

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.

805
2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

6/1/2017

, and ending

5/31/2018

ENVOLPE
POSTMARK DATE
14 SEP 2016

SCANNED OCT 30 2016

Name of foundation FLACH MUSIC FUND			A Employer identification number 23-7711957		
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			B Telephone number (see instructions) 888-730-4933		
City or town, state or province, country, and ZIP or foreign postal code LAS VEGAS NV 89118			C If exemption application is pending, check here ► <input type="checkbox"/>		
Foreign country name Foreign province/state/county Foreign postal code			D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change			E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>		
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 329,858		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	6,024	6,024		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,837			
	b Gross sales price for all assets on line 6a	42,766			
	7 Capital gain net income (from Part IV, line 2)		10,837		
	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	16,861	16,861	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,014	3,761	1,253	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	559	93		
	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	5,573	3,854	0	1,253	
25 Contributions, gifts, grants paid	13,000			13,000	
26 Total expenses and disbursements. Add lines 24 and 25	18,573	3,854	0	14,253	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,712				
b Net investment income (if negative, enter -0-)		13,007			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2017)

17 GZS

	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		12,898	18,576
	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)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		268,279	260,899
	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)		281,177	279,475
					329,858
	17	Accounts payable and accrued expenses			
Net Assets or Fund Balances	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
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		281,177	279,475
	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)		281,177	279,475
	31	Total liabilities and net assets/fund balances (see instructions)		281,177	279,475

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	281,177
2	Enter amount from Part I, line 27a	2	-1,712
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	10
4	Add lines 1, 2, and 3	4	279,475
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	279,475

Part IV Capital Gains and Losses for Tax on Investment Income

a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Attached Statement					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g))		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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					
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	10,837	
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	9,216	307,442	0.029976
2015	15,073	300,461	0.050166
2014	13,800	319,901	0.043138
2013	17,174	309,914	0.055415
2012	10,051	300,926	0.033400

- 2 Total of line 1, column (d) 2 0.212095
- 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 0.042419
- 4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 4 329,504
- 5 Multiply line 4 by line 3 5 13,977
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 130
- 7 Add lines 5 and 6 7 14,107
- 8 Enter qualifying distributions from Part XII, line 4 8 14,253

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)

1 130

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

2 0

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).

3 130

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2017 estimated tax payments and 2016 overpayment credited to 2017 6a 323

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 7 323

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 0

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 193

11 Enter the amount of line 10 to be Credited to 2018 estimated tax ► 130 Refunded ► 11 63

Part VII-A Statements Regarding Activities

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

1b 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.

1c Did the foundation file Form 1120-POL for this year? 1c X

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

1e 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? 2 X

If "Yes," attach a detailed description of the activities

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

4b 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? 5 X

If "Yes," attach the statement required by *General Instruction T*

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
8b 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)

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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
14	The books are in care of ► WELLS FARGO BANK N A Located at ► 6325 S RAINBOW BLVD STE 300 LAS VEGAS NV	Telephone no ► 888-730-4933	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	<input type="checkbox"/> 15	<input type="checkbox"/>
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 ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> 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.

1a	During the year, did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/> 1b	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> 1c	<input checked="" type="checkbox"/> 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))	<input type="checkbox"/> 2b	<input type="checkbox"/> N/A
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017)	<input type="checkbox"/> 3b	<input type="checkbox"/> N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4a	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> 4b	<input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?				
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?				
(3) Provide a grant to an individual for travel, study, or other similar purposes?				
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions				
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?				
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			
			7b	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 89106	TRUSTEE	1 00	5,014	

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

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

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

► 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

2		

All other program-related investments See instructions		
3	NONE	

Total. Add lines 1 through 3		►
		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	318,554
b	Average of monthly cash balances	1b	15,968
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	334,522
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	334,522
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	5,018
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	329,504
6	Minimum investment return. Enter 5% of line 5	6	16,475

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	16,475
2a	Tax on investment income for 2017 from Part VI, line 5	2a	130
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	130
3	Distributable amount before adjustments Subtract line 2c from line 1	3	16,345
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	16,345
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	16,345

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	14,253
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	14,253
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	
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	6	130
6	Adjusted qualifying distributions. Subtract line 5 from line 4		14,123

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				16,345
2 Undistributed income, if any, as of the end of 2017			8,828	
a Enter amount for 2016 only				
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 ► \$ 14,253			8,828	
a Applied to 2016, but not more than line 2a				
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				5,425
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:	0	0	0	10,920
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				
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)

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.

