

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

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.**2017**

Open to Public Inspection

For calendar year 2017 or tax year beginning

10/01, 2017, and ending

09/30, 2018

Name of foundation

ADAMS, ARTHUR & ALICE FDN

Number and street (or P O box number if mail is not delivered to street address)

6325 S RAINBOW BLVD STE 300

City or town, state or province, country, and ZIP or foreign postal code

LAS VEGAS, NV 89118

G Check all that apply:

☐ Initial return☐ Final return☒ Address change☐ Initial return of a former public charity☐ Amended return☐ 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) \$ 15,821,865.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number

65-6003785

B Telephone number (see instructions)

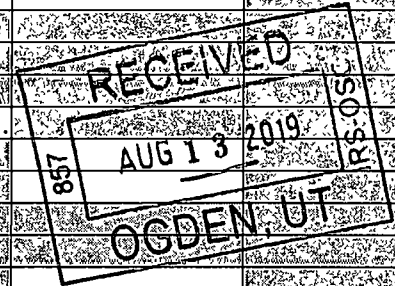
888-730-4933

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
computationE If private foundation status was terminated
under section 507(b)(1)(A), check hereF 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 ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	367,301.	367,301.		STMT-1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	400,097			
b Gross sales price for all assets on line 6a	7,832,860			
7 Capital gain net income (from Part IV, line 2)		400,097.		
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	767,398.	767,398.		
13 Compensation of officers, directors, trustees, etc.	258,757.	194,068.		64,689.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	775.	NONE	NONE	775.
b Accounting fees (attach schedule)	1,400.	NONE	NONE	1,400.
c Other professional fees (attach schedule)	7,762.	7,762.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	17,788.	7,838.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	2,337.	783.		1,554.
24 Total operating and administrative expenses. Add lines 13 through 23.	288,819.	210,451.	NONE	68,418.
25 Contributions, gifts, grants paid	522,000.			522,000.
26 Total expenses and disbursements. Add lines 24 and 25	810,819.	210,451.	NONE	590,418.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-43,421.			
b Net investment income (if negative, enter -0-)		556,947.		
c Adjusted net income (if negative, enter -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	698,657.	846,561.	846,561.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)	1,404,766.		
	b	Investments - corporate stock (attach schedule)	8,490,085.		
	c	Investments - corporate bonds (attach schedule)	3,249,171.		
	11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	126,039.	13,078,752.	14,975,304.	
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)	13,968,718.	13,925,313.	15,821,865.	
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)		NONE		
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	13,968,718.	13,925,313.	
	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)	13,968,718.	13,925,313.	
	31	Total liabilities and net assets/fund balances (see instructions)	13,968,718.	13,925,313.	

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	13,968,718.
2	Enter amount from Part I, line 27a	2	-43,421.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 33	3	1,950.
4	Add lines 1, 2, and 3	4	13,927,247.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 34	5	1,934.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,925,313.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a					
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) 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		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	263,982.	14,670,236.	0.017994
2015	464,846.	14,227,996.	0.032671
2014	930,014.	15,151,687.	0.061380
2013	962,624.	15,718,323.	0.061242
2012	936,005.	15,532,601.	0.060261
2 Total of line 1, column (d)			2 0.233548
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 0.046710
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 14,268,429.
5 Multiply line 4 by line 3.			5 666,478.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,569.
7 Add lines 5 and 6			7 672,047.
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.			8 590,418.

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	11,139.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	NONE
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	11,139.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	NONE
3 Add lines 1 and 2		5	11,139.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		6a	7,676.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	NONE
6 Credits/Payments:		6c	15,000.
a 2017 estimated tax payments and 2016 overpayment credited to 2017		6d	
b Exempt foreign organizations - tax withheld at source		7	22,676.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	11,537.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	397.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 11,140. Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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. ☐ FL		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	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? Website address ▶ N/A	13	X
14 The books are in care of ▶ Wells Fargo Bank NA Telephone no. ▶ (888) 730-4933 Located at ▶ 100 N MAIN ST, 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		
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 ▶	16	X

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

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

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

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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**

Organizations relying on a current notice regarding disaster assistance, check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

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**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank NA	Co-Trustee			
1525 West WT Harris Blvd D1114-044, Charlotte, NC 282	1	111,452.	-0-	-0-
Paul L Guiabo	President			
1525 West WT Harris Blvd D1114-044, Charlotte, NC 282	1	20,000.	-0-	-0-
Renee C. Guiabo	Governor			
1525 W. W.T. Harris Blvd D1114-044, Charlotte, NC 282	1	16,000.	-0-	-0-
Arete Warren	Co-Trustee			
520 East 86 Street Apt 11B, New York, NY 10028	40	111,305.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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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 13,614,339.
b	Average of monthly cash balances	1b 871,376.
c	Fair market value of all other assets (see instructions).	1c NONE
d	Total (add lines 1a, b, and c)	1d 14,485,715.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e	
2	Acquisition indebtedness applicable to line 1 assets	2 NONE
3	Subtract line 2 from line 1d	3 14,485,715.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 217,286.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 14,268,429.
6	Minimum investment return. Enter 5% of line 5	6 713,421.

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	1 713,421.
2a	Tax on investment income for 2017 from Part VI, line 5 2a 11,139.	
b	Income tax for 2017. (This does not include the tax from Part VI.) 2b	
c	Add lines 2a and 2b	2c 11,139.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 702,282.
4	Recoveries of amounts treated as qualifying distributions	4 NONE
5	Add lines 3 and 4	5 702,282.
6	Deduction from distributable amount (see instructions).	6 NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7 702,282.

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 590,418.
b	Program-related investments - total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 NONE
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a NONE
b	Cash distribution test (attach the required schedule)	3b NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 590,418.
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 N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 590,418.

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				702,282.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only.			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	NONE			
b From 2013	NONE			
c From 2014	74,668.			
d From 2015	NONE			
e From 2016	NONE			
f Total of lines 3a through e	74,668.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 590,418.				
a Applied to 2016, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2017 distributable amount.				590,418.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	74,668.			74,668.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2016. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018.				37,196.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2013	NONE			
b Excess from 2014	NONE			
c Excess from 2015	NONE			
d Excess from 2016	NONE			
e Excess from 2017	NONE			

NOT APPLICABLE

4942(j)(5)

(4) Gross investment income .

[illegible]

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	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 Paid during the year SEE STATEMENT 41				522,000.
Total			▶ 3a	522,000.
b Approved for future payment				
Total			▶ 3b	

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash			X
(2) Other assets			X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

b If "Yes," complete the following schedule.

