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

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

OMB No 1545-0052

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning 8/15/2014, and ending 12/31/2014

Name of foundation

JEAN L POTTER FOUNDATION

A Employer identification number

47-1641626

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

Room/suite

P O BOX 1501, NJ2-130-03-31

B Telephone number (see instructions)

609-274-6834

City or town

State

ZIP code

PENNINGTON

NJ

08534-1501

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

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ☒ \$ 13,546,225
 J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
------------------------------------	---------------------------	-------------------------	---

1	Contributions, gifts, grants, etc., received (attach schedule)	14,090,245		
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	85,752	57,513	
5a	Gross rents			
b	Net rental income or (loss)			
6a	Net gain or (loss) from sale of assets not on line 10	-47,459		
b	Gross sales price for all assets on line 6a	665,047		
7	Capital gain net income (from Part IV, line 2)			
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	14,128,538	57,513	0
13	Compensation of officers, directors, trustees, etc	60,914	24,365	36,548
14	Other employee salaries and wages			
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule)			
b	Accounting fees (attach schedule)			
c	Other professional fees (attach schedule)			
17	Interest			
18	Taxes (attach schedule) (see instructions)	360	178	
19	Depreciation (attach schedule) and depletion			
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)	120	120	
24	Total operating and administrative expenses. Add lines 13 through 23	61,394	24,663	36,548
25	Contributions, gifts, grants paid	700,000		700,000
26	Total expenses and disbursements. Add lines 24 and 25	761,394	24,663	736,548
27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	13,367,144		
b	Net investment income (if negative, enter -0-)		32,850	
c	Adjusted net income (if negative, enter -0-)			0

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)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		498	498
	2 Savings and temporary cash investments		701,501	701,501
	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)		3,418,822	3,462,964
	b Investments—corporate stock (attach schedule)		6,547,614	8,046,517
	c Investments—corporate bonds (attach schedule)		159,244	169,031
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)		1,152,842	1,165,714
	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)	0	11,980,521	13,546,225
	17 Accounts payable and accrued expenses			
Net Assets or Fund Balances	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		11,980,521	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30 Total net assets or fund balances (see instructions)	0	11,980,521	
	31 Total liabilities and net assets/fund balances (see instructions)	0	11,980,521	

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	0
2 Enter amount from Part I, line 27a	2	13,367,144
3 Other increases not included in line 2 (itemize) ▶ <u>COST BASIS ADJUSTMENT</u>	3	17,945
4 Add lines 1, 2, and 3	4	13,385,089
5 Decreases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	5	1,404,568
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,980,521

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Page **3****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 See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

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	-47,459
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	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?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.☐ Yes ☐ No**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			0.000000
2012			0.000000
2011			0.000000
2010			0.000000
2009			0.000000

2 Total of line 1, column (d)	2	0.000000
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	0.000000
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	0

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		657
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-)		0
3	Add lines 1 and 2		657
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-		657
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	182
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		182
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		475
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		0
11	Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded		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?	Yes	No
1a			X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
1b			X
c	Did the foundation file Form 1120-POL for this year?		X
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? <i>If "Yes," attach a detailed description of the activities</i>		X
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? <i>If "Yes," attach a conformed copy of the changes</i>		X
3			X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4a			X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
4b		N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
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?	X	
6		X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) FL		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
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)? <i>If "Yes," complete Part XIV</i>		X
9			X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X
10			X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► U.S. TRUST-A DIVISION OF BANK OF AMERICA, I Telephone no. ► 609-274-6834 Located at ► 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ► 08534-1501			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 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? 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 ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ► 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____, 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 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	N/A
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)

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	N/A
	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	N/A

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
U.S. TRUST P O Box 1501, NJ2-130-03-31 Pennington, NJ 08534-	TRUSTEE 2 00	60,914		

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	9,523,240
b	Average of monthly cash balances	1b	781,091
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	10,304,331
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	10,304,331
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	154,565
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,149,766
6	Minimum investment return. Enter 5% of line 5 MIR Prorated - Short Year	6	193,263

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	193,263
2a	Tax on investment income for 2014 from Part VI, line 5	2a	657
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	657
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	192,606
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	192,606
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	192,606

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	736,548
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	736,548
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	736,548

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

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Page **9****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				192,606
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>736,548</u>				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2014 distributable amount				192,606
e Remaining amount distributed out of corpus	543,942			
5 Excess distributions carryover applied to 2014 (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	543,942			
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 2013 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				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 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	543,942			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014	543,942			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
				0
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				
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)(iii)				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. (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.

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

- c** Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total				3a 700,000
b <i>Approved for future payment</i> NONE				
Total				3b 0

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.

OMB No. 1545-0047

2014▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

JEAN L POTTER FOUNDATION

Employer identification number

47-1641626

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 foundationCheck 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 for 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
JEAN L POTTER FOUNDATION

Employer identification number
47-1641626

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	ESTATE OF JEAN POTTER P.O. BOX 1501 PENNINGTON NJ 08534-1501 Foreign State or Province Foreign Country	\$ 14,232,474	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)
			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)

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Page **4**Name of organization
JEAN L POTTER FOUNDATIONEmployer identification number
47-1641626

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ► \$ 0

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov Country			

Estate Valuation

As-of Date 08/15/2014
 Valuation Date: 08/15/2014
 Processing Date 05/07/2015

Estate of: Jean L Potter Foundation
 Account: 75074010
 Report Type: Distribution Date
 Number of Securities 81
 File ID: 750-74010 Jean L Potter Fdn 08-15-2014 est val

