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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

2015

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 2015 or tax year beginning**, and ending**

Name of foundation THE BLUE FOUNDATION			A Employer identification number 27-1579792	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501		
Foreign country name		Foreign province/state/county	C If exemption application is pending, check here ☐	
		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			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ 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) ▶ \$ 9,749,042		J Accounting method ☒ 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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	213,048	191,627		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	352,005			
b Gross sales price for all assets on line 6a 2,485,109				
7 Capital gain net income (from Part IV, line 2)		352,005		
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	565,053	543,632	0	
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)				
c Other professional fees (attach schedule)	90,731	54,438		36,293
17 Interest				
18 Taxes (attach schedule) (see instructions)	12,285			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	25			25
24 Total operating and administrative expenses. Add lines 13 through 23	103,041	54,438	0	36,318
25 Contributions, gifts, grants paid	465,000			465,000
26 Total expenses and disbursements. Add lines 24 and 25	568,041	54,438	0	501,318
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-2,988			
b Net investment income (if negative, enter -0-)		489,194		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2015)

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SCANNED JUN 27 2016
REVENUE
JUN 27 2016
DATE JUN 27 2016

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2,504	4,872	4,872
	2 Savings and temporary cash investments	485,154	438,226	438,226
	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)	1,581,734	1,440,723	1,470,157
	b Investments—corporate stock (attach schedule)	4,675,518	4,821,693	5,927,053
	c Investments—corporate bonds (attach schedule)	1,138,677	1,378,598	1,399,561
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	750,355	534,435	509,173
	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)	8,633,942	8,618,547	9,749,042
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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	
	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	8,633,942	8,618,547	
	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)	8,633,942	8,618,547	
	31 Total liabilities and net assets/fund balances (see instructions)	8,633,942	8,618,547	

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	8,633,942
2	Enter amount from Part I, line 27a	2	-2,988
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	10,645
4	Add lines 1, 2, and 3	4	8,641,599
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	23,052
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,618,547

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				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) 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				
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	352,005
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3	0

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation 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))
2014	340,334	9,680,543	0.035156
2013	175,961	7,921,998	0.022212
2012	188,073	7,159,559	0.026269
2011	338,609	6,756,373	0.050117
2010	281,315	6,741,993	0.041726
2 Total of line 1, column (d)			2 0.175480
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 0.035096
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 9,908,416
5 Multiply line 4 by line 3			5 347,746
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,892
7 Add lines 5 and 6			7 352,638
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.			8 501,318

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	4,892	
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	0	
3	Add lines 1 and 2	3	4,892	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,892	
6	Credits/Payments.			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	12,285	
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	7	12,285	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,393	
11	Enter the amount of line 10 to be Credited to 2016 estimated tax Refunded	11	7,393	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ (2) On foundation managers ▶ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA		
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	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		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

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 ► UST-MLT, A DIVISION OF BANK OF AMERICA, N. 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 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes	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	N/A
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015)	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 2015?	4b	X

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes	☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b 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? N/A	☐ 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? If "Yes" to 6b, file Form 8870			6b X
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
MARTHA KNOX C/O MERRILL LYNCH P O BOX 1501, NJ2-130-03-31 PENNINGTON, NJ 08	PRESIDENT, TREA 97	0		
PARKER MACCREADY C/O MERRILL LYNCH P O BOX 1501, NJ2-130-03-31 PENNINGTON, NJ 08	VICE PRESIDENT 97	0		

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	0

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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	9,574,324
b	Average of monthly cash balances	1b	484,982
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	10,059,306
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	10,059,306
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	150,890
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,908,416
6	Minimum investment return. Enter 5% of line 5	6	495,421

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	495,421
2a	Tax on investment income for 2015 from Part VI, line 5	2a	4,892
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,892
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	490,529
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	490,529
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	490,529

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	501,318
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	501,318
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	4,892
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	496,426

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				490,529
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			460,079	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2015 from Part XII, line 4 $\blacktriangleright$ \$ 501,318				
a Applied to 2014, but not more than line 2a			460,079	
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 2015 distributable amount				41,239
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				449,290
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 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

Form **990-PF** (2015)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			3a	465,000
b Approved for future payment NONE				
Total			3b	0

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

- | | | |
|---|--|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) 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 |
| | (2) Other assets | 1a |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b |
| | (3) Rental of facilities, equipment, or other assets | 1b |
| | (4) Reimbursement arrangements | 1b |
| | (5) Loans or loan guarantees | 1b |
| | (6) Performance of services or membership or fundraising solicitations | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1 |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | |

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

[illegible]

