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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning 2/1/2017 , and ending 1/31/2018

Name of foundation: BROOK TROUT CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N.A. Trust Tax Dept - 6325 S RAINBOW BLVD STE 300 — Room/suite:

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

Foreign country name — Foreign province/state/county — Foreign postal code

A Employer identification number: 25-6612896

B Telephone number (see instructions): 888-730-4933

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

G Check all that apply: ☐ 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) ▶ $ 2,591,450

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))

	Line	Description	(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				
	4	Dividends and interest from securities	42,236	42,236		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	119,946			
	b	Gross sales price for all assets on line 6a 580,723				
	7	Capital gain net income (from Part IV, line 2)		119,946		
	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)				
	12	**Total.** Add lines 1 through 11	162,182	162,182	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	32,016	25,613		6,403
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	896			896
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,300	789		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	35,212	26,402	0	7,299
	25	Contributions, gifts, grants paid	124,000			124,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	159,212	26,402	0	131,299
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	2,970			
	b	**Net investment income** (if negative, enter -0-)		135,780		
	c	**Adjusted net income** (if negative, enter -0-)			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	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	73,560	34,997	34,997
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)	2,006,249	2,047,862	2,556,453
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)	2,079,809	2,082,859	2,591,450
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 ▶ ☐ **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 ▶ ☒ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	2,079,809	2,082,859	
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)	2,079,809	2,082,859	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,079,809	2,082,859	

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	2,079,809
2	Enter amount from Part I, line 27a	2	2,970
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	80
4	Add lines 1, 2, and 3	4	2,082,859
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,082,859

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	119,946
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	127,647	2,310,790	0.055240
2015	182,852	2,526,430	0 072376
2014	142,831	2,620,179	0.054512
2013	112,782	2,512,001	0 044897
2012	112,571	2,372,140	0 047455

2	**Total** of line 1, column (d)	2	0.274480
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	0.054896
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	2,448,927
5	Multiply line 4 by line 3	5	134,436
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,358
7	Add lines 5 and 6	7	135,794
8	Enter qualifying distributions from Part XII, line 4	8	131,299

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	2,716
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	0
3	Add lines 1 and 2	3	2,716
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	2,716
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 814		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	814
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	1,902
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ | **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5		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?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G?* If "No," attach explanation	8b	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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 the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

			Yes	No
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.

			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	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
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			
	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			
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 — 5b N/A

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? N/A ☐ 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? — 6b: X (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? — 7b N/A

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	32,016		

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	2,420,133
b	Average of monthly cash balances	1b	66,087
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,486,220
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	2,486,220
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	37,293
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,448,927
6	**Minimum investment return.** Enter 5% of line 5	6	122,446

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	122,446
2a	Tax on investment income for 2017 from Part VI, line 5	2a	2,716		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,716
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	119,730
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	119,730
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	119,730

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	131,299
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	131,299
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	131,299

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				119,730
2	Undistributed income, if any, as of the end of 2017				
a	Enter amount for 2016 only			102,305	
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: ▶ $ 131,299				
a	Applied to 2016, but not more than line 2a			102,305	
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				28,994
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				90,736
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2013				
b	Excess from 2014				
c	Excess from 2015				
d	Excess from 2016				
e	Excess from 2017				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
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**	124,000
b *Approved for future payment* NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
	a					
	b					
	c					
	d					
	e					
	f					
	g Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	42,236	
5	Net rental income or (loss) from real estate.					
	a Debt-financed property					
	b Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	119,946	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue. a					
	b					
	c					
	d					
	e					
12	Subtotal. Add columns (b), (d), and (e)		0		162,182	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 162,182

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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.

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

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

SVP | 5/22/2018 | SVP Wells Fargo Bank N A.

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	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		5/22/2018		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶	13-4008324
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no	412-355-6000

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

Recipient(s) paid during the year

Name				
MASONIC VILLAGES OF THE GRAND LODGE OF PENNSYLVANIA				
Street				
ONE MASONIC DR				
City	**State**	**Zip Code**	**Foreign Country**	
ELIZABETHTOWN	PA	17022-2199		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				62,000

Name				
BETHEL #19 MECHANICSBURG JOB'S DAUGHTER				
Street				
233 W 6TH STREET				
City	**State**	**Zip Code**	**Foreign Country**	
PAPILLON	NE	68046		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Name				
CHILDREN'S DYSLEXIA CENTERS INC				
Street				
290 CRAMER CREEK CT				
City	**State**	**Zip Code**	**Foreign Country**	
DUBLIN	OH	43017		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				8,000

Name				
SPECIAL OLYMPICS PENNSYLVANIA, INC				
Street				
2570 BOULEVARD OF THE GENERALS; STE 124				
City	**State**	**Zip Code**	**Foreign Country**	
NORRISTOWN	PA	19403		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				7,500

Name				
HARRISBURG RUGBY FOOTBALL CLUB				
Street				
PO BOX 161				
City	**State**	**Zip Code**	**Foreign Country**	
HARRISBURG	PA	17108		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				20,000

Name				
THE VISION FOR TOMORROW FOUNDATION				
Street				
655 DEERFIELD RD # 130				
City	**State**	**Zip Code**	**Foreign Country**	
DEERFIELD	IL	60015		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,375

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

Recipient(s) paid during the year

Name
DEMOLAY INTERNATIONAL PILGRIM CHAPTER
Street
2701 N THIRD ST

City	State	Zip Code	Foreign Country
HARRISBURG	PA	17110	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
HUMANE SOCIETY OF HARRISBURG AREA
Street
7790 GRAYSON RD

City	State	Zip Code	Foreign Country
HARRISBURG	PA	17111	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,375

Name
CAPITAL AREA CHAPTER OF PENN STATE ALUMNI ASSOCIATION
Street
4075 LINGLESTOWN RD #364

City	State	Zip Code	Foreign Country
HARRISBURG	PA	17112	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,375

Name
SERVANT STAGE
Street
201 W MAIN ST

City	State	Zip Code	Foreign Country
STRASBURG	PA	17579	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,375

Name
PENNSYLVANIA WOUNDED WARRIORS, INC
Street
1700 S LINCOLN AVE

City	State	Zip Code	Foreign Country
LEBANON	PA	17042	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,375