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

WELLS FARGO PHILANTHROPIC SERVICES 1 W 4TH ST 4T FLOOR WINSTON SALEM, NC 27101-3818 (888) 234-1999

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

VIA WEBSITE [HTTPS://WELLSFARGO.COM/PRIVATEFOUNDATIONGRANTS/FLACH](https://wellsfargo.com/privatefoundationgrants/flach)

c Any submission deadlines

OCTOBER 31

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

TO BE ELIGIBLE, ORGANIZATIONS MUST BE A QUALIFIED 501(C)(3) AND SUBMIT APPLICATION THROUGH THE ONLINE FORM.

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
See Attached Statement				
Total			► 3a	13,000
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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
(2) Other assets

b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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

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

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

Sign
Here

 A. H. H. SVP

9/11/2018

Date _____

SVP Wells Fargo Bank N A

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOSEPH J. CASTRIANO

Preparer's signature

Date

Check if
self-employed

Final name ► BricewaterhouseCoopers LLP

Self-employed 10125

Firm's name ► PricewaterhouseCoopers, LLP
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15210-2777

Firm's EIN ► 134008324

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

ALLENTOWN SYMPHONY ASSOCIATION

Street

23 N 6TH STREET

City

ALLENTOWN

State

PA

Zip Code

18101

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

ALLENTOWN MUSIC CLUB

Street

1031 FLEXER AVENUE

City

ALLENTOWN

State

PA

Zip Code

18103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

SATORI

Street

2985 FAIRFIELD DR NORTH

City

ALLENTOWN

State

PA

Zip Code

18103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

PENNSYLVANIA SINFONIA ORCHESTRA

Street

1524 LINDEN ST #3

City

ALLENTOWN

State

PA

Zip Code

18102

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

THE CAMERATA SINGERS

Street

P O BOX 4518

City

ALLENTOWN

State

PA

Zip Code

18105

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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

Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements		Depreciation	Adjustments	Net Gain or Loss
Long Term CG Distributions	Amount	10,199	0								Cost or Other Basis, Expenses, Depreciation and Adjustments	31,929			10,837
Short Term CG Distributions												0			0
1 AMER CENT SMALL CAP GRY	025083320	X									1,204	1,210		0	-6
2 ARTISAN MID CAP FUND-INS	04314H600	X									1,487	1,505		0	-18
3 ARTISAN MID CAP FUND-INS	04314H600	-									1,182	1,197		0	2
4 DODGE & COX INTL STOCK	256208103	X									1,277	1,296		0	179
5 DODGE & COX INCOME FD C	256210105	X									105/2016	124/2018		0	-17
6 DODGE & COX INCOME FD C	256210105	X									51/12/2016	124/2018		0	8
7 DODGE & COX INCOME FD C	256210105	X									5/11/2016	124/2018		0	-1
8 DODGE & COX INCOME FD C	256210105	X									5/11/2016	31/9/2018		0	2
9 JP MORGAN MID CAP VALUE	339128100	X									1/18/2017	31/9/2018		0	27
10 JP MORGAN MID CAP VALUE	339128100	X									1/18/2017	31/9/2018		0	35
11 HARBOR CAPITAL APR10	411511604	X									127/2016	31/9/2018		0	-92
12 JP MORGAN HIGH YIELD #331	4812C0803	X									1/28/2018	31/9/2018		0	3
13 MFS VALUE FUND-CLASS #	5522983694	X									1/28/2018	31/9/2018		0	-51
14 MET WEST TOTAL RETURN F	5922905509	X									8/25/2016	124/2018		0	257
15 OPPENHEIMER DEVELOPMNT	683374804	X									1/18/2018	5/7/2018		0	198
16 T ROWE PR OVERSEAS STO	7798614435	X									4/20/2017	124/2018		0	145
17 T ROWE PR OVERSEAS STO	7798614435	X									4/20/2017	31/9/2018		0	32
18 T ROWE PRICE INST FLOT	779888402	X									1/26/2018	124/2018		0	-1
19 T ROWE PR REAL ESTATE F	779819307	X									4/20/2017	31/9/2018		0	-18
20 T ROWE PR REAL ESTATE F	779819307	X									1/18/2017	31/9/2018		0	-31
21 SPDR DJ WILSHIRE INTERNL	7849328583	X									1/18/2017	124/2018		0	22
22 MET WEST TOTAL RETURN F	5922905509	X									8/25/2016	31/9/2018		0	-128
23 OPPENHEIMER DEVELOPMNT	683374804	X									1/18/2017	124/2018		0	788
24 STERLING CAPITAL STRAT	6839175646	X									1/28/2018	31/9/2018		0	-17
25 VANGUARD INFLAT-PROT SE	922031737	X									4/22/2016	124/2018		0	-32
26 VANGUARD INFLAT-PROT SE	922031737	X									8/25/2016	124/2018		0	-102
27 FID ADV EMER MKTS INC-CL	315620702	X									1/26/2018	31/9/2018		0	-27
28 JP MORGAN MID CAP VALUE	339128100	X									8/25/2016	31/9/2018		0	6
29 VANGUARD INFLAT-PROT SE	922031737	X									1/18/2017	124/2018		0	-6

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

		559	93	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	93	93		
2	PY EXCISE TAXES PAID	143			
3	ESTIMATED EXCISE PAYMENTS PAID	323			

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

Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1		0	0	311,282
2 DODGE & COX INCOME FD COM 147		0	15,327	16,394
3 HARBOR CAPITAL APRCTN-INST 2012		0	32,990	46,868
4 ARTISAN MID CAP FUND-INSTL 1333		0	14,977	17,792
5 MET WEST TOTAL RETURN BOND CLI 51		0	39,860	38,654
6 FID ADV EMER MKTS INC- CLI 607		0	17,921	18,748
7 DODGE & COX INT'L STOCK FD 1048		0	7,899	10,709
8 AMER CENT SMALL CAP GRWTH INST 33		0	8,455	13,415
9 JP MORGAN MID CAP VALUE-1758		0	13,840	17,531
10 STERLING CAPITAL STRATTON SMALL C		0	10,354	12,787
11 T ROWE PR OVERSEAS STOCK-I #521		0	9,706	11,189
12 T ROWE PR REAL ESTATE-I #432		0	18,443	18,319
13 VANGUARD REIT VIPER		0	3,637	5,207
14 JPMORGAN HIGH YIELD FUND SS 3580		0	6,241	6,709
15 T ROWE PRICE INST FLOAT RATE 170		0	2,859	2,936
16 OPPENHEIMER DEVELOPING MKT-I 799		0	12,180	18,934
17 MFS VALUE FUND-R5		0	37,082	45,095
18 SPDR DJ WILSHIRE INTERNATIONAL REA		0	9,128	9,995