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

Signature of officer or trustee

05-14-16
Date

President

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

LAWRENCE F MCGUIRE

Preparer's signature

20

Date	
------	--

5/5/2016

Check ☒ if self-employed

PTIN

P00364310

Firm's name ► PricewaterhouseCoopers, LLP

Firm's address ► 600 Grant Street, Pittsburgh, PA 15219

Firm's EIN ▶ 13-4008324

Phone no	412-355-6000
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THE BLUE FOUNDATION

27-1579792 Page 1 of 2

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

Recipient(s) paid during the year

Name

WILDLIFE CONSERVATION NETWORK INC

Street

25745 BASSET LN

City

LOS ALTOS

State

CA

Zip Code

94022-4401

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

170,000

Name

WILDLIFE CONSERVATION SOCIETY

Street

2300 SOUTHERN BOULEVARD ATTENTION P

City

BRONX

State

NY

Zip Code

10460-1068

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

30,000

Name

WILDLIFE GUARDIANS

Street

201 W ROSEMONT AVE

City

ALEXANDRIA

State

VA

Zip Code

22301-2627

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

ENVIRONMENTAL EDUCATION AND CONSERVATION GLOBAL INCORPORATED

Street

204 E LOCUS ST

City

COUDERSPORT

State

PA

Zip Code

16915-1435

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

COMMUNITY FOUNDATION OF SOUTH PUGET SOUND

Street

111 MARKET ST NE STE 375

City

OLYMPIA

State

WA

Zip Code

98501-1070

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

UC SANTA CRUZ FOUNDATION

Street

2155 DELAWARE AVE STE 200

City

SANTA CRUZ

State

CA

Zip Code

95060-5793

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

35,000

THE BLUE FOUNDATION

27-1579792 Page 2 of 2

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

Recipient(s) paid during the year

Name

PARTNERS IN HEALTH

Street

888 COMMONWEALTH AVENUE, 3RD FLOOR

City

BOSTON

State

MA

Zip Code

02215-1205

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

60,000

Name

KUOW PUGET SOUND PUBLIC RADIO

Street

4518 UNIVERSITY WAY NE STE 310

City

SEATTLE

State

WA

Zip Code

98105

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

7,500

Name

KPLU - PACIFIC LUTHERAN UNIVERSITY

Street

1010 S 122ND STREET

City

TACOMA

State

WA

Zip Code

98447

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

7,500

Name

THE WILD FOUNDATION

Street

PO BOX 20527

City

BOULDER

State

CO

Zip Code

80308

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

PLANNED PARENTHOOD FEDERATION OF AMERICA

Street

123 WILLIAM STREET 10TH FLOOR

City

NEW YORK

State

NY

Zip Code

10038

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

60,000

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

Long Term CG Distributions		Amount	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Totals		Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
Short Term CG Distributions									Capital Gains/Losses	Other sales							
Description	CUSIP #																
1 GENERAL ELEC CAP CORP	36962G7M0		X				1/23/2015	9/18/2015		5,048	5,069						-20
2 GENERAL ELEC CAP CORP	36962G7M0		X				1/23/2015	9/24/2015		4,079	4,045						34
3 GOLDMAN SACHS GROUP INC	38141GEE0		X				4/5/2010	9/18/2015		7,105	7,020						85
4 GOLDMAN SACHS GROUP INC	38141GEE0		X				4/5/2010	9/24/2015		3,038	3,008						31
5 GOOGLE INC CL A	38259P508		X				6/30/2011	9/18/2015			2,784						4,531
6 GOOGLE INC SHS CL C	38259P706		X				5/5/2015	5/5/2015		480	0						480
7 GOOGLE INC SHS CL C	38259P706		X				6/30/2011	9/18/2015		7,002	2,775						4,227
8 HARTFORD FINL SVCS GROUP	416515104		X				8/27/2013	9/18/2015		3,424	2,293						1,131
9 HESS CORP	42809H107		X				7/2/2014	6/10/2015		20,994	31,591						-10,597
10 HESS CORP	42809H107		X				7/2/2014	6/11/2015		23,755	33,975						-10,220
11 INTEL CORP	458140100		X				5/27/2010	9/18/2015		6,913	5,123						1,790
12 JPMORGAN CHASE & CO	46625HJX9		X				9/16/2014	9/18/2015		7,070	6,574						496
13 JPMORGAN CHASE & CO	46625HJX9		X				9/16/2014	9/24/2015		4,036	3,983						51
14 LABORATORY CP AMER HLD	50540R408		X				12/5/2014	9/18/2015		5,745	3,093						650
15 LOWE'S COMPANIES INC	548661107		X				12/5/2014	9/18/2015		7,243	6,729						514
16 MARATHON PETROLEUM CO	56595A102		X				6/5/2013	9/18/2015		4,860	4,188						672
17 MEDTRONIC INC COM	585055106		X				1/30/2014	1/27/2015		22,162	16,402						5,760
18 MEDTRONIC INC COM	585055106		X				12/5/2013	1/27/2015		32,781	24,243						8,538