Name
PENN STATE UNIVERSITY
Street
OLD MAIN

City	State	Zip Code	Foreign Country
STATE COLLEGE	PA	16801	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,375

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

Recipient(s) paid during the year

Name VISION RESOURCES OF CENTRAL PENNSYLVANIA				
Street 1130 S 19TH ST				
City HARRISBURG	**State** PA	**Zip Code** 17104	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 2,375

Name BETHESDA MISSION OF HARRISBURG				
Street 611 REILY ST				
City HARRISBURG	**State** PA	**Zip Code** 17102	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 2,375

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

	Amount
Long Term CG Distributions	23,468
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	580,723	460,777	11
Other sales	0	0	

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	THE PRICELINE GROUP INC	741503403	X				8/16/2016	4/24/2017	1,802	1,402				0	
2	THE PRICELINE GROUP INC	741503403	X				8/16/2016	6/23/2017	1,872	1,402				0	
3	THE PRICELINE GROUP INC	741503403	X				8/16/2016	10/25/2017	1,922	1,402				0	
4	THE PRICELINE GROUP INC	741503403	X				8/16/2016	12/26/2017	1,759	1,402				0	
5	ALEXION PHARMACEUTICAL	015351109	X				9/7/2016	8/23/2017	1,225	1,128				0	
6	ALIGN TECHNOLOGY INC	016255101	X				8/3/2015	4/7/2017	2,756	1,500				0	
7	ALIGN TECHNOLOGY INC	016255101	X				8/3/2015	6/23/2017	3,994	1,625				0	
8	ALIGN TECHNOLOGY INC	016255101	X				8/3/2015	10/25/2017	808	250				0	
9	ALIGN TECHNOLOGY INC	016255101	X				8/3/2015	11/30/2017	2,602	625				0	
10	ALPHABET INC CL C	02079K107	X				7/27/2015	4/24/2017	1,722	1,253				0	
11	ALPHABET INC CL C	02079K107	X				7/27/2015	8/23/2017	1,857	1,253				0	
12	ALPHABET INC CL C	02079K107	X				7/27/2015	10/25/2017	1,940	1,253				0	
13	AMAZON COM INC COM	023135106	X				8/10/2015	4/24/2017	906	525				0	
14	AMAZON COM INC COM	023135106	X				2/4/2016	4/24/2017	906	530				0	
15	AMAZON COM INC COM	023135106	X				8/31/2015	6/23/2017	2,004	1,024				0	
16	AMAZON COM INC COM	023135106	X				12/5/2012	10/25/2017	1,956	510				0	
17	AMER CENT SMALL CAP GRV	025083320	X				7/24/2015	4/24/2017	1,376	1,319				0	
18	AMER CENT SMALL CAP GRV	025083320	X				7/24/2015	5/23/2017	37,328	35,526				0	
19	AMER CENT SMALL CAP GRV	025083320	X				7/24/2015	10/23/2017	1,694	1,499				0	
20	APPLE INC	037833100	X				12/5/2012	8/23/2017	1,281	630				0	
21	APPLE INC	037833100	X				12/5/2012	10/25/2017	2,352	1,180				0	
22	ARTISAN INTERNATIONAL FD	04314H402	X				9/14/2011	4/24/2017	86,528	59,735				0	2
23	ARTISAN INTERNATIONAL FD	04314H402	X				1/26/2017	4/24/2017	2,875	2,707				0	
24	ARTISAN MID CAP FUND-INS	04314H600	X				7/24/2015	4/24/2017	425	513				0	
25	ARTISAN MID CAP FUND-INS	04314H600	X				7/10/2014	10/23/2017	3,780	4,065				0	
26	ARTISAN MID CAP FUND-INS	04314H600	X				7/24/2015	10/23/2017	844	926				0	
27	ARTISAN MID CAP FUND-INS	04314H600	X				10/21/2014	10/23/2017	1,173	1,258				0	
28	BLUE BUFFALO PET PRODUC	09531U102	X				8/23/2017	10/25/2017	806	727				0	
29	BLUE BUFFALO PET PRODUC	09531U102	X				8/23/2017	12/26/2017	2,472	1,973				0	
30	BLUE BUFFALO PET PRODUC	09531U102	X				3/8/2017	12/26/2017	715	535				0	
31	BOSTON SCIENTIFIC CORP C	101137107	X				4/14/2015	10/25/2017	1,692	1,021				0	
32	CELGENE CORP COM	151020104	X				12/5/2012	8/23/2017	1,166	358				0	
33	CELGENE CORP COM	151020104	X				12/5/2012	10/25/2017	358	119				0	
34	CENTENE CORP DEL	15135B101	X				5/31/2016	6/23/2017	3,780	2,807				0	
35	CENTENE CORP DEL	15135B101	X				5/31/2016	11/30/2017	815	499				0	
36	CONCHO RESOURCES INC	20605P101	X				8/18/2015	3/8/2017	1,525	1,320				0	
37	CONCHO RESOURCES INC	20605P101	X				8/31/2015	3/8/2017	635	540				0	
38	ACCENTURE PLC	G1151C101	X				12/5/2012	10/25/2017	699	349				0	
39	JAZZ PHARMACEUTICALS PL	G50871105	X				9/12/2014	10/25/2017	559	676				0	
40	JAZZ PHARMACEUTICALS PL	G50871105	X				4/6/2016	10/25/2017	838	843				0	
41	NORWEGIAN CRUISE LINE H	G66721104	X				7/27/2015	4/24/2017	1,612	1,857				0	
42	NORWEGIAN CRUISE LINE H	G66721104	X				7/27/2015	8/23/2017	1,655	1,683				0	
43	NORWEGIAN CRUISE LINE H	G66721104	X				7/27/2015	10/25/2017	1,095	1,161				0	
44	NXP SEMICONDUCTORS NV	N6596X109	X				11/6/2014	3/9/2017	1,350	961				0	
45	NXP SEMICONDUCTORS NV	N6596X109	X				9/19/2014	8/29/2017	7,867	5,053				0	
46	DODGE & COX INT'L STOCK F	256206103	X				11/3/2008	4/24/2017	1,226	727				0	
47	DODGE & COX INT'L STOCK F	256206103	X				11/3/2008	10/23/2017	5,004	2,675				0	
48	DODGE & COX INT'L STOCK F	256206103	X				3/9/2009	10/23/2017	2,965	999				0	
49	DODGE & COX INCOME FD C	256210105	X				10/12/2016	4/24/2017	14,433	14,549				0	
50	EATON VANCE GLOBAL MAC	277923728	X				11/16/2015	10/23/2017	21,132	21,201				0	
51	EATON VANCE GLOBAL MAC	277923728	X				4/27/2016	10/23/2017	1,214	1,194				0	
52	EATON VANCE GLOBAL MAC	277923728	X				9/8/2016	10/23/2017	48,867	48,707				0	
53	EATON VANCE GLOBAL MAC	277923728	X				4/27/2017	10/23/2017	1,205	1,200				0	
54	STERLING CAPITAL STRATTO	85917K546	X				7/10/2014	10/23/2017	2,282	1,932				0	
55	TRACTOR SUPPLY CO COM	892356106	X				12/5/2012	3/9/2017	2,821	1,655				0	
56	TRACTOR SUPPLY CO COM	892356106	X				12/5/2012	10/25/2017	924	679				0	
57	TRANSDIGM GROUP INC	893641100	X				12/21/2015	3/8/2017	1,202	1,128				0	
58	TRANSDIGM GROUP INC	893641100	X				12/21/2015	10/25/2017	809	677				0	
59	ULTA BEAUTY, INC	90384S303	X				6/23/2017	10/25/2017	403	570				0	
60	VANTIV INC	92210H105	X				5/31/2016	4/24/2017	1,641	1,344				0	
61	VERISK ANALYTICS INC	92345Y106	X				9/11/2015	8/23/2017	7,562	6,870				0	
62	VISA INC-CLASS A SHRS	92826C839	X				8/31/2015	4/24/2017	1,462	1,139				0	
63	VISA INC-CLASS A SHRS	92826C839	X				4/10/2014	4/24/2017	183	101				0	
64	VISA INC-CLASS A SHRS	92826C839	X				4/10/2014	8/23/2017	1,547	755				0	
65	ECOLAB INC	278865100	X				12/5/2012	10/25/2017	925	500				0	
66	FACEBOOK INC	30303M102	X				5/23/2014	4/24/2017	1,744	735				0	
67	FACEBOOK INC	30303M102	X				5/23/2014	10/25/2017	1,198	429				0	
68	JP MORGAN MID CAP VALUE	339128100	X				7/24/2015	4/24/2017	229	226				0	
69	JP MORGAN MID CAP VALUE	339128100	X				7/24/2015	10/23/2017	480	451				0	
70	FORTIVE CORP	34959J108	X				9/7/2016	10/25/2017	1,519	1,115				0	
71	FORTUNE BRANDS HOME & S	34964C106	X				2/19/2013	10/25/2017	1,274	645				0	
72	HALLIBURTON CO	406216101	X				3/8/2017	10/25/2017	289	360				0	

