

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

For calendar year 2017 or tax year beginning**, and ending**

Name of foundation

ADAMS MASTROVICH FAM FDN

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

Wells Fargo Bank N A Trust Tax Dept - 6325 S RAINBOW BLVD STE 300

Room/suite

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

LAS VEGAS

NV

89118

Foreign country name

Foreign province/state/county

Foreign postal code

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) ► \$ **26,260,080** (Part I, column (d) must be on cash basis)
J Accounting method Cash Accrual Other (specify)**A Employer identification number**

41-6014092

B Telephone number (see instructions)

888-730-4933

C If exemption application is pending, check here ► 03**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** ► **Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))**

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <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	537,597	529,125	18,572	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	558,813			
	b Gross sales price for all assets on line 6a	4,932,583			
	7 Capital gain net income (from Part IV, line 2)		558,813		
	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	1,096,410	1,087,938	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	228,554	159,978		69,714
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,435			2,435
	c Other professional fees (attach schedule)	4,491	4,491		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	19,883	10,563		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,138			1,138
	22 Printing and publications				
	23 Other expenses (attach schedule)	25			25
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	256,526	175,032	0	73,312
	25 Contributions, gifts, grants paid	1,202,212			1,202,212
	26 Total expenses and disbursements. Add lines 24 and 25.	1,458,738	175,032	0	1,275,524
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-362,328			
	b Net investment income (if negative, enter -0-)		912,906		
	c Adjusted net income (if negative, enter -0-)				944,578

	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		748,731	759,210	759,210
	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)		20,320,845	19,902,518	25,500,870
	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)		21,069,576	20,661,728	26,260,080
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 ►)		0	0	
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)				
	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		21,069,576	20,661,728	
	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)		21,069,576	20,661,728	
	31 Total liabilities and net assets/fund balances (see instructions)		21,069,576	20,661,728	

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	21,069,576
2 Enter amount from Part I, line 27a	2	-362,328
3 Other increases not included in line 2 (itemize) ► See Attached Statement	3	5,500
4 Add lines 1, 2, and 3	4	20,712,748
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	51,020
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,661,728

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					
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
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	558,813	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,242,261	23,916,460	0 051942
2015	1,243,121	25,435,787	0 048873
2014	1,165,337	26,119,685	0 044615
2013	1,144,786	25,275,574	0 045292
2012	1,153,019	23,929,967	0 048183

- 2 Total of line 1, column (d) 2 0 238905
- 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 047781
- 4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 4 25,348,046
- 5 Multiply line 4 by line 3 5 1,211,155
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 9,129
- 7 Add lines 5 and 6 7 1,220,284
- 8 Enter qualifying distributions from Part XII, line 4 8 1,275,524
- 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

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

- 1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)
- b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b
- 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-)
- 3 Add lines 1 and 2
- 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)
- 5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-
- 6 Credits/Payments
- | | | | |
|---|---|----|-------|
| a | 2017 estimated tax payments and 2016 overpayment credited to 2017 | 6a | 6,382 |
| 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
- 8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached
- 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 ► Refunded ►

1	9,129
2	0
3	9,129
4	
5	9,129
7	6,382
8	2
9	2,749
10	0
11	0

Part VII-A Statements Regarding Activities

- 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
- 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
- c Did the foundation file Form 1120-POL for this year?
- 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
- 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
- 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
- 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
- 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?
- 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
- 8a Enter the states to which the foundation reports or with which it is registered See instructions ►
MN
- 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
- 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
- 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

1a	Yes	No
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

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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 11 Yes 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 Yes X
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A 13 Yes X
- 14 The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 6325 S RAINBOW BLVD STE 300 LAS VEGAS NV ZIP+4 ► 89118 15 N/A
- 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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ► 16 Yes 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)
- (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
- 1b 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 Yes X
- 1c 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 Yes X
- 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
- a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes No
If "Yes," list the years ► 20_____, 20_____, 20_____, 20_____
- b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) 2b N/A
- c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____, 20_____, 20_____
- 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
- b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017) 3b N/A
- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes 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 Yes X

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

5a	During the year, did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>						
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> No				
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)						
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No				
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870						
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No				
7b	N/A						

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	00	0		
.....	00	0		
.....	00	0		
.....	00	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				
.....				
.....				
.....				
.....				