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value	Cost Basis
1)	25000 APPLE INC (037833AK6) Interactive Data Corporation DTD: 05/03/2013 Mat: 05/03/2023 2.4% 08/15/2014	96.10950	95.73680 A/B	95.923150	23,980.79	24,453.50
2)	21000 AT&T INC (00206RAJ1) New York Bond Exchange DTD: 02/01/2008 Mat: 02/01/2018 5.5% 08/15/2014		113.16860 Mkt	113.168600	23,765.41	21,008.24
3)	11000 CITIGROUP INC (172967FT3) New York Bond Exchange DTD 11/01/2011 Mat 01/14/2022 4.5% 08/15/2014		108.68160 Mkt	108.681600	11,954.98	10,528.98
4)	17000 CREDIT SUISSE USA INC (22541LAR4) New York Bond Exchange DTD: 12/15/2004 Mat: 01/15/2015 4.875% 08/15/2014	101.88020	101.85960 A/B	101.869900	17,317.88	16,567.21
5)	21000 CISCO SYS INC (17275RAE2) Interactive Data Corporation DTD 02/17/2009 Mat 02/15/2019 4.95% 08/15/2014	113.28150	113.05130 A/B	113.166400	23,764.94	21,097.02
6)	21000 GOLDMAN SACHS GROUP INC (38141GEE0) New York Bond Exchange DTD 01/17/2006 Mat: 01/15/2016 5.35% 08/15/2014		106.29510 Mkt	106.295100	22,321.97	20,230.11
7)	21000 JPMORGAN CHASE & CO (46625HBV1) New York Bond Exchange DTD: 09/15/2004 Mat: 09/15/2014 5.125% 08/15/2014		100.28570 Mkt	100.285700	21,060.00	21,000
8)	22000 FEDERAL NATL MTG ASSN (3135G0BA0) Government/Agency (Dealer Quotations) DTD: 03/04/2011 Mat 04/11/2016 2.375% 08/15/2014		103.27530 Mkt	103.275300	22,720.57	22,578.91
9)	23000 VERIZON COMMUNICATIONS INC (92343VAY0) Interactive Data Corporation DTD: 03/28/2011 Mat 04/01/2016 3% 08/15/2014		103.59980 Mkt	103.599800	23,827.95	23,298.81
10)	11000 WELLS FARGO CO MTN BE (94974BFG0) Interactive Data Corporation DTD 12/26/2012 Mat 01/16/2018 1.5% 08/14/2014 08/18/2014	100.08000	99.86000 A/B 99.88910 Mkt	99.929550	10,992.25	11,030.28
11)	12000 WELLS FARGO CO MTN BE (94974BFQ8) NYSE Bonds Trading Platform DTD: 10/28/2013 Mat: 01/15/2019 2.15% 08/15/2014	101.13050	100.91910 A/B	101.024800	12,122.98	12,082.55

As-of Date 08/15/2014
Valuation Date: 08/15/2014
Processing Date: 05/07/2015

Estate of Jean L Potter Foundation
Account: 75074010

Report Type: Distribution Date

Number of Securities: 81

File ID: 750-74010 Jean L Potter Fdn 08-15-2014 est val

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value	<u>Cost Basis</u>
12)	22000 SHELL INTERNATIONAL FIN BV (822582AJ1) New York Bond Exchange DTD: 09/22/2009 Mat: 09/22/2019 4.3% 08/15/2014		111.09000 A/B	111.090000	24,439.80	22,245.63
13)	26000 FEDERAL HOME LN MTG CORP (3137EADH9) Interactive Data Corporation DTD: 05/14/2012 Mat: 06/29/2017 1% 08/15/2014		100.67550 Mkt	100.675500	26,175.63	26,052.78
14)	24000 FEDERAL NATL MTG ASSN (31398ADM1) Government/Agency (Dealer Quotations) DTD: 06/08/2007 Mat: 06/12/2017 5.375% 08/15/2014		112.41110 Mkt	112.411100	26,978.66	24,228.87
15)	74000 UNITED STATES TREAS NTS (912828SF8) Government/Agency DTD: 02/15/2012 Mat: 02/15/2022 2% 08/15/2014		99.53120 Mkt	99.531200	73,653.09	73,614.09
16)	41000 UNITED STATES TREASURY BD (912810QU5) OTC DTD: 02/15/2012 Mat: 02/15/2042 3.125% 08/15/2014		100.39060 Mkt	100.390600	41,160.15	40,866.97
17)	23000 UNITED STATES TREASURY BD (912810FT0) OTC DTD: 02/15/2006 Mat: 02/15/2036 4.5% 08/15/2014		125.15620 Mkt	125.156200	28,785.93	24,449.23
18)	22000 UNITED STATES TREAS NTS (912828ND8) Government/Agency (Dealer Quotations) DTD: 05/15/2010 Mat: 05/15/2020 3.5% 08/15/2014		109.68750 Mkt	109.687500	24,131.25	22,460.13
19)	11000 UNITED STATES TREAS NTS (912828QF0) Government/Agency (Dealer Quotations) DTD: 04/30/2011 Mat: 04/30/2016 2% 08/15/2014		102.78910 Mkt	102.789100	11,306.80	11,046.20
20)	208 AETNA INC NEW (00817Y108) COM New York Stock Exchange 08/15/2014	77.89680	76.71000 H/L	77.303400	16,079.11	14,408.67
21)	293 AMERICAN INTL GROUP INC (026874784) COM NEW New York Stock Exchange 08/15/2014	54.37000	53.42000 H/L	53.895000	15,791.24	10,058.69
22)	123 AMGEN INC (031162100) COM The NASDAQ Stock Market LLC 08/15/2014	133.31000	130.00000 H/L	131.655000	16,193.57	8,336.68
23)	294 APPLE INC (037833100) COM The NASDAQ Stock Market LLC 08/15/2014	98.19000	96.86000 H/L	97.525000	28,672.35	24,092.42

As-of Date. 08/15/2014
Valuation Date. 08/15/2014
Processing Date: 05/07/2015

Estate of: Jean L. Potter Foundation
Account 75074010
Report Type: Distribution Date
Number of Securities: 81
File ID. 750-74010 Jean L Potter Fdn 08-15-2014 est val

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value	Cost Basis
24)	62 BIOGEN INC (09062X103) COM The NASDAQ Stock Market LLC 08/15/2014	343.03000	330.69600 H/L	336 863000	20,885.51	15,828.86
25)	187 BP PLC (055622104) SPONSORED ADR New York Stock Exchange 08/15/2014	47.54000	47.05000 H/L	47.295000	8,844.17	9,147.53
26)	1050 BROCADE COMMUNICATIONS SYS INC (111621306) COM NEW The NASDAQ Stock Market LLC 08/15/2014	9.36000	9.19000 H/L	9.275000	9,738.75	9,662.78
27)	527 COMCAST CORP NEW (20030N101) CL A The NASDAQ Stock Market LLC 08/15/2014	54.89000	54.15000 H/L	54.520000	28,732.04	19,254.14
28)	299 CVS HEALTH CORP (126650100) COM New York Stock Exchange 08/15/2014	79.50000	78.44000 H/L	78 970000	23,612.03	14,271.43
29)	536 CITIGROUP INC (172967424) COM NEW New York Stock Exchange 08/15/2014	49.48000	48.32000 H/L	48.900000	26,210 40	16,792.99
30)	714 CISCO SYS INC (17275R102) COM The NASDAQ Stock Market LLC 08/15/2014	24.66000	24.27000 H/L	24 465000	17,468 01	17,721.62
31)	272 DELTA AIR LINES INC DEL (247361702) COM NEW New York Stock Exchange 08/15/2014	38.63000	37.81000 H/L	38.220000	10,395.84	9,339.91
32)	286 DISCOVER FINL SVCS (254709108) COM New York Stock Exchange 08/15/2014	61.18000	60.13000 H/L	60 655000	17,347.33	9043.31
33)	181 DR PEPPER SNAPPLE GROUP INC (26138E109) COM New York Stock Exchange 08/15/2014	61.10000	60.33000 H/L	60.715000	10,989.42	7,081.12
34)	232 DISNEY WALT CO (254687106) COM DISNEY New York Stock Exchange 08/15/2014	89.47000	88.69000 H/L	89.080000	20,666.56	11,524.77
35)	123 DOVER CORP (260003108) COM New York Stock Exchange 08/15/2014	88.31000	86.80000 H/L	87 555000	10,769.27	4,085.21

