Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: FUND FOR INDIVIDUAL POTENTIAL C/O FIDUCIARY TRUST CO INTL 311123500

A Employer identification number: 26-6112299

Number and street (or P O box number if mail is not delivered to street address): 600 FIFTH AVENUE — Room/suite:

B Telephone number (see instructions): 212-632-3000

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10020

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 38,649,204.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

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)	37,518,103.			
	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	277,321.	265,794.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	428,459.			
	b Gross sales price for all assets on line 6a 3,115,879.				
	7 Capital gain net income (from Part IV, line 2)		428,459.		
	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)		8,734.		STMT 1
	12 **Total.** Add lines 1 through 11	38,223,883.	702,987.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	9,600.	7,680.	NONE	1,920.
	c Other professional fees (attach schedule) STMT 3	38,678.	30,942.		7,736.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	14,941.	2,894.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	105.	5.		100.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	63,324.	41,521.	NONE	9,756.
	25 Contributions, gifts, grants paid	500,000.			500,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	563,324.	41,521.	NONE	509,756.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	37,660,559.			
	b **Net investment income** (if negative, enter -0-)		661,466.		
	c **Adjusted net income** (if negative, enter -0-)				

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JSA 4E1410 1 000 **For Paperwork Reduction Act Notice, see instructions.**

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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)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	42,799.	2,326,995.	2,326,995.
	2	Savings and temporary cash investments			
	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)		942,051.	960,362.
	b	Investments - corporate stock (attach schedule)	152,367.	23,046,083.	30,714,119.
	c	Investments - corporate bonds (attach schedule)		3,506,011.	3,663,758.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	351,261.	965,103.	983,970.
	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)	546,427.	30,786,243.	38,649,204.
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. ▶ X			
	27	Capital stock, trust principal, or current funds	546,427.	30,786,243.	
	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)	546,427.	30,786,243.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	546,427.	30,786,243.	

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	546,427.
2	Enter amount from Part I, line 27a	2	37,660,559.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	38,206,986.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	7,420,743.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,786,243.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , 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	PUBLICLY TRADED SECURITIES			
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	3,115,879.		2,687,420.	428,459.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				428,459.
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** 428,459.

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 does not 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))
2013	1,037.	229,360.	0.004521
2012	483.	207,088.	0.002332
2011	2,394.	205,202.	0.011667
2010	35,541.	186,690.	0.190374
2009	12,972.	186,067.	0.069717

2	**Total** of line 1, column (d) . . .	2	0.278611
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0.055722
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 . . .	4	15,961,497.
5	Multiply line 4 by line 3 . . .	5	889,407.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	6,615.
7	Add lines 5 and 6 . . .	7	896,022.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	509,756.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter. ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	13,229.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	13,229.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	13,229.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 6,100.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 10,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	16,100.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	59.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,812.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 2,812. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 7	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIDUCIARY TRUST CO INTL Telephone no ▶ (212)632-3000

Located at ▶ 600 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶ 10020

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

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1). If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
If "Yes," list the years ▶ ________, ________, ________, ________			
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		
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 2014 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 2014.)*	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 2014?	4b		X

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

		Yes	No
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**		X
	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
FIDUCIARY TRUST CO INTL 600 FIFTH AVENUE, NEW YORK, NY 10020	TRUSTEE 2	-0-	-0-	-0-
STUART GOODE P.O. BOX 1095, BRIDGEHAMPTON, NY 11932	TRUSTEE 1	-0-	-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

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 ▶	

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	15,589,727.
b	Average of monthly cash balances	1b	614,838.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	16,204,565.
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	16,204,565.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	243,068.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,961,497.
6	**Minimum investment return.** Enter 5% of line 5	6	798,075.

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	798,075.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	13,229.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	13,229.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	784,846.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	784,846.
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	784,846.

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	509,756.
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	509,756.
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	509,756.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				784,846.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			NONE	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 .... NONE				
b From 2010 .... 1,007.				
c From 2011 .... NONE				
d From 2012 .... NONE				
e From 2013 .... NONE				
f Total of lines 3a through e	1,007.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 509,756.				
a Applied to 2013, 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 2014 distributable amount				509,756.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,007.			1,007.
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 2013 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				274,083.
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 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010 ... NONE				
b Excess from 2011 ... NONE				
c Excess from 2012 ... NONE				
d Excess from 2013 ... NONE				
e Excess from 2014 ... NONE				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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).)

N/A

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.

N/A

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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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*				
BREWSTER ACADEMY	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	500,000.
Total . . . . ▶ **3a**				500,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	277,321.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	428,459.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				705,780.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 705,780.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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

Craig S. Richards | 08/26/2015 | TRUSTEE

Signature of officer or trustee | Date | Title

FIDUCIARY TRUST COMPANY I

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs gov/form990

OMB No 1545-0047

2014

Name of the organization	Employer identification number
FUND FOR INDIVIDUAL POTENTIAL C/O FIDUCIARY	26-6112299

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . . . . ▶ $ _______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
FUND FOR INDIVIDUAL POTENTIAL C/O FIDUCIARY

Employer identification number
26-6112299

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NANCY TERNER BEHRMAN LIVING TRUST C/O FIDUCIARY TRUST CO INTL NEW YORK, NY 10020	$ 37,518,103.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
FUND FOR INDIVIDUAL POTENTIAL C/O FIDUCIARY	26-6112299

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	CASH, STOCKS & BONDS	$ 37,518,103.	08/13/2014
		$	
		$	
		$	
		$	
		$	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ESTATE OF NANCY BEHRMAN		8,734.
TOTALS		8,734.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	9,600.	7,680.		1,920.
TOTALS	9,600.	7,680.	NONE	1,920.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FIDUCIARY TRUST CO INTL FEES	38,678.	30,942.	7,736.
TOTALS	38,678.	30,942.	7,736.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX	12,169.	
FOREIGN TAX WITHHELD	2,772.	2,772.
FOREIGN TAX WITHHELD - EST OF		122.
TOTALS	14,941.	2,894.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
NYS FILING FEE	100.		100.
ADR FEES	5.	5.	
TOTALS	105.	5.	100.