19 MICROSOFT CORP	59491R104		X				8/27/2013	1/27/2015		49,248	33,075						16,173
20 MICROSOFT CORP	59491R104		X				9/1/2015	9/18/2015		7,838	7,563						275
21 NORFOLK SOUTHERN CORP	65584A108		X				4/24/2014	8/10/2015		55,669	58,608						-2,937
22 ORACLE CORP \$0.01 DEL	68389A105		X				3/3/2014	11/16/2015		67,172	69,628						-1,454
23 PRINCIPAL FINANCIAL GRP	74251V102		X				12/22/2011	9/18/2015		243	124						119
24 PRINCIPAL FINANCIAL GRP	74251V102		X				6/30/2011	9/18/2015		2,689	1,680						989
25 QUALCOMM INC	74752S103		X				5/29/2014	9/18/2015		3,383	4,977						-1,594
26 REGIONS FINL CORP	7591EP100		X				1/30/2014	8/6/2015		4,122	4,058						64
27 REGIONS FINL CORP	7591EP100		X				10/14/2013	8/6/2015		37,986	34,590						3,396
28 REGIONS FINL CORP	7591EP100		X				10/11/2013	8/6/2015		15,411	13,956						1,455
29 REGIONS FINL CORP	7591EP100		X				10/10/2013	8/6/2015		23,021	20,627						2,394
30 ROCKWELL AUTOMATION INC	773903109		X				6/5/2013	1/29/2015		67,426	54,292						13,144
31 ROCKWELL AUTOMATION INC	773903109		X				1/30/2014	1/29/2015		6,149	6,551						-402
32 TJX COS INC NEW	872540109		X				5/27/2010	8/10/2015		50,760	11,747						39,013
33 SHELL INTERNATIONAL FIN	822582A11		X				4/5/2010	9/18/2015		5,438	4,879						559
34 SHELL INTERNATIONAL FIN	822582A11		X				4/5/2010	9/24/2015		3,259	2,928						331
35 SOUTHWEST AIRLNS CO	844741108		X				7/2/2014	9/18/2015		3,564	2,508						1,056
36 SYMANTEC CORP COM	871503108		X				5/21/2013	9/18/2015		3,148	3,766						-618
37 TJX COS INC NEW	872540109		X				3/29/2010	6/10/2015		34,642	11,483						23,159
38 AECOM	007667100		X				4/24/2014	8/6/2015		53,738	56,718						-4,981
39 AMERISOURCEBERGEN COR	03073E105		X				11/27/2013	8/6/2015		82,206	41,870						40,336
40 AMGEN INC COM PV \$0.0001	031162100		X				6/5/2013	8/6/2015		54,916	31,593						23,323
41 AMGEN INC COM PV \$0.0001	031162100		X				6/5/2013	9/18/2015		3,052	1,956						1,096
42 APPLE INC	037833JX6		X				5/13/2013	9/18/2015		3,880	3,913						-33
43 APPLE INC	037833JX6		X				5/13/2013	9/24/2015		4,847	4,891						-44
44 BLACKROCK STRATEGIC	09256H286		X				3/7/2014	9/18/2015		33,088	33,088						-870
45 BLACKROCK STRATEGIC	09256H286		X				3/7/2014	12/4/2015		211,106	217,902						-6,796
46 CISNA CORP	125503108		X				9/10/2014	9/18/2015		3,832	2,548						1,284
47 CISCO SYSTEMS INC COM	17275R102		X				6/5/2013	9/18/2015		3,499	3,334						165
48 CISCO SYSTEMS INC COM	17275RAE2		X				4/5/2010	9/18/2015		4,472	4,061						351
49 CISCO SYSTEMS INC COM	17275RAE2		X				11/17/2011	9/18/2015		3,306	3,048						260
50 CITIGROUP INC	172957FT3		X				1/9/2014	9/18/2015		2,918	2,330						375
51 CITIGROUP INC	192446102		X				5/27/2010	1/15/2015		10,000	10,000						0
52 CREDIT SUISSE FB USA INC	22541LAR4		X				3/25/2013	1/15/2015		7,000	7,000						0
53 CREDIT SUISSE FB USA INC	22541LAR4		X				13/30/2014	1/15/2015		12,000	12,000						0
54 CREDIT SUISSE FB USA INC	22541LAR4		X				4/27/2010	1/15/2015		42,000	42,000						0
55 CREDIT SUISSE FB USA INC	22541LAR4		X				1/18/2011	1/15/2015		4,000	4,000						0
56 CREDIT SUISSE FB USA INC	22541LAR4		X				4/5/2010	1/15/2015		21,000	21,000						0
57 CREDIT SUISSE FB USA INC	22541LAR4		X				7/22/2013	1/15/2015		6,000	6,000						0
58 DISCOVER FINL SVCS	254709108		X				1/30/2014	12/9/2015		11,960	12,026						-66
59 DISCOVER FINL SVCS	254709108		X				6/30/2011	12/9/2015		28,682	14,176						14,506
60 DISCOVER FINL SVCS	254709108		X				4/17/2013	12/9/2015		27,816	21,832						5,984
61 DISCOVER FINL SVCS	254709108		X				12/26/2012	1/29/2015		17,209	12,077						5,132
62 DOMSTAR CORP SHS	257559203		X				3/31/2011	9/18/2015		4,596	4,596						-741
63 DR PEPPER SNAPPLE GROUP	26138E109		X				1/29/2015	9/18/2015		3,505	3,512						7
64 FEDERAL NATL MTG ASSOC	3135G0BA0		X				8/2/2012	9/18/2015		4,044	4,041						3
65 FEDERAL NATL MTG ASSOC	3135G0BA0		X				8/2/2012	9/24/2015		4,039	4,039						4
66 FEDERAL HOME LN MTG CO	3137EADH9		X				11/18/2013	9/18/2015		6,034	6,009						25
67 FEDERAL HOME LN MTG CO	3137EADH9		X				11/18/2013	9/24/2015		4,035	4,005						19
68 FEDERAL HOME LN MTG CO	3137EADH9		X				7/30/2014	12/14/2015		19,008	18,993						15
69 TJX COS INC NEW	872540109		X				11/18/2013	12/14/2015		13,156	10,942						2,214
70 TJX COS INC NEW	872540109		X				11/18/2013	12/14/2015		123,049	123,154						-105
71 TJX COS INC NEW	872540109		X				4/27/2010	6/10/2015		12,999	4,807						8,192
72 TJX COS INC NEW	872540109		X														