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Report Type. Distribution Date

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Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value	Cost Basis
36)	269 DOW CHEM CO (260543103) COM New York Stock Exchange 08/15/2014	52.52000	51.65000 H/L	52.085000	14,010.87	11,142.26
37)	441 E M C CORP MASS (268648102) COM New York Stock Exchange 08/15/2014	29.89000	29.52000 H/L	29.705000	13,099.91	11,387.29
38)	114 EXXON MOBIL CORP (30231G102) COM New York Stock Exchange 08/15/2014	99.43000	98.14000 H/L	98.785000	11,261.49	9,524.98
39)	148 FACEBOOK INC (30303M102) CL A Interactive Data Corporation 08/15/2014	74.65000	73.00000 H/L	73.825000	10,926.10	9,485.60
40)	76 GOLDMAN SACHS GROUP INC (38141G104) COM New York Stock Exchange 08/15/2014	174.60000	171.44000 H/L	173.020000	13,149.52	9,212.66
41)	338 GENERAL ELECTRIC CO (369604103) COM New York Stock Exchange 08/15/2014	25.97000	25.51000 H/L	25.740000	8,700.12	8,457.41
42)	550 GENWORTH FINL INC (37247D106) COM CL A New York Stock Exchange 08/15/2014	13.51000	13.25250 H/L	13.381250	7,359.69	9,164.45
43)	34 GOOGLE INC (38259P508) CL A The NASDAQ Stock Market LLC 08/15/2014	589.47000	580.76000 H/L	585.115000	19,893.91	10,472.71
44)	24 GOOGLE INC (38259P706) CL C NASDAQ Stock Market 08/15/2014	579.38000	570.52000 H/L	574.950000	13,798.80	7,604.59
45)	235 HALLIBURTON CO (406216101) COM New York Stock Exchange 08/15/2014	68.47000	67.36000 H/L	67.915000	15,960.03	10,838.48
46)	104 HESS CORP (42809H107) COM New York Stock Exchange 08/15/2014	98.97000	97.80000 H/L	98.385000	10,232.04	9,449.32
47)	458 JPMORGAN CHASE & CO (46625H100) COM New York Stock Exchange 08/15/2014	57.50000	56.39000 H/L	56.945000	26,080.81	16,880.68

As-of Date: 08/15/2014
Valuation Date: 08/15/2014
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Estate of: Jean L. Potter Foundation
Account 75074010
Report Type: Distribution Date
Number of Securities: 81
File ID: 750-74010 Jean L Potter Fdn 08-15-2014 est val

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value	cost basis
48)	160 LAS VEGAS SANDS CORP (517834107) COM New York Stock Exchange 08/15/2014	69.05000	67.50000 H/L	68.275000	10,924.00	11,989.10
49)	445 LOWES COS INC (548661107) COM New York Stock Exchange 08/15/2014	51.19000	49.57000 H/L	50.380000	22,419.10	17,279.54
50)	92 MCKESSON CORP (58155Q103) COM New York Stock Exchange 08/15/2014	193.49000	189.78000 H/L	191.635000	17,630.42	4,254
51)	206 MOLSON COORS BREWING CO (60871R209) CL B New York Stock Exchange 08/15/2014	75.46760	74.27000 H/L	74.868800	15,422.97	13,472.98
52)	283 MASTERCARD INC (57636Q104) CL A New York Stock Exchange 08/15/2014	76.57000	74.98000 H/L	75.775000	21,444.33	13,751.79
53)	420 MERCK & CO INC NEW (58933Y105) COM New York Stock Exchange 08/15/2014	59.00000	58.03000 H/L	58.515000	24,576.30	17,770.66
54)	108 MARATHON PETE CORP (56585A102) COM New York Stock Exchange 08/15/2014	89.46000	87.97000 H/L	88.715000	9,581.22	9,685.74
55)	180 MEDTRONIC PLC (585055106) SHS New York Stock Exchange 08/15/2014	63.82000	62.77500 H/L	63.297500	11,393.55	9,964.31
56)	665 MICROSOFT CORP (594918104) COM The NASDAQ Stock Market LLC 08/15/2014	44.89500	44.40000 H/L	44.647500	29,690.59	20,496.55
57)	261 MICRON TECHNOLOGY INC (595112103) COM New York Stock Exchange 08/15/2014	31.73000	31.16000 H/L	31.445000	8,207.15	7,111.67
58)	212 MYLAN N V (628530107) SHS EURO The NASDAQ Stock Market LLC 08/15/2014	46.83990	45.96000 H/L	46.399950	9,836.79	10,554.18
59)	418 ORACLE CORP (68389X105) COM The NASDAQ Stock Market LLC 08/15/2014	40.59000	39.98000 H/L	40.285000	16,839.13	13,131.43

As-of Date 08/15/2014
Valuation Date: 08/15/2014
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Estate of Jean L Potter Foundation
Account: 75074010
Report Type: Distribution Date
Number of Securities: 81
File ID: 750-74010 Jean L Potter Fdn 08-15-2014 est val

