGAN STANLEY		250,611.	252,008.
921937819 VANGUARD INTERMEDIAT		337,062.	335,320.
		-----	-----
TOTALS	13,083,771.	13,403,676.	13,268,630.
	=====	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
3133XEX79 FED HOME LN BK	C	101,206.	77,262.	71,037.
3137BAFB3 FED HOME LN MTG CORP	C	674,674.	543,507.	529,927.
38377F2N0 GOVT NATL MTG ASSN	C	246,659.	110,283.	105,835.
38377REX9 GOVT NATL MTG ASSN	C	286,526.	204,143.	202,684.
70299F505 PARTNERS GROUP PRIV	C	1,000,000.		
GTC997004 GAI CORBIN MULTI STR	C	1,000,000.		
14041NEY3 CAPITAL ONE MULTI-AS	C	399,980.	399,980.	399,608.
254683BP9 DISCOVER CARD EXECUT	C	422,825.	422,825.	422,484.
46630JAC3 JP MORGAN CHASE COMM	C	108,598.		
65478AAD5 NISSAN AUTO RECEIVAB	C	399,949.	340,819.	339,775.
GTC999HB8 GAI CORBIN FUND 5% H	C		47,885.	47,885.
NPD999WH7 NB PRIVATE DEBT ASP	C		296,516.	296,516.
14A998O17 CALL WRITE EFA @ 58.	C	-16,458.		
1KU999HW7 CALL WRITE DIS @ 105	C	-951.		
1NV9967E7 CALL WRITE CVS @ 77.	C	-1,549.		
1YS995RB3 CALL WRITE DIS @ 100	C	-1,238.		
2TK9991D7 CALL WRITE C @ 58.50	C	-2,405.		
2TK999915 CALL WRITE C @ 64.00	C	-316.		
2VS9995N8 CALL WRITE MRK @ 64.	C	-1,580.		
2WG997DA2 CALL WRITE CVX @ 110	C	-2,597.		
35Y998GU1 CALL WRITE SPY @ 219	C	-698.		
3GD999X47 CALL WRITE UNH @ 162	C	-2,090.		
3GF990S73 CALL WRITE CELG @ 12	C	-8,289.		
3JS996RT3 CALL WRITE IWM @ 139	C	-4,452.		
3KV998T78 CALL WRITE MSFT @ 62	C	-1,431.		
3Y3996QB7 CALL WRITE CTSH @ 60	C	-3,082.		
3YB998DE2 CALL WRITE EFA @ 59.	C	-9,718.		
46V998XI9 CALL WRITE MSFT @ 61	C	-2,001.		
5HV996PI7 CALL WRITE ALXN @ 14	C	-11,065.		

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
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5VQ997T54 CALL WRITE EFA @ 58.	C	-7,505.		
5W7997UI3 CALL WRITE VWO @ 37.	C	-12,572.		
5XJ997N05 CALL WRITE GILD @ 80	C	-7,370.		
66G990JL0 CALL WRITE CMCSA @ 6	C	-1,919.		
6NM999I79 CALL WRITE JPM @ 81.	C	-736.		
6WJ996EI9 CALL WRITE TMO @ 150	C	-982.		
6XY997LR0 CALL WRITE CRM @ 77.	C	-1,854.		
77F998SN7 CALL WRITE CSCO @ 31	C	-2,379.		
7V3997GI3 CALL WRITE XOM @ 90.	C	-2,100.		
8UT997X89 CALL WRITE SLB @ 82.	C	-685.		
96K995JL1 CALL WRITE AAPL @ 11	C	-2,662.		
9GR99V9U6 CALL WRITE TJX @ 82.	C	-3,154.		
9JB998TH5 CALL WRITE AMZN @ 80	C	-3,096.		
9ND999A58 CALL WRITE FB @ 124.	C	-968.		
9NV999IM3 CALL WRITE CMCSA @ 7	C	-61.		
NPD991105 NB PRIVATE DEBT ASP	C	3,337,270.	3,704,985.	1,259,579.
TRI992009 TRICADIA CREDIT STRA	C	1,035,838.		
YKM992003 YORK MULTI-STRATEGY	C	100,000.		
06A999A57 CALL WRITE CVS @ 77.	C	-1,179.		-252.
08Z998984 CALL WRITE CSCO @ 36	C	-2,027.		-10,994.
10S99A280 CALL WRITE BRK.B @ 2	C	-1,817.		-420.
15L999M53 CALL WRITE UNH @ 227	C	-2,676.		-98.
18E998W31 CALL WRITE CME @ 160	C	-3,839.		-405.
18P9997U5 CALL WRITE XOM @ 84.	C	-590.		-768.
18P999958 CALL WRITE XOM @ 85.	C	-335.		-427.
19M999819 CALL WRITE JPM @ 109	C	-962.		-300.
1HE999909 CALL WRITE EFA @ 71.	C	-10,709.		-16,600.
1HE9999P6 CALL WRITE EFA @ 72.	C	-8,148.		-9,625.
1W5998HZ4 CALL WRITE UNP @ 135	C	-2,666.		-3,760.