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

Long Term CG Distributions		Amount	Totals										Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss		
Short Term CG Distributions			386	Capital Gains/Losses										2,485,109		2,133,104		352,005	
	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
73	TJX COS INC NEW	X				9/12/2011	8/6/2015	20,773	7,757					0	13,016				
74	TJX COS INC NEW	X				3/17/2011	8/6/2015	6,924	2,458					0	4,466				
75	TJX COS INC NEW	X				12/28/2010	8/6/2015	36,976	11,866					0	25,110				
76	TJX COS INC NEW	X				5/27/2010	8/6/2015	8,240	2,704					0	5,536				
77	TIME WARNER CABLE INC	X				12/28/2012	6/10/2015	62,280	33,251					0	29,029				
78	US BANCORP (NEW)	X				12/22/2011	9/18/2015	6,326	4,216					0	2,110				
79	US TREASURY BOND	X				3/1/2010	9/18/2015	14,220	11,007					0	3,213				
80	US TREASURY BOND	X				2/24/2012	9/18/2015	24,863	24,066					0	1,239				
81	US TREASURY BOND	X				2/24/2012	9/18/2015	9,471	9,025					0	797				
82	US TREASURY BOND	X				12/3/2014	9/18/2015	14,313	14,084					0	446				
83	US TREASURY NOTE	X				12/3/2014	9/18/2015	6,157	6,040					0	219				
84	US TREASURY NOTE	X				12/3/2014	9/18/2015	177,816	177,375					0	441				
85	US TREASURY NOTE	X				12/3/2014	9/18/2015	90,432	90,157					0	275				
86	US TREASURY NOTE	X				12/3/2014	9/18/2015	3,020	3,005					0	15				
87	US TREASURY NOTE	X				3/26/2015	9/18/2015	2,963	3,007					0	44				
88	US TREASURY NOTE	X				3/26/2015	9/18/2015	4,961	5,012					0	51				
89	US TREASURY NOTE	X				3/26/2015	9/18/2015	97,364	98,892					0	0				
90	US TREASURY NOTE	X				6/14/2010	9/18/2015	5,462	5,040					0	-1,528				
91	US TREASURY NOTE	X				6/14/2010	9/18/2015	4,381	4,032					0	349				
92	US TREASURY NOTE	X				3/25/2013	7/23/2015	9,118	9,108					0	10				
93	US TREASURY NOTE	X				5/27/2011	7/23/2015	50,658	50,120					0	538				
94	US TREASURY NOTE	X				1/30/2014	7/23/2015	9,118	9,108					0	0				
95	US TREASURY NOTE	X				7/22/2013	7/23/2015	2,026	2,022					0	-4				
96	US TREASURY NOTE	X				7/23/2015	9/18/2015	11,205	11,053					0	152				
97	US TREASURY NOTE	X				7/23/2015	9/18/2015	4,091	4,019					0	72				
98	US TREASURY NOTE	X				7/23/2015	9/18/2015	56,490	56,260					0	230				
99	US TREASURY NOTE	X				7/23/2015	9/18/2015	6,048	5,989					0	59				
100	US TREASURY NOTE	X				8/27/2013	9/18/2015	6,841	4,339					0	2,302				
101	V.F. CORPORATION	X				7/26/2013	6/10/2015	70,671	44,700					0	25,971				
102	WABCO HOLDINGS INC	X				1/28/2015	8/10/2015	39,725	40,525					0	-800				
103	MEDTRONIC PLC SHS	X				1/28/2015	8/10/2015	64,159	63,175					0	984				
104	MEDTRONIC PLC SHS	X				1/29/2015	9/18/2015	4,007	3,316					0	691				
105	PARTNERIE LTD	X				1/30/2014	12/9/2015	13,582	12,517					0	965				
106	SEAGATE TECH PLC SHS	X				3/31/2011	12/9/2015	91,237	23,067					0	68,170				
107	SEAGATE TECH PLC SHS	X												0					