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value	Cost Basis
60)	12 PRICELINE GRP INC (741503403) COM NEW The NASDAQ Stock Market LLC 08/15/2014	1293.62000	1266.52000 H/L	1280.070000	15,360.84	14,515.74
61)	184 PACKAGING CORP AMER (695156109) COM New York Stock Exchange 08/15/2014	66.08000	64.90000 H/L	65.490000	12,050.16	7,639.62
62)	87 PARKER HANNIFIN CORP (701094104) COM New York Stock Exchange 08/15/2014	114.02000	112.11000 H/L	113.065000	9,836.66	10,291.47
63)	198 PHILIP MORRIS INTL INC (718172109) COM New York Stock Exchange 08/15/2014	85.17000	83.82000 H/L	84.495000	16,730.01	15,075.70
64)	716 PFIZER INC (717081103) COM New York Stock Exchange 08/15/2014	28.90000	28.41000 H/L	28.655000	20,516.98	17,321.18
65)	180 QUALCOMM INC (747525103) COM The NASDAQ Stock Market LLC 08/15/2014	75.13000	73.98500 H/L	74.557500	13,420.35	14,253.17
66)	191 ROSS STORES INC (778296103) COM The NASDAQ Stock Market LLC 08/15/2014	66.57000	65.17000 H/L	65.870000	12,581.17	2,815.36
67)	221 SCHLUMBERGER LTD (806857108) COM New York Stock Exchange 08/15/2014	106.88000	105.39000 H/L	106.135000	23,455.84	19,865.84
68)	463 SUNCOR ENERGY INC NEW (867224107) COM New York Stock Exchange 08/15/2014	39.54000	38.18000 H/L	38.860000	17,992.18	15,809.01
69)	295 SUNTRUST BKS INC (867914103) COM New York Stock Exchange 08/15/2014	37.18000	36.55500 H/L	36.867500	10,875.91	8,358.56
70)	182 TEVA PHARMACEUTICAL INDS LTD (881624209) ADR The NASDAQ Stock Market LLC 08/15/2014	52.54640	51.35000 H/L	51.948200	9,454.57	9,794.25
71)	186 3M CO (88579Y101) COM New York Stock Exchange 08/15/2014	142.98000	141.02000 H/L	142.000000	26,412.00	16,829.80

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Estate of. Jean L. Potter Foundation
Account. 75074010
Report Type: Distribution Date
Number of Securities: 81
File ID: 750-74010 Jean L Potter Fdn 08-15-2014 est val

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value	Cost Basis
72)	119 TRW AUTOMOTIVE HLDGS CORP (87264S106) COM New York Stock Exchange 08/15/2014	98.65000	97.53000 H/L	98.090000	11,672.71	6908.40
73)	134 TRAVELERS COMPANIES INC (89417E109) COM New York Stock Exchange 08/15/2014	92.93000	91.48000 H/L	92.205000	12,355.47	5974.09
74)	526 US BANCORP DEL (902973304) COM NEW New York Stock Exchange 08/15/2014	41.78000	41.06000 H/L	41.420000	21,786.92	17590.81
75)	204 UNITED CONTL HLDGS INC (910047109) COM New York Stock Exchange 08/15/2014	46.40000	44.99000 H/L	45.695000	9,321.78	4983.06
76)	142 UNION PAC CORP (907818108) COM New York Stock Exchange 08/15/2014	102.28000	101.16000 H/L	101.720000	14,444.24	13387.43
77)	109 UNIVERSAL HLTH SVCS INC (913903100) CL B New York Stock Exchange 08/15/2014	110.42720	108.65000 H/L	109.538600	11,939.71	9290.45
78)	186 VALERO ENERGY CORP NEW (91913Y100) COM New York Stock Exchange 08/15/2014	53.01890	52.11000 H/L	52.564450	9,776.99	3771.33
79)	107 WESTERN DIGITAL CORP (958102105) COM New York Stock Exchange 08/15/2014	101.31000	99.48000 H/L	100.395000	10,742.27	8959.15
80)	186 WELLS FARGO & CO NEW (949746101) COM New York Stock Exchange 08/15/2014	50.62000	49.86500 H/L	50.242500	9,345.11	9362.37
81)	12233 BLACKROCK FDS II (09256H286) STRG OPP INSTL Mutual Fund (as quoted by NASDAQ) 08/15/2014		10 32000 Mkt	10 320000	126,244.56	125,265.92
Total Value					\$1,541,611.90	1,265,875

Estate Valuation

As-Of Date: 09/17/2014
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 Processing Date: 05/06/2015

Estate of. Jean L. Potter Foundation
 Account 75074010
 Report Type: Distribution Date
 Number of Securities: 68

File ID: 750-74010 Jean L Potter Fdn 09-17-2014 est val

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value	<u>Cost Basis</u>
1)	25450 VIRTUS INSIGHT TR (92828T616) VIRTUS TXEX FD I Mutual Fund (as quoted by NASDAQ) 09/17/2014		11.38000 Mkt	11.380000	289,621.00	284,524.04
2)	51505 WELLS FARGO FDS TR (94975P793) ULTR SHRT ADMN Mutual Fund (as quoted by NASDAQ) 09/17/2014		4.82000 Mkt	4.820000	248,254.10	248,257.12
3)	14646 BLACKROCK MUN BD FD INC (09253C819) S-T MUN INSTL Mutual Fund (as quoted by NASDAQ) 09/17/2014		10.15000 Mkt	10.150000	148,656.90	147,921.60
4)	25000 GNMA PASS-THRU X SINGLE FAMILY (36213MXM5) Interactive Data Corporation Mat: 07/15/2034 5.500% Fact. 0.07278594 09/17/2014	111.29789	111.26664 A/B	111.282268	2,024.95	2002.64
5)	100000 WESTON MASS (961165U39) Interactive Data Corporation DTD: 02/01/2013 Mat 02/01/2019 2% 09/17/2014		103.77600 Mkt	103.776000	103,776.00	104,276
6)	100000 WESTON MASS (961165U39) Interactive Data Corporation DTD: 02/01/2013 Mat 02/01/2019 2% 09/17/2014		103.77600 Mkt	103.776000	103,776.00	
7)	100000 SPOKANE WASH (849067P64) Interactive Data Corporation DTD: 06/18/2008 Mat. 12/01/2025 4.25% 09/17/2014		107.44900 Mkt	107.449000	107,449.00	107,485.79
8)	75000 NORTH CAROLINA ST LTD OBLIG (65829QAF1) Interactive Data Corporation DTD 10/26/2011 Mat 11/01/2019 5% 09/17/2014		117.95700 Mkt	117.957000	88,467.75	88,203.21
9)	105000 LAKE TRAVIS TEX INDPT SCH DIST (511074NQ5) Interactive Data Corporation DTD. 02/15/2012 Mat: 02/15/2019 2.25% 09/17/2014		105.14300 Mkt	105.143000	110,400.15	110,025.39
10)	50000 HOPEWELL VALLEY N J REGL SCH D (439686JW7) Interactive Data Corporation DTD. 09/15/2005 Mat: 08/15/2021 4% 09/17/2014		105.15800 Mkt	105.158000	52,579.00	51,543.63
11)	100000 FLORIDA ST BRD ED PUB ED (34153PDW5) Interactive Data Corporation DTD 06/15/2008 Mat 06/01/2026 4.5% 09/17/2014		110.61100 Mkt	110.611000	110,611.00	105,647.81
12)	100000 IBERVILLE PARISH LA CONS SCH D (450839CJ2) Interactive Data Corporation DTD 08/01/2008 Mat. 03/01/2022 4.125% 09/17/2014		105.66400 Mkt	105.664000	105,664.00	105,330.74