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

►

0
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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.....		
.....		
.....		
.....		
.....		
.....		
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	24,896,043
b	Average of monthly cash balances	1b	838,014
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	25,734,057
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	25,734,057
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	386,011
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,348,046
6	Minimum investment return. Enter 5% of line 5	6	1,267,402

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	1,267,402
2a	Tax on investment income for 2017 from Part VI, line 5	2a	9,129
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,129
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,258,273
4	Recoveries of amounts treated as qualifying distributions	4	5,000
5	Add lines 3 and 4	5	1,263,273
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	1,263,273

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1	
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,275,524
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	1,275,524
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	9,129
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions	6	1,266,395
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				1,263,273
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only				
b Total for prior years 20____, 20____, 20____				794,780
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 ► \$ 1,275,524				
a Applied to 2016, but not more than line 2a				794,780
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				
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				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

- a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ►

 4942(j)(3) or 4942(j)(5)

- b** Check box to indicate whether the foundation is a private operating foundation described in section

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

(e) Total

- b** 85% of line 2a

0

- c** Qualifying distributions from Part XII, line 4 for each year listed

0

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

0

- e** Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

0

- 3** Complete 3a, b, or c for the alternative test relied upon

0

- a** "Assets" alternative test—enter

- (1) Value of all assets

0

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

0

- b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

0

- c** "Support" alternative test—enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans, (section 512(a)(5)), or royalties)

0

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)

0

- (3) Largest amount of support from an exempt organization

0

- (4) Gross investment income

0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

- a** The name, address, and telephone number or email address of the person to whom applications should be addressed

WELLS FARGO BANK, N A GRANTADMINISTRATION@WELLSFARGO.COM

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

THE APPLICATION MAY BE COMPLETED ONLINE AT WELLSFARGO.COM/PRIVATEFOUNDATIONGRANTS/ADAMS-MASTROVIC

- c** Any submission deadlines

AUGUST 1ST ANNUALLY

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

THE RECIPIENT ORGANIZATION MUST BE LOCATED IN LOS ANGELES COUNTY, CA AND SOUTH DAKOTA

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total				► 3a 1,202,212
b Approved for future payment 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
 - (2) Other assets
 - b Other transactions
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
 - c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
 - d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
1a(1)	<input checked="" type="checkbox"/>	
1a(2)	<input checked="" type="checkbox"/>	
1b(1)	<input checked="" type="checkbox"/>	
1b(2)	<input checked="" type="checkbox"/>	
1b(3)	<input checked="" type="checkbox"/>	
1b(4)	<input checked="" type="checkbox"/>	
1b(5)	<input checked="" type="checkbox"/>	
1b(6)	<input checked="" type="checkbox"/>	
1c	<input checked="" type="checkbox"/>	

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

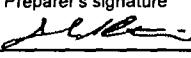
- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

Yes No

- b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge	
►  SVP Signature of officer or trustee	4/28/2018 Date	► SVP Wells Fargo Bank N A Title
		<input type="checkbox"/> May the IRS discuss this return with the preparer shown below? See instructions <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Paid Preparer Use Only	Print/Type preparer's name JOSEPH J CASTRIANO	Preparer's signature 	Date 4/28/2018	Check <input 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	

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

Recipient(s) paid during the year



Name

SEE ATTACHED

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution AS STATED ON ATTACHMENT OR GENERAL OPERATING SUPPORT	Amount 1,202,212
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Name

Street

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

Street

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

Street

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

Street

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

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status		
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Purpose of grant/contribution	Amount
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Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,435			2,435

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	THIRD PARTY SUB-ADVISER FEE	4,491	4,491	0	0

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

		19,883	10,563	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	10,563	10,563		
2	PY Excise Tax Due	2,938			
3	Estimated Excise Payments	6,382			

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
25			0	0		25
1	State AG Fees	25	0	0		