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

		90,731	54,438	0	36,293
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	U S TRUST COMPANY FEES AS AGENT	90,731	54,438		36,293

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

		12,285	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ESTIMATED EXCISE TAX PAYMENTS	12,285			

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

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

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

		Federal		State/Local		Federal		State/Local		Federal		State/Local	
		1,581,734		0		1,440,723		0		0		1,470,157	
		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												
2	FEDERAL NATL MTG ASSOC			0		132,681				132,684			
3	FEDERAL NATL MTG ASSOC			0		148,611				151,877			
4	U.S. TREASURY BOND			0		113,183				130,719			
5	U.S. TREASURY BOND 3 125% FEB 15 20			0		188,973				195,150			
6	U.S. TREASURY NOTE			0		210,368				211,180			
7	U.S. TREASURY NOTE			0		81,119				80,952			
8	U.S. TREASURY NOTE			0		158,767				156,406			
9	U.S. TREASURY NOTE			0		119,985				124,709			
10	U.S. TREASURY NOTE			0		71,327				71,366			
11	U.S. TREASURY NOTE			0		215,709				215,114			

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

		4,675,518		4,821,693		0		5,927,053	
Description		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year			
1									
2	DOVER CORPORATION	0		77,316		65,356			
3	DR PEPPER SNAPPLE GROUP	0		71,115		84,532			
4	EMC CORP(MASS) USD 0 01	0		130,534		139,211			
5	EDWARDS LIFESCIENCES CORP	0		62,068		73,293			
6	HP INC	0		66,732		50,225			
7	HARTFORD FINL SVCS GROUP INC COM	0		58,653		85,008			
8	HEWLETT PACKARD	0		73,352		64,478			
9	HUMANA INC COM	0		149,313		143,344			
10	INTEL CORPORATION	0		184,520		265,954			
11	INTERNATIONAL BUSINESS MACHINES C	0		70,473		71,425			
12	KEYCORP NEW COM	0		48,206		68,733			
13	LABORATORY CORP AMER HLDGS	0		120,318		135,015			
14	LOWES COMPANIES INC COM	0		172,495		197,172			
15	MARATHON PETROLEUM CORP	0		100,344		124,468			
16	MERCK AND CO INC SHS	0		107,739		130,730			
17	MICROSOFT CORP COM	0		131,547		173,708			
18	ORACLE CORPORATION	0		117,510		110,248			
19	OWENS CORNING INC COMMON	0		94,617		101,491			
20	PARKER HANNIFIN CORP	0		74,684		62,358			
21	PEPSICO INC	0		38,249		59,552			
22	PHILLIPS 66 SHS	0		77,356		99,796			
23	PRINCIPAL FINL GROUP INC	0		24,915		42,596			
24	PROCTER & GAMBLE CO COM	0		80,192		93,545			
25	QUALCOMM INC	0		167,568		104,569			
26	SOUTHWEST AIRLINES CO	0		90,671		141,667			
27	STATE ST CORP COM	0		73,810		74,456			
28	SYMANTEC CORP	0		103,917		89,544			
29	3M CO	0		126,132		199,297			
30	TIME WARNER CABLE INC	0		73,685		130,284			
31	TRAVELERS COS INC	0		65,746		139,495			
32	US BANCORP DEL	0		186,757		236,221			
33	V F CORPORATION COM	0		83,051		109,373			
34	WABCO HOLDINGS INC	0		62,735		76,388			
35	WESTROCK CO SHS	0		90,537		76,094			
36	PARTNERRE LTD BERMUDA	0		58,433		71,407			
37	ALPHABET INC SHS CL C	0		91,521		229,941			
38	ALPHABET INC SHS CL A	0		91,815		235,737			
39	AMERISOURCEBERGEN CORP	0		79,060		116,881			
40	AMGEN INC	0		159,434		241,872			
41	BAKER HUGHES INC	0		103,576		90,085			
42	BECTON DICKINSON AND COMPANY	0		48,473		93,533			
43	BIOMERIE INC	0		52,597		56,981			
44	CIGNA CORP COM	0		118,274		178,962			
45	CA INC	0		59,157		68,144			
46	CENTENE CORP DEL	0		123,520		106,678			