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Estate of: Jean L. Potter Foundation
Account. 75074010

Report Type: Distribution Date
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File ID: 750-74010 Jean L Potter Fdn 09-17-2014 est val

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
13)	55000 MC KINNEY TEX (581646C46) Interactive Data Corporation DTD 04/15/2007 Mat: 08/15/2025 4.375% 09/17/2014		106.32900 Mkt	106.329000	58,480.95 57,261.23
14)	100000 MISSISSIPPI DEV BK SPL OBLIG (60534QZM6) Interactive Data Corporation DTD. 10/18/2007 Mat: 01/01/2023 4.375% 09/17/2014		106.96400 Mkt	106.964000	106,964.00 105,863.21
15)	100000 BATAVIA N Y CITY SCH DIST (070437HB7) Interactive Data Corporation DTD. 11/01/2007 Mat: 06/15/2020 4% 09/17/2014		105.06800 Mkt	105.068000	105,068.00 104,666.85
16)	100000 NORTH FT BEND WTR AUTH TEX WTR (65944RAN2) Interactive Data Corporation DTD: 06/01/2009 Mat: 12/15/2024 5% 09/17/2014		110.06800 Mkt	110.068000	110,068.00 109,215.89
17)	100000 WISCONSIN ST PETROLEUM INSPECT (977109BY2) Interactive Data Corporation DTD: 10/20/2009 Mat: 07/01/2017 4% 09/17/2014		108.90800 Mkt	108.908000	108,908.00 108,513.81
18)	150000 OKLAHOMA ST CAPITOL IMPT AUTH (679088AU8) Interactive Data Corporation DTD. 04/09/2014 Mat: 07/01/2022 5% 09/17/2014		120.22300 Mkt	120.223000	180,334.50 173,489.38
19)	50000 GASTON CNTY N C (367298UM6) Interactive Data Corporation DTD: 10/01/2006 Mat: 04/01/2024 4.375% 09/17/2014		106.27500 Mkt	106.275000	53,137.50 53,379.52
20)	100000 MIAMI-DADE CNTY FLA WTR & SWR (59334DCT9) Interactive Data Corporation DTD: 09/27/2007 Mat: 10/01/2026 5% 09/17/2014		109.10200 Mkt	109.102000	109,102.00 110,036.73
21)	140000 TRAVIS CNTY TEX (89453PJD2) Interactive Data Corporation DTD. 04/15/2013 Mat: 03/01/2017 2% 09/17/2014		103.42700 Mkt	103.427000	144,797.80 144,795.12
22)	200000 SHELDON TEX INDPT SCH DIST (822516Q37) Interactive Data Corporation DTD 05/01/2013 Mat: 02/15/2018 2% 09/17/2014		103.94500 Mkt	103.945000	207,890.00 208,013.82
23)	125000 EDEN PRAIRIE MINN (279518EG5) Interactive Data Corporation DTD 07/15/2014 Mat: 01/15/2025 3% 09/17/2014		103.97900 Mkt	103.979000	129,973.75 128,683.79
24)	160000 TEMPE ARIZ (879709P80) Interactive Data Corporation DTD 11/10/2010 Mat: 07/01/2017 2.5% 09/17/2014		105.19200 Mkt	105.192000	168,307.20 167,693.71

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Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
25)	125000 PENNSYLVANIA ST TPK COMMN TPK (709223Z87) Interactive Data Corporation DTD 07/31/2012 Mat 12/01/2020 5% 09/17/2014		117.45000 Mkt	117.450000	146,812.50 145,655.19
26)	75000 GILBERT ARIZ PUB FACS MUN PPTY (375290CP6) Interactive Data Corporation DTD 07/26/2011 Mat: 07/01/2018 4 5% 09/17/2014		111.47500 Mkt	111.475000	83,606.25 84,119.89
27)	100000 HAWAII ST (419791T99) Interactive Data Corporation DTD: 12/04/2012 Mat 11/01/2023 5% 09/17/2014		119.94800 Mkt	119.948000	119,948.00 117,474.67
28)	100000 DALLAS FORT WORTH TEX INTL ARP (235036J76) Interactive Data Corporation DTD 07/01/2013 Mat: 11/01/2016 5% 09/17/2014		109.67000 Mkt	109.670000	109,670.00 108,237.86
29)	100000 NEW YORK ST LOC GOVT ASSISTANC (649876X95) Interactive Data Corporation DTD 09/15/2011 Mat: 04/01/2021 4% 09/17/2014		113.42100 Mkt	113.421000	113,421.00 112,795.30
30)	100000 UNIVERSITY CONN (914233WA5) Interactive Data Corporation DTD 12/08/2011 Mat 02/15/2021 4.5% 09/17/2014		116.11300 Mkt	116.113000	116,113.00 115,195.30
31)	150000 SOUTH DAKOTA ST BLDG AUTH REV (83755LGH3) Interactive Data Corporation DTD: 07/28/2005 Mat 09/01/2015 5% 09/17/2014		104.53300 Mkt	104.533000	156,799.50 154,505.49
32)	50000 BROWARD CNTY FLA SCH BRD CTFS (115065UX0) Interactive Data Corporation DTD 06/19/2008 Mat: 07/01/2020 4% 09/17/2014		107.53700 Mkt	107.537000	53,768.50 53,533.61
33)	125000 WASHINGTON ST (93974CH94) Interactive Data Corporation DTD 02/21/2012 Mat. 07/01/2022 4% 09/17/2014		113.40800 Mkt	113.408000	141,760.00 138,818.17
34)	900 BP PLC (055622104) SPONSORED ADR New York Stock Exchange 09/17/2014	46.49000	46.15000 H/L	46.320000	41,688.00 41,839.25
35)	1000 BAXTER INTL INC (071813109) COM New York Stock Exchange 09/17/2014	74.50000	72.56000 H/L	73.530000	73,530.00 69,827
36)	3000 CISCO SYS INC (17275R102) COM The NASDAQ Stock Market LLC 09/17/2014	25.31000	25.07000 H/L	25.190000	75,570.00 66,427.44

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Estate of Jean L. Potter Foundation
Account: 75074010