[illegible]

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below?

See instructions ☒ Yes ☐ No

Print/Type preparer's name JOSEPH J. CASTRIANO		Preparer's signature 		Date 08/01/2019	Check ☒ if self-employed	PTIN P01251603
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP					Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET PITTSBURGH, PA 15219					Phone no 412-355-6000	

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST FROM SECURITIES	367,301.	367,301.
	-----	-----
TOTAL	367,301.	367,301.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
NON-ALLOCABLE LEGAL FEES	775.			775.
TOTALS	775.	NONE	NONE	775.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,400.			1,400.
TOTALS	1,400.	NONE	NONE	1,400.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT FEES	7,762.	7,762.
	-----	-----
TOTALS	7,762.	7,762.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES PAID	7,838.	7,838.
FEDERAL ESTIMATED TAXES PAID	7,676.	
PY TAXES PAID	2,274.	
	-----	-----
TOTALS	17,788.	7,838.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
ADR FEES	603.	603.	
INVESTMENT EXPENSES	180.	180.	
OTHER CHARITABLE EXPENSES	1,554.		1,554.
TOTALS	2,337.	783.	1,554.

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

=====

DESCRIPTION

3133XHZK1 FED HOME LN BK
3137EACA5 FED HOME LN MTG CORP
31298WMD4 FHLMC POOL #C59356
31298YZJ3 FHLMC POOL #C60745
3128MMDL4 FHLMC POOL #G18106
3128PCQT2 FHLMC POOL #J01366
31359MH89 FED NATL MTG ASSN
31398ADM1 FED NATL MTG ASSN
31386SVN4 FNMA POOL #572221
31387FGS7 FNMA POOL #582609
31389NK95 FNMA POOL #630420
31409WW80 FNMA POOL #880971
36212VVM8 GNMA POOL #545220
912828FF2 U S TREASURY NOTES
912828MP2 US TREASURY NOTE
912828QN3 US TREASURY NOTE
912828NT3 US TREASURY NOTE
912828JR2 US TREASURY NOTE
912828LY4 US TREASURY NOTE
31407PPQ5 FNMA POOL #836631
31410KJM7 FNMA POOL #889568
912828RR3 US TREASURY NOTE
912828TJ9 US TREASURY NOTE
3135G0JA2 FED NATL MTG ASSN
912828TY6 US TREASURY NOTE
912828UN8 US TREASURY NOTE
912828VB3 US TREASURY NOTE
3128Q0HV2 FHLMC POOL #J19244
3137EADB2 FED HOME LN MTG CORP

ADAMS, ARTHUR & ALICE FDN

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

DESCRIPTION

912828D56 US TREASURY NOTE
912828HA1 US TREASURY NOTE
912828QF0 US TREASURY NOTE
912828WE6 US TREASURY NOTE
3135G0ZR7 FED NATL MTG ASSN
912828F62 US TREASURY NOTE
912828K74 US TREASURY NOTE
912828SJ0 US TREASURY NOTE
3138WDUX7 FNMA POOL #AS4197
912828P46 US TREASURY NOTE
912828R36 US TREASURY NOTE
3137EAE5 FED HOME LN MTG CORP
912828T91 US TREASURY NOTE
912828U24 US TREASURY NOTE
912828U57 US TREASURY NOTE
912828U65 US TREASURY NOTE

TOTALS

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

DESCRIPTION

478366107 JOHNSON CONTROLS INC
254687106 WALT DISNEY CO
126650100 CVS HEALTH CORPORATI
370334104 GENERAL MILLS INC
713448108 PEPSICO INC
166764100 CHEVRON CORP
30231G102 EXXON MOBIL CORPORAT
03076C106 AMERIPRISE FINL INC
46625H100 JPMORGAN CHASE & CO
101137107 BOSTON SCIENTIFIC CO
151020104 CELGENE CORP COM
58933Y105 MERCK & CO INC NEW
097023105 BOEING CO
268648102 E M C CORP MASS
38259P508 GOOGLE INC
594918104 MICROSOFT CORP
025537101 AMERICAN ELECTRIC PO
69351T106 PPL CORPORATION
744573106 PUBLIC SVC ENTERPRIS
023135106 AMAZON COM INC COM
517834107 LAS VEGAS SANDS CORP
580135101 MCDONALDS CORP
855244109 STARBUCKS CORP COM
191216100 COCA COLA CO
518439104 ESTEE LAUDER COMPANI
494368103 KIMBERLY CLARK CORP
742718109 PROCTER & GAMBLE CO
12572Q105 CME GROUP INC
375558103 GILEAD SCIENCES INC

ADAMS, ARTHUR & ALICE FDN

65-6003785

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

DESCRIPTION

478160104 JOHNSON & JOHNSON
91324P102 UNITEDHEALTH GROUP I
235851102 DANAHER CORP
740189105 PRECISION CASTPARTS
858912108 STERICYCLE INC COM
037833100 APPLE INC
458140100 INTEL CORP
68389X105 ORACLE CORPORATION
61166W101 MONSANTO CO NEW
001317205 AIA GROUP LTD-SP ADR
003021714 ABERDEEN EMERG MARKE
00751Y106 ADVANCE AUTO PTS INC
008252108 AFFILIATED MANAGERS
009126202 AIR LIQUIDE - ADR
018805101 ALLIANZ SE ADR
025083320 AMER CENT SMALL CAP
032095101 AMPHENOL CORP CL A
03524A108 ANHEUSER-BUSCH INBEV
042068106 ARM HOLDINGS PLC - A
049255706 ATLAS COPCO AB ADR
055434203 BG GROUP PLC - ADR
084423102 BERKLEY W R CORP
084670702 BERKSHIRE HATHAWAY I
088606108 BHP BILLITON LIMITED
112585104 BROOKFIELD ASSET MAN
115236101 BROWN & BROWN INC
115637209 BROWN FORMAN CORP CL
136375102 CANADIAN NATL RR CO
143130102 CARMAX INC