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	---
25V999AH8 CALL WRITE CSCO @ 39	C	-668.	-621.	
27F999737 CALL WRITE MRK @ 56.	C	-47.	-31.	
2RA9997L8 CALL WRITE IWM @ 156	C	-8,776.	-2,660.	
2UV998MR0 CALL WRITE VWO @ 45.	C	-7,355.	-32,760.	
2VF998CP1 CALL WRITE UPS @ 120	C	-1,168.	-1,846.	
2WD998I91 CALL WRITE MDY @ 350	C	-7,838.	-4,725.	
32Y999DO3 CALL WRITE AMZN @ 12	C	-3,864.	-300.	
33K999Y05 CALL WRITE MSFT @ 87	C	-8,377.	-4,512.	
3WG99RCL4 CALL WRITE BA @ 285.	C	-4,098.	-18,210.	
3WG99RDC3 CALL WRITE BA @ 305.	C	-5,399.	-9,072.	
3ZP994O27 CALL WRITE BRK.B @ 2	C	-4,384.	-3,600.	
48T997TA2 CALL WRITE DIS @ 105	C	-1,536.	-4,615.	
56M999KE9 CALL WRITE SLB @ 65.	C	-135.	-825.	
57U9995P0 CALL WRITE CMCSA @ 4	C	-998.	-352.	
66Y997Y46 CALL WRITE CTSH @ 75	C	-2,076.	-196.	
68P999KU5 CALL WRITE SPY @ 266	C	-1,253.	-1,960.	
68P999OK3 CALL WRITE SPY @ 270	C	-1,092.	-720.	
6QK998RF8 CALL WRITE EFA @ 71.	C	-7,706.	-6,210.	
6UD998CP1 CALL WRITE CRM @ 105	C	-1,651.	-1,408.	
6WJ996PM8 CALL WRITE TMO @ 200	C	-2,465.	-280.	
70299PGP6 PARTNERS GROUP PRIVA	C	1,000,000.	1,667,674.	
7XG999L04 CALL WRITE C @ 77.50	C	-5,601.	-2,028.	
7YM999T07 CALL WRITE UNP @ 140	C	-2,330.	-4,301.	
7ZN999YF4 CALL WRITE VWO @ 46.	C	-7,347.	-24,192.	
83R999X53 CALL WRITE IWM @ 157	C	-10,463.	-4,950.	
83X999DS8 CALL WRITE EFA @ 71.	C	-8,454.	-9,060.	
85Y999LZ7 CALL WRITE SPY @ 267	C	-1,232.	-1,830.	
85Y999NC6 CALL WRITE SPY @ 268	C	-1,997.	-2,720.	
8WP999EX1 CALL WRITE IWM @ 155	C	-13,329.	-11,410.	

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
9GR99VAT7 CALL WRITE TJX @ 75.	C	-983.	-5,400.	
9NV999QV4 CALL WRITE CMCSA @ 4	C	-1,163.	-858.	
9QF998ID6 CALL WRITE AAPL @ 18	C	-5,859.	-600.	
9SA995VV8 CALL WRITE CE @ 110.	C	-2,532.	-1,560.	
9TM998DD7 CALL WRITE ACN @ 155	C	-657.	-500.	
9V3998F25 CALL WRITE SLB @ 70.	C	-434.	-212.	
		-----	-----	-----
TOTALS		8,995,562.	6,979,990.	5,134,831.
		=====	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	69,178.
CALL/WRITE COST BASIS ADJUSTMENTS	
ACCRUED INT POSTED DATE BEFORE TYE	268.
MUTUAL FUND DEFERRED INCOME	126,025.
NET INCOME LESS EXPENSES FROM CKING ACCT	208,711.
2017 BEGINING CHECKING ACCOUNT BALANCE	251,763.
CALL WRITE OPTIONS BUY/SALE	250,040.
BALANCE ADUSTMENT	1.
2016 DISTB. RETURNED	
2016 DISTB CREDITED BACK NOT REISSUED	2,875.

TOTAL	908,861.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

MUTUAL FUND POSTING DATE AFTER TYE	28,625.
ROC BASIS ADJUSTMENTS	46,081.
ACCRUED INT POSTED DATE AFTER TYE	1,242.

TOTAL	75,948.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: WELLS FARGO BANK NA

ADDRESS: 100 N MAIN ST FL 6 D4001-065
WINSTON SALEM, NC 27101-4000

TELEPHONE NUMBER: (855)739-2921

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

SUSAN HOLT

ADDRESS:

PO BOX 17208

SALT LAKE CITY, UT 84117

TITLE:

V.P./DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

COMPENSATION 7,500.

OFFICER NAME:

ALISON W JENSEN

ADDRESS:

6261 S VINECREST DRIVE

SALT LAKE CITY, UT 84121

TITLE:

V.P./DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

COMPENSATION 7,500.

OFFICER NAME:

REBECCA DAVIS

ADDRESS:

11396 NW RIDGE RD

PORTLAND, OR 97229

TITLE:

PRES. / DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

COMPENSATION 7,500.

OFFICER NAME:

Mary Katherine Younker

ADDRESS:

1029 South 1200 East

SALT LAKE CITY, UT 84105

TITLE:

TREAS. / DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

COMPENSATION 7,500.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

CONNIE WHEELER

ADDRESS:

3035 ABELL AVENUE

BALTIMORE, MD 21218

TITLE:

SEC. / DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

COMPENSATION 7,500.

TOTAL COMPENSATION:

37,500.

=====

=====

RECIPIENT NAME:

WELLS FARGO PHILANTHROPIC SERVICES

ADDRESS:

100 N MAIN STREET D4001-065

WINSTON SALEM, NC 27101

RECIPIENT'S PHONE NUMBER: 888-234-1999

E-MAIL ADDRESS: WWW.WELLSFARGO.COM/PRIVATEFOUNDATIONGRANTS/WHEELER

FORM, INFORMATION AND MATERIALS:

APPLICATIONS MUST BE SUBMITTED THROUGH THE ONLINE GRANT APPLICATION
FORM

SUBMISSION DEADLINES:

FEBRUARY 1 AND AUGUST 1

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GRANTEES MUST QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(c) (3)
OF THE INTERNAL REVENUE CODE. NO GEOGRAPHIC LIMITATIONS. NO FINANCIAL
AID OR EDUCATIONAL SCHOLARSHIPS ARE CONSIDERED.