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Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
37)	28440 COCA COLA CO (191216100) COM New York Stock Exchange 09/17/2014	41.78000	41 31500 H/L	41.547500	1,181,610.90 1,089,734.43
38)	450 DIEBOLD INC (253651103) COM New York Stock Exchange 09/17/2014	37.75000	37.41000 H/L	37.580000	16,911.00 16,896.38
39)	2160 DU PONT E I DE NEMOURS & CO (263534109) COM New York Stock Exchange 09/17/2014	69.31000	68.19000 H/L	68.750000	148,500.00 144,266.40
40)	642 EASTMAN CHEM CO (277432100) COM New York Stock Exchange 09/17/2014	84.20000	83.40000 H/L	83.800000	53,799.60 56,422.17
41)	10000 EXXON MOBIL CORP (30231G102) COM New York Stock Exchange 09/17/2014	97 93000	96.80000 H/L	97.365000	973,650.00 955,780
42)	2201 EXPRESS SCRIPTS HLDG CO (30219G108) COM NASDAQ Stock Market 09/17/2014	74.33000	73.56000 H/L	73.945000	162,752.95 163,993.52
43)	400 EMERSON ELEC CO (291011104) COM New York Stock Exchange 09/17/2014	65 10000	64.33000 H/L	64.715000	25,886.00 26,074
44)	4366 FREEPORT-MCMORAN INC (35671D857) CL B New York Stock Exchange 09/17/2014	34.90000	34.40000 H/L	34.650000	151,281.90 143,056.35
45)	40335 GENERAL ELECTRIC CO (369604103) COM New York Stock Exchange 09/17/2014	26.40000	26.10000 H/L	26.250000	1,058,793.75 1,039,320.01
46)	1200 GENERAL MTRS CO (37045V100) COM New York Stock Exchange 09/17/2014	34.14000	33.67000 H/L	33.905000	40,686.00 42,191.88
47)	2407 HSBC HLDGS PLC (404280406) SPON ADR NEW New York Stock Exchange 09/17/2014	53.84000	53.51000 H/L	53 675000	129,195.73 124,265.17
48)	219 HANESBRANDS INC (410345102) COM New York Stock Exchange 09/17/2014	108 01000	106.44000 H/L	107 225000	23,482.28 16,292.94

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Estate of Jean L Potter Foundation
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Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
49)	2000 HEWLETT PACKARD CO (428236103) COM New York Stock Exchange 09/17/2014	36.87000	36.27000 H/L	36.570000	73,140.00 62,985.40
50)	240 IDACORP INC (451107106) COM New York Stock Exchange 09/17/2014	55.71000	54.99000 H/L	55.350000	13,284.00 13,477.20
51)	2000 INTEL CORP (458140100) COM The NASDAQ Stock Market LLC 09/17/2014	35.20000	34.74000 H/L	34.970000	69,940.00 50,896.33
52)	5000 CLEARBRIDGE ENERGY MLP FD INC (184692101) COM New York Stock Exchange 09/17/2014	28.04700	27.80000 H/L	27.923500	139,617.50 129,690.00
53)	4000 TORTOISE MLP FD INC (89148B101) COM New York Stock Exchange 09/17/2014	28.85000	28.60000 H/L	28.725000	114,900.00 110,104.00
54)	10000 CLEARBRIDGE ENERGY MLP OPP FD (18469P100) COM New York Stock Exchange 09/17/2014	24.58000	24.39000 H/L	24.485000	244,850.00 225,260.00
55)	10000 CLEARBRIDGE AMERN ENERG MLP FD (184691103) COM New York Stock Exchange 09/17/2014	18.22990	17.97000 H/L	18.099950	180,999.50 166,340
56)	1812 INTERNATIONAL BUSINESS MACHS (459200101) COM New York Stock Exchange 09/17/2014	193.64000	192.30000 H/L	192.970000	349,661.64 337,644.32
57)	165 JPMORGAN CHASE & CO (46625H100) COM New York Stock Exchange 09/17/2014	60.59000	59.82000 H/L	60.205000	9,933.83 9558.28
58)	750 KRAFT FOODS GROUP INC (50076Q106) COM NASDAQ Stock Market 09/17/2014	58.25250	57.27000 H/L	57.761250	43,320.94 42,127.45
59)	500 PHILIP MORRIS INTL INC (718172109) COM New York Stock Exchange 09/17/2014	85.34000	84.54000 H/L	84.940000	42,470.00 40,612.50
60)	550 PEPSICO INC (713448108) COM New York Stock Exchange 09/17/2014	93.31000	92.05000 H/L	92.680000	50,974.00 45,276.83

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Estate of Jean L. Potter Foundation
 Account 75074010
 Report Type. Distribution Date
 Number of Securities 68
 File ID. 750-74010 Jean L Potter Fdn 09-17-2014 est val

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
61)	2400 POTASH CORP SASK INC (73755L107) COM New York Stock Exchange 09/17/2014	35.67000	35.05000 H/L	35.360000	84,864.00 84,815.76
62)	550 PROCTER & GAMBLE CO (742718109) COM New York Stock Exchange 09/17/2014	84.50000	83.93000 H/L	84.215000	46,318.25
63)	1000 SANOFI (80105N105) SPONSORED ADR New York Stock Exchange 09/17/2014	56.90000	56.39000 H/L	56.645000	56,645.00 43,724.95
64)	3000 SPDR GOLD TRUST (78463V107) GOLD SHS NYSE Arca Equities Exchange 09/17/2014	119.24000	117.50000 H/L	118.370000	355,110.00 52,314.32
65)	2208 TEXTRON INC (883203101) COM New York Stock Exchange 09/17/2014	37.05000	36.53000 H/L	36.790000	81,232.32 384,621
66)	6166 3M CO (88579Y101) COM New York Stock Exchange 09/17/2014	145.79000	144.27000 H/L	145.030000	894,254.98 88,015.29
67)	3600 VODAFONE GROUP PLC NEW (92857W308) SPNSR ADR NO PAR NASDAQ Stock Market 09/17/2014	32.95000	32.56000 H/L	32.755000	117,918.00 826,271.58
68)	12800 WALGREENS BOOTS ALLIANCE INC (931422109) COM New York Stock Exchange 09/17/2014	64.27000	63.33000 H/L	63.800000	816,640.00 141,683.10
Total Value					\$11,939,622.37 -0- 10,710,095

JEAN L POTTER FOUNDATION

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

Recipient(s) paid during the year

Name

WORLD VISION

Street

P.O. BOX 9716

City

FEDERAL WAY

State

WA

Zip Code

98063-9716

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

70,000

Name

BILLY GRAHAM EVANGELISTIC ASSOCIATION

Street

1 BILLY GRAHAM PKWY

City

CHARLOTTE

State

NC

Zip Code

28201-0001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

70,000

Name

AFRICAN ENTERPRISE

Street

128 E PALM AVE

City

MONROVIA

State

CA

Zip Code

91016-5108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

70,000

Name

CHRISTIAN HEALING MINISTRIES INC

Street

438 W 67TH ST

City

JACKSONVILLE

State

FL

Zip Code

32208-3931

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

70,000

Name

WYCLIFFE BIBLE TRANSLATORS

Street

P O BOX 628200

City

ORLANDO

State

FL

Zip Code

32862

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

70,000

Name

GOOD SHEPHERD

Street

850 SOUTH 5TH STREET

City

ALLENTOWN

State

PA

Zip Code

18103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

70,000

JEAN L POTTER FOUNDATION

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

Recipient(s) paid during the year

Name

CAMPUS CRUSADE FOR CHRIST, INC.