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION

150870103 CELANESE CORP
156782104 CERNER CORP COM
17275R102 CISCO SYSTEMS INC
20030N101 COMCAST CORP CLASS A
217204106 COPART INC COM
23304Y100 DBS GROUP HOLDINGS L
237545108 DASSAULT SYSTEMES S.
246248306 DELAWARE POOLED TR I
25243Q205 DIAGEO PLC - ADR
25470F302 DISCOVERY COMMUNICAT
256206103 DODGE & COX INT'L ST
278865100 ECOLAB INC
30303M102 FACEBOOK INC
307305102 FANUC CORPORATION AD
358029106 FRESENIUS MEDICAL CA
37637Q105 GLACIER BANCORP INC
38141G104 GOLDMAN SACHS GROUP
404280406 HSBC - ADR
45104G104 ICICI BANK LTD. - AD
453038408 IMPERIAL OIL LTD COM
464287481 ISHARES RUSSELL MID-
465562106 ITAU UNIBANCO H-SPON
466140100 JGC CORP-UNSPONSORED
46625H365 JP MORGAN ALERIAN ML
49456B101 KINDER MORGAN INC/DE
502117203 L'OREAL - ADR
502441306 LVMH MOET HENNESSY U
50540R409 LABORATORY CRP OF AM
55261F104 M & T BANK CORPORATI

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION

570535104 MARKEL HOLDINGS
62474M108 MTN GROUP LTD ADR
641069406 NESTLE S.A. REGISTER
66987V109 NOVARTIS AG - ADR
67103H107 O'REILLY AUTOMOTIVE
681919106 OMNICOM GROUP
717081103 PFIZER INC
718172109 PHILIP MORRIS INTERN
722005667 PIMCO COMMODITY REAL
771195104 ROCHE HOLDINGS LTD -
779919109 T ROWE PRICE REAL ES
803054204 SAP SE ADR
803866300 SASOL LIMITED - ADR
806857108 SCHLUMBERGER LTD
80687P106 SCHNEIDER ELECTRIC S
83569C102 SONOVA HOLDIN-UNSPON
86959C103 SVENSKA HANDELSB-A-U
87184P109 SYSMEX CORP-UNSPON A
872540109 TJX COMPANIES INC
874039100 TAIWAN SEMICONDUCTOR
87612E106 TARGET CORP
883556102 THERMO FISHER SCIENT
886547108 TIFFANY & CO NEW
89151E109 TOTAL S.A. - ADR
900148701 TURKIYE GARANTI BANK
90460M204 UNI CHARM CORPORATIO
904767704 UNILEVER PLC - ADR
907818108 UNION PACIFIC CORP
911312106 UNITED PARCEL SERVIC

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

DESCRIPTION

92343V104 VERIZON COMMUNICATIO
981475106 WORLD FUEL SERVICES
G0450A105 ARCH CAPITAL GROUP L
G16962105 BUNGE LIMITED
056752108 BAIDU INC ADR
05946K101 BANCO BILBAO VIZCAYA
072743206 BAYERISCHE MOTOREN W
194014106 COLFAX CORPORATION
228368106 CROWN HLDGS INC
25746U109 DOMINION ENERGY INC
302130109 EXPEDITORS INTL WASH
437076102 HOME DEPOT INC
43858F109 HONG KONG EXCH & CLE
58155Q103 MCKESSON CORP
670100205 NOVO NORDISK A/S - A
778296103 ROSS STORES INC
89155H256 TOUCHSTONE SMALLCAP
904784709 UNILEVER N.V. - ADR
92937A102 WPP PLC NEW ADR
G29183103 EATON CORP PLC
G5480U120 LIBERTY GLOBAL PLC-S
M22465104 CHECK POINT SOFTWARE
09247X101 BLACKROCK INC
12514G108 CDW CORP/DE
12637N204 CSL LTE-SPONSORED AD
172967424 CITIGROUP INC.
231021106 CUMMINS INC.
23918K108 DAVITA INC
311900104 FASTENAL CO

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

DESCRIPTION

35952Q106 FUCHS PETROLUB SE-PR
38259P706 GOOGLE INC-CL C
461202103 INTUIT COM
606783207 MITSUBISHI ESTATE CO
61022V107 MONOTARO CO LTD-UNSP
65339F101 NEXTERA ENERGY INC
683974604 OPPENHEIMER DEVELOPI
79546E104 SALLY BEAUTY CO INC
80007R105 SANDS CHINA LTD-UNSP
87155N109 SYMRISE AG ADR
893641100 TRANSDIGM GROUP INC
92826C839 VISA INC-CLASS A SHR
92914A810 VOYA INTL RL EST FD
N53745100 LYONDELLBASELL INDU-
00206R102 AT & T INC
015351109 ALEXION PHARMACEUTIC
016255101 ALIGN TECHNOLOGY INC
02209S103 ALTRIA GROUP INC
03027X100 AMERICAN TOWER CORP
046353108 ASTRAZENECA PLC ADR
055262505 BASF AKTIENGESSELLSCH
05534B760 BCE INC
055622104 BP PLC - ADR
064149107 BANK N S HALIFAX
081437105 BEMIS INC
110448107 BRITISH AMERICAN TOB
14149Y108 CARDINAL HEALTH INC
169656105 CHIPOTLE MEXICAN GRI
20449X302 COMPASS GROUP PLC -

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

DESCRIPTION

20605P101 CONCHO RESOURCES INC
21036P108 CONSTELLATION BRANDS
22822V101 CROWN CASTLE INTL CO
251542106 DEUTSCHE BOERSE AG A
26441C204 DUKE ENERGY HOLDING
26874R108 ENI SPA - ADR
34964C106 FORTUNE BRANDS HOME
37733W105 GLAXOSMITHKLINE PLC
40414L109 HCP INC
418056107 HASBRO INC
451734107 IHS INC
45866F104 INTERCONTINENTAL EXC
500472303 PHILIPS ELECTRONICS
50048H101 KONE OYJ-B-UNSPONSOR
500754106 KRAFT HEINZ CO/THE
53071M880 LIBERTY VENTURES - S
532457108 ELI LILLY & CO COM
535223200 LINDE AG ADR
539830109 LOCKHEED MARTIN CORP
580645109 MCGRAW-HILL FINANCIA
59410T106 MICHELIN (CGDE) ADR
596278101 MIDDLEBY CORP
609207105 MONDELEZ INTERNATION
61174X109 MONSTER BEVERAGE COR
620076307 MOTOROLA SOLUTIONS,
631512100 NASPERS LTD ADR
636274300 NATIONAL GRID PLC AD
654106103 NIKE INC CL B
675232102 OCEANEERING INTL INC