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

DESCRIPTION		AMOUNT
BOOK/MARKET VALUE ADJUSTMENT		7,069,442.
MUTUAL FUND ADJUSTMENT		40.
PRIOR YEAR ADJUSTMENT		351,261.
	TOTAL	7,420,743.

STATEMENT 6

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

NANCY TERNER BEHRMAN LIVING TRUST
C/O FIDUCIARY TRUST CO INTL
NEW YORK, NY 10020

FIDUCIARY TRUST CO
PORTFOLIO VALUATION

ACCOUNT: 121098900

Portfolio Name: NANCY TERNER BEHRMAN LIVING TRUST

REPORT PROCESSING DATE: August 19 2014

VALUATION DATE: Wednesday, August 13 2014

ITEM	CUSIP NO. TICKER	SHARES/ PAR VALUE	DESCRIPTION	PRICE DATE	HIGH/ASK PRICE	LOW/BID PRICE	MEAN PRICE	SECURITY VALUE	ACCRUED DIV/INT	COMMENTS
1)	171232AP6	400,000	CHUBB CORP EXT SB GLBL DB67 Int. From: 03/29/2014 to 08/13/2014	08/13		110.2500	110.25000	441,000.00	9,491.67	
2)	17275RAH5	200,000	CISCO SYS INC SR GLBL NT 20 Int. From: 07/15/2014 to 08/13/2014	08/13		111.2645	111.26450	222,529.00	692.22	
3)	263534BZ1	250,000	DU PONT E I DE NEMOURS & CO SR GLBL NT 20 Int. From: 07/15/2014 to 08/13/2014	08/13		112.1177	112.11770	280,294.25	899.31	NYBE
4)	31331GMK2	300,000	FEDERAL FARM CR BKS CONS BD 3.45%15 Int. From: 08/05/2014 to 08/13/2014	08/13		101.5938	101.59380	304,781.40	230.00	GVT AGENCY
5)	36962G4R2	250,000	GENERAL ELEC CAP CORP MTN BE FR 4.375%091620 Int. From: 03/16/2014 to 08/13/2014	08/13		110.0813	110.08130	275,203.25	4,466.15	NYBE
6)	38376VE29	300,000	GNMA REMIC TRUST 2010-23 20380920 4.50000 CMO Accrual Rate = .1500	08/13		107.7179	107.71790	323,153.70	450.00	GVT AGENCY
7)	38373AJK3	300,000	GNMA REMIC TRUST 2009-65 20390820 5.00000 CMO Accrual Rate = .1666	08/13		111.3306	111.33060	333,991.80	499.80	GVT AGENCY
8)	464288638	9,000	ISHARES TR BARCLYS INTER CR	08/13	110.1820	110.0601	110.12105	991,089.45		NYSE Arca
9)	574599BC9	300,000	MASCO CORP NT 4.8%15 Int. From: 06/15/2014 to 08/13/2014	08/13		103.0409	103.04090	309,122.70	2,320.00	NYBE

FIDUCIARY TRUST CO
PORTFOLIO VALUATION

ACCOUNT: 121098900

Portfolio Name: NANCY TERNER BEHRMAN LIVING TRUST

REPORT PROCESSING DATE: August 19 2014

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ITEM	CUSIP NO. TICKER	SHARES/ PAR VALUE	DESCRIPTION	PRICE DATE	HIGH/ASK PRICE	LOW/BID PRICE	MEAN PRICE	SECURITY VALUE	ACCRUED DIV/INT	COMMENTS
10)	594918AC8	250,000	MICROSOFT CORP SR NT 4.2%19 Int. From: 06/01/2014 to 08/13/2014	08/13	111.4070	111.1637	111.28535	278,213.38	2,100.00	
11)	64971QZT3	45,000	NEW YORK N Y CITY TRANSITIONAL DT 02/22/2007 5.000% 11/01/2016 Int. From: 05/01/2014 to 08/13/2014	08/13	110.1710	110.1240	110.14750	49,566.38	637.50	
12)	631663LS8	360,000	NASSAU CNTY N Y INTERIM FIN AU DT 04/21/2009 5.000% 11/15/2016 Int. From: 05/15/2014 to 08/13/2014	08/13	110.2780	110.2310	110.25450	396,916.20	4,400.00	
13)	64966HMW7	250,000	NEW YORK N Y DT 10/15/2009 4.669% 10/01/2022 Int. From: 04/01/2014 to 08/13/2014	08/13	111.5720	111.3720	111.47200	278,680.00	4,279.92	
14)	649902MU4	150,000	NEW YORK ST DORM AUTH ST PERS DT 01/10/2008 5.000% 03/15/2015 Int. From: 03/15/2014 to 08/13/2014	08/13		102.8160	102.81600	154,224.00	3,083.33	
15)	649787P36	225,000	NEW YORK ST DT 03/16/2005 5.000% 04/15/2016 Int. From: 04/15/2014 to 08/13/2014	08/13		103.1090	103.10900	231,995.25	3,687.50	
16)	651639AL0	200,000	NEWMONT MINING CORP GTD NT 5.125%19 Int. From: 04/01/2014 to 08/13/2014	08/13	110.6756	110.4250	110.55030	221,100.60	3,758.33	NYBE
17)	64971QZN6	30,000	NEW YORK N Y CITY TRANSITIONAL DT 02/22/2007 5.000% 11/01/2016 Int. From: 05/01/2014 to 08/13/2014	08/13		110.1480	110.14800	33,044.40	425.00	