Street

100 LAKE HART DRIVE 2200

City

ORLANDO

State

FL

Zip Code

32832-0100

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

70,000

Name

PRISON FELLOWSHIP

Street

PO BOX 1550

City

MERRIFIELD

State

VA

Zip Code

22116-9880

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

70,000

Name

DOOR OF HOPE

Street

PO BOX 90455

City

PASADENA

State

CA

Zip Code

91109-0455

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

70,000

Name

WORLD CHALLENGE INC

Street

PO BOX 260

City

LINDALE

State

TX

Zip Code

75771-9990

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

70,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV		Long Term CG Distributions		Short Term CG Distributions		Amount		Totals						
						42		Capital Gains/Losses						
								Other sales						
						</								

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

		360	178	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	178	178		
2	ESTIMATED EXCISE PAYMENTS	182			

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

		120	120	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	120	120		

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal		State/Local		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation
1	Description	0	0	0	0						
2	BATAVIA NY CITY SCH DIST		0	104,667						108,060	
3	BROWARD CNTY FLA SCH BRD		0	53,534							
4	DALLAS FORT WORTH TEX		0	108,238							
5	EDEN PRAIRIE MINN TAX		0	128,684							
6	FEDERAL NATL MTG ASSOC		0	22,519						22,542	
7	FEDERAL HOME LN MTG CORP		0	26,053						26,051	
8	FEDERAL NATL MTG ASSOC		0	24,229						26,534	
9	FLORIDA ST BRD ED PUB ED		0	105,648							
10	GNM P558784X 05 50%2034		0	2,003						2,019	
11	GASTON CNTY NC SCH		0	53,380							
12	GILBERT ARIZ PUB FACS		0	84,120							
13	HAWAII ST		0	117,475							
14	HOPEWELL VY NJ REGL SCH		0	51,594							
15	IBERVILLE PARISH LA CONS		0	105,331							
16	LAKE TRAVIS TEX INDPT		0	110,025							
17	MC KINNEY TEX		0	57,261							
18	MIAMI-DADE CNTY FLA WTR		0	110,037							
19	MISSISSIPPI DEV BK SPL		0	105,863							
20	NEW YORK ST LCL GOVT		0	112,795							
21	NORTH CAROLINA ST LTD		0	88,203							
22	NORTH FT BEND WTR AUTH		0	109,216							
23	OKLAHOMA ST CAPITOL IMPT		0	173,489							
24	PENNSYLVANIA ST TPK		0	145,655							
25	SHELDON TEX INDPT SCH		0	208,014							
26	SOUTH DAKOTA ST BLDG		0	154,505							
27	SPOKANE WA		0	104,486							
28	TEMPE ARIZ		0	167,694							
29	TRAVIS CNTY TEX PERM		0	144,795							
30	U S TREASURY BOND		0	24,449						30,678	
31	U S TREASURY BOND 3 125% FEB 15 20		0	40,867						44,136	
32	U S TREASURY NOTE		0	22,460						24,001	
33	U S TREASURY NOTE		0	11,046						11,232	
34	U S TREASURY NOTE 2 000% FEB 15 20		0	73,614						74,185	
35	UNIVERSITY CONN		0	115,185							
36	WASHINGTON ST VARIOUS		0	138,898							
37	WESTON MASS MUN PURP LN		0	104,276							
38	WISCONSIN ST PETROLEUM		0	108,514							

369,438

Part II, Line 10b (990-PF) - Investments - Corporate Stock

1	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
2	AETNA INC	0		14,409		18,477
3	AMERICAN INTERNATIONAL	0		10,059		16,411
4	AMGEN INC	0		8,337		19,593
5	APPLE COMPUTER INC COM	0		24,092		32,452
6	BP P L C SPONS ADR	0		50,987		41,436
7	BAXTER INTL INC COM	0		69,827		73,290
8	BIODEN IDEC INC	0		15,829		21,046
9	BROCADE COMMUNICATIONS	0		9,663		12,432
10	CVS CORP	0		14,271		28,797
11	CISCO SYS INC	0		84,149		103,305
12	CITIGROUP INC COM NEW	0		16,793		29,003
13	COCA-COLA CO USD	0		1,089,734		1,200,737
14	COMCAST CORP NEW CL A	0		19,254		30,571
15	DELTA AIR LINES INC	0		9,340		13,380
16	DIEBOLD INC COMMON	0		16,896		15,588
17	DISNEY (WALT) COMPANY HOLDING CO.	0		11,525		21,852
18	DISCOVER FINL SVCS	0		9,043		18,730
19	DOVER CORPORATION	0		4,085		8,822
20	DOW CHEMICAL COMPANY COMMON	0		11,142		12,269
21	DR PEPPER SNAPPLE GROUP	0		7,081		12,974
22	E I DU PONT DE NEMOURS & CO COMM	0		144,266		159,710
23	EMC CORP(MASS) USD 0 01	0		11,387		13,115
24	EASTMAN CHEMICAL CO	0		56,422		48,702
25	EMERSON ELECTRIC COMPANY	0		26,074		24,692
26	FACEBOOK INC	0		9,486		11,547
27	FREEMONT-MCMORAN COPPER & GOLD	0		143,056		101,990
28	GENERAL ELECTRIC CO	0		1,048,277		1,027,807
29	GENERAL MOTORS CO	0		42,192		41,892
30	GENWORTH FINL INC	0		9,164		4,675
31	GOLDMAN SACHS GROUP INC	0		9,213		14,731
32	GOOGLE INC	0		10,473		18,042
33	GOOGLE INC SHS CL C	0		7,605		12,634
34	EXPRESS SCRIPTS HLDG CO	0		167,994		186,359
35	EXXON MOBIL CORP	0		965,305		935,039
36	HSBC HLDGS PLC	0		124,265		113,683
37	HALLIBURTON COMPANY COM	0		10,838		9,243
38	HANESBRANDS INC	0		16,293		24,445
39	HESS CORP	0		9,449		7,677
40	HEWLETT PACKARD COMPANY	0		62,985		80,260
41	IDACORP INC	0		13,477		15,886
42	INTEL CORPORATION	0		50,896		72,580
43	INTERNATIONAL BUSINESS MACHINES C	0		337,644		290,717
44	J P MORGAN CHASE & CO	0		26,439		38,987
45	KRAFT FOODS GROUP INC	0		42,127		46,995
46	LAS VEGAS SANDS CORP	0		11,989		9,306

