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Form **990-PF**

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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2017 or tax year beginning 8/1/2017 **and ending** 7/31/2018

Name of foundation
GRAHAM MUSIC FUND

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

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
25-6620864

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) ▶ \$ 1,282,269

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	31,433	31,433		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	63,022			
b	Gross sales price for all assets on line 6a	308,086			
7	Capital gain net income (from Part IV, line 2)		63,022		
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	94,455	94,455	0	
13	Compensation of officers, directors, trustees, etc	19,144	14,358		4,786
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)	2,149	538		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	26	26		
24	Total operating and administrative expenses. Add lines 13 through 23	21,319	14,922	0	4,786
25	Contributions, gifts, grants paid	52,000			52,000
26	Total expenses and disbursements. Add lines 24 and 25	73,319	14,922	0	56,786
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	21,136			
b	Net investment income (if negative, enter -0-)		79,533		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2017)

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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	43,377	61,259	61,259		
	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)	994,386	997,472	1,221,010			
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)	1,037,763	1,058,731	1,282,269			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)	0	0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	1,037,763	1,058,731			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see instructions)	1,037,763	1,058,731				
31 Total liabilities and net assets/fund balances (see instructions)	1,037,763	1,058,731				

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	1,037,763
2 Enter amount from Part I, line 27a	2	21,136
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,058,899
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	168
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,058,731

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	63,022
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

(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	45,680	1,191,552	0.038337
2015	58,845	1,126,210	0.052250
2014	59,570	1,198,295	0.049712
2013	54,540	1,192,574	0.045733
2012	44,210	1,161,249	0.038071
2 Total of line 1, column (d)			2 0.224103
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 0.044821
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 1,258,447
5 Multiply line 4 by line 3			5 56,405
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 795
7 Add lines 5 and 6			7 57,200
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 56,786

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations, enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)			1,591
3	Add lines 1 and 2			0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)			1,591
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			1,591
6	Credits/Payments			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	1,301	
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			1,301
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			290
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			0
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> 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 <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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.	Yes	No
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.		X
12			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
13	Website address ▶ N/A		
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933		
14	Located at ▶ 100 N MAIN ST MAC D4001-117, WINSTON SALEM NC ZIP+4 ▶ 27101		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	Yes	No
16	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

1a	During the year, did the foundation (either directly or indirectly)	Yes	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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"/>		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<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.)		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?	<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.)		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

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

<p>5a During the year, did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p>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</p> <p>Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/></p> <p>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</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</p> <p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b</p> <p>If "Yes" to 6b, file Form 8870 X</p> <p>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</p> <p>b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>5b N/A</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>6b X</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>7b N/A</p>
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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 89118	TRUSTEE 1.00	19,144		

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	1,225,713
b	Average of monthly cash balances	1b	51,898
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,277,611
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	1,277,611
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	19,164
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,258,447
6	Minimum investment return. Enter 5% of line 5	6	62,922

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	62,922
2a	Tax on investment income for 2017 from Part VI, line 5	2a	1,591
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,591
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	61,331
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	61,331
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	61,331

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	56,786
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	56,786
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	56,786

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				61,331
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			18,707	
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 ▶ \$ 56,786				
a Applied to 2016, but not more than line 2a			18,707	
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				38,079
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				23,252
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				

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

Recipient(s) paid during the year

Name

COMMUNITY MUSIC SCHOOL

Street

23 N 6TH ST, 2ND FLOOR

City

ALLENTOWN

State

PA

Zip Code

18101

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

Name

GOOD SHEPHERD REHABILITATION NETWORK

Street

850 S 5th St

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

ALLENTOWN BAND

Street

1914 GREENLEAF ST

City

ALLENTOWN

State

PA

Zip Code

18104

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

ALLENTOWN SYMPHONY ASSOCIATION, INC

Street

23 N 6TH ST

City

ALLENTOWN

State

PA

Zip Code

18101

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

PENNSYLVANIA SIFONIA 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

5,000

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

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)				
a <i>Paid during the year</i> See Attached Statement				
Total				3a 52,000
b <i>Approved for future payment</i> NONE				
Total				3b 0

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X


[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- 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		
	 Signature of officer or trustee	10/30/2018 Date	VP Wells Fargo Bank N A 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 JOSEPH J CASTRIANO	Preparer's signature 	Date 10/30/2018	Check <input checked="checked" type="checkbox"/> if self-employed	PTIN 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	