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

	Amount		Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	23,468		Capital Gains/Losses	580,723	460,777	11'
Short Term CG Distributions	0		Other sales	0	0	

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
73	HOME DEPOT INC	437076102	X				4/14/2015	4/24/2017	1,668	1,255				0	
74	HOME DEPOT INC	437076102	X				4/14/2015	10/25/2017	499	342				0	
75	HOME DEPOT INC	437076102	X				2/19/2013	10/25/2017	332	135				0	
76	INTERCONTINENTAL EXCHA	45866F104	X				12/5/2012	8/23/2017	3,188	1,279				0	
77	INTERCONTINENTAL EXCHA	45866F104	X				12/5/2012	10/25/2017	520	209				0	
78	INTUIT COM	461202103	X				12/5/2012	10/25/2017	447	181				0	
79	INTUIT COM	461202103	X				12/5/2012	11/30/2017	7,483	2,895				0	
80	ESTEE LAUDER COMPANIES	518439104	X				9/7/2016	10/25/2017	221	176				0	
81	ESTEE LAUDER COMPANIES	518439104	X				12/21/2015	10/25/2017	1,550	1,232				0	
82	ESTEE LAUDER COMPANIES	518439104	X				12/21/2015	11/30/2017	125	88				0	
83	ESTEE LAUDER COMPANIES	518439104	X				12/5/2012	11/30/2017	2,494	1,191				0	
84	MERGER FUND-INST #301	589509207	X				9/14/2011	10/23/2017	19,408	18,963				0	
85	MERGER FUND-INST #301	589509207	X				4/27/2016	10/23/2017	513	489				0	
86	MERGER FUND-INST #301	589509207	X				8/30/2011	10/23/2017	177	172				0	
87	MERGER FUND-INST #301	589509207	X				9/8/2016	10/23/2017	22,186	21,482				0	
88	MERGER FUND-INST #301	589509207	X				4/27/2017	10/23/2017	573	564				0	
89	MERGER FUND-INST #301	589509207	X				5/26/2017	10/23/2017	6,612	6,530				0	
90	MICROSOFT CORP	594918104	X				2/4/2016	4/24/2017	1,685	1,295				0	
91	MICROSOFT CORP	594918104	X				9/7/2016	10/25/2017	945	691				0	
92	MIDDLEBY CORP	596278101	X				9/7/2016	6/23/2017	121	126				0	
93	MIDDLEBY CORP	596278101	X				9/11/2015	6/23/2017	2,307	2,098				0	
94	BOSTON P LNG/SHRT RES-IN	74925K581	X				7/22/2013	10/23/2017	18,665	15,190				0	
95	BOSTON P LNG/SHRT RES-IN	74925K581	X				4/27/2017	10/23/2017	288	277				0	
96	BOSTON P LNG/SHRT RES-IN	74925K581	X				5/26/2017	10/23/2017	18,994	18,372				0	
97	T ROWE PR OVERSEAS STO	77956H435	X				4/27/2017	10/23/2017	6,232	5,548				0	
98	S&P GLOBAL INC	78409V104	X				1/27/2015	10/25/2017	1,293	733				0	
99	S&P GLOBAL INC	78409V104	X				1/27/2015	12/26/2017	2,671	1,467				0	
100	SPDR DJ WILSHIRE INTERNA	78463X863	X				1/20/2017	4/24/2017	1,340	1,275				0	
101	O'REILLY AUTOMOTIVE INC	67103H107	X				3/8/2017	10/25/2017	404	543				0	
102	O'REILLY AUTOMOTIVE INC	67103H107	X				3/8/2017	11/30/2017	711	814				0	
103	OPPENHEIMER DEVELOPING	683974604	X				1/31/2014	4/24/2017	5,743	5,510				0	
104	OPPENHEIMER DEVELOPING	683974604	X				1/31/2014	10/23/2017	20,826	17,258				0	
105	PPG INDUSTRIES INC	693506107	X				4/6/2016	8/23/2017	622	670				0	
106	PPG INDUSTRIES INC	693506107	X				8/25/2014	8/23/2017	2,385	2,370				0	
107	PPG INDUSTRIES INC	693506107	X				8/25/2014	10/25/2017	703	618				0	
108	PALO ALTO NETWORKS INC	697435105	X				12/21/2015	10/25/2017	1,193	1,447				0	
109	VISA INC-CLASS A SHRS	92826C839	X				4/10/2014	10/25/2017	2,092	956				0	
110	VISA INC-CLASS A SHRS	92826C839	X				4/10/2014	11/30/2017	444	201				0	
111	VISA INC-CLASS A SHRS	92826C839	X				11/5/2013	11/30/2017	1,887	840				0	
112	WABCO HOLDINGS INC	92927K102	X				5/31/2016	10/25/2017	1,051	755				0	
113	WABCO HOLDINGS INC	92927K102	X				5/31/2016	11/30/2017	747	539				0	
114	XPO LOGISTICS INC	983793100	X				6/23/2017	10/25/2017	679	627				0	
115	ALLERGAN PLC	G0177J108	X				7/27/2015	4/24/2017	1,662	2,301				0	
116	ALLERGAN PLC	G0177J108	X				7/27/2015	10/25/2017	360	657				0	
117	CONCHO RESOURCES INC	20605P101	X				8/31/2015	10/25/2017	130	108				0	
118	CONCHO RESOURCES INC	20605P101	X				12/5/2012	10/25/2017	389	248				0	
119	CONSTELLATION BRANDS IN	21036P108	X				12/29/2014	10/25/2017	1,696	794				0	
120	DANAHER CORP	235851102	X				8/23/2017	10/25/2017	724	655				0	
121	SALESFORCE COM INC	79466L302	X				4/10/2014	10/25/2017	1,090	597				0	
122	SMITH A O CORP CL B	831865209	X				8/23/2017	10/25/2017	834	759				0	
123	STARBUCKS CORP COM	855244109	X				10/30/2014	4/24/2017	1,652	1,043				0	
124	STARBUCKS CORP COM	855244109	X				10/30/2014	8/23/2017	1,621	1,159				0	
125	STARBUCKS CORP COM	855244109	X				2/19/2013	8/23/2017	324	164				0	
126	STARBUCKS CORP COM	855244109	X				2/19/2013	10/25/2017	486	246				0	
127	STERLING CAPITAL STRATT(	85917K546	X				9/8/2016	5/23/2017	9,352	8,722				0	
128	STERLING CAPITAL STRATT(	85917K546	X				4/27/2017	5/23/2017	1,430	1,444				0	
129	STERLING CAPITAL STRATT(	85917K546	X				7/10/2014	5/23/2017	25,691	23,512				0	
130	SALESFORCE COM INC	79466L302	X				7/11/2014	3/8/2017	2,752	1,793				0	
131	SALESFORCE COM INC	79466L302	X				7/11/2014	10/25/2017	396	217				0	
132	MONDELEZ INTERNATIONAL	609207105	X				12/5/2012	3/8/2017	5,349	3,183				0	
133	MONSTER BEVERAGE CORP	61174X109	X				3/10/2015	10/25/2017	1,403	1,133				0	
134	MONSTER BEVERAGE CORP	61174X109	X				3/10/2015	11/30/2017	938	680				0	
135	MONSTER BEVERAGE CORP	61174X109	X				4/14/2015	11/30/2017	1,313	951				0	
136	MONSTER BEVERAGE CORP	61174X109	X				5/11/2015	11/30/2017	625	447				0	
137	ASG GLOBAL ALTERNATIVES	63872T885	X				7/22/2013	10/23/2017	415	439				0	
138	NETFLIX INC	64110L106	X				8/23/2017	10/25/2017	1,172	1,015				0	
139	NEUBERGER BERMAN LONG	64128R608	X				7/10/2014	4/24/2017	492	467				0	
140	NEWELL BRANDS, INC	651229106	X				8/23/2017	10/25/2017	840	1,024				0	
141	NIKE INC CL B	654106103	X				8/3/2015	6/23/2017	841	916				0	
142	NIKE INC CL B	654106103	X				8/31/2015	6/23/2017	526	559				0	
143	NIKE INC CL B	654106103	X				9/11/2015	6/23/2017	4,520	4,796				0	
144	NXP SEMICONDUCTORS NV	N6596X109	X				11/6/2014	8/29/2017	1,349	887				0	

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

	Amount
Long Term CG Distributions	23,468
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	580,723	460,777	11'
Other sales	0	0	

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
145	BROADCOM LTD	Y09827109	X				8/29/2017	10/25/2017	993	971				0	

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		896	0	0	896
	Description				
1	TAX PREP FEES	896			896

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

		2,300	789	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	789	789		
2	PY EXCISE TAX DUE	697			
3	ESTIMATED EXCISE PAYMENTS	814			