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION

681936100 OMEGA HEALTHCARE INV
693475105 PNC FINANCIAL SERVIC
693506107 PPG INDUSTRIES INC
731068102 POLARIS INDS INC COM
741503403 THE PRICELINE GROUP
74435K204 PRUDENTIAL PLC - ADR
756109104 REALTY INCOME CORP C
756255204 RECKITT BENCKIS/S AD
761713106 REYNOLDS AMERICAN IN
767204100 RIO TINTO PLC - ADR
780259107 ROYAL DUTCH SHELL PL
780259206 ROYAL DUTCH SHELL PL
78462F103 SPDR S & P 500 ETF T
79466L302 SALESFORCE COM INC
80105N105 SANOFI-ADR
82481R106 SHIRE PLC ADR
826197501 SIEMENS AG - SPONSOR
82929R304 SINGAPORE TELECOMMUN
842587107 SOUTHERN CO
867224107 SUNCOR ENERGY INC NE
87817A107 TEAM HEALTH HOLDINGS
87944W105 TELENOR ASA - ADR
87969N204 TELSTRA CORP-ADR
891160509 TORONTO DOMINION BK
892331307 TOYOTA MOTOR CORPORA
892356106 TRACTOR SUPPLY CO CO
92276F100 VENTAS INC COM
92345Y106 VERISK ANALYTICS INC
92857W308 VODAFONE GROUP PLC-S

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

DESCRIPTION

95040Q104 WELLTOWER INC
966244105 WHITEWAVE FOODS CO
G0177J108 ALLERGAN PLC
G1151C101 ACCENTURE PLC
G50871105 JAZZ PHARMACEUTICALS
G66721104 NORWEGIAN CRUISE LIN
N6596X109 NXP SEMICONDUCTORS N
00203H859 AQR MANAGED FUTURES
00287Y109 ABBVIE INC
015393101 ALFA LAVAL AB-UNSPON
02079K107 ALPHABET INC CL C
02079K305 ALPHABET INC CL A
05530H100 BBA AVIATION PLC-UNS
072730302 BAYER AG - ADR
072743305 BAYERISCHE MOTOREN A
15135B101 CENTENE CORP DEL
192446102 COGNIZANT TECH SOLUT
19624Y101 COLOPLAST AS - UNSPO
209115104 CONSOLIDATED EDISON
256677105 DOLLAR GENERAL CORP
34959J108 FORTIVE CORP
36381Y108 MONDRIAN INTERNATION
398438408 GRIFOLS SA-ADR
40049J206 GRUPO TELEVISA, S.A.
405217100 HAIN CELESTIAL GROUP
501173207 KUBOTA LIMITED - ADR
530307305 LIBERTY BROADBAND CO
56501R106 MANULIFE FINANCIAL C
62942M201 NTT DOCOMO, INC. - A

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

DESCRIPTION

651229106 NEWELL BRANDS, INC
697435105 PALO ALTO NETWORKS I
701491102 PARK24 CO LTD-SPN AD
74925K581 BOSTON P LNG/SHRT RE
78409V104 S&P GLOBAL INC
88031M109 TENARIS S.A. - ADR
92210H105 VANTIV INC
92927K102 WABCO HOLDINGS INC
977868306 WOLSELEY PLC
G0750C108 AXALTA COATING SYSTE
G25839104 COCA-COLA EUROPEAN P
G47567105 IHS MARKIT LTD
031162100 AMGEN INC
032654105 ANALOG DEVICES INC
04530Y106 ASPEN PHARMACARE HL-
054536107 AXA - ADR
09531U102 BLUE BUFFALO PET PRO
136069101 CANADIAN IMPERIAL BK
20449X401 COMPASS GROUP PLC AD
22544R305 CREDIT SUISSE COMM R
31502A105 FERGUSON PLC-ADR
40052P107 GRUPO FIN BANORTE-SP
40415F101 HDFC BANK LTD. - ADR
406216101 HALLIBURTON CO
45662N103 INFINEON TECHNOLOGIE
456837103 ING GROEP N.V. - ADR
464287234 ISHARES MSCI EMERGIN
471105205 JAPAN TOBACCO INC-UN
631512209 NASPERS LTD-N SHS SP

ADAMS, ARTHUR & ALICE FDN

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

DESCRIPTION

636274409 NATIONAL GRID PLC-SP
64110L106 NETFLIX INC
674599105 OCCIDENTAL PETE CORP
74460D109 PUBLIC STORAGE INC C
747525103 QUALCOMM INC
779919307 T ROWE PR REAL ESTAT
806407102 SCHEIN HENRY INC
831865209 SMITH A O CORP CL B
848574109 SPIRIT AEROSYSEMS H
89353D107 TRANSCANADA CORP
90384S303 ULTA BEAUTY, INC
92334N103 VEOLIA ENVIRONNEMENT
929740108 WABTEC CORP
948596101 WEIBO CORP-SPON ADR
983793100 XPO LOGISTICS INC
98978V103 ZOETIS INC
G7S00T104 PENTAIR PLC
H84989104 TE CONNECTIVITY LTD
Y09827109 BROADCOM LTD

TOTALS

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION

03523TAN8 ANHEUSER-BUSCH INBEV
14912L3K5 CATERPILLAR FIN SERV
20030NBA8 COMCAST CORP
20825CAR5 CONOCOPHILLIPS
22160KAC9 COSTCO WHOLESALE COR
126650BH2 CVS CAREMARK CORP
25470DAC3 DISCOVERY COMMUNICAT
260543CC5 DOW CHEMICAL CO/THE
26138EAM1 DR PEPPER SNAPPLE GR
36962G3H5 GENERAL ELEC CAP COR
459200GJ4 IBM CORPORATION
565849AD8 MARATHON OIL CORP
674599BZ7 OCCIDENTAL PETROLEUM
87236YAA6 TD AMERITRADE HOLDIN
35671DAU9 FREEPORT-MCMORAN C
40414LAG4 HCP INC
40429CFN7 HSBC FINANCE CORP
539473AQ1 LLOYDS BANK PLC
637432MQ5 NATIONAL RURAL UTIL
04621XAE8 ASSURANT INC
06739FGF2 BARCLAYS BANK PLC
205887BQ4 CONAGRA FOODS INC
261980494 DREYFUS EMG MKT DEBT
30219GAF5 EXPRESS SCRIPTS HOLD
693390841 PIMCO HIGH YIELD FD-
693390882 PIMCO FOREIGN BD FD
693391559 PIMCO EMERG MKTS BD-
761713AV8 REYNOLDS AMERICAN IN
76628T678 RIDGEWORTH SEIX FLOA