FIDUCIARY TRUST CO
PORTFOLIO VALUATION

ACCOUNT: 121098900

Portfolio Name: NANCY TERNER BEHRMAN LIVING TRUST

REPORT PROCESSING DATE: August 19 2014

VALUATION DATE: Wednesday, August 13 2014

ITEM	CUSIP NO. TICKER	SHARES/ PAR VALUE	DESCRIPTION	PRICE DATE	HIGH/ASK PRICE	LOW/BID PRICE	MEAN PRICE	SECURITY VALUE	ACCRUED DIV/INT	COMMENTS
18)	649876V63	100,000	NEW YORK ST LOC GOVT ASSISTANC DT 12/01/2010 5.000% 04/01/2017	08/13	111.7230	111.6680	111.69550	111,695.50		
			Int. From: 04/01/2014 to 08/13/2014						1,833.33	
19)	883556AP7	100,000	THERMO FISHER SCIENTIFIC INC SR NT 5%15	08/13		103.5891	103.58910	103,589.10		NYBE
			Int. From: 06/01/2014 to 08/13/2014						1,000.00	
20)	931142CP6	300,000	WAL-MART STORES INC NT 4.125%19	08/13		109.8200	109.82000	329,460.00		NYBE
			Int. From: 08/01/2014 to 08/13/2014						412.50	
21)	002824100	17,000	ABBOTT LABS COM	08/13	42.1600	41.8300	41.99500	713,915.00		NYSE
			DIV $0.2200 EX 07/11/2014 REC 07/15/2014 PAY 08/15/2014						3,740.00	
22)	H0023R105	6,000	ACE LTD ORD	08/13	102.2700	101.3400	101.80500	610,830.00		NYSE
23)	018490102	4,300	ALLERGAN INC COM	08/13	155.6700	153.3900	154.58000*	664,694.00		NYSE
			*DIV. EX 08/13/2014 REC 08/15/2014 PAY 09/05/2014				0.05000	*Added to Mean Price		
24)	023135106	1,300	AMAZON COM INC COM	08/13	331.7200	326.1399	328.92995	427,608.94		NASDAQ
25)	025816109	7,000	AMERICAN EXPRESS CO COM	08/13	88.0650	87.1600	87.61250	613,287.50		NYSE
26)	032511107	5,350	ANADARKO PETE CORP COM	08/13	107.3900	105.9100	106.65000	570,577.50		NYSE

Portfolio Name: NANCY TERNER BEHRMAN LIVING TRUST

REPORT PROCESSING DATE: August 19 2014

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ITEM	CUSIP NO. TICKER	SHARES/ PAR VALUE	DESCRIPTION	PRICE DATE	HIGH/ASK PRICE	LOW/BID PRICE	MEAN PRICE	SECURITY VALUE	ACCRUED DIV/INT	COMMENTS
27)	037833100	8,400	APPLE INC COM	08/13	97.2400	96.0400	96.64000	811,776.00		NASDAQ
			DIV $0.4700 EX 08/07/2014 REC 08/11/2014 PAY 08/14/2014						3,948.00	
28)	Y0486S104	6,000	AVAGO TECHNOLOGIES LTD SHS	08/13	72.1300	71.0800	71.60500	429,630.00		NASDAQ
29)	084670702	4,000	BERKSHIRE HATHAWAY INC DEL CL B NEW	08/13	133.4300	132.4600	132.94500	531,780.00		NYSE
30)	09247X101	2,200	BLACKROCK INC COM	08/13	314.2500	311.7000	312.97500	688,545.00		NYSE
31)	099724106	8,400	BORG WARNER INC COM	08/13	62.3500	61.4900	61.92000	520,128.00		NYSE
32)	110122108	11,500	BRISTOL-MYERS SQUIBB CO COM	08/13	49.6550	49.0800	49.36750	567,726.25		NYSE
33)	127097103	4,700	CABOT OIL & GAS CORP COM	08/13	33.7200	32.9310	33.32550	156,629.85		NYSE
			DIV $0.0200 EX 08/01/2014 REC 08/05/2014 PAY 08/14/2014						94.00	
34)	14170T101	7,000	CAREFUSION CORP COM	08/13	44.1750	43.6200	43.89750	307,282.50		NYSE
35)	149123101	5,500	CATERPILLAR INC DEL COM	08/13	105.5000	104.3300	104.91500	577,032.50		NYSE
			DIV $0.7000 EX 07/17/2014 REC 07/21/2014 PAY 08/20/2014						3,850.00	
36)	151020104	2,400	CELGENE CORP COM	08/13	88.7600	86.5600	87.66000	210,384.00		NASDAQ

ACCOUNT: 121098900

Portfolio Name: NANCY TERNER BEHRMAN LIVING TRUST

REPORT PROCESSING DATE: August 19 2014

VALUATION DATE: Wednesday, August 13 2014

ITEM	CUSIP NO. TICKER	SHARES/ PAR VALUE	DESCRIPTION	PRICE DATE	HIGH/ASK PRICE	LOW/BID PRICE	MEAN PRICE	SECURITY VALUE	ACCRUED DIV/INT	COMMENTS
37)	166764100	5,100	CHEVRON CORP NEW COM	08/13	128.2400	126.8700	127.55500	650,530.50		NYSE
38)	171232101	4,000	CHUBB CORP COM	08/13	89.4200	88.8400	89.13000	356,520.00		NYSE
39)	20030N101	9,175	COMCAST CORP NEW CL A	08/13	54.3700	53.9200	54.14500	496,780.38		NASDAQ
40)	231021106	3,800	CUMMINS INC COM	08/13	142.3400	140.9200	141.63000	538,194.00		NYSE
41)	232820100	1,600	CYTEC INDS INC COM	08/13	103.6200	101.8900	102.75500	164,408.00		NYSE
			DIV $0.2500 EX 08/07/2014 REC 08/11/2014 PAY 08/25/2014						400.00	
42)	25243Q205	5,000	DIAGEO P L C SPON ADR NEW	08/13	117.1400	116.5600	116.85000	584,250.00		NYSE
43)	291011104	6,000	EMERSON ELEC CO COM	08/13	63.1400	62.2800	63.14000*	378,840.00		NYSE
			*DIV. EX 08/13/2014 REC 08/15/2014 PAY 09/10/2014				0.43000	*Added to Mean Price		
44)	518439104	3,800	LAUDER ESTEE COS INC CL A	08/13	75.8350	74.9500	75.39250	286,491.50		NYSE
45)	30219G108	6,200	EXPRESS SCRIPTS HLDG CO COM	08/13	72.1100	71.5500	71.83000	445,346.00		NASDAQ
46)	30303M102	3,400	FACEBOOK INC CL A	08/13	74.2500	73.0500	73.65000	250,410.00		NASDAQ
47)	353533698	34,188.0340	FRANKLIN GLOBAL TR INTL GRW FD ADV	08/13		11.3800	11.38000	389,059.83		MUT FUND