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
			0	2,047,862	2,556,453
1				0	
2	BOSTON SCIENTIFIC CORP COM		0	8,490	13,533
3	CELGENE CORP COM		0	3,701	9,408
4	DANAHER CORP		0	5,188	10,736
5	ECOLAB INC		0	3,500	6,746
6	HALLIBURTON CO		0	7,477	7,894
7	HOME DEPOT INC		0	7,994	24,108
8	ESTEE LAUDER COMPANIES INC		0	6,626	13,631
9	MICROSOFT CORP		0	11,905	30,878
10	MORGAN STANLEY		0	8,689	9,387
11	PPG INDUSTRIES INC		0	7,776	9,023
12	SMITH A O CORP CL B		0	7,917	9,750
13	STARBUCKS CORP COM		0	3,641	7,726
14	TRACTOR SUPPLY CO COM		0	5,814	10,446
15	NEWELL RUBBERMAID INC		0	15,077	8,619
16	ALEXION PHARMACEUTICALS INC		0	8,278	9,784
17	WORLDPAY INC		0	6,435	9,718
18	CONSTELLATION BRANDS INC		0	7,066	13,827
19	ALIGN TECHNOLOGY INC		0	1,920	8,384
20	ACCENTURE PLC		0	4,401	10,124
21	CENTENE CORP DEL		0	6,682	12,011
22	ALLERGAN PLC		0	12,941	9,554
23	MONSTER BEVERAGE CORP		0	7,395	11,599
24	BLUE BUFFALO PET PRODUCTS INC		0	4,891	6,830
25	NETFLIX.COM INC		0	9,741	16,488
26	ALPHABET INC/CA		0	15,510	40,948
27	BROADCOM LTD		0	8,008	8,185
28	PRICELINE COM INC		0	4,672	13,384
29	MIDDLEBY CORP		0	5,189	6,404
30	ULTIMATE SOFTWARE GROUP INC		0	8,836	9,781
31	S&P GLOBAL INC		0	4,708	9,417
32	FORTIVE CORP		0	3,615	6,842
33	SALESFORCE COM INC		0	7,781	15,378
34	O'REILLY AUTOMOTIVE INC		0	7,684	7,147
35	XPO LOGISTICS INC		0	9,241	14,260
36	FORTUNE BRANDS HOME & SECURITY		0	5,841	12,200
37	TRANSDIGM GROUP INC		0	7,219	10,141
38	JAZZ PHARMACEUTICALS PLC		0	8,102	12,242
39	FACEBOOK INC		0	9,047	33,827
40	PALO ALTO NETWORKS INC		0	11,245	11,209
41	WABCO HOLDINGS INC		0	8,895	12,660
42	NORWEGIAN CRUISE LINE HOLDING		0	10,219	12,512
43	CONCHO RESOURCES INC		0	3,961	7,557
44	ULTA SALON COSMETICS & FRAGRAN		0	5,133	3,998
45	AMAZON COM INC		0	9,385	37,723
46	APPLE COMPUTER INC COM		0	14,246	31,477

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

			0	2,047,862	2,556,453
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	VISA INC-CLASS A SHRS		0	7,779	20,746
48	INTERCONTINENTALEXCHANGE GROUPI		0	3,185	9,008
49	DODGE & COX INCOME FD COM 147		0	96,688	101,889
50	ARTISAN MID CAP FUND-INSTL 1333		0	98,396	109,160
51	MET WEST TOTAL RETURN BOND CL I 51		0	225,418	219,918
52	FID ADV EMER MKTS INC- CL I 607		0	142,017	149,973
53	DODGE & COX INT'L STOCK FD 1048		0	29,848	93,077
54	AMER CENT SMALL CAP GRWTH INST 33		0	32,083	41,121
55	JP MORGAN MID CAP VALUE-I 758		0	76,292	118,489
56	STERLING CAPITAL STRATTON SMALL C		0	31,317	36,924
57	T ROWE PR OVERSEAS STOCK-I #521		0	78,571	92,957
58	T ROWE PR REAL ESTATE-I #432		0	135,453	133,731
59	ASG GLOBAL ALTERNATIVES-Y 1993		0	51,324	53,437
60	VANGUARD REIT VIPER		0	23,114	35,832
61	AQR MANAGED FUTURES STR-I		0	84,833	81,276
62	VANGUARD INFLAT-PROT SECS-ADM 511		0	17,681	17,045
63	JPMORGAN HIGH YIELD FUND SS 3580		0	33,291	34,895
64	T ROWE PRICE INST FLOAT RATE 170		0	15,284	15,493
65	EATON VANCE GLOB MACRO ADV-I 208		0	76,123	74,840
66	BLACKROCK GL L/S CREDIT-K #1940		0	87,051	88,554
67	OPPENHEIMER DEVELOPING MKT-I 799		0	117,512	166,222
68	JOHN HANCOCK II-CURR STR-I 3643		0	50,749	48,357
69	SPDR DJ WILSHIRE INTERNATIONAL REA		0	70,079	82,396
70	NEUBERGER BERMAN LONG SH-INS #183		0	121,692	133,617

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	79
2	ROUNDING	2	1
3	Total	3	80