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	19,902,518	25,500,870
2	MORGAN STANLEY INSTL FD INTL EQ 8063		0	1,100,000	1,354,832
3	ARTISAN INTERNATIONAL FD I 662		0	866,275	1,298,573
4	MERGER FUND-INST #301		0	203,230	205,170
5	ISHARES RUSSELL 2000 VALUE INDEX FD		0	399,724	782,794
6	ISHARES RUSSELL 1000 VALUE		0	744,151	946,600
7	ISHARES TR S & P MIDCAP 400 ID FD		0	1,106,328	2,194,995
8	I SHA CURR HEDGED MSCI EAFE		0	110,113	122,451
9	ABBEY CAP FUTURES STRAT-I #231		0	143,100	145,992
10	DRIEHAUS ACTIVE INCOME FUND		0	410,214	381,802
11	ACADIAN EMERGING MARKETS PTF-1 124		0	878,017	1,243,441
12	ARTISAN INTL SMALLCAP F-INS #2467		0	63,287	61,486
13	GAI CORBIN MULTI STRATEGY FUND		0	366,078	374,160
14	AQR MANAGED FUTURES STR-I		0	398,189	385,387
15	OAKMARK FUND-INSTI #2876		0	725,032	1,365,141
16	OAKMARK INTL SM CAP - INST #2888		0	59,140	70,900
17	OPENHEIMER DEVELOPING MKT-I 799		0	229,840	331,746
18	JOHN HANCOCK II-CURR STR-I 3643		0	190,000	187,266
19	EATON VANCE STRCT EM MRKT-I		0	531,500	692,982
20	JPMORGAN U.S. L/CORE PLUS-S 1002		0	1,144,115	1,148,646
21	SPDR DJ WILSHIRE INTERNATIONAL REA		0	776,488	820,125
22	ROBECO BP LNG/SHRT RES-INS		0	396,982	503,180
23	SKYBRIDGE MULTI-ADVISER HF LLC (RF)		0	300,000	307,502
24	NEUBERGER BERMAN LONG SH-INS #183		0	350,000	368,443
25	AMAZON COM INC		0	22,155	146,184
26	APPLE COMPUTER INC COM		0	8,800	156,876
27	BOSTON SCIENTIFIC CORP COM		0	43,028	59,694
28	CELGENE CORP COM		0	17,216	47,588
29	DANAHER CORP		0	23,717	47,338
30	ECOLAB INC		0	17,049	32,472
31	HALLIBURTON CO		0	34,182	32,841
32	HOME DEPOT INC		0	37,348	109,738
33	ESTEE LAUDER COMPANIES INC		0	30,604	62,220
34	MICROSOFT CORP		0	61,550	137,377
35	MORGAN STANLEY		0	41,719	41,819
36	PPG INDUSTRIES INC		0	37,411	42,639
37	SMITH A O CORP CL B		0	38,284	43,264
38	STARBUCKS CORP COM		0	17,157	36,985
39	TRACTOR SUPPLY CO COM		0	30,443	49,335
40	NEWELL RUBBERMAID INC		0	72,521	48,389
41	ALEXION PHARMACEUTICALS INC		0	37,672	42,574
42	CONSTELLATION BRANDS INC		0	34,699	71,542
43	ALIGN TECHNOLOGY INC		0	9,503	33,773
44	ACCENTURE PLC		0	20,377	46,846
45	CENTENE CORP DEL		0	33,890	55,988
46	ALLERGAN PLC		0	64,758	41,713