FIDUCIARY TRUST CO
PORTFOLIO VALUATION

ACCOUNT: 121098900

Portfolio Name: NANCY TERNER BEHRMAN LIVING TRUST

REPORT PROCESSING DATE: August 19 2014

VALUATION DATE: Wednesday, August 13 2014

ITEM	CUSIP NO. TICKER	SHARES/ PAR VALUE	DESCRIPTION	PRICE DATE	HIGH/ASK PRICE	LOW/BID PRICE	MEAN PRICE	SECURITY VALUE	ACCRUED DIV/INT	COMMENTS
48)	34354P105	7,500	FLOWSERVE CORP COM	08/13	73.6400	72.5340	73.08700	548,152.50		NYSE
49)	30249U101	6,000	FMC TECHNOLOGIES INC COM	08/13	60.6400	60.0200	60.33000	361,980.00		NYSE
50)	353533888	34,138.0240	FRANKLIN GLOBAL TR INTL SM CO GRW	08/13		22.1900	22.19000	757,522.75		MUT FUND
51)	355148503	17,686.6820	FRANKLIN VALUE INVS TR VAL FD ADVSR	08/13		60.9900	60.99000	1,078,710.74		MUT FUND
52)	375558103	4,000	GILEAD SCIENCES INC COM	08/13	94.6090	93.3400	93.97450	375,898.00		NASDAQ
53)	38259P706	650	GOOGLE CL C	08/13	575.0000	565.7500	570.37500	370,743.75		NASDAQ
54)	38259P508	650	GOOGLE INC CL A	08/13	586.1250	575.2000	580.66250	377,430.63		NASDAQ
55)	438516106	2,500	HONEYWELL INTL INC COM	08/13	94.3500	93.0800	93.71500	234,287.50		NYSE
56)	459200101	1,700	INTERNATIONAL BUSINESS MACHS COM	08/13	188.4800	187.3700	187.92500	319,472.50		NYSE
			DIV $1.1000 EX 08/06/2014 REC 08/08/2014 PAY 09/10/2014						1,870.00	
57)	46625H100	9,000	JPMORGAN CHASE & CO COM	08/13	56.8400	56.5065	56.67325	510,059.25		NYSE
58)	512807108	6,000	LAM RESEARCH CORP COM	08/13	69.3400	68.5100	68.92500	413,550.00		NASDAQ

FIDUCIARY TRUST CO
PORTFOLIO VALUATION

ACCOUNT: 121098900

Portfolio Name: NANCY TERNER BEHRMAN LIVING TRUST

REPORT PROCESSING DATE: August 19 2014

VALUATION DATE: Wednesday, August 13 2014

ITEM	CUSIP NO. TICKER	SHARES/ PAR VALUE	DESCRIPTION	PRICE DATE	HIGH/ASK PRICE	LOW/BID PRICE	MEAN PRICE	SECURITY VALUE	ACCRUED DIV/INT	COMMENTS
59)	548661107	11,000	LOWES COS INC COM	08/13	50.3000	49.6200	49.96000	549,560.00		NYSE
60)	565849106	9,000	MARATHON OIL CORP COM	08/13	39.4500	38.9600	39.20500	352,845.00		NYSE
61)	57772K101	9,000	MAXIM INTEGRATED PRODS INC COM	08/13	31.0000	30.2450	30.62250	275,602.50		NASDAQ
62)	582839106	5,000	MEAD JOHNSON NUTRITION CO COM	08/13	94.2800	93.5200	93.90000	469,500.00		NYSE
63)	58933Y105	3,500	MERCK & CO INC COM	08/13	57.8900	57.1600	57.52500	201,337.50		NYSE
64)	641069406	8,500	NESTLE S A SPONSORED ADR	08/13	76.3100	75.9511	76.13055	647,109.68		OTC OTHER
65)	654106103	6,000	NIKE INC CL B	08/13	77.7900	76.5400	77.16500	462,990.00		NYSE
66)	670100205	7,250	NOVO-NORDISK A S ADR	08/13	44.4700	44.1200	44.29500	321,138.75		NYSE
67)	713448108	5,500	PEPSICO INC COM	08/13	91.8700	91.0800	91.47500	503,112.50		NYSE
68)	72387T785	24,094.7200	PIONEER SER TR I PNROAK SCGW Y	08/13		39.3500	39.35000	948,127.23		MUT FUND
69)	742718109	4,900	PROCTER & GAMBLE CO COM DIV $0.6436 EX 07/16/2014 REC 07/18/2014 PAY 08/15/2014	08/13	81.7950	81.1100	81.45250	399,117.25	3,153.64	NYSE