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

		4,675,518		4,821,693		0	5,927,053
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	
47	CISCO SYS INC	0		200,810		217,620	
48	COGNIZANT TECHNOLOGY SOLUTIONS	0		107,204		129,883	
49	CONSOLIDATED EDISON INC	0		112,212		118,385	
50	DELUXE CORPORATION	0		55,296		59,830	
51	DOMTAR CORP SHS	0		103,454		91,488	

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

		1,138,677	1,378,598	0	1,399,561
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
1	Description	Interest Rate	Maturity Date		
2	GENERAL ELEC CAP CORP			98,037	97,359
3	GOLDMAN SACHS GROUP INC			127,074	127,133
4	JPMORGAN CHASE & CO			139,488	142,075
5	SHELL INTERNATIONAL FIN			119,340	123,633
6	VISA INC			147,652	147,725
7	WELLS FARGO & COMPANY			75,026	74,680
8	WELLS FARGO & COMPANY			71,357	71,397
9	AT&T INC			125,612	129,348
10	APPLE INC			132,883	133,489
11	CISCO SYSTEMS INC			121,674	127,858
12	CITIGROUP INC			69,828	76,046
13	COMCAST CORP			150,627	148,818

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

		750,355		534,435		509,173
		Book Value		Book Value		FMV
		Beg. of Year		End of Year		End of Year
1	Asset Description			0		
2	BLACKROCK STRATEGIC			534,435		509,173

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

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

1	PURCHASE OF ACCRUED INTEREST C/O FROM PY	1	7,941
2	FEDERAL EXCISE TAX REFUND	2	2,704
3	Total	3	10,645

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

1	BOND AMORTIZATION	1	20,929
2	COST BASIS ADJUSTMENT	2	511
3	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	3	1,612
4	Total	4	23,052