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

				0	19,902,518	25,500,870
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV	End of Year
47	MONSTER BEVERAGE CORP		0	13,068	51,708	
48	BLUE BUFFALO PET PRODUCTS INC		0	23,550	31,708	
49	NETFLIX COM INC		0	49,642	57,396	
50	ALPHABET INC/CA		0	69,911	172,656	
51	BROADCOM LTD		0	39,797	42,132	
52	PRICELINE COM INC		0	5,918	55,608	
53	MIDDLEBY CORP		0	22,213	27,935	
54	ULTIMATE SOFTWARE GROUP INC		0	42,710	44,301	
55	S&P GLOBAL INC		0	22,540	42,350	
56	FORTIVE CORP		0	17,241	31,834	
57	SALESFORCE COM INC		0	37,986	66,634	
58	O'REILLY AUTOMOTIVE INC		0	39,507	33,676	
59	XPO LOGISTICS INC		0	41,664	65,853	
60	EQUINIX INC		0	1,188	1,813	
61	CHESAPEAKE LODGING TRUST		0	17,294	15,495	
62	PIEDMONT OFFICE REALTY TRUA		0	18,576	22,081	
63	CORESITE REALTY CORP		0	15,393	58,203	
64	EXTRA SPACE STORAGE INC		0	17,983	55,793	
65	AMERICAN CAMPUS CMNTYS INC		0	20,028	19,653	
66	AMERICAN ASSETS TRUST INC		0	32,129	32,542	
67	DIGITAL RLTY TR INC		0	22,998	22,210	
68	GGP INC		0	55,768	42,897	
69	RLJ LODGING TRUST		0	32,829	31,615	
70	INVITATION HOMES INC		0	29,719	38,938	
71	PROLOGIS INC		0	48,367	82,379	
72	MEDICAL PTYS TR INC		0	19,498	20,890	
73	AMERICAN TOWER REIT		0	34,900	74,902	
74	CROWN CASTLE INTL CORP		0	42,244	64,830	
75	EQUINIX INC		0	36,597	64,357	
76	NATIONAL RETAIL PTYS INC		0	21,998	30,709	
77	EPR PROPERTIES		0	20,933	30,439	
78	HCP INC		0	26,256	25,245	
79	PHYSICIANS REALTY TRUST		0	15,646	14,158	
80	RSP PERMAN INC		0	8,677	12,245	
81	JAZZ PHARMACEUTICALS PLC		0	32,717	50,359	
82	VANTIV INC		0	29,011	39,496	
83	FACEBOOK INC		0	42,742	152,638	
84	PALO ALTO NETWORKS INC		0	53,864	49,714	
85	WABCO HOLDINGS INC		0	45,156	59,696	
86	NORWEGIAN CRUISE LINE HOLDING		0	49,448	53,463	
87	CONCHO RESOURCES INC		0	21,622	34,100	
88	ULTA SALON COSMETICS & FRAGRAN		0	25,684	20,129	
89	VISA INC-CLASS A SHRS		0	37,344	92,014	
90	INTERCONTINENTALEXCHANGE GROUPI		0	15,354	40,854	
91	STHRN CA PUBLIC PVNR 3 258% 7/01/22		0	50,000	51,551	
92	KERN CA CMNTY CLG DI 3 193% 11/01/21		0	55,000	55,865	

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

		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
93	AMPHENOL CORP 3.125% 9/15/21		0	24,978	25,397
94	FORTUNE BRANDS HOME & SECURITY		0	25,478	53,862
95	TRANSDIGM GROUP INC		0	31,268	38,721
96	US TREASURY NOTE 3.125% 5/15/19		0	266,187	254,278
97	MORGAN STANLEY 7.300% 5/13/19		0	112,101	106,611
98	ORACLE CORP 5.000% 7/08/19		0	57,130	52,186
99	MEDSTAR HEALTH INC 2.899% 8/15/23		0	40,000	40,380
100	MACOMB CNTY MI 2.161% 11/01/19		0	55,000	54,982
101	US TREASURY NOTE 1.000% 5/15/18		0	255,618	254,640
102	US TREASURY NOTE 2.125% 6/30/22		0	152,209	149,724
103	SANTANDER HOLDINGS 4.500% 7/17/25		0	65,330	67,799
104	UNITEDHEALTH GROUP 3.750% 7/15/25		0	105,210	105,403
105	US TREASURY NOTE 2.125% 8/15/25		0	295,402	292,464
106	AT&T INC 4.125% 2/17/26		0	149,901	153,429
107	GEORGIA POWER CO 3.250% 4/01/26		0	99,624	100,270
108	BORGWARNER INC 4.625% 9/15/20		0	64,876	63,034
109	US TREASURY NT 3.125% 5/25/21		0	360,892	351,795
110	ECOLAB INC 4.350% 12/08/21		0	91,613	87,282
111	WELLPOINT INC 3.125% 5/15/22		0	74,616	75,662
112	BLACKROCK INC 3.375% 6/01/22		0	108,247	103,668
113	UNION PACIFIC CORP 2.950% 1/15/23		0	49,972	50,846
114	CENTERPOINT ENER HOU 2.250% 8/01/22		0	74,800	73,917
115	EISERV INC 3.500% 10/01/22		0	74,654	77,194
116	AVNET INC 4.875% 12/01/22		0	49,894	53,154
117	FLORIDA ST HURRICANE 2.107% 7/01/18		0	60,000	60,021
118	US TREASURY NOTE 1.625% 5/15/23		0	148,559	146,302
119	BURLINGTON NORTH SANT 3.850% 9/01/23		0	101,352	105,720
120	TORONTO-DOMINION BAN 2.625% 9/10/18		0	103,428	100,425
121	VERIZON COMMUNICATIO 5.150% 9/15/23		0	55,540	55,632
122	PEMBROKE PINES FL CO 3.583% 10/01/19		0	50,000	50,890
123	MOSAIC CO 4.250% 11/15/23		0	108,035	103,552
124	FID ADV EMER MKTS INC- CL I 607		0	937,276	951,767
125	ISHARES BARCLAYS TIPS BOND FUND		0	108,576	108,718
126	COHEN & STEERS PR SEC&INC-I 2118		0	97,676	99,043
127	JPMORGAN HIGH YIELD FUND SS 3580		0	358,524	363,428
128	TROWIE PRICE INST FLOAT RATE 170		0	100,000	98,622
129	FED HOME LN MTG CORP 3.034% 10/25/24		0	127,495	127,212
130	GAI AGILITY INCOME FUND		0	125,000	117,500
131	ALEXANDRIA REAL ESTATE		0	20,781	22,723
132	APARTMENT INVT & MGMT CO CL A		0	40,676	51,447
133	CASEYS GEN STORES INC		0	4,495	4,366
134	COGNEX CORP		0	2,870	19,204
135	COHERENT INC		0	3,638	20,884
136	GENESCO INC COM		0	12,661	6,045
137	GRACO INC		0	2,724	5,019
138	HEXCEL CORP NEW COM		0	3,037	8,040