ACCOUNT: 121098900

Portfolio Name: NANCY TERNER BEHRMAN LIVING TRUST

REPORT PROCESSING DATE: August 19 2014

VALUATION DATE: Wednesday, August 13 2014

ITEM	CUSIP NO. TICKER	SHARES/ PAR VALUE	DESCRIPTION	PRICE DATE	HIGH/ASK PRICE	LOW/BID PRICE	MEAN PRICE	SECURITY VALUE	ACCRUED DIV/INT	COMMENTS
70)	747525103	6,500	QUALCOMM INC COM	08/13	74.6500	74.0400	74.34500	483,242.50		NASDAQ
71)	756577102	5,500	RED HAT INC COM	08/13	59.8200	59.3100	59.56500	327,607.50		NYSE
72)	771195104	4,000	ROCHE HLDG LTD SPONSORED ADR	08/13	35.9400	35.7500	35.84500	143,380.00		OTC OTHER
73)	773903109	3,700	ROCKWELL AUTOMATION INC COM	08/13	114.4150	113.6400	114.02750	421,901.75		NYSE
			DIV $0.5800 EX 08/07/2014 REC 08/11/2014 PAY 09/10/2014						2,146.00	
74)	79466L302	6,000	SALESFORCE COM INC COM	08/13	53.4900	52.7400	53.11500	318,690.00		NYSE
75)	806857108	5,800	SCHLUMBERGER LTD COM	08/13	109.2400	107.4150	108.32750	628,299.50		NYSE
76)	845467109	8,000	SOUTHWESTERN ENERGY CO COM	08/13	38.5000	37.9500	38.22500	305,800.00		NYSE
77)	855244109	3,000	STARBUCKS CORP COM	08/13	78.1000	77.1300	77.61500	232,845.00		NASDAQ
			DIV $0.2600 EX 08/05/2014 REC 08/07/2014 PAY 08/22/2014						780.00	
78)	M85548101	2,660	STATASYS LTD ORD	08/13	114.4900	110.8200	112.65500	299,662.30		NASDAQ
79)	880210505	16,806.7230	TEMPLETON INST FDS INC FGN EQUITY SER	08/13		22.6400	22.64000	380,504.21		MUT FUND
80)	883556102	6,000	THERMO FISHER SCIENTIFIC INC COM	08/13	121.4500	120.5900	121.02000	726,120.00		NYSE

FIDUCIARY TRUST CO
PORTFOLIO VALUATION

ACCOUNT: 121098900

Portfolio Name: NANCY TERNER BEHRMAN LIVING TRUST

REPORT PROCESSING DATE: August 19 2014

VALUATION DATE: Wednesday, August 13 2014

ITEM	CUSIP NO. TICKER	SHARES/ PAR VALUE	DESCRIPTION	PRICE DATE	HIGH/ASK PRICE	LOW/BID PRICE	MEAN PRICE	SECURITY VALUE	ACCRUED DIV/INT	COMMENTS
81)	896239100	13,000	TRIMBLE NAVIGATION LTD COM	08/13	33.8500	33.1100	33.48000	435,240.00		NASDAQ
82)	907818108	6,000	UNION PAC CORP COM	08/13	100.6900	99.8600	100.27500	601,650.00		NYSE
83)	913017109	6,000	UNITED TECHNOLOGIES CORP COM	08/13	105.7700	104.7800	105.86500*	635,190.00		NYSE
			*DIV. EX 08/13/2014 REC 08/15/2014 PAY 09/10/2014				0.59000	*Added to Mean Price		
84)	918204108	5,920	V F CORP COM	08/13	62.2800	61.5500	61.91500	366,536.80		NYSE
85)	922042858	10,000	VANGUARD INTL EQUITY INDEX F FTSE EMR MKT ETF	08/13	44.8600	44.5000	44.68000	446,800.00		NYSE Arca
86)	92826C839	1,500	VISA INC COM CL A	08/13	212.1000	210.4600	211.68000*	317,520.00		NYSE
			*DIV. EX 08/13/2014 REC 08/15/2014 PAY 09/03/2014				0.40000	*Added to Mean Price		
87)	949746101	13,000	WELLS FARGO & CO NEW COM	08/13	50.1200	49.8350	49.97750	649,707.50		NYSE
			DIV $0.3500 EX 08/06/2014 REC 08/08/2014 PAY 09/01/2014						4,550.00	
88)	966837106	10,000	WHOLE FOODS MKT INC COM	08/13	38.4900	37.8800	38.18500	381,850.00		NASDAQ
Grand Totals								37,193,102.70	69,198.20	

+ CASH 325,000.00

TOTAL 37,518,102.70

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2014

Name of estate or trust	Employer identification number
FUND FOR INDIVIDUAL POTENTIAL C/O FIDUCIARY	26-6112299

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b .				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	1,074,315.	1,124,383.		-50,068.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2013 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back . . . . ▶	7	-50,068.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b ·				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	1,839,340.	1,563,037.		276,303.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.	12	
13 Capital gain distributions.	13	202,224.
14 Gain from Form 4797, Part I.	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2013 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . ▶	16	478,527.

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			-50,068.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			478,527.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			428,459.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or b** $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24. If zero or less, enter -0-			26			
27	Subtract line 26 from line 21. If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,500			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶					30	
31	Enter the **smaller** of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $12,150			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33. If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38. If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27 Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949** | **Sales and Other Dispositions of Capital Assets** | OMB No 1545 0074

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Department of the Treasury Internal Revenue Service

2014 Attachment Sequence No **12A**

Name(s) shown on return: FUND FOR INDIVIDUAL POTENTIAL C/O FIDUCIARY

Social security number or taxpayer identification number: 26-6112299

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments your bought in 2014 or later)

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- X **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
.3001 VERIZON COMMUNICATIO	02/24/2014	02/24/2014	14.00	14.00			
5200. WHOLE FOODS MKT INC	06/12/2014	08/26/2014	200,142.00	262,095.00			-61,953.00
10000. VANGUARD FTSE EMERG ETF	06/12/2014	09/09/2014	453,615 00	436,821.00			16,794.00
3800. LAUDER ESTEE COS INC	02/10/2014	11/25/2014	278,693.00	252,076.00			26,617.00
4030. TRIMBLE NAVIGATION L	02/10/2014	11/25/2014	112,951.00	131,930.00			-18,979.00
1000. SOUTHWESTERN ENERGY	02/10/2014	12/24/2014	28,900.00	41,447 00			-12,547.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			1,074,315.	1,124,383.			-50,068.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side