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

DESCRIPTION

92343VBR4 VERIZON COMMUNICATIO
00206RBD3 AT&T INC
29379VAZ6 ENTERPRISE PRODUCTS
38144LAB6 GOLDMAN SACHS GROUP
61746BDQ6 MORGAN STANLEY
68389XAP0 ORACLE CORP
053332AJ1 AUTOZONE INC
05531FAS2 BB&T CORPORATION
06051GEU9 BANK OF AMERICA CORP
097023AZ8 BOEING CO
12572QAG0 CME GROUP INC
345397VT7 FORD MOTOR CREDIT CO
46625HJX9 JPMORGAN CHASE & CO
55279HAJ9 MANUFACTURERS & TRAD
56501RAB2 MANULIFE FINANCIAL
857477AG8 STATE STREET CORP
857477AM5 STATE STREET CORP
00206RDD1 AT&T INC
052769AC0 AUTODESK INC
06406FAB9 BANK OF NY MELLON CO
151020AQ7 CELGENE CORP
26138EAQ2 DR PEPPER SNAPPLE GR
40428HPR7 HSBC USA INC
448579AD4 HYATT HOTELS CORPS
50540RAM4 LAB CORP OF AMER HLD
80282KAD8 SANTANDER HOLDINGS
87612EAS5 TARGET CORP
959802AP4 WESTERN UNION CO/THE
961214BK8 WESTPAC BANKING CORP

ADAMS, ARTHUR & ALICE FDN

65-6003785

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

DESCRIPTION

026874CU9 AMERICAN INTL GROUP
191216AV2 COCA-COLA CO/THE
37045XBS4 GENERAL MOTORS FINL
49326EEF6 KEYCORP
58013MEX8 MCDONALD'S CORP
68389XAG0 ORACLE CORP
747525AM5 QUALCOMM INC
867914BM4 SUNTRUST BANKS INC
92837F763 VIRTUS SEIX FLT RT H

TOTALS

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV -----
22544R305 CREDIT SUISSE COMM R	C	230,000.	225,363.
90270RBD5 UBS-BARCLAYS COMMER	C	65,523.	63,645.
912828P46 US TREASURY NOTE	C	138,314.	127,044.
912828NT3 US TREASURY NOTE 2.6	C	45,223.	44,840.
31389NK95 FNMA POOL 630420 6.0	C	2,206.	2,411.
912828U24 US TREASURY NOTE	C	121,290.	115,645.
9128282R0 US TREASURY NOTE	C	106,039.	103,159.
40414LAG4 HCP INC 3.150% 8/01/	C	24,874.	24,344.
097023105 BOEING COMPANY	C	5,887.	26,033.
375558103 GILEAD SCIENCES INC	C	6,905.	17,372.
512807108 LAM RESEARCH CORP CO	C	19,792.	15,929.
26875P101 EOG RESOURCES, INC	C	21,644.	24,238.
09247X101 BLACKROCK INC	C	17,609.	26,394.
H84989104 TE CONNECTIVITY LTD	C	26,948.	34,293.
00206R102 AT & T INC	C	30,933.	29,215.
12572Q105 CME GROUP INC	C	8,680.	27,234.
101137107 BOSTON SCIENTIFIC CO	C	20,422.	44,083.
518439104 ESTEE LAUDER COMPANI	C	9,231.	18,892.
617446448 MORGAN STANLEY	C	17,328.	15,368.
191216100 COCA COLA CO	C	15,338.	15,705.
15135B101 CENTENE CORP DEL	C	15,638.	37,643.
34959J108 FORTIVE CORP	C	17,137.	29,049.
79466L302 SALESFORCE COM INC	C	15,697.	40,553.
983793100 XPO LOGISTICS INC	C	16,200.	31,968.
45866F104 INTERCONTINENTALEXCH	C	10,869.	18,348.
072730302 BAYER A G SPONSORED	C	21,323.	17,845.
806857108 SCHLUMBERGER LTD	C	47,134.	37,831.
803866300 SASOL LIMITED - ADR	C	6,619.	5,989.
05530H100 BBA AVIATION PLC-UNS	C	2,562.	3,093.

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
92937A102 WPP PLC NEW	C	3,874.	5,275.
032095101 AMPHENOL CORP NEW	C	11,504.	26,702.
228368106 CROWN HLDGS INC	C	24,794.	29,280.
G47567105 IHS MARKIT LTD	C	32,482.	49,265.
12514G108 CDW CORP/DE	C	28,632.	67,846.
256746108 DOLLAR TREE INC	C	57,518.	56,025.
SKY990RF9 SKYBRIDGE MULTI-ADVI	C	200,000.	205,737.
345397ZB2 FORD MOTOR CREDIT CO	C	24,986.	24,592.
61746BDQ6 MORGAN STANLEY 3.875	C	50,406.	49,773.
3135G0T94 FED NATL MTG ASSN	C	63,968.	63,367.
9128284T4 US TREASURY NOTE	C	70,003.	69,535.
78463X863 SPDR DJ WILSHIRE INT	C	62,971.	61,430.
68389XAG0 ORACLE CORP 5.000% 7	C	47,686.	45,778.
80282KAD8 SANTANDER HOLDINGS	C	24,740.	24,679.
912828T91 US TREASURY NOTE	C	95,977.	93,738.
02005ACW6 ALLY MASTER OWNER TR	C		
GTA994003 GAI AURORA OPPORTUNI	C		
GTC997004 GAI CORBIN MULTI STR	C		
26138EAQ2 DR PEPPER SNAPPLE GR	C	24,618.	24,591.
34528QEC4 FORD CREDIT FLOORPLA	C	60,516.	59,138.
90270RBD5 UBS-BARCLAYS COMMER	C		
GTA999HB0 GAI AURORA OPP FUND	C		
GTC999HB8 GAI CORBIN FUND 5% H	C		
609207105 MONDELEZ INTERNATION	C	27,309.	27,494.
64110L106 NETFLIX.COM INC	C	14,852.	33,672.
G66721104 NORWEGIAN CRUISE LIN	C	30,171.	34,745.
778296103 ROSS STORES INC	C	13,891.	32,108.
37637Q105 GLACIER BANCORP INC	C	19,182.	31,111.
018581108 ALLIANCE DATA SYS CO	C	27,145.	27,867.