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
139	LANDSTAR SYS INC COM		0	3,701	7,703	
140	LITTELFUSE INC COM		0	2,676	4,154	
141	MANHATTAN ASSOCIATES, INC COM		0	2,408	3,616	
142	MARTIN MARIETTA MATLS INC COM		0	2,674	9,947	
143	QUAKER CHEM CORP		0	3,224	9,801	
144	RITCHIE BROS AUCTIONEERS INC COM		0	2,737	2,364	
145	TERADYNE INC		0	1,200	3,182	
146	UMB FINL CORP COM		0	3,920	4,891	
147	VEECO INSTRS INC DEL COM		0	6,866	3,163	
148	PEGASYSYSTEMS INC		0	6,631	5,517	
149	IGNITA INC		0	3,445	5,420	
150	AKEBIA THERAPEUTICS INC		0	2,496	3,539	
151	PROGENICS PHARMACEUTICALS		0	2,835	2,386	
152	WEST PHARMACEUTICAL SVCS INC		0	4,818	8,091	
153	WOODWARD GOVERNOR CO		0	5,631	6,965	
154	TREX COMPANY INC		0	2,350	7,696	
155	UNIVERSAL ELECTRONICS INC		0	3,945	9,592	
156	TYLER TECHNOLOGIES INC		0	2,868	3,895	
157	STIFEL FINANCIAL CORP		0	2,031	3,693	
158	STEVEN MADDEN LTD		0	5,559	9,106	
159	TAKE-TWO INTERACTIVE SOFTWARE		0	2,707	6,806	
160	SYNOVUS FINL CORP		0	5,520	9,444	
161	ALDER BIOPHARMACEUTICALS INC		0	2,600	1,008	
162	MARINEMAX INC		0	4,875	5,405	
163	SAGE THERAPEUTICS INC		0	2,251	7,906	
164	HEALTHEQUITY INC		0	3,306	3,080	
165	CATALENT INC		0	3,203	3,204	
166	ENTEGRIS INC		0	6,404	7,917	
167	PENN NATIONAL GAMING INC		0	5,767	13,033	
168	MEDICINES COMPANY		0	2,600	1,668	
169	SENSIENT TECHNOLOGIES CORP		0	4,073	3,950	
170	DAVE & BUSTER'S ENTERTAINMENT		0	3,171	2,648	
171	EXACT SCIENCES CORP		0	3,452	8,511	
172	PRA HEALTH SCIENCES INC		0	2,918	6,375	
173	FIBROGEN INC		0	3,234	3,034	
174	MEDIDATA SOLUTIONS INC		0	6,488	5,070	
175	PROASSURANCE CORPORATION		0	6,040	6,458	
176	ATARA BIOTHERAPEUTICS INC		0	5,746	3,403	
177	ACUTY BRANDS (HOLDING CO) INC RR		0	2,439	5,104	
178	EVOLENT HEALTH INC		0	3,166	1,476	
179	TELADOC INC		0	6,301	8,643	
180	OLLIE'S BARGAIN OUTLET HOLDING		0	2,734	5,911	
181	JETBLUE AWYS CORP		0	2,324	9,852	
182	LUMENTUM HOLDINGS INC		0	3,330	2,592	
183	PLANET FITNESS INC		0	4,006	8,519	
184	AMMUNE THERAPEUTICS INC		0	1,913	5,370	

