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

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

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

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) 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	Foreign postal code	C If exemption application is pending, check here ☐	
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ 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) \$ 10,051,110		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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	468,601			
	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	333,886	253,239		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	105,821			
	b Gross sales price for all assets on line 6a 799,382				
	7 Capital gain net income (from Part IV, line 2)		105,821		
	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	908,308	359,060	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	270,121	47,272		162,073
	14 Other employee salaries and wages				
	15 Pension plan 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)	8,502	1,642		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	263	263		
	24 Total operating and administrative expenses. Add lines 13 through 23	278,886	49,177	0	162,073
	25 Contributions, gifts, grants paid	701,830			701,830
26 Total expenses and disbursements. Add lines 24 and 25	980,716	49,177	0	863,903	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-72,408				
b Net investment income (if negative, enter -0-)		309,883			
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	498	431	431
	2	Savings and temporary cash investments	701,501	187,072	187,072
	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	3,205,369	360,013
	b	Investments—corporate stock (attach schedule)	6,547,614	7,912,302	8,312,048
	c	Investments—corporate bonds (attach schedule)	159,244	297,106	300,673
	Liabilities	11	Investments—land, buildings, and equipment basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)	1,152,842	1,156,803	890,873
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)	11,980,521	12,759,083	10,051,110
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				
	27	Capital stock, trust principal, or current funds	11,980,521	12,759,083	
	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)	11,980,521	12,759,083	
31	Total liabilities and net assets/fund balances (see instructions)	11,980,521	12,759,083		

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	11,980,521
2	Enter amount from Part I, line 27a	2	-72,408
3	Other increases not included in line 2 (itemize) See Attached Statement	3	929,039
4	Add lines 1, 2, and 3	4	12,837,152
5	Decreases not included in line 2 (itemize) See Attached Statement	5	78,069
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,759,083

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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				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	105,821	
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.

(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	736,548	10,149,766	0.072568
2013			0.000000
2012			0.000000
2011			0.000000
2010			0.000000
2 Total of line 1, column (d)			2 0.072568
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 0.072568
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 13,300,483
5 Multiply line 4 by line 3			5 965,189
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,099
7 Add lines 5 and 6			7 968,288
8 Enter qualifying distributions from Part XII, line 4			8 863,903

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	6,198	
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	6,198	
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	7,750	
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	7,750	
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	7,750	
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	0	
11	Enter the amount of line 10 to be Credited to 2016 estimated tax ☐ Refunded ☐	11	0	

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
1b 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
1c 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
4b 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) ☐ FL		
8b 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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	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 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

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)? ☐ Yes ☒ No
- 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). N/A
- 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? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No

5b

N/A

6b

X

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
UST-MLT P O Box 1501, NJ2-130-03-31 Pennington, NJ 08534-	TRUSTEE 2 00	270,121		

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	12,783,240
b	Average of monthly cash balances	1b	719,788
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	13,503,028
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	13,503,028
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	202,545
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,300,483
6	Minimum investment return. Enter 5% of line 5	6	665,024

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	665,024
2a	Tax on investment income for 2015 from Part VI, line 5	2a	7,750
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,750
3	Distributable amount before adjustments Subtract line 2c from line 1	3	657,274
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	657,274
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	657,274

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	863,903
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	863,903
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	863,903

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				657,274
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0	
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	543,942			
f Total of lines 3a through e	543,942			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 863,903				
a Applied to 2014, 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 2015 distributable amount				657,274
e Remaining amount distributed out of corpus	206,629			
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	750,571			
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				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 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	750,571			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014	543,942			
e Excess from 2015	206,629			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2015)

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 701,830
b <i>Approved for future payment</i> NONE				
Total				3b 0

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations.)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Not Applicable

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

- | | | |
|---|--|----|
| 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 | 1b |
| 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. | 1 |

	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.

► Estimated Revenue

11/10/2016
Date

Trustee
Title

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

24

Date _____

11/10/2016

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

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

OMB No 1545-0047

2015

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Page 2

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	JEAN L POTTER CRUT P O BOX 1501 PENNINGTON NJ 08534-1501 Foreign State or Province. Foreign Country	\$ 805	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	ESTATE OF JEAN L POTTER P O BOX 1501 PENNINGTON NJ 08534-1501 Foreign State or Province. Foreign Country	\$ 467,810	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)

Name of organization
JEAN L POTTER FOUNDATION

Employer identification number
47-1641626

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Page 4

Name of organization JEAN L POTTER FOUNDATION	Employer 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			