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV -----
143130102 CARMAX INC	C	36,286.	54,360.
277923728 EATON VANCE GLOBAL M	C	200,000.	189,497.
779919307 T ROWE PR REAL ESTAT	C	547,342.	718,994.
464287234 ISHARES TR MSCI EMER	C	133,908.	158,546.
92837F763 VIRTUS SEIX FLT RT H	C	196,913.	190,356.
52107QAF2 LAZARD GROUP LLC 4.2	C	30,612.	30,458.
037833100 APPLE COMPUTER INC C	C	60,519.	195,491.
254687106 WALT DISNEY CO	C	41,554.	63,849.
89151E109 TOTAL FINA ELF S.A.	C	31,078.	39,922.
31298YZJ3 FHLMC POOL C60745 6.	C	584.	639.
3128MMDL4 FHLMC POOL G18106 5.	C	1,004.	1,025.
7591EPAK6 REGIONS FINANCIAL CO	C	24,913.	24,884.
912828R36 US TREASURY NOTE	C	80,404.	72,369.
3138WDUX7 FNMA POOL #AS4197	C	41,613.	39,455.
38141GWB6 GOLDMAN SACHS GROUP	C	24,136.	24,255.
3128PCQT2 FHLMC POOL J01366 5.	C	1,994.	2,036.
31410KJM7 FNMA POOL 889568 5.5	C	381.	350.
192446102 COGNIZANT TECH SOLUT	C	30,458.	42,047.
437076102 HOME DEPOT INC	C	32,382.	61,731.
56501R106 MANULIFE FINANCIAL C	C	27,022.	33,972.
911312106 UNITED PARCEL SERVIC	C	19,697.	28,604.
87612E106 TARGET CORP	C	17,641.	24,699.
H42097107 UBS GROUP AG	C	34,584.	27,213.
58933Y105 MERCK & CO INC NEW	C	24,636.	33,697.
02079K107 ALPHABET INC/CA	C	70,505.	146,797.
61174X109 MONSTER BEVERAGE COR	C	13,198.	20,981.
30303M102 FACEBOOK INC	C	31,621.	69,073.
049255706 ATLAS COPCO AB SPONS	C	3,379.	5,976.
04530Y106 ASPEN PHARMACARE HL-	C	6,888.	3,696.

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
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87974R208 TEMENOS GROUP AG-SP	C	7,661.	8,566.
23405X209 DAITO TRUST CONS-SPN	C	5,861.	3,804.
084423102 BERKLEY W R CORP	C	19,680.	34,929.
311900104 FASTENAL CO	C	28,552.	37,017.
50540R409 LABORATORY CRP OF AM	C	28,224.	47,936.
112585104 BROOKFIELD ASSET MAN	C	30,791.	52,813.
464287804 ISHARES TR SMALLCAP	C	756,790.	872,574.
87234N765 TCW EMRG MKTS INCM-I	C	1,075,000.	1,090,045.
3128Q0HV2 FHLMC POOL #J19244	C	9,004.	8,657.
91324PDC3 UNITEDHEALTH GROUP	C	49,696.	48,949.
55279HAJ9 MANUFACTURERS & TRAD	C	30,146.	29,637.
87236YAA6 TD AMERITRADE HOLDIN	C	34,952.	35,991.
912828MP2 US TREASURY NOTE 3.6	C	9,904.	10,116.
58013MEX8 MCDONALD'S CORP	C	30,477.	29,781.
56501RAB2 MANULIFE FINANCIAL 4	C	38,456.	36,044.
867914BM4 SUNTRUST BANKS INC	C	25,145.	24,327.
37045XBS4 GENERAL MOTORS FINL	C	25,381.	24,645.
448579AD4 HYATT HOTELS CORPS 5	C	22,080.	20,857.
Y2573F102 FLEXTRONICS INTL LTD	C	22,063.	17,253.
654106103 NIKE INC CL B	C	25,861.	42,360.
883556102 THERMO FISHER SCIENT	C	7,903.	34,171.
405217100 HAIN CELESTIAL GROUP	C	18,253.	12,204.
084670702 BERSHIRE HATHAWAY IN	C	7,668.	19,270.
150870103 CELANESE CORP	C	14,960.	35,910.
172967424 CITIGROUP INC	C	29,879.	44,120.
023135106 AMAZON COM INC	C	18,733.	110,165.
693506107 PPG INDUSTRIES INC	C	16,209.	16,370.
92532F100 VERTEX PHARMACEUTICA	C	15,835.	19,274.
981558109 WORLDPAY INC	C	15,072.	28,356.

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
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69354M108 PRA HEALTH SCIENCES	C	24,189.	29,751.
893641100 TRANSDIGM GROUP INC	C	14,697.	24,200.
904767704 UNILEVER PLC - ADR	C	6,557.	9,840.
502117203 L'OREAL - ADR	C	6,300.	14,007.
87155N109 SYMRISE AG ADR	C	4,952.	8,366.
701491102 PARK24 CO LTD-SPN AD	C	5,796.	6,206.
502441306 LVMH MOET HENNESSY U	C	4,854.	10,644.
115637209 BROWN FORMAN CORP CL	C	7,982.	12,385.
89155H256 TOUCHSTONE SMALL CAP	C	82,284.	69,956.
00203H859 AQR MANAGED FUTURES	C	582,000.	505,718.
74925K581 ROBECO BP LNG/SHRT R	C	697,300.	760,501.
136375102 CANADIAN NATL RR CO	C	6,552.	14,727.
641069406 NESTLE S.A. REGISTER	C	13,608.	19,968.
874039100 TAIWAN SEMICONDUCTOR	C	8,178.	23,626.
404280406 HSBC - ADR	C	6,500.	6,774.
018805101 ALLIANZ AKTIENGESSELL	C	11,233.	18,995.
83569C102 SONOVA HOLDIN-UNSPON	C	4,231.	7,884.
780259107 ROYAL DUTCH SHELL PL	C	12,441.	19,151.
631512209 NASPERS LTD-N SHS SP	C	8,272.	12,880.
961214BK8 WESTPAC BANKING CORP	C	37,452.	35,743.
151020AQ7 CELGENE CORP	C	25,815.	24,836.
34528QEC4 FORD CREDIT FLOORPLA	C	60,516.	59,138.
49326EEF6 KEYCORP	C	15,486.	14,898.
035242AJ5 ANHEUSER-BUSCH INBEV	C	44,454.	44,347.
260543CC5 DOW CHEMICAL CO/THE	C	24,905.	24,439.
191216AV2 COCA-COLA CO/THE 3.3	C	51,989.	50,379.
693475105 PNC FINANCIAL SERVIC	C	26,594.	38,814.
20030N101 COMCAST CORP CLASS A	C	10,546.	21,954.
517834107 LAS VEGAS SANDS CORP	C	30,604.	29,072.