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
185 PENUMBRA INC		0	0	19,902,518	25,500,870
186 NEKTAR THERAPEUTICS		0	4,860	5,552	5,552
187 DYAX CORPORATION/CVR CONTRA		0	5,227	5,196	5,196
188 BRINKS CO		0	0	0	0
189 TEXAS CAP BANCSHARES INC		0	3,024	3,148	3,148
190 ULTIMATE SOFTWARE GROUP INC		0	6,431	7,379	7,379
191 GREEN DOT CORP		0	5,942	11,348	11,348
192 REALPAGE INC		0	6,623	7,111	7,111
193 COTIVITI HOLDINGS INC		0	3,422	6,424	6,424
194 BOSTON PROPERTIES INC COM		0	20,136	25,226	25,226
195 CORPORATE OFFICE PROPERTIES COM		0	22,231	22,747	22,747
196 FIRST INDL RLTY TR INC COM		0	13,763	27,473	27,473
197 KILROY REALTY CORP COM		0	22,286	22,992	22,992
198 KIMCO RLTY CORP		0	17,446	17,497	17,497
199 MID AMERICA APARTMENT COM		0	44,900	51,587	51,587
200 PUBLIC STORAGE INC COM		0	9,621	14,630	14,630
201 VENTAS INC COM		0	21,507	25,744	25,744
202 SIMON PROPERTY GROUP INC		0	76,596	88,274	88,274
203 AVALONBAY CMNTYS INC		0	17,843	22,658	22,658
204 "HOST HOTELS & RESORTS, INC."		0	21,227	26,182	26,182
205 OUTFRONT MEDIA INC		0	20,268	20,764	20,764
206 WASTE CONNECTIONS INC		0	15,012	24,332	24,332
207 VISTEON CORP/NEW		0	5,755	7,634	7,634
208 PATEON NV		0	3,227	3,813	3,813
209 NUVAISIVE INC		0	5,461	5,791	5,791
210 LIGAND PHARMACEUTICALS INC		0	2,784	3,560	3,560
211 AVEXIS INC		0	3,336	3,652	3,652
212 SNYDERS-LANCE INC		0	5,323	7,562	7,562
213 CAMPING WORLD HOLDINGS INC-A		0	2,718	5,233	5,233
214 CORNERSTONE ONDEMAND INC		0	6,287	6,289	6,289
215 PRESTIGE BRANDS HLDGS INC		0	4,224	4,362	4,362
216 NUTRI-SYS INC		0	3,927	11,730	11,730
217 ELLIE MAE INC		0	3,688	4,202	4,202
218 TIVITY HEALTH INC		0	3,841	3,582	3,582
219 THERMON GROUP HOLDINGS INC		0	3,880	4,403	4,403
220 BUILDERS FIRSTSOURCE INC		0	5,700	8,389	8,389
221 CAVIUM INC		0	4,116	10,814	10,814
222 GENOMIC HEALTH INC		0	3,187	3,386	3,386
223 BIOHAVEN PHARMACEUTICAL HOLD		0	3,238	3,426	3,426
224 IMPERVA INC		0	5,136	3,414	3,414
225 POOL CORPORATION		0	6,572	9,724	9,724
226 GUIDEWARE SOFTWARE INC		0	2,458	4,827	4,827
227 CHART INDUSTRIES INC		0	8,781	7,544	7,544
228 PROOFPOINT INC		0	2,455	7,993	7,993
229 WAGEWORKS INC		0	3,173	2,728	2,728
230 HEALTH SOUTH REHABILITATION CORPO		0	4,085	4,249	4,249