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

Long Term CG Distributions										Amount				
Short Term CG Distributions										1,581	0			
	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	VANGUARD REAL ESTATE E	922908553	X				7/25/2017	3/20/2018	1,359	1,501				-142
2	VANGUARD FISE EMERGIN	922042958	X				1/18/2017	3/26/2018	1,503	1,191				312
3	VANGUARD FISE EMERGIN	922042958	X				1/18/2017	3/20/2018	1,488	1,488				0
4	VANGUARD FISE EMERGIN	922042958	X				1/18/2017	1/25/2018	6,161	4,540				1,621
5	VANGUARD INFLAT-PROT SE	922031737	X				7/27/2017	1/25/2018	2,649	2,678				-29
6	VANGUARD INFLAT-PROT SE	922031737	X				1/20/2017	1/25/2018	739	744				-5
7	VANGUARD INFLAT-PROT SE	922031737	X				8/25/2016	1/25/2018	3,025	3,199				-174
8	VANGUARD INFLAT-PROT SE	922031737	X				5/11/2016	1/25/2018	7,615	7,914				-299
9	VANGUARD FISE DEVELOPE	921943858	X				1/28/2016	3/26/2018	1,620	1,263				357
10	VANGUARD FISE DEVELOPE	921943858	X				1/28/2016	3/20/2018	2,318	1,775				543
11	VANGUARD FISE DEVELOPE	921943858	X				1/28/2016	1/25/2018	3,338	2,369				969
12	VANGUARD SHORT TERM BC	921937827	X				1/28/2016	3/26/2018	626	641				-15
13	VANGUARD SHORT TERM BC	921937827	X				1/28/2016	3/20/2018	1,407	1,442				-35
14	VANGUARD INTERMEDIATE	921937819	X				1/28/2016	1/25/2018	26,795	27,238				-443
15	VANGUARD INTERMEDIATE	921937819	X				8/23/2016	3/26/2018	3,413	3,694				-281
16	VANGUARD INTERMEDIATE	921937819	X				8/23/2016	3/20/2018	4,382	4,749				-367
17	VANGUARD INTERMEDIATE	921937819	X				8/23/2016	1/25/2018	10,434	11,082				-648
18	UNITEDHEALTH GROUP INC	91324P102	X				8/30/2012	3/26/2018	652	164				488
19	UNITEDHEALTH GROUP INC	91324P102	X				8/30/2012	3/7/2018	2,497	603				1,894
20	THERMO FISHER SCIENTIFIC	883556102	X				1/28/2016	3/26/2018	646	383				244
21	SUNCOR ENERGY INC NEW	867224107	X				10/5/2016	1/25/2018	4,408	2,064				2,344
22	SPIRIT AEROSYSTEMS HOLD	848574109	X				1/28/2016	3/7/2018	1,589	779				810
23	UNITED HEALTH GROUP INC	91324P102	X				3/24/2017	3/26/2018	619	631				-12
24	UNITED PARCEL SERVICE-C	911312106	X				1/25/2016	3/26/2018	641	785				-144
25	SCHLUMBERGER LTD	808857108	X				1/28/2016	7/1/2018	5,485	5,187				328
26	SPDR DJ WILSHIRE INTERNA	78463X863	X				1/28/2016	3/20/2018	1,355	1,255				100
27	SPDR DJ WILSHIRE INTERNA	78463X863	X				1/28/2016	7/1/2018	258	252				6
28	T ROWE PR REAL ESTATE-I	779919307	X				1/28/2016	3/26/2018	662	350				312
29	UNION PACIFIC CORP	907818108	X				1/25/2016	3/26/2018	631	654				-23
30	TOTAL S.A. -ADR	89151E109	X				1/27/2017	1/25/2018	53,794	25,420				28,374
31	SHARES CORE S&P SMALL-	464287804	X				1/28/2016	3/26/2018	1,525	1,071				454
32	SHARES S&P MID-CAP 400	464287705	X				1/28/2016	3/20/2018	789	789				0
33	SHARES S&P MID-CAP 400	464287705	X				1/25/2016	3/20/2018	789	789				-37