FUND FOR INDIVIDUAL POTENTIAL C/O FIDUCIARY

Social security number or taxpayer identification number

26-6112299

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
.5455 VODAFONE GROUP PLC	12/26/2012	02/24/2014	23.00	25.00			-2.00
100. E M C CORP MASS	01/18/2013	04/09/2014	2,726.00	2,293 00			433.00
54. VODAFONE GROUP PLC	12/26/2012	04/11/2014	1,914.00	2,483.00			-569.00
75. BORG WARNER AUTOMOTIVE	05/02/2012	05/29/2014	4,695.00	3,060.00			1,635.00
100. AVAGO TECHNOLOGIES LT	12/11/2012	07/08/2014	7,311.00	3,441.00			3,870.00
6000. EMERSON ELEC CO	12/27/2011	08/26/2014	388,957 00	307,768.00			81,189.00
50. FEDEX CORP	01/14/2011	08/26/2014	7,495.00	4,682.00			2,813.00
2500. FLOWSERVE CORP	04/21/2011	08/26/2014	190,341.00	110,742.00			79,599.00
4800. WHOLE FOODS MKT INC	03/08/2013	08/26/2014	184,746.00	200,781.00			-16,035.00
1000. MEAD JOHNSON NUTRITI	08/27/2012	10/22/2014	102,056 00	76,608.00			25,448.00
6080. FMC TECHNOLOGIES INC	11/07/2013	11/14/2014	327,508.00	274,270.00			53,238.00
9120. TRIMBLE NAVIGATION L	11/07/2013	11/25/2014	255,611.00	252,411.00			3,200.00
600. UNION PAC CORP.	07/22/2011	12/16/2014	67,176.00	31,117.00			36,059.00
1000. AVAGO TECHNOLOGIES L	10/17/2013	12/16/2014	96,483.00	39,682.00			56,801.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side	**Social security number or taxpayer identification number**
FUND FOR INDIVIDUAL POTENTIAL C/O FIDUCIARY	26-6112299

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later)

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
7000. SOUTHWESTERN ENERGY	12/17/2013	12/24/2014	202,298.00	253,674.00			-51,376.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			1,839,340	1,563,037.			276,303.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

BASE CURRENCY: U.S. DOLLAR

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
FIXED INCOME								
U.S. Dollar								
Agencies								
300,000.0000	FEDERAL FARM CREDIT BANK BD DTD 2/5/2009 3.45% 2/5/2015 AA+	104.1875	312,562.50	100.3080	300,924.00	10,350	0.18	4,197.50
Mortgages								
300,000.0000	GOVT NATL MORTGAGE ASSN 2010-23 AP DTD 2/1/2010 4.5% 9/20/2038 AA+	100.9305	302,791.50	107.3850	322,155.00	13,500	4.50	1,125.00
300,000.0000	GOVT NATL MORTGAGE ASSO SER 2009-65 PB DTD 8/1/2009 5% 8/20/2039 AA+	103.4480	310,344.00	112.5060	337,518.00	15,000	5.00	1,250.00
Total Mortgages			613,135.50		659,673.00	28,500	4.76	2,375.00
Corporates								
100,000.0000	THERMO FISHER SCIENTIFIC INC SR NT DTD 5/27/2005 5% 6/1/2015 N/R CALLABLE ON 03/06/2015 @ 100%	109.6250	109,625.00	101.7600	101,760.00	5,000		1,597.22

See important disclosures: [*1]-[*9], as applicable

FUND FOR INDIVIDUAL POTENTIAL
ACCOUNT # 311123500
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL
TRADE DATE BASIS
AS OF DEC 31 2014

U.S. Dollar

Cont

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
300,000.0000	MASCO CORP SR NT DTD 6/10/2005 4.8% 6/15/2015 N/R	99.7500	299,250.00	101.5520	304,656.00	14,400	1.36	640.00
300,000.0000	WAL MART STORES INC SR NT DTD 1/23/2009 4.125% 2/1/2019 AA	103.3602	310,080.60	109.0230	327,069.00	12,375	1.82	5,156.25
250,000.0000	MICROSOFT CORP DTD 5/18/2009 4.2% 6/1/2019 AAA	103.9640	259,910.00	109.9750	274,937.50	10,500	1.84	875.00
200,000.0000	NEWMONT MINING CORP SR NT DTD 9/18/2009 5.125% 10/1/2019 BBB	107.4650	214,930.00	107.2770	214,554.00	10,250	3.45	2,562.50
200,000.0000	CISCO SYS INC SR NT DTD 11/17/2009 4.45% 1/15/2020 AA-	103.2789	206,557.80	110.2170	220,434.00	8,900	2.29	4,103.89
250,000.0000	DU PONT E I DE NEMOURS & CO SR NT DTD 11/9/2009 4.625% 1/15/2020 A	104.3550	260,887.50	110.6420	276,605.00	11,563	2.37	5,331.60
250,000.0000	GENERAL ELECTRIC CAPITAL CORP SR NT DTD 9/16/2010 4.375% 9/16/2020 AA+	98.0650	245,162.50	109.6630	274,157.50	10,938	2.54	3,190.10
250,000.0000	NEW YORK NEW YORK GO DTD 10/15/2009 4.669% 10/1/2022 AA	100.1640	250,410.00	111.2670	278,167.50	11,673	3.03	2,918.13

See important disclosures: [*1]-[*9], as applicable

BASE CURRENCY: U.S. DOLLAR

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
400,000.0000	CHUBB CORP JR SUB NT CALL VAR DTD 3/29/2007 3/29/2067 A- CALLABLE ON 04/15/2017 @ 100%	105.8750	423,500.00	107.7050	430,820.00	25,500	5.92	5,383.33
Total Corporates			2,580,313.40		2,703,160.50	121,098	2.60	31,758.02
Municipals								
150,000.0000	NEW YORK ST DORM AUTH ST PERS TAX REV SER C DTD 1/10/2008 5% 3/15/2015 AAA	100.7070	151,060.50	100.9650	151,447.50	7,500	0.30	2,208.33
225,000.0000	NEW YORK ST GO REF CALL SER C DTD 3/16/2005 5% 4/15/2016 AA+ CALLABLE ON 04/20/2015 @ 100%	100.9250	227,081.25	101.3270	227,985.75	11,250	0.60	2,375.00
25,000.0000	N Y CITY NY TRANSITION FIN AUTH REV REF SER B DTD 2/22/2007 5% 11/1/2016 AAA	104.1520	26,038.00	108.1970	27,049.25	1,250	0.50	208.33
50,000.0000	NY CITY NY TRANS FIN AUTH REV REF ETM SER B DTD 2/22/2007 5% 11/1/2016 AA1	104.6408	52,320.40	108.2540	54,127.00	2,500	0.47	416.67