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

		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV
231	SAREPTA THERAPEUTICS INC		0	4,386	4,896
232	IPG PHOTONICS CORP		0	4,002	13,918
233	PUMA BIOTECHNOLOGY INC		0	3,437	2,669
234	ENSTAR GROUP LIMITED		0	4,119	6,223
235	DIAMONDBACK ENERGY INC		0	2,425	5,555
236	AMICUS THERAPEUTICS INC		0	3,192	3,439
237	INFINERA CORP		0	4,082	2,127
238	WABCO HOLDINGS INC		0	3,175	7,749
239	BRIGHT HORIZONS FAMILY SOLUTIONS INC		0	2,831	4,606
240	PTC INC		0	3,662	9,906
241	TABLEAU SOFTWARE INC-CL A		0	4,310	5,190
242	BLUEBIRD BIO INC		0	3,236	4,452
243	ACCELERON PHARMA INC		0	3,309	2,971
244	BURLINGTON STORES INC		0	3,748	8,489
245	JOHN BEAN TECHNOLOGIES CORP		0	6,596	7,867
246	HSN INC		0	6,292	6,335
247	GEO GROUP INC/THE		0	2,437	3,611
248	OMNICELL INC		0	3,027	3,880
249	SERITAGE GROWTH PROP-A REIT		0	4,008	3,844
250	PHYSICIANS REALTY TRUST		0	3,158	2,627
251	ALLEGHANY CORP DEI		0	13,890	15,498
252	AMPHENOL CORP NEW		0	10,633	16,067
253	BALL CORP		0	13,609	13,664
254	BROWN FORMAN CORP CL B		0	8,960	13,047
255	CINTAS CORP		0	15,800	25,244
256	CITRIX SYS INC COM		0	9,487	12,320
257	COPART INC COM		0	6,726	13,173
258	HASBRO INC		0	10,885	11,543
259	M & T BANK CORPORATION COM		0	11,400	15,902
260	PAYCHEX INC		0	12,166	15,454
261	PROGRESSIVE CORP OHIO		0	11,267	18,980
262	PULTITE GRP INC		0	9,936	17,955
263	SYMANTEC CORP		0	7,684	11,112
264	TIFFANY & CO NEW		0	12,143	13,721
265	VULCAN MATLS CO		0	12,597	13,094
266	WHIRLPOOL CORP		0	9,850	9,781
267	VOYA FINANCIAL INC		0	7,278	10,636
268	OLD DOMINION FREIGHT LINES INC		0	8,506	16,312
269	TROWE PRICE GROUP INC		0	9,893	14,375
270	DECKERS OUTDOOR CORP		0	4,473	6,902
271	ENERGIZER SPINCO INC		0	7,319	7,533
272	EDGEWELL PERSONAL CARE CO		0	7,690	5,761
273	CARMAX INC		0	10,449	12,698
274	NEWMARKET CORP		0	13,875	13,511
275	POST HOLDINGS INC		0	9,744	9,508
276	ARMSTRONG WORLD INDUSTRIES INC		0	9,830	13,563

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
277	PENSKE AUTO GROUP INC		0	9,508	10,623
278	DOLLAR TREE INC		0	9,580	13,306

			0	19,902,518	25,500,870
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Part III (990-PF) - Changes in Net Assets or Fund Balances

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

1 Recovery of Grants Paid	1	5,000
2 Loss on CY Sales Not Settled at Year End	2	500
3 Total	3	5,500

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

1 Mutual Fund Timing Difference	1	36,538
2 PY Return of Capital Adjustment	2	13,673
3 Cost Basis Adjustment	3	809
4 Total	4	51,020