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

Long Term CG Distributions		398	Amount											
Short Term CG Distributions		0												
	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
1	GENERAL ELEC CAP CORP	36962GTM0		12/3/2015	9/18/2015	6,048		0	6,068	-20		0	0	351,619
2	GENERAL ELEC CAP CORP	36962GTM0		12/3/2015	9/24/2015	4,079		0	4,045	34		0	0	-20
3	GOLDMAN SACHS GROUP IN	38141GEE0		4/5/2010	9/18/2015	7,105		0	7,020	85		0	0	34
4	GOLDMAN SACHS GROUP IN	38141GEE0		4/5/2010	9/24/2015	3,039		0	3,008	31		0	0	85
5	GOOGLE INC CL A	38259P508		6/30/2011	9/18/2015	7,315		0	2,784	4,531		0	0	31
6	GOOGLE INC SHS CL C	38259P706		5/5/2015	5/5/2015	480		0	0	480		0	0	4,531
7	GOOGLE INC SHS CL C	38259P706		6/30/2011	9/18/2015	7,002		0	2,775	4,227		0	0	480
8	HARTFORD FINL SVCS GROU	416515104		8/27/2013	9/18/2015	3,424		0	2,293	1,131		0	0	4,227
9	HESS CORP	42809H107		7/2/2014	6/11/2015	20,994		0	31,591	-10,597		0	0	1,131
10	HESS CORP	42809H107		7/2/2014	6/11/2015	23,755		0	33,975	-10,220		0	0	-10,597
11	INTEL CORP	458140100		5/27/2010	9/18/2015	6,913		0	5,123	1,790		0	0	-10,220
12	JP MORGAN CHASE & CO	46625HJX9		9/16/2014	9/18/2015	7,070		0	6,974	96		0	0	1,790
13	JP MORGAN CHASE & CO	46625HJX9		9/16/2014	9/24/2015	4,036		0	3,985	51		0	0	96
14	LABORATORY CP AMER HLD	50540R409		12/5/2014	9/18/2015	5,745		0	5,095	650		0	0	51
15	LOWE'S COMPANIES INC	548661107		12/5/2014	9/18/2015	7,243		0	6,729	514		0	0	650
16	MARATHON PETROLEUM CO	56585A102		6/5/2013	9/18/2015	4,860		0	4,188	672		0	0	514
17	MEDTRONIC INC COM	585055106		1/30/2014	1/27/2015	22,162		0	16,402	5,760		0	0	672
18	MEDTRONIC INC COM	585055106		12/5/2013	1/27/2015	32,781		0	24,243	8,538		0	0	5,760
19	MEDTRONIC INC COM	585055106		8/27/2013	1/27/2015	49,248		0	33,075	16,173		0	0	8,538
20	MICROSOFT CORP	594918104		9/12/2015	9/18/2015	7,838		0	7,563	275		0	0	16,173
21	NORFOLK SOUTHERN CORP	655844108		4/24/2014	8/10/2015	55,669		0	58,606	-2,937		0	0	275
22	ORACLE CORP \$0.01 DEL	68398X105		3/2/2014	11/16/2015	67,172		0	68,626	-1,454		0	0	-2,937
23	PRINCIPAL FINANCIAL GRP	74251V102		12/22/2011	9/18/2015	243		0	124	119		0	0	-1,454
24	PRINCIPAL FINANCIAL GRP	74251V102		6/30/2011	9/18/2015	2,669		0	1,680	989		0	0	119
25	QUALCOMM INC	7591EP100		5/29/2014	9/18/2015	3,353		0	4,977	-1,594		0	0	989
26	REGIONS FINL CORP	7591EP100		1/30/2014	8/6/2015	4,122		0	4,058	64		0	0	-1,594
27	REGIONS FINL CORP	7591EP100		10/14/2013	8/6/2015	37,988		0	34,690	3,298		0	0	64
28	REGIONS FINL CORP	7591EP100		10/17/2013	8/6/2015	15,411		0	13,956	1,455		0	0	3,298
29	REGIONS FINL CORP	7591EP100		10/10/2013	8/6/2015	23,021		0	20,627	2,394		0	0	1,455
30	ROCKWELL AUTOMATION IN	773903109		6/5/2013	1/29/2015	67,426		0	54,282	13,144		0	0	2,394
31	ROCKWELL AUTOMATION IN	773903109		1/30/2014	1/29/2015	6,149		0	6,551	-402		0	0	13,144
32	TJ COS INC NEW	872540109		5/27/2010	6/10/2015	50,760		0	17,747	33,013		0	0	-402
33	SHELL INTERNATIONAL FIN	822582A11		4/5/2010	9/18/2015	5,438		0	4,879	559		0	0	33,013
34	SHELL INTERNATIONAL FIN	822582A11		4/5/2010	9/24/2015	3,259		0	2,928	331		0	0	559
35	SOUTHWEST AIRLNS CO	844741108		7/2/2014	9/18/2015	3,564		0	2,508	1,056		0	0	331
36	SYMANTEC CORP COM	871503108		5/21/2013	9/18/2015	3,148		0	3,765	-618		0	0	1,056
37	TJ COS INC NEW	872540109		3/29/2010	6/10/2015	34,642		0	11,483	23,159		0	0	-618