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

	Amount
Long Term CG Distributions	23,468
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minu Excess FMV (Adj Basis or Lo
						557,255	0	0	460,777	96,478	0	0	0	9
1	THE PRICELINE GROUP INC	741503403		8/16/2016	4/24/2017	1,802		0	1,402	400	0	0	0	
2	THE PRICELINE GROUP INC	741503403		8/16/2016	6/23/2017	1,872		0	1,402	470	0	0	0	
3	THE PRICELINE GROUP INC	741503403		8/16/2016	10/25/2017	1,922		0	1,402	520	0	0	0	
4	THE PRICELINE GROUP INC	741503403		8/16/2016	12/26/2017	1,759		0	1,402	357	0	0	0	
5	ALEXION PHARMACEUTICAL	015351109		9/7/2016	8/23/2017	1,225		0	1,128	97	0	0	0	
6	ALIGN TECHNOLOGY INC	016255101		8/3/2015	4/7/2017	2,756		0	1,500	1,256	0	0	0	
7	ALIGN TECHNOLOGY INC	016255101		8/3/2015	6/23/2017	3,994		0	1,625	2,369	0	0	0	
8	ALIGN TECHNOLOGY INC	016255101		8/3/2015	10/25/2017	808		0	250	558	0	0	0	
9	ALIGN TECHNOLOGY INC	016255101		8/3/2015	11/30/2017	2,602		0	625	1,977	0	0	0	
10	ALPHABET INC CL C	02079K107		7/27/2015	4/24/2017	1,722		0	1,253	469	0	0	0	
11	ALPHABET INC CL C	02079K107		7/27/2015	8/23/2017	1,857		0	1,253	604	0	0	0	
12	ALPHABET INC CL C	02079K107		7/27/2015	10/25/2017	1,940		0	1,253	687	0	0	0	
13	AMAZON COM INC COM	023135106		8/10/2015	4/24/2017	906		0	525	381	0	0	0	
14	AMAZON COM INC COM	023135106		2/4/2016	4/24/2017	906		0	530	376	0	0	0	
15	AMAZON COM INC COM	023135106		8/31/2015	6/23/2017	2,004		0	1,024	980	0	0	0	
16	AMAZON COM INC COM	023135106		12/5/2012	10/25/2017	1,956		0	510	1,446	0	0	0	
17	AMER CENT SMALL CAP GRV	025083320		7/24/2015	4/24/2017	1,376		0	1,319	57	0	0	0	
18	AMER CENT SMALL CAP GRV	025083320		7/24/2015	5/23/2017	37,328		0	35,526	1,802	0	0	0	
19	AMER CENT SMALL CAP GRV	025083320		7/24/2015	10/23/2017	1,694		0	1,499	195	0	0	0	
20	APPLE INC	037833100		12/5/2012	8/23/2017	1,281		0	630	651	0	0	0	
21	APPLE INC	037833100		12/5/2012	10/25/2017	2,352		0	1,180	1,172	0	0	0	
22	ARTISAN INTERNATIONAL FD	04314H402		9/14/2011	4/24/2017	86,528		0	59,735	26,793	0	0	0	2
23	ARTISAN INTERNATIONAL FD	04314H402		1/26/2017	4/24/2017	2,875		0	2,707	168	0	0	0	
24	ARTISAN MID CAP FUND-INS	04314H600		7/24/2015	4/24/2017	425		0	513	-88	0	0	0	
25	ARTISAN MID CAP FUND-INS	04314H600		7/10/2014	10/23/2017	3,780		0	4,065	-285	0	0	0	
26	ARTISAN MID CAP FUND-INS	04314H600		7/24/2015	10/23/2017	844		0	926	-82	0	0	0	
27	ARTISAN MID CAP FUND-INS	04314H600		10/21/2014	10/23/2017	1,173		0	1,258	-85	0	0	0	
28	BLUE BUFFALO PET PRODU(	09531U102		8/23/2017	10/25/2017	806		0	727	79	0	0	0	
29	BLUE BUFFALO PET PRODU(	09531U102		8/23/2017	12/26/2017	2,472		0	1,973	499	0	0	0	
30	BLUE BUFFALO PET PRODU(	09531U102		3/8/2017	12/26/2017	715		0	535	180	0	0	0	
31	BOSTON SCIENTIFIC CORP (	101137107		4/14/2015	10/25/2017	1,692		0	1,021	671	0	0	0	
32	CELGENE CORP COM	151020104		12/5/2012	8/23/2017	1,166		0	358	808	0	0	0	
33	CELGENE CORP COM	151020104		12/5/2012	10/25/2017	358		0	119	239	0	0	0	