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
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98978V103 ZOETIS INC	C	13,299.	21,974.
21036P108 CONSTELLATION BRANDS	C	18,244.	33,421.
596278101 MIDDLEBY CORP	C	23,823.	26,387.
54338V101 LONZA GROUP AG ADR	C	9,771.	12,561.
771195104 ROCHE HOLDINGS LTD -	C	40,757.	41,832.
803054204 SAP AG - ADR	C	10,596.	19,311.
05946K101 BANCO BILBAO VIZCAYA	C	15,201.	11,907.
237545108 DASSAULT SYSTEMES S.	C	5,460.	19,688.
009126202 AIR LIQUIDE ADR	C	17,460.	22,266.
056752108 BAIDU COM INC	C	15,546.	21,039.
87184P109 SYSMEX CORP-UNSPON A	C	2,175.	9,435.
22822V101 CROWN CASTLE INTL CO	C	29,524.	36,294.
46625H365 JP MORGAN ALERIAN ML	C	403,399.	268,229.
09260C703 BLACKROCK GL L/S CRE	C	614,000.	614,589.
9128284A5 US TREASURY NOTE	C	22,992.	22,705.
36212VVM8 GNMA POOL 545220 8.0	C	680.	721.
91324P102 UNITEDHEALTH GROUP I	C	10,285.	50,548.
867224107 SUNCOR ENERGY INC NE	C	26,984.	39,270.
G29183103 EATON CORP PLC	C	14,692.	25,846.
235851102 DANAHER CORP	C	11,252.	25,535.
278865100 ECOLAB INC	C	8,988.	12,542.
831865209 SMITH A O CORP CL B	C	15,997.	15,744.
11135F101 BROADCOM INC	C	46,508.	49,346.
016255101 ALIGN TECHNOLOGY INC	C	4,064.	25,429.
90384S303 ULTA SALON COSMETICS	C	26,389.	29,623.
92826C839 VISA INC-CLASS A SHR	C	19,598.	52,532.
358029106 FRESENIUS MEDICAL CA	C	9,618.	13,112.
45662N103 INFINEON TECHNOLOGIE	C	8,582.	8,156.
45104G104 ICICI BANK LTD. - AD	C	5,134.	6,070.

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
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465562106 ITAU UNIBANCO BANCO	C	9,740.	8,246.
015393101 ALFA LAVAL AB-UNSPON	C	4,618.	8,271.
466140100 JGC CORP-UNSPONSORED	C	9,788.	7,590.
001317205 AIA GROUP LTD - SP A	C	10,559.	24,884.
398438408 GRIFOLS SA-ADR	C	4,588.	5,599.
608190104 MOHAWK INDS INC COM	C	26,255.	25,601.
675232102 OCEANEERING INTL INC	C	21,730.	17,140.
36381Y108 MONDRIAN INTERNATIONAL	C	235,573.	169,883.
31298WMD4 FHLMC POOL C59356 6.	C	1,243.	1,353.
097023AZ8 BOEING CO 4.875% 2/1	C	56,227.	51,259.
12572QAG0 CME GROUP INC	C	51,114.	48,184.
20030NBA8 COMCAST CORP 5.150%	C	29,970.	30,844.
00206RDD1 AT&T INC	C	25,916.	24,615.
06051GFX2 BANK OF AMERICA CORP	C	24,245.	24,170.
87612EAZ9 TARGET CORP 2.900% 1	C	45,782.	44,655.
31409WW80 FNMA POOL 880971 5.5	C	1,031.	1,050.
50540RAM4 LAB CORP OF AMER HLD	C	30,262.	30,000.
307305102 FANUC LTD ADR	C	12,659.	14,935.
88031M109 TENARIS S.A. - ADR	C	3,130.	4,056.
40052P107 GRUPO FIN BANORTE-SP	C	5,567.	8,438.
670108109 NOVOZYMES A/S UNSPON	C	5,754.	6,076.
61022V107 MONOTARO CO LTD-UNSP	C	2,153.	10,905.
217204106 COPART INC COM	C	14,896.	41,791.
302130109 EXPEDITORS INTL WASH	C	30,930.	53,824.
681919106 OMNICO GROUP	C	33,397.	35,574.
912828K74 US TREASURY NOTE	C	43,883.	42,170.
857477AG8 STATE STREET CORP 4.	C	48,467.	46,239.
824348AU0 SHERWIN-WILLIAMS CO	C	24,319.	24,246.
532457108 ELI LILLY & CO COM	C	22,938.	32,193.

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ----
46625H100 JPMORGAN CHASE & CO	C	13,579.	34,980.
848574109 SPIRIT AEROSYNTSEMS H	C	10,764.	21,542.
892356106 TRACTOR SUPPLY CO CO	C	25,758.	31,354.
09857L108 BOOKING HOLDINGS INC	C	17,558.	29,760.
G1151C101 ACCENTURE PLC	C	11,261.	22,637.
G0177J108 ALLERGAN PLC	C	34,289.	28,572.
78409V104 S&P GLOBAL INC	C	9,467.	20,516.
G50871105 JAZZ PHARMACEUTICALS	C	25,429.	31,945.
651587107 NEWMARKET CORP	C	22,245.	21,898.
67103H107 O'REILLY AUTOMOTIVE	C	45,644.	76,063.
GTY995004 GAI AGILITY INCOME F	C	300,000.	296,161.
902641646 E-TRACS ALERIAN MLP	C	150,482.	156,806.
31407PPQ5 FNMA POOL 836631 5.0	C	833.	861.
40428HPR7 HSBC USA INC	C	49,518.	49,452.
3137EADB2 FED HOME LN MTG CORP	C	34,402.	34,396.
637432MQ5 NATIONAL RURAL UTIL	C	30,264.	29,712.
912828VB3 US TREASURY NOTE 1.6	C	27,795.	28,454.
17275R102 CISCO SYSTEMS INC	C	23,064.	60,958.
594918104 MICROSOFT CORP	C	57,016.	178,417.
907818108 UNION PACIFIC CORP	C	23,220.	61,061.
03076C106 AMERIPRISE FINL INC	C	16,022.	22,149.
015351109 ALEXION PHARMACEUTIC	C	31,697.	28,497.
90385D107 ULTIMATE SOFTWARE GR	C	23,143.	35,441.
73278L105 POOL CORPORATION	C	20,807.	23,363.
697435105 PALO ALTO NETWORKS I	C	12,581.	20,273.
92927K102 WABCO HOLDINGS INC	C	19,945.	21,819.
693390841 PIMCO HIGH YIELD FD-	C	430,888.	436,828.
003021714 ABERDEEN EMERG MARKE	C	325,790.	323,958.
683974604 OPPENHEIMER DEVELOPI	C	167,048.	210,261.