38	AECOM	007661100		4/24/2014	8/6/2015	53,738		0	58,719	-4,981		0	0	23,159
39	AMERISOURCEBERGEN COR	03073E105		11/27/2013	8/6/2015	62,206		0	41,870	20,336		0	0	-4,981
40	AMGEN INC COM PV \$0.0001	031162100		6/5/2013	9/18/2015	54,916		0	31,593	23,323		0	0	20,336
41	AMGEN INC COM PV \$0.0001	031162100		6/5/2013	9/18/2015	3,052		0	1,956	1,096		0	0	23,323
42	APPLE INC	037833A16		5/13/2013	9/18/2015	3,880		0	3,913	-33		0	0	1,096
43	APPLE INC	037833A16		5/13/2013	9/24/2015	4,847		0	4,891	-44		0	0	-33
44	BLACKROCK STRATEGIC	09256H286		3/7/2014	9/18/2015	32,218		0	33,088	-870		0	0	559
45	BLACKROCK STRATEGIC	09256H286		3/7/2014	12/4/2015	211,106		0	217,902	-6,796		0	0	331
46	CIGNA CORP	125503109		9/10/2013	9/18/2015	3,832		0	2,548	1,284		0	0	1,056
47	CISCO SYSTEMS INC COM	17275R102		6/5/2013	9/18/2015	3,499		0	3,334	165		0	0	-618
48	CISCO SYSTEMS INC	17275RAE2		4/5/2010	9/18/2015	4,412		0	4,061	351		0	0	23,159
49	CISCO SYSTEMS INC	17275RAE2		4/5/2010	9/24/2015	3,306		0	3,046	260		0	0	-4,981
50	CITIGROUP INC	172967FT3		11/17/2011	9/18/2015	3,248		0	2,872	376		0	0	20,336
51	COGNIZANT TECH SOLUTNS	192446102		1/9/2014	9/18/2015	2,918		0	2,330	588		0	0	376
52	CREDIT SUISSE FB USA INC	22541LAR4		5/27/2010	1/15/2015	10,000		0	10,000	0		0	0	588
53	CREDIT SUISSE FB USA INC	22541LAR4		3/25/2013	1/15/2015	7,000		0	7,000	0		0	0	0
54	CREDIT SUISSE FB USA INC	22541LAR4		1/30/2014	1/15/2015	12,000		0	12,000	0		0	0	0
55	CREDIT SUISSE FB USA INC	22541LAR4		4/27/2010	1/15/2015	42,000		0	42,000	0		0	0	0
56	CREDIT SUISSE FB USA INC	22541LAR4		1/18/2011	1/15/2015	4,000		0	4,000	0		0	0	0
57	CREDIT SUISSE FB USA INC	22541LAR4		4/5/2010	1/15/2015	21,000		0	21,000	0		0	0	0
58	CREDIT SUISSE FB USA INC	22541LAR4		7/22/2013	1/15/2015	6,000		0	6,000	0		0	0	0
59	DISCOVER FINL SVCS	254709108		1/30/2014	1/29/2015	11,960		0	12,028	-68		0	0	0
60	DISCOVER FINL SVCS	254709108		6/30/2011	1/29/2015	28,682		0	14,176	14,506		0	0	-68
61	DISCOVER FINL SVCS	254709108		4/17/2013	1/29/2015	17,209		0	21,852	-4,643		0	0	14,506
62	DISCOVER FINL SVCS	254709108		12/28/2012	1/29/2015	3,655		0	12,077	-8,422		0	0	5,964
63	DOMTAR CORP SHS	257558203		3/31/2011	9/18/2015	3,655		0	4,566	-911		0	0	5,132
64	DR PEPPER SNAPPLE GROU	26138E109		1/29/2015	9/18/2015	3,509		0	3,512	-3		0	0	-741
65	FEDERAL NATL MTG ASSOC	3135G0B0A		8/2/2012	9/18/2015	4,043		0	4,041	2		0	0	-7
66	FEDERAL NATL MTG ASSOC	3135G0B0A		8/2/2012	9/24/2015	6,034		0	6,039	-5		0	0	3
67	FEDERAL HOME LN MTG CO	3137EADH9		11/18/2013	9/18/2015	4,025		0	4,006	19		0	0	4
68	FEDERAL HOME LN MTG CO	3137EADH9		11/18/2013	9/24/2015	4,025		0	4,006	19		0	0	25
69	FEDERAL HOME LN MTG CO	3137EADH9		1/30/2014	12/14/2015	19,008		0	18,993	15		0	0	19

Long Term CG Distributions	386
Short Term CG Distributions	0

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	MARTHA KNOX C/O MERRILL LY		P O BOX 1501, NJ2-130-03-31	PENNINGTON	NJ	08534-1501		PRESIDENT TREASURE	0 97	0		
2	PARKER MACCREADY C/O MER		P O BOX 1501, NJ2-130-03-31	PENNINGTON	NJ	08534-1501		VICE PRESIDENT	0 97	0		

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	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	12,285
7 Total	7	12,285

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2014 that remained undistributed at the beginning of the 2015 tax year	1	460,079
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	460,079