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
47	LOWES COMPANIES INC COM	0		17,280	0	8,046,517
48	MARATHON PETROLEUM CORP	0		9,686		9,748
49	MASTERCARD INC	0		13,752		24,383
50	MCKESSON CORPORATION	0		4,254		19,097
51	MEDTRONIC INC	0		9,964		12,996
52	MERCK AND CO INC SHS	0		17,771		23,852
53	MICROSOFT CORP COM	0		20,497		30,889
54	MICRON TECHNOLOGY	0		7,912		9,138
55	MOLSON COOR BREW CO CL B	0		13,473		15,351
56	MYLAN LABS INC	0		10,554		11,950
57	ORACLE CORPORATION	0		13,131		18,797
58	PACKAGING CORP AMER	0		7,640		14,361
59	PARKER HANNIFIN CORP	0		10,291		11,219
60	PEPSICO INC	0		45,277		52,008
61	PFIZER INC COM	0		17,321		22,303
62	PHILIP MORRIS INTL INC	0		55,688		56,852
63	POTASH CORP SASK INC	0		84,816		84,768
64	PRICELINE COM INC	0		14,516		13,683
65	PROCTER & GAMBLE CO COM	0		43,725		50,100
66	QUALCOMM INC	0		14,253		13,379
67	SCHLUMBERGER LIMITED COM	0		19,866		18,876
68	SUNCOR ENERGY INC NEW	0		15,809		14,714
69	SUNTRUST BANKS INC	0		8,359		12,360
70	TRW AUTOMOTIVE HLDGS CORP	0		6,908		12,239
71	TEVA PHARMACEUTICAL INDS ADR	0		9,794		10,467
72	TEXTRON INCORPORATED COMMON	0		88,015		92,979
73	3M CO	0		843,101		1,043,761
74	TRAVELERS COS INC	0		5,974		14,184
75	US BANCORP DEL	0		17,591		23,644
76	UNION PACIFIC CORP	0		13,387		16,916
77	UNITED CONTL HLDGS INC	0		4,983		13,646
78	UNIVERSAL HEALTH SVCS INC CL B	0		9,290		12,127
79	VALERO ENERGY CORP NEW	0		3,771		9,207
80	VODAFONE GROUP PLC SHS	0		141,683		123,012
81	WALGREENS BOOTS ALLIANCE	0		0		975,360
82	WELLS FARGO & CO NEW	0		9,362		10,197
83	WESTERN DIGITAL CORP	0		8,959		11,845
84	ROSS STORES INC	0		2,815		18,004
85	SANOFI-SYNTHELABO	0		52,314		45,610

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

Description		Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1							
2	AT&T INC			0	21,008		23,182
3	APPLE INC			0	24,454		24,300
4	CISCO SYSTEMS INC			0	21,097		23,470
5	CITIGROUP INC			0	10,529		12,020
6	CREDIT SUISSE FIRST BOSTON USA			0	16,567		17,029
7	GOLDMAN SACHS GROUP INC			0	20,230		21,914
8	SHELL INTERNATIONAL FIN			0	22,246		24,144
9	WELLS FARGO & COMPANY			0	11,030		10,940
10	WELLS FARGO & COMPANY			0	12,083		12,032
				0	159,244	0	169,031

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

		0		1,152,842	1,165,714
				Book Value	FMV
1	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	End of Year
2	BLACKROCK SHORT-TERM		0	147,925	148,364
3	BLACKROCK STRATEGIC		0	125,266	123,676
4	CLEARBRIDGE ENERGY MLP		0	225,260	236,100
5	CLEARBRIDGE AMERN ENERGY		0	166,340	159,600
6	CLEARBRIDGE ENERGY MLP F		0	129,690	138,000
7	TORTOISE MLP FD INC		0	110,104	111,720
8	WELLS FARGO ADV ULTRA		0	248,257	248,254

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

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

1	COST BASIS ADJUSTMENT	1	17,945
2	Total	2	17,945

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

1	BOND AMORTIZATION	1	3,079
2	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	2	1,401,489
3	Total	3	1,404,568

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

	Amount	Long Term CG Distributions Short Term CG Distributions	CUSIP #	Description of Property Sold	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Paid Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis 12/31/69	Excess of F.M.V. Over Adj. Basis	Gain/Loss Minus Excess of FMV Over Adjusted Basis or Losses
	0	42											-47,501	0	0	-47,501
1			92343VAJY0	MERIZON COMMUNICATIONS		10/28/2013	11/24/2014	2,056					22	0	0	22
2			92343VAJO	MERIZON COMMUNICATIONS		8/25/2014	11/24/2014	21,705				453	21,453	0	0	453
3			92823B1A0	VIRTUS TAX EXEMPT BOND		9/16/2014	9/16/2014	283,514				0	283,514	0	0	0
4			92823B1E6	VIRTUS TAX EXEMPT BOND		3/4/2014	9/18/2014	288,585				0	288,585	0	0	0
5			92828T616	VIRTUS TAX EXEMPT BOND		3/4/2014	9/18/2014	11				3	8	0	0	8
6			92828T616	VIRTUS TAX EXEMPT BOND		4/30/2014	9/18/2014	535				528	7	0	0	7
7			38213MAXM5	GNM P558784X .05 50%2034		10/15/2014	10/15/2014	5				0	0	0	0	0
8			38213MAXM5	GNM P558784X .05 50%2034		11/17/2014	11/17/2014	5				5	0	0	0	0
9			38213MAXM5	GNM P558784X .05 50%2034		12/15/2014	12/15/2014	5				5	0	0	0	0
10			38213MAXM5	GNM P558784X .05 50%2034		12/15/2014	12/31/2014	5				5	0	0	0	0
11			JPMORGAN CHASE & CO	465ZSHBV1		12/31/2008	9/15/2014	13,000				13,000	0	0	0	0
12			JPMORGAN CHASE & CO	465ZSHBV1		10/12/2013	9/15/2014	2,000				0	0	0	0	0
13			JPMORGAN CHASE & CO	465ZSHBV1		7/25/2008	9/15/2014	6,000				6,000	0	0	0	0
14			SPDR GOLD TRUST	78463VIOT		3/4/2014	10/10/2014	128				-11	-11	0	0	-11
15			SPDR GOLD TRUST	78463VIOT		3/4/2014	11/6/2014	330,475				383,536	0	0	0	-53,061

Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
U S TRUST		P O Box 1501, NJ2-130-03-31	Pennington	NJ	08534-1501		TRUSTEE	2 00	60,914		
									60,914		0

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

	Date	Amount
1 Credit from prior year return	1	
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	182
7 Total	7	182