34	SHARES S&P MID-CAP 400	464287705	X				1/25/2016	3/20/2018	789	789				83
35	VANGUARD REAL ESTATE E	922908553	X				1/25/2016	3/20/2018	2,719	2,696				23
36	VANGUARD REAL ESTATE E	922908553	X				1/25/2017	7/1/2018	412	417				5
37	VANGUARD REAL ESTATE E	922908553	X				1/28/2016	7/1/2018	16,395	15,169				1,226
38	T ROWE PR REAL ESTATE-I	779919307	X				4/24/2017	7/1/2018	78	78				0
39	T ROWE PR REAL ESTATE-I	779919307	X				1/20/2017	41,598	41,832				-234	
40	T ROWE PR REAL ESTATE-I	779919307	X				4/24/2017	1,391	1,391				-116	
41	T ROWE PR REAL ESTATE-I	779919307	X				4/24/2017	865	924				0	
42	T ROWE PR REAL ESTATE-I	779919307	X				7/27/2017	1,076	1,164				-59	
43	T ROWE PRICE INST FLOAT	779588402	X				1/28/2016	935	926				-88	
44	MICROSOFT CORP	58155Q103	X				1/25/2016	7/1/2018	5,599	5,599				0
45	MCKESSON CORP	58155Q103	X				1/28/2016	4,717	5,599				-2	
46	LAS VEGAS SANDS CORP	517834107	X				12/16/2014	634	485				9	
47	IPMORGAN HIGH YIELD #35	4812C0803	X				1/26/2016	1,932	1,985				53	
48	SHARES CORE S&P SMALL-	464287804	X				4/20/2017	3,440	3,440				545	
49	SHARES CORE S&P SMALL-	464287804	X				1/28/2016	16,252	16,252				0	
50	SHARES RUSSELL 2000 ETF	464287855	X				1/25/2016	25,821	1,906				9,599	
51	SHARES RUSSELL 2000 ETF	464287855	X				1/25/2016	1,893	1,906				-83	
52	SHARES S&P MID-CAP 400	464287696	X				1/28/2016	2,819	2,859				40	
53	SHARES S&P MID-CAP 400	464287696	X				1/28/2016	1,308	881				427	
54	SHARES S&P MID-CAP 400	464287696	X				1/28/2016	1,794	1,174				620	
55	FID ADV EMER MKTS INC- CI	315920702	X				1/28/2016	3,892	2,495				1,387	
56	FID ADV EMER MKTS INC- CI	315920702	X				1/26/2018	1,467	1,524				-57	
57	DIAGEO PLC- ADR	25243Q205	X				1/26/2016	1,934	2,004				-70	
58	COMCAST CORP CLASS A	20030N101	X				10/25/2013	672	655				17	
59	CISCO SYSTEMS INC	17275R102	X				1/28/2016	3,884	3,054				830	
60	CISCO SYSTEMS INC	17275R102	X				1/28/2016	894	849				310	
61	CISCO SYSTEMS INC	17275R102	X				3/7/2018	1,017	532				485	
62	CELANESE CORP	15087Q103	X				2/23/2016	1,535	874				35	
63	CME GROUP INC	12572Q105	X				10/25/2013	646	305				341	
64	BOEING CO	097023105	X				1/28/2016	1,700	587				1,113	
65	BOEING CO	097023105	X				6/9/2017	4,922	2,484				2,458	
66	BLACKROCK INC	094274101	X				1/28/2016	2,784	1,579				1,205	
67	BAYER AG ADR- RIGHTS DEF	071991517	X				3/20/2016	852	0				60	
68	APPLE INC	037833100	X				1/29/2016	852	0				20	
69	AMERIPRISE FINL INC	03076C106	X				1/29/2016	2,791	1,398				1,393	
70	AMERIPRISE FINL INC	03076C106	X				6/10/2016	1,570	896				674	
71	AFFILIATED MANAGERS GRO	008252108	X				1/28/2016	7,442	5,476				1,966	
72	AFFILIATED MANAGERS GRO	008252108	X				3/26/2018	744	522				222	
Capital Gains/Losses										308,088	245,084	0	63,022	
Other sales										0	0	0	0	