34	CENTENE CORP DEL	15135B101		5/31/2016	6/23/2017	3,780		0	2,807	973	0	0	0	
35	CENTENE CORP DEL	15135B101		5/31/2016	11/30/2017	815		0	499	316	0	0	0	
36	CONCHO RESOURCES INC	20605P101		8/18/2015	3/8/2017	1,525		0	1,320	205	0	0	0	
37	CONCHO RESOURCES INC	20605P101		8/31/2015	3/8/2017	635		0	540	95	0	0	0	
38	ACCENTURE PLC	G1151C101		12/5/2012	10/25/2017	699		0	349	350	0	0	0	
39	JAZZ PHARMACEUTICALS PL	G50871105		9/12/2014	10/25/2017	559		0	676	-117	0	0	0	
40	JAZZ PHARMACEUTICALS PL	G50871105		4/6/2016	10/25/2017	838		0	843	-5	0	0	0	
41	NORWEGIAN CRUISE LINE H	G66721104		7/27/2015	4/24/2017	1,612		0	1,857	-245	0	0	0	
42	NORWEGIAN CRUISE LINE H	G66721104		7/27/2015	8/23/2017	1,655		0	1,683	-28	0	0	0	
43	NORWEGIAN CRUISE LINE H	G66721104		7/27/2015	10/25/2017	1,095		0	1,161	-66	0	0	0	
44	NXP SEMICONDUCTORS NV	N6596X109		11/6/2014	3/9/2017	1,350		0	961	389	0	0	0	
45	NXP SEMICONDUCTORS NV	N6596X109		9/19/2014	8/29/2017	7,867		0	5,053	2,814	0	0	0	
46	DODGE & COX INT'L STOCK F	256206103		11/3/2008	4/24/2017	1,226		0	727	499	0	0	0	
47	DODGE & COX INT'L STOCK F	256206103		11/3/2008	10/23/2017	5,004		0	2,675	2,329	0	0	0	
48	DODGE & COX INT'L STOCK F	256206103		3/9/2009	10/23/2017	2,965		0	999	1,966	0	0	0	
49	DODGE & COX INCOME FD C	256210105		10/12/2016	4/24/2017	14,433		0	14,549	-116	0	0	0	
50	EATON VANCE GLOBAL MAC	277923728		11/16/2015	10/23/2017	21,132		0	21,201	-69	0	0	0	
51	EATON VANCE GLOBAL MAC	277923728		4/27/2016	10/23/2017	1,214		0	1,194	20	0	0	0	
52	EATON VANCE GLOBAL MAC	277923728		9/8/2016	10/23/2017	48,867		0	48,707	160	0	0	0	
53	EATON VANCE GLOBAL MAC	277923728		4/27/2017	10/23/2017	1,205		0	1,200	5	0	0	0	
54	STERLING CAPITAL STRATT(	85917K546		7/10/2014	10/23/2017	2,282		0	1,932	350	0	0	0	
55	TRACTOR SUPPLY CO COM	892356106		12/5/2012	3/9/2017	2,821		0	1,655	1,166	0	0	0	
56	TRACTOR SUPPLY CO COM	892356106		12/5/2012	10/25/2017	924		0	679	245	0	0	0	
57	TRANSDIGM GROUP INC	893641100		12/21/2015	3/8/2017	1,202		0	1,128	74	0	0	0	
58	TRANSDIGM GROUP INC	893641100		12/21/2015	10/25/2017	809		0	677	132	0	0	0	
59	ULTA BEAUTY, INC	90384S303		6/23/2017	10/25/2017	403		0	570	-167	0	0	0	
60	VANTIV INC	92210H105		5/31/2016	4/24/2017	1,641		0	1,344	297	0	0	0	
61	VERISK ANALYTICS INC	92345Y106		9/11/2015	8/23/2017	7,562		0	6,870	692	0	0	0	
62	VISA INC-CLASS A SHRS	92826C839		8/31/2015	4/24/2017	1,462		0	1,139	323	0	0	0	
63	VISA INC-CLASS A SHRS	92826C839		4/10/2014	4/24/2017	183		0	101	82	0	0	0	
64	VISA INC-CLASS A SHRS	92826C839		4/10/2014	8/23/2017	1,547		0	755	792	0	0	0	
65	ECOLAB INC	278865100		12/5/2012	10/25/2017	925		0	500	425	0	0	0	
66	FACEBOOK INC	30303M102		5/23/2014	4/24/2017	1,744		0	735	1,009	0	0	0	
67	FACEBOOK INC	30303M102		5/23/2014	10/25/2017	1,198		0	429	769	0	0	0	
68	JP MORGAN MID CAP VALUE	339128100		7/24/2015	4/24/2017	229		0	226	3	0	0	0	
69	JP MORGAN MID CAP VALUE	339128100		7/24/2015	10/23/2017	480		0	451	29	0	0	0	