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

	Amount	Long Term CG Distributions	Short Term CG Distributions	224,391	0	0	640	4,374,410	334,422	0	0	0	0	0	0	0	0	0	334,422
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus	FMV as of 12/31/59	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gain or Loss	Expense of Sale	Cost or Other Basis Plus	FMV as of 12/31/59	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gain or Loss	
346 MERGER FUND-INST #301	569509207	3/7/2013	10/26/2017	3,597	-	-	0	3,539	58	-	0	-	0	0	0	0	0	58	
347 MERGER FUND-INST #301	569509207	3/6/2012	10/26/2017	197,028	-	0	0	192,498	4,530	-	0	-	0	0	0	0	0	4,530	
348 MIDDLEBY CORP	586278101	9/2/2015	6/23/2017	8,984	-	0	0	7,941	1,043	-	0	-	0	0	0	0	0	1,043	
349 MONDELEZ INTERNATIONAL	609207106	1/16/2012	3/8/2017	7,678	-	0	0	4,582	3,096	-	0	-	0	0	0	0	0	3,096	
350 MONDELEZ INTERNATIONAL	609207105	11/20/2012	3/8/2017	17,255	-	0	0	10,020	7,235	-	0	-	0	0	0	0	0	7,235	
351 MONSTER BEVERAGE CORP	61174X109	3/21/2013	11/30/2017	15,507	-	0	0	3,967	11,540	-	0	-	0	0	0	0	0	11,540	
352 NATUS MEDICAL INC	639050103	9/24/2014	2/2/2017	4,190	-	0	0	3,398	792	-	0	-	0	0	0	0	0	792	
353 NATUS MEDICAL INC	639050103	1/30/2015	2/2/2017	2,663	-	0	0	2,826	-163	-	0	-	0	0	0	0	0	-163	
354 PAYCHEX INC	704328107	11/1/2016	5/24/2017	118	-	0	0	112	4	-	0	-	0	0	0	0	0	4	
355 PAYCHEX INC	704326107	11/1/2016	11/1/2017	128	-	0	0	112	16	-	0	-	0	0	0	0	0	16	

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

	Name	Check "X" if Business if Tax D	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week SEE ATTAC	Compensation	Benefits	Expense Account
1	Wells Fargo Bank NA Trust Tax D	X	6325 S RAINBOW BLVD STE 300	LAS VEGAS	NV	89118		TRUSTEE		213,304		0
2	HALSEY HALLS		11124 BLOOMINGTON FERRY ROAD BLOOMINGTON	MN	55438			COMMITTEE MEMBERS		1,500		
3	BARRY A KELNER		5245 DOMINICK DRIVE	MINNETONKA	MN	55343		COMMITTEE MEMBERS		2,750		
4	SANDRA ANDERSON		7112 WILLOW LANE	BROOKLYN CENTER	MN	55430		COMMITTEE MEMBERS		2,750		
5	TOM MORIN		2525 EAST LAKE OF THE ISLES	MINNEAPOLIS	MN	55405		COMMITTEE MEMBERS		2,750		
6	BOB ENGBRETSSEN		8232 NEVADA CIRCLE	BLOOMINGTON	MN	55438		COMMITTEE MEMBERS		2,750		
7	IRON ISLAND		1711 BRANDING IRON DRIVE	SPEARFISH	SD	57783		COMMITTEE MEMBERS		2,750		
										228,554		0

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	5/10/2017	1,596
3 Second quarter estimated tax payment	6/12/2017	1,595
4 Third quarter estimated tax payment	9/12/2017	1,596
5 Fourth quarter estimated tax payment	12/12/2017	1,595
6 Other payments		0
7 Total		6,382

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	794,780
2 .	2	
3 .	3	
4 .	4	
5 .	5	
6 .	6	
7 .	7	
8 .	8	
9 .	9	
10 Total	10	794,780

Supplemental Information:

Part VIII: Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors.

Wells Fargo Bank N.A
6325 S Rainbow Blvd STE 300
Las Vegas, NV 89118

The compensation reported in column (c) is calculated based on periodic market values and/or the applicable fee agreement. It is not determined solely on an hourly basis. Corporate Trustee services include, but are not limited to, administrative services such as fiduciary accounting, custody of assets, complying with tax filing requirements, complying with distribution provisions, and complying with federal and state laws applicable to private foundations, plus asset management services such as creating asset allocation strategies, investment reporting and reallocating and rebalancing of portfolios as necessary.