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

		2,149	538	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	538	538		
2	PY EXCISE TAXES PAID	310			
3	ESTIMATED EXCISE TAXES PAID	1,301			

Part I, Line 23 (990-PF) - Other Expenses

		26	26	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	26	26		

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	1,221,010
2	FLEXTRONICS INTL LTD		0	7,299	5,905
3	APPLE COMPUTER INC COM		0	11,339	22,835
4	BAYER A G SPONSORED ADR		0	3,561	3,996
5	BOEING COMPANY		0	1,877	5,701
6	CVS/CAREMARK CORPORATION		0	11,731	8,562
7	CISCO SYSTEMS INC		0	5,718	12,053
8	COGNIZANT TECH SOLUTIONS CRP COM		0	7,696	11,084
9	DIAGEO PLC - ADR		0	5,620	6,627
10	WALT DISNEY CO		0	6,768	8,063
11	GILEAD SCIENCES INC		0	6,067	5,682
12	HOME DEPOT INC		0	4,556	6,123
13	ELI LILLY & CO COM		0	5,281	6,324
14	MICROSOFT CORP		0	6,159	22,807
15	NIKE INC CL B		0	7,470	10,229
16	PNC FINANCIAL SERVICES GROUP		0	6,152	10,428
17	ROCHE HOLDINGS LTD - ADR		0	7,336	7,054
18	SCHLUMBERGER LTD		0	9,111	8,643
19	TJX COS INC NEW		0	3,615	5,058
20	THERMO FISHER SCIENTIFIC INC		0	4,724	8,678
21	TOTAL FINA ELF S A ADR		0	7,524	9,983
22	UNION PACIFIC CORP		0	6,302	13,490
23	EOG RESOURCES, INC		0	4,609	5,544
24	MANULIFE FINANCIAL CORP		0	5,564	7,554
25	UNITED PARCEL SERVICE-CL B		0	5,500	6,474
26	TARGET CORP		0	3,898	4,760
27	UNITEDHEALTH GROUP INC		0	2,522	11,648
28	HAIN CELESTIAL GROUP INC		0	4,295	3,441
29	BLACKROCK INC		0	2,526	4,022
30	JPMORGAN CHASE & CO		0	1,477	10,116
31	UBS GROUP AG		0	7,508	6,190
32	SUNCOR ENERGY INC NEW F		0	5,929	10,746
33	MERCK & CO INC NEW		0	5,549	6,521
34	BERSHIRE HATHAWAY INC		0	3,673	5,738
35	ALPHABET INC/CA		0	9,727	15,824
36	COMCAST CORP CLASS A		0	4,027	5,331
37	LAS VEGAS SANDS CORP		0	4,408	6,183
38	CELANESE CORP		0	4,775	9,685
39	TE CONNECTIVITY LTD		0	5,614	7,860
40	CITIGROUP INC		0	6,211	10,927
41	AMERIPRISE FINL INC		0	2,884	4,807
42	AT & T INC		0	8,897	8,024
43	SPIRIT AEROSYTSEMS HOLD-CL A		0	2,393	4,756
44	MONDELEZ INTERNATIONAL INC		0	4,589	4,642
45	EATON CORP PLC		0	3,309	5,489
46	CME GROUP INC		0	2,093	5,092

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
47	ZOETIS INC		0	3,804	5,967
48	FID ADV EMER MKTS INC- CLI 607		0	68,578	70,921
49	ISHARES RUSSELL 2000		0	103,066	107,650
50	ISHARES S&P MIDCAP 400 VALUE		0	45,845	70,795
51	ISHARES S&P MIDCAP 400 GROWTH		0	45,652	70,871
52	TCW EMRG MKTS INCM-I 4721		0	62,622	63,091
53	T ROWE PR REAL ESTATE-I #432		0	21,956	30,801
54	VANGUARD EMERGING MARKETS ETF		0	48,710	68,233
55	JPMORGAN HIGH YIELD FUND SS 3580		0	23,075	25,023
56	T ROWE PRICE INST FLOAT RATE 170		0	11,361	11,406
57	VANGUARD BD INDEX FD INC		0	43,745	42,737
58	SPDR DJ WILSHIRE INTERNATIONAL REA		0	28,984	31,315
59	VANGUARD INTERMEDIATE TERM B		0	177,515	168,348
60	VANGUARD EUROPE PACIFIC ETF		0	64,676	83,153

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

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

1	MUTUAL FUND TIMING DIFFERENCE	1	164
2	ROUNDING	2	4
3	Total	3	168

Amount

1.581

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

[illegible]

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

Part VII, Line 1 (3361) - 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		X	6325 S RAINBOW BLVD STE 300	LAS VEGAS	NV	89118		TRUSTEE	1 00	19,144		
1												

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	12/12/2017	2	325
3 Second quarter estimated tax payment	1/10/2018	3	326
4 Third quarter estimated tax payment	4/11/2018	4	325
5 Fourth quarter estimated tax payment	7/11/2018	5	325
6 Other payments		6	0
7 Total		7	1,301

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	18,707
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	18,707