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

	Amount
Long Term CG Distributions	23,468
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Lo
						557,255	0	0	460,777	96,478	0	0	0	9
70	FORTIVE CORP	34959J108		9/7/2016	10/25/2017	1,519		0	1,115	404	0	0	0	
71	FORTUNE BRANDS HOME &	34964C106		2/19/2013	10/25/2017	1,274		0	645	629	0	0	0	
72	HALLIBURTON CO	406216101		3/8/2017	10/25/2017	289		0	360	-71	0	0	0	
73	HOME DEPOT INC	437076102		4/14/2015	4/24/2017	1,668		0	1,255	413	0	0	0	
74	HOME DEPOT INC	437076102		4/14/2015	10/25/2017	499		0	342	157	0	0	0	
75	HOME DEPOT INC	437076102		2/19/2013	10/25/2017	332		0	135	197	0	0	0	
76	INTERCONTINENTAL EXCHA	45866F104		12/5/2012	8/23/2017	3,188		0	1,279	1,909	0	0	0	
77	INTERCONTINENTAL EXCHA	45866F104		12/5/2012	10/25/2017	520		0	209	311	0	0	0	
78	INTUIT COM	461202103		12/5/2012	10/25/2017	447		0	181	266	0	0	0	
79	INTUIT COM	461202103		12/5/2012	11/30/2017	7,483		0	2,895	4,588	0	0	0	
80	ESTEE LAUDER COMPANIES	518439104		9/7/2016	10/25/2017	221		0	176	45	0	0	0	
81	ESTEE LAUDER COMPANIES	518439104		12/21/2015	10/25/2017	1,550		0	1,232	318	0	0	0	
82	ESTEE LAUDER COMPANIES	518439104		12/21/2015	11/30/2017	125		0	88	37	0	0	0	
83	ESTEE LAUDER COMPANIES	518439104		12/5/2012	11/30/2017	2,494		0	1,191	1,303	0	0	0	
84	MERGER FUND-INST #301	589509207		9/14/2011	10/23/2017	19,408		0	18,963	445	0	0	0	
85	MERGER FUND-INST #301	589509207		4/27/2016	10/23/2017	513		0	489	24	0	0	0	
86	MERGER FUND-INST #301	589509207		8/30/2011	10/23/2017	177		0	172	5	0	0	0	
87	MERGER FUND-INST #301	589509207		9/8/2016	10/23/2017	22,186		0	21,482	704	0	0	0	
88	MERGER FUND-INST #301	589509207		4/27/2017	10/23/2017	573		0	564	9	0	0	0	
89	MERGER FUND-INST #301	589509207		5/26/2017	10/23/2017	6,612		0	6,530	82	0	0	0	
90	MICROSOFT CORP	594918104		2/4/2016	4/24/2017	1,685		0	1,295	390	0	0	0	
91	MICROSOFT CORP	594918104		9/7/2016	10/25/2017	945		0	691	254	0	0	0	
92	MIDDLEBY CORP	596278101		9/7/2016	6/23/2017	121		0	126	-5	0	0	0	
93	MIDDLEBY CORP	596278101		9/11/2015	6/23/2017	2,307		0	2,098	209	0	0	0	
94	BOSTON P LNG/SHRT RES-IN	74925K581		7/22/2013	10/23/2017	18,665		0	15,190	3,475	0	0	0	
95	BOSTON P LNG/SHRT RES-IN	74925K581		4/27/2017	10/23/2017	288		0	277	11	0	0	0	
96	BOSTON P LNG/SHRT RES-IN	74925K581		5/26/2017	10/23/2017	18,994		0	18,372	622	0	0	0	
97	T ROWE PR OVERSEAS STO	77956H435		4/27/2017	10/23/2017	6,232		0	5,548	684	0	0	0	
98	S&P GLOBAL INC	78409V104		1/27/2015	10/25/2017	1,293		0	733	560	0	0	0	
99	S&P GLOBAL INC	78409V104		1/27/2015	12/26/2017	2,671		0	1,467	1,204	0	0	0	
100	SPDR DJ WILSHIRE INTERNA	78463X863		1/20/2017	4/24/2017	1,340		0	1,275	65	0	0	0	
101	O'REILLY AUTOMOTIVE INC	67103H107		3/8/2017	10/25/2017	404		0	543	-139	0	0	0	
102	O'REILLY AUTOMOTIVE INC	67103H107		3/8/2017	11/30/2017	711		0	814	-103	0	0	0	
103	OPPENHEIMER DEVELOPING	683974604		1/31/2014	4/24/2017	5,743		0	5,510	233	0	0	0	
104	OPPENHEIMER DEVELOPING	683974604		1/31/2014	10/23/2017	20,826		0	17,258	3,568	0	0	0	
105	PPG INDUSTRIES INC	693506107		4/6/2016	8/23/2017	622		0	670	-48	0	0	0	
106	PPG INDUSTRIES INC	693506107		8/25/2014	8/23/2017	2,385		0	2,370	15	0	0	0	
107	PPG INDUSTRIES INC	693506107		8/25/2014	10/25/2017	703		0	618	85	0	0	0	
108	PALO ALTO NETWORKS INC	697435105		12/21/2015	10/25/2017	1,193		0	1,447	-254	0	0	0	
109	VISA INC-CLASS A SHRS	92826C839		4/10/2014	10/25/2017	2,092		0	956	1,136	0	0	0	
110	VISA INC-CLASS A SHRS	92826C839		4/10/2014	11/30/2017	444		0	201	243	0	0	0	
111	VISA INC-CLASS A SHRS	92826C839		11/5/2013	11/30/2017	1,887		0	840	1,047	0	0	0	