See important disclosures: [*1]-[*9], as applicable

BASE CURRENCY: U.S. DOLLAR

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
360,000.0000	NASSAU CNTY NY INTERIM FIN AUTH REV REF SER A DTD 4/21/2009 5% 11/15/2016 AAA	105.4110	379,479.60	108.3710	390,135.60	18,000	0.50	2,300.00
100,000.0000	NY ST LOC GOVT ASSISTANCE CORP REV REF SER B DTD 12/1/2010 5% 4/1/2017 AAA	106.0710	106,071.00	109.6170	109,617.00	5,000	0.69	1,250.00
Total Municipals			942,050.75		960,362.10	45,500	0.51	8,758.33
Fixed Income Funds								
9,000.0000	ISHARES INTERMEDIATE CREDIT BOND ETF $3.209	107.2337	965,103.06	109.3300	983,970.00	24,201	2.46	0.00
Total U.S. Dollar			5,413,165.21		5,608,089.60	229,649	2.34	47,088.85
Total FIXED INCOME			5,413,165.21		5,608,089.60	229,649	2.34	47,088.85

See important disclosures: [*1]-[*9], as applicable

BASE CURRENCY: U.S. DOLLAR

EQUITIES

U.S. Dollar

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
17,100.0000	ABBOTT LABORATORIES	38.7532	662,679.75	45.0200	769,842.00	16,416	2.13	0.00
6,075.0000	ACE LTD	79.7553	484,513.46	114.8800	697,896.00	15,795	2.26	3,948.75
1,120.0000	ALIBABA GROUP HOLDING LTD SPONSORED ADR	68.0000	76,160.00	103.9400	116,412.80		N/A	0.00
4,300.0000	ALLERGAN INC	94.6740	407,098.25	212.5900	914,137.00	860	0.09	0.00
1,307.0000	AMAZON.COM INC	205.4076	268,467.72	310.3500	405,627.45		N/A	0.00
7,000.0000	AMERICAN EXPRESS CO	48.6393	340,474.80	93.0400	651,280.00	7,280	1.12	0.00
50.0000	AMERICAN TOWER REIT INC	75.8270	3,791.35	98.8500	4,942.50	76	1.54	19.00
5,425.0000	ANADARKO PETROLEUM CORP	72.8977	395,469.85	82.5000	447,562.50	5,859	1.31	0.00
8,575.0000	APPLE INC	48.5152	416,017.92	110.3800	946,508.50	16,121	1.70	0.00
5,000.0000	AVAGO TECHNOLOGIES LTD	45.8891	229,445.65	100.5900	502,950.00	7,000	1.39	0.00
4,040.0000	BERKSHIRE HATHAWAY INC	77.2067	311,915.13	150.1500	606,606.00		N/A	0.00

See important disclosures: [*1]-[*9], as applicable

BASE CURRENCY: U.S. DOLLAR

	Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar				Cont					
[*1]	637.0000	BERRY VENTURES INC - LEGEND ASSET HELD FOR SAFEKEEPING ONLY		0.00		0.00		N/A	0.00
	2,225.0000	BLACKROCK INC	183.7752	408,899.72	357.5600	795,571.00	17,177	2.16	0.00
	8,475.0000	BORG WARNER INC	36.2237	306,995.73	54.9500	465,701.25	4,407	0.95	0.00
	11,650.0000	BRISTOL-MYERS SQUIBB CO	32.3975	377,430.83	59.0300	687,699.50	17,242	2.51	4,310.50
	4,725.0000	CABOT OIL & GAS CORP CL A	33.9782	160,547.00	29.6100	139,907.25	378	0.27	0.00
	7,075.0000	CAREFUSION CORP	31.6211	223,719.54	59.3400	419,830.50		N/A	0.00
	5,600.0000	CATERPILLAR INC	97.7573	547,441.07	91.5300	512,568.00	15,680	3.06	0.00
	2,400.0000	CELGENE CORP	80.3995	192,958.80	111.8600	268,464.00		N/A	0.00
	5,135.0000	CHEVRON CORP	102.4173	525,912.90	112.1800	576,044.30	21,978	3.82	0.00
	4,000.0000	CHUBB CORP	72.4165	289,666.15	103.4700	413,880.00	8,000	1.93	2,000.00
	9,275.0000	COMCAST CORP CL A	52.8503	490,186.55	58.0100	538,042.75	8,348	1.55	0.00
	3,850.0000	CUMMINS INC	113.4462	436,768.04	144.1700	555,054.50	12,012	2.16	0.00
	3,250.0000	CYTEC INDUSTRIES INC	50.4971	164,115.64	46.1700	150,052.50	1,625	1.08	0.00

See important disclosures: [*1]-[*9], as applicable

BASE CURRENCY: U.S. DOLLAR

U.S. Dollar — Cont

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
5,050.0000	DIAGEO PLC SPONSORED ADR NEW	87.1222	439,967.07	114.0900	576,154.50	17,019	2.95	0.00
50.0000	DISNEY WALT CO	52.2072	2,610.36	94.1900	4,709.50	58	1.22	57.50
8,750.0000	DOW CHEMICAL CO	52.0003	455,002.38	45.6100	399,087.50	14,700	3.68	3,675.00
6,275.0000	EXPRESS SCRIPTS HOLDING CO	50.5581	317,252.36	84.6700	531,304.25		N/A	0.00
4,495.0000	FACEBOOK INC CL A	64.2545	288,823.85	78.0200	350,699.90		N/A	0.00
5,000.0000	FLOWSERVE CORP	52.3813	261,906.57	59.8300	299,150.00	3,200	1.07	800.00
4,025.0000	GILEAD SCIENCES INC	72.8857	293,365.07	94.2600	379,396.50	6,923	1.82	0.00
653.0000	GOOGLE INC CL C	266.1689	173,808.26	526.4000	343,739.20	2	0.00	0.00
650.0000	GOOGLE INC SER A	264.2571	171,767.12	530.6600	344,929.00		N/A	0.00
2,500.0000	HONEYWELL INTL INC	87.1366	217,841.47	99.9200	249,800.00	5,175	2.07	0.00
1,700.0000	INTERNATIONAL BUSINESS MACHINES CORP	178.6286	303,668.65	160.4400	272,748.00	7,480	2.74	0.00
9,000.0000	J P MORGAN CHASE & CO	54.0285	486,256.90	62.5800	563,220.00	14,400	2.56	0.00
6,075.0000	LAM RESEARCH CORP	51.0248	309,975.42	79.3400	481,990.50	4,374	0.91	1,093.50