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

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

1 COST BASIS ADJUSTMENT	1	6
2 MUTUAL FUND TIMING DIFFERENCE	2	4
3 Total	3	10

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

Amount	Long Term CG Distributions	Short Term CG Distributions	10,199	0	0	32,567	0	0	31,929	0	0	638
	Description of Property Sold	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost on Other Basis Plus	F M V as of 12/31/69	Excess of FMV Over Adjusted Basis	Adjusted Basis as of 12/31/69	Gains Minus Losses
1	AMER CENT SMALL CAP GRY	CUSIP # 025083320	1/26/2018	3/19/2018	1,204				1,210	-6	0	-6
2	ARTISAN MID CAP FUND-INS	043141H800	1/26/2018	3/19/2018	1,487				1,505	-18	0	-18
3	ARTISAN MID CAP FUND-INS	043141H600	1/18/2017	3/19/2018	21				19	2	0	2
4	DODGE & COX INTL STOCK	256296103	1/27/2016	1/22/2018	502				323	-179	0	179
5	DODGE & COX FD C	256210105	5/15/2016	1/24/2018	1,882				1,859	-27	0	-27
6	DODGE & COX INCOME FD C	256210105	5/11/2016	1/24/2018	2,313				2,305	8	0	8
7	DODGE & COX INCOME FD C	256210105	5/1/2016	3/19/2018	163				164	-1	0	-1
8	DODGE & COX INCOME FD C	256210105	1/18/2017	3/16/2018	870				872	-2	0	-2
9	JP MORGAN MID CAP VALUE	339128100	-	3/19/2017	321				294	-27	0	-27
10	JP MORGAN MID CAP VALUE	339128100	-	3/19/2018	161				126	35	0	35
11	HARBOR CAPITAL APRTN	411511504	-	3/19/2018	4,307				4,359	-52	0	-52
12	IMFS VALUE HIGH YIELD #31	48120C0803	1/26/2018	3/19/2018	299				307	-8	0	-8
13	IMFS VALUE FUND-CLASS #	5529183694	1/26/2018	3/19/2018	689				740	-51	0	-51
14	MET WEST TOTAL RETURN E	592930509	8/25/2016	1/22/2018	5,771				6,028	-257	0	-257
15	OPPENHEIMER DEVELOPING	683974604	1/18/2017	3/19/2018	757				561	196	0	196
16	T ROWE PR OVERSEAS STO	77956H435	4/20/2017	1/22/2018	759				614	145	0	145
17	T ROWE PR OVERSEAS STO	77956H435	4/20/2017	3/19/2018	227				195	32	0	32
18	T ROWE PRICE INST FLOT	778588402	1/26/2018	3/19/2018	180				181	-1	0	-1
19	T ROWE PR REAL ESTATE I	778919307	4/20/2017	3/19/2018	241				259	-18	0	-18
20	T ROWE PR REAL ESTATE I	778919307	1/18/2017	3/19/2018	427				458	-31	0	-31
21	SPDR DL WILSHIRE INTERNA	7846336863	1/18/2017	1/22/2018	169				147	22	0	22
22	MET WEST TOTAL RETURN E	592930509	8/25/2016	3/19/2018	2,144				2,210	-126	0	-126
23	OPPENHEIMER DEVELOPING	683974604	1/18/2017	3/19/2018	2,746				1,948	798	0	798
24	STERLING CAPITAL STRAIT	859117546	1/26/2018	3/19/2018	521				538	-17	0	-17
25	VANGUARD INFLAT-PROT SE	922031737	4/22/2016	1/22/2018	1,071				1,103	-32	0	-32
26	VANGUARD INFLAT-PROT SE	922031737	8/25/2016	1/22/2018	1,726				1,828	-102	0	-102
27	FID ADV EMER MARKS INC - CI	315920702	1/26/2018	3/19/2018	791				818	-27	0	-27
28	JP MORGAN MID CAP VALUE	339128100	8/25/2016	1/22/2018	80				744	6	0	6
29	VANGUARD INFLAT-PROT SE	922031737	1/18/2017	3/19/2018	738				744	-6	0	-6

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
Wells Fargo Bank N A Trust Tax D	<input checked="" type="checkbox"/>	6325 S RAINBOW BLVD STE 300	LAS VEGAS	NV	89118		TRUSTEE	100	5,014	5,014	

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	2	323
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	323

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	8,828
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	8,828