112	WABCO HOLDINGS INC	92927K102		5/31/2016	10/25/2017	1,051		0	755	296	0	0	0	
113	WABCO HOLDINGS INC	92927K102		5/31/2016	11/30/2017	747		0	539	208	0	0	0	
114	XPO LOGISTICS INC	983793100		6/23/2017	10/25/2017	679		0	627	52	0	0	0	
115	ALLERGAN PLC	G0177J108		7/27/2015	4/24/2017	1,662		0	2,301	-639	0	0	0	
116	ALLERGAN PLC	G0177J108		7/27/2015	10/25/2017	360		0	657	-297	0	0	0	
117	CONCHO RESOURCES INC	20605P101		8/31/2015	10/25/2017	130		0	108	22	0	0	0	
118	CONCHO RESOURCES INC	20605P101		12/5/2012	10/25/2017	389		0	248	141	0	0	0	
119	CONSTELLATION BRANDS IN	21036P108		12/29/2014	10/25/2017	1,696		0	794	902	0	0	0	
120	DANAHER CORP	235851102		8/23/2017	10/25/2017	724		0	655	69	0	0	0	
121	SALESFORCE COM INC	79466L302		4/10/2014	10/25/2017	1,090		0	597	493	0	0	0	
122	SMITH A O CORP CL B	831865209		8/23/2017	10/25/2017	834		0	759	75	0	0	0	
123	STARBUCKS CORP COM	855244109		10/30/2014	4/24/2017	1,652		0	1,043	609	0	0	0	
124	STARBUCKS CORP COM	855244109		10/30/2014	8/23/2017	1,621		0	1,159	462	0	0	0	
125	STARBUCKS CORP COM	855244109		2/19/2013	8/23/2017	324		0	164	160	0	0	0	
126	STARBUCKS CORP COM	855244109		2/19/2013	10/25/2017	486		0	246	240	0	0	0	
127	STERLING CAPITAL STRATT(	85917K546		9/8/2016	5/23/2017	9,352		0	8,722	630	0	0	0	
128	STERLING CAPITAL STRATT(	85917K546		4/27/2017	5/23/2017	1,430		0	1,444	-14	0	0	0	
129	STERLING CAPITAL STRATT(	85917K546		7/10/2014	5/23/2017	25,691		0	23,512	2,179	0	0	0	
130	SALESFORCE COM INC	79466L302		7/11/2014	3/8/2017	2,752		0	1,793	959	0	0	0	
131	SALESFORCE COM INC	79466L302		7/11/2014	10/25/2017	396		0	217	179	0	0	0	
132	MONDELEZ INTERNATIONAL	609207105		12/5/2012	3/8/2017	5,349		0	3,183	2,166	0	0	0	
133	MONSTER BEVERAGE CORP	61174X109		3/10/2015	10/25/2017	1,403		0	1,133	270	0	0	0	
134	MONSTER BEVERAGE CORP	61174X109		3/10/2015	11/30/2017	938		0	680	258	0	0	0	
135	MONSTER BEVERAGE CORP	61174X109		4/14/2015	11/30/2017	1,313		0	951	362	0	0	0	
136	MONSTER BEVERAGE CORP	61174X109		5/11/2015	11/30/2017	625		0	447	178	0	0	0	
137	ASG GLOBAL ALTERNATIVES	63872T885		7/22/2013	10/23/2017	415		0	439	-24	0	0	0	
138	NETFLIX INC	64110L106		8/23/2017	10/25/2017	1,172		0	1,015	157	0	0	0	

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

	Amount
Long Term CG Distributions	23,468
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minu Excess FMV (Adj Basis or Lo
						557,255	0	0	460,777	96,478	0	0	0	9
139	NEUBERGER BERMAN LONG	64128R608		7/10/2014	4/24/2017	492		0	467	25	0	0	0	
140	NEWELL BRANDS, INC	651229106		8/23/2017	10/25/2017	840		0	1,024	-184	0	0	0	
141	NIKE INC CL B	654106103		8/3/2015	6/23/2017	841		0	916	-75	0	0	0	
142	NIKE INC CL B	654106103		8/31/2015	6/23/2017	526		0	559	-33	0	0	0	
143	NIKE INC CL B	654106103		9/11/2015	6/23/2017	4,520		0	4,796	-276	0	0	0	
144	NXP SEMICONDUCTORS NV	N6596X109		11/6/2014	8/29/2017	1,349		0	887	462	0	0	0	
145	BROADCOM LTD	Y09827109		8/29/2017	10/25/2017	993		0	971	22	0	0	0	

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										32,016	0	
1	Wells Fargo Bank N A. Trust Tax D	X	6325 S RAINBOW BLVD STE 300	LAS VEGAS	NV	89118		TRUSTEE	SEE ATTAC	32,016		

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	1/10/2018	2	203
3	Second quarter estimated tax payment	6/12/2017	3	204
4	Third quarter estimated tax payment	7/12/2017	4	203
5	Fourth quarter estimated tax payment	10/11/2017	5	204
6	Other payments		6	0
7	Total		7	814

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	102,305
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	102,305