See important disclosures: [*1]-[*9], as applicable

BASE CURRENCY: U.S. DOLLAR

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
11,000.0000	LOWES COS INC	48.6951	535,646.40	68.8000	756,800.00	10,120	1.34	0.00
9,000.0000	MARATHON OIL CORP	39.1238	352,114.20	28.2900	254,610.00	7,560	2.97	0.00
30.0000	MASTERCARD INC-CLASS A	77.2317	2,316.95	86.1600	2,584.80	19	0.74	0.00
9,000.0000	MAXIM INTEGRATED PRODS INC	28.0663	252,596.70	31.8700	286,830.00	10,080	3.51	0.00
4,000.0000	MEAD JOHNSON NUTRITION COMPANY	71.7884	287,153.75	100.5400	402,160.00	6,000	1.49	1,500.00
3,500.0000	MERCK & CO INC	34.1250	119,437.50	56.7900	198,765.00	6,300	3.17	1,575.00
8,625.0000	NESTLE S A SPONSORED ADR REPSTG REG SH	59.5750	513,834.42	72.9500	629,193.75	17,483	2.78	0.00
6,200.0000	NIKE INC CL B	42.6208	264,249.00	96.1500	596,130.00	6,944	1.16	1,736.00
7,250.0000	NOVO NORDISK AS SPONSORED ADR	33.5530	243,259.57	42.3200	306,820.00	4,394	1.43	0.00
5,550.0000	PEPSICO INC	68.9567	382,709.43	94.5600	524,808.00	14,541	2.77	0.00
4,950.0000	PROCTER & GAMBLE CO	63.4805	314,228.63	91.0900	450,895.50	12,741	2.83	0.00
6,560.0000	QUALCOMM INC	56.6313	371,501.65	74.3300	487,604.80	11,021	2.26	0.00
5,500.0000	RED HAT INC	45.2363	248,799.38	69.1400	380,270.00		N/A	0.00

See important disclosures: [*1]-[*9], as applicable

BASE CURRENCY: U.S. DOLLAR

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
4,000.0000	ROCHE HOLDING LTD ADR	35.0688	140,275.00	33.9900	135,960.00	3,660	2.69	0.00
3,700.0000	ROCKWELL AUTOMATION INC	96.9162	358,589.87	111.2000	411,440.00	9,620	2.34	0.00
6,060.0000	SALESFORCE.COM INC	56.9194	344,931.75	59.3100	359,418.60		N/A	0.00
5,850.0000	SCHLUMBERGER LTD	83.9638	491,188.28	85.4100	499,648.50	9,360	1.87	0.00
3,025.0000	STARBUCKS CORP	72.6610	219,799.54	82.0500	248,201.25	3,872	1.56	0.00
2,660.0000	STRATASYS LTD	104.9800	279,246.70	83.1100	221,072.60		N/A	0.00
6,100.0000	THERMO FISHER SCIENTIFIC INC	52.6393	321,099.76	125.2900	764,269.00	3,660	0.48	915.00
5,400.0000	UNION PACIFIC CORP	48.5315	262,070.15	119.1300	643,302.00	10,800	1.68	0.00
6,025.0000	UNITED TECHNOLOGIES CORP	98.5623	593,837.82	115.0000	692,875.00	14,219	2.05	0.00
6,000.0000	V F CORP	37.2760	223,656.28	74.9000	449,400.00	7,680	1.71	0.00
26.0000	VERIZON COMMUNICATIONS	46.7150	1,214.59	46.7800	1,216.28	57	4.70	0.00
1,500.0000	VISA INC CL A	221.4540	332,181.06	262.2000	393,300.00	2,880	0.73	0.00

See important disclosures: [*1]-[*9], as applicable

FUND FOR INDIVIDUAL POTENTIAL
ACCOUNT # 311123500
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL
TRADE DATE BASIS
AS OF DEC 31 2014

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
13,125.0000	WELLS FARGO & CO NEW	36.8754	483,989.65	54.8200	719,512.50	18,375	2.55	0.00
34,413.1990	FGT FRANKLIN INTERNATIONAL GROWTH FUND	11.6911	402,328.20	10.7000	368,221.23	2,196	0.60	0.00
37,929.8410	FRANKLIN INTL SMALL COS GROWTH FD	21.6421	820,882.15	18.0600	685,012.93	12,593	1.84	0.00
19,611.3790	FRANKLIN SMALL CAP VALUE FUND	51.2103	1,004,304.29	55.8900	1,096,079.97	5,981	0.55	0.00
150.0000	ISHARES MSCI EMERGING MARKETS ETF	43.1764	6,476.46	39.2900	5,893.50	131	2.23	0.00
26,042.4890	OAK RIDGE SMALL CAP GROWTH FUND CL Y	39.2969	1,023,388.70	39.0000	1,015,657.07	50,700	4.99	0.00
17,090.1390	TEMPLETON INSTL FDS INC FOREIGN EQTY SER	23.7478	405,853.39	20.0500	342,657.29	13,535	3.95	0.00
Total U.S. Dollar			23,046,082.55		30,714,118.72	526,105	1.71	21,630.25
Total EQUITIES			23,046,082.55		30,714,118.72	526,105	1.71	21,630.25

See important disclosures: [*1]-[*9], as applicable