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
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9128283Z1 US TREASURY NOTE	C	24,948.	24,638.
31386SVN4 FNMA POOL 572221 6.0	C	483.	534.
02319V103 AMBEV SA-SPN ADR	C	6,140.	5,635.
570535104 MARKEL HOLDINGS	C	31,863.	66,555.
806407102 SCHEIN HENRY INC	C	47,162.	52,378.
115236101 BROWN & BROWN INC	C	30,527.	54,941.
G0450A105 ARCH CAPITAL GROUP L	C	57,906.	72,200.
530307305 LIBERTY BROADBAND CO	C	50,670.	64,742.
M22465104 CHECK POINT SOFTWARE	C	11,718.	16,709.
35952Q106 FUCHS PETROLUB SE-PR	C	6,124.	7,273.
501173207 KUBOTA LIMITED - ADR	C	5,215.	5,768.
948596101 WEIBO CORP-SPON ADR	C	10,659.	7,532.
23304Y100 DBS GROUP HOLDINGS L	C	7,397.	13,717.
12637N204 CSL LTE-SPONSORED AD	C	1,947.	8,841.
40415F101 HDFC BANK LTD. - ADR	C	5,365.	5,740.
072743305 BAYERISCHE MOTOREN	C	6,978.	6,368.
872540109 TJX COS INC NEW	C	42,803.	75,726.
G0750C108 AXALTA COATING SYSTE	C	39,559.	41,495.
G5480U120 LIBERTY GLOBAL PLC-S	C	29,276.	30,188.
252131107 DEXCOM INC	C	16,004.	15,734.
34964C106 FORTUNE BRANDS HOME	C	16,836.	20,944.
20605P101 CONCHO RESOURCES INC	C	18,863.	22,913.
912828U57 US TREASURY NOTE	C	104,053.	100,817.
912828QN3 U S TREASURY NT 3.12	C	25,194.	25,158.
026874CU9 AMERICAN INTL GROUP	C	21,687.	20,841.
30219GAF5 EXPRESS SCRIPTS HOLD	C	26,560.	25,141.
912828WE6 US TREASURY NOTE 2.7	C	75,004.	74,270.
126650100 CVS/CAREMARK CORPORA	C	26,940.	39,360.
25243Q205 DIAGEO PLC - ADR	C	16,771.	22,667.

ADAMS, ARTHUR & ALICE FDN

65-6003785

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F
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ENDING BOOK VALUE	ENDING FMV
-----	----

TOTALS

13,139,278.	15,034,448.
=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----PURCHASE OF ACCRUED INT CO FROM PY
COST BASIS ADJUSTMENT

834.

1,116.

TOTAL

1,950.

=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TIMING DIFFERENCE	253.
PY RETURN OF CAPITAL ADJUSTMENT	1,681.

TOTAL	1,934.
	=====

0

RECIPIENT NAME:

Wells Fargo Philanthropic Services

ADDRESS:

1 West 4th St

Winston Salem, NC 27101

RECIPIENT'S PHONE NUMBER: 888-234-1999

E-MAIL ADDRESS: N/A

FORM, INFORMATION AND MATERIALS:

Applications must be submitted through the online grant application to
grantadministration@wellsfargo.com

SUBMISSION DEADLINES:

February 15th

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Primarily to organizations benefitting arts, culture, humaninities, and
education in the Memphis, Miami, and New York City areas.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

THE FOUNDATION FOR CULTURAL
REVIEW

ADDRESS:

900 BROADWAY STE 602
NEW YORK, NY 10003

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

HISTORIC HOUSE TRUST OF NEW YORK

ADDRESS:

830 5TH AVE
NEW YORK, NY 10065

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ARTS SPONSORSHIP OF THE HUDSON REVIEW

ADDRESS:

33 W 67TH STREET
NEW YORK, NY 10023

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

CONSERVING AN EXEMPLARY COLLECTION
JOHN CARTER BROWN LIBRARY

ADDRESS:

94 GEORGE ST
PROVIDENCE, RI 02906

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

JAZZ AT LINCOLN CENTER

ADDRESS:

10 COLUMBUS CIR
NEW YORK, NY 10023

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

THE METROPOLITAN MUSEUM OF ART

ADDRESS:

1000 5TH AVE
NEW YORK, NY 10028

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

SEVENTH REGIMENT ARMORY
CONSERVANCY

ADDRESS:

643 PARK AVE
NEW YORK, NY 10065

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

UNIVERSITY OF MIAMI

ADDRESS:

1320 S DIXIE HWY
CORAL GABLES, FL 33146

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

ACADEMY OF AMERICAN POETS

ADDRESS:

75 MAIDEN LN #901
NEW YORK, NY 10038

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

BOGLIASCO FOUNDATION, INC.

ADDRESS:

1 EAST 53RD STREET

NEW YORK, NY 10022

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

COMPOSERS CORPORATION OF YADDO

ADDRESS:

312 UNION AVE

Saratoga Springs, NY 12866

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

NEW WORLD SYMPHONY, INC.

ADDRESS:

500 17TH STREET

MIAMI BEACH, FL 33139

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

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RECIPIENT NAME:

NEW YORK BOTANICAL GARDEN

ADDRESS:

2900 SOUTHERN BLVD

THE BRONX, NY 10458

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

PAXTON'S WOMEN DIXON GALLERY

AND GARDENS

ADDRESS:

4339 PARK AVE

MEMPHIS, TN 38117

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

Circuit Playhouse on the Square

ADDRESS:

66 SOUTH COOPER ST

Memphis, TN 38104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FIRST INSTALL PLEDGE FOR CAPITAL CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 150,000.

ADAMS, ARTHUR & ALICE FDN

65-6003785

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:

Opera Memphis

ADDRESS:

6745 WOLF RIVER PARKWAY

Memphis, TN 38120

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

STRUCTURED CHALLENGE GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 62,000.

TOTAL GRANTS PAID:

522,000.

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