JEAN L POTTER FOUNDATION

47-1641626 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

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

70,183

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

70,183

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

70,183

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

70,183

Name

Wycliffe Associates Inc

Street

11450 Translation Way

City

ORLANDO

State

FL

Zip Code

32832-7002

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

70,183

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

70,183

JEAN L POTTER FOUNDATION

47-1641626 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

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

70,183

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

70,183

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

70,183

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

70,183

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

Long Term CG Distributions		Amount		1,135		0		Capital Gains/Losses		Sales		759,382		893,561		of Loss		105,882	
Short Term CG Distributions																			
Description	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					
1 AMERICAN INTERNATIONAL	026874784	X				9/17/2012	1/21/2015	2,282	1,565					717					
2 AMERICAN INTERNATIONAL	026874784	X				9/19/2012	1/21/2015	1,573						502					
3 AMERICAN INTERNATIONAL	026874784	X				9/20/2012	1/21/2015	1,573	1,051					522					
4 AMERICAN INTERNATIONAL	026874784	X				9/21/2012	1/21/2015	2,283	1,521					762					
5 BAXALTA INC SHS	07177M103	X				3/21/2014	7/28/2015	19,783	20,353					-570					
6 BAXALTA INC SHS	07177M103	X				3/31/2014	7/28/2015	10,632	11,634					-1,182					
7 BAXALTA INC SHS	07177M103	X				3/4/2015	7/28/2015	3,957	4,192					-195					
8 BAXALTA INC SHS	07177M103	X				1/21/2015	7/28/2015	4,109	4,452					-343					
9 BAXTER INTERNL INC	071813109	X				3/4/2015	7/28/2015	4,943	4,872					71					
10 BAXTER INTERNL INC	071813109	X				1/21/2015	7/28/2015	5,133	5,223					-90					
11 BAXTER INTERNL INC	071813109	X				3/31/2014	7/28/2015	13,308	13,884					-576					
12 BAXTER INTERNL INC	071813109	X				3/21/2014	7/28/2015	24,714	23,877					837					
13 BROCADE COMMUNICATION	11621306	X				6/2/2014	1/21/2015	3,223	2,806					617					
14 BROCADE COMMUNICATION	11621306	X				6/3/2014	1/21/2015	2,037	1,662					375					
15 BROCADE COMMUNICATION	11621306	X				5/30/2014	1/21/2015	3,348	2,691					658					
16 BROCADE COMMUNICATION	11621306	X				5/29/2014	1/21/2015	3,476	2,767					709					
17 CHEMOURS (THE) CO SHS	163851108	X				3/4/2014	8/5/2015	4,321	6,997					-2,676					
18 COCA COLA COM	191216100	X				3/4/2014	1/21/2015	86,638	76,772					9,866					
19 CREDIT SUISSE FB USA INC	22541LAR4	X				11/1/2007	1/15/2015	14,000	13,563					437					
20 CREDIT SUISSE FB USA INC	22541LAR4	X				10/1/2013	1/15/2015	2,000	2,000					0					
21 CREDIT SUISSE FB USA INC	22541LAR4	X				9/27/2011	1/15/2015	1,000	1,000					0					
22 DELTA AIR LINES INC	247381702	X				3/14/2014	1/21/2015	13,307	9,356					3,951					
23 DIEBOLD INC	253851103	X				3/4/2014	1/21/2015	16,923	16,328					-2,595					
24 DISCOVER FINL SVCS	254709108	X				5/23/2011	1/21/2015	7,559	3,078					4,481					
25 AMERICAN INTERNATIONAL	026874784	X				9/18/2012	1/21/2015	6,342	4,321					2,021					
26 AMERICAN INTERNATIONAL	026874784	X				9/24/2012	1/21/2015	812	543					269					
27 DISCOVER FINL SVCS	254709108	X				5/24/2011	1/21/2015	3,991	1,593					2,408					
28 DISCOVER FINL SVCS	254709108	X				5/6/2013	1/21/2015	5,745	4,399					1,346					
29 DR PEPPER SNAPPLE GROU	26138E109	X				7/13/2010	1/21/2015	2,591	1,297					1,294					
30 DR PEPPER SNAPPLE GROU	26138E109	X				7/19/2010	1/21/2015	5,967	2,956					3,011					
31 DR PEPPER SNAPPLE GROU	26138E109	X				7/20/2010	1/21/2015	3,082	1,538					1,524					
32 FACEBOOK INC	30303M102	X				5/29/2014	1/21/2015	11,336	9,494					1,842					
33 MBS PAYDOWN	36213MXM5	X				2/15/2015	2/15/2015	5	5					0					
34 MBS PAYDOWN	36213MXM5	X				3/15/2015	3/15/2015	5	5					0					
35 MBS PAYDOWN	36213MXM5	X				4/15/2015	4/15/2015	5	5					0					
36 MBS PAYDOWN	36213MXM5	X				5/15/2015	5/15/2015	5	5					0					
37 DR PEPPER SNAPPLE GROU	26138E109	X				7/14/2010	1/21/2015	2,591	1,301					1,290					
38 MBS PAYDOWN	36213MXM5	X				6/15/2015	6/15/2015	5	5					0					
39 MBS PAYDOWN	36213MXM5	X				7/15/2015	7/15/2015	905	905					0					
40 MBS PAYDOWN	36213MXM5	X				8/15/2015	8/15/2015	3	3					0					
41 MBS PAYDOWN	36213MXM5	X				9/15/2015	9/15/2015	3	3					0					
42 MBS PAYDOWN	36213MXM5	X				10/15/2015	10/15/2015	3	3					0					
43 MBS PAYDOWN	36213MXM5	X				11/15/2015	11/15/2015	3	3					0					
44 MBS PAYDOWN	36213MXM5	X				12/15/2015	12/15/2015	3	3					0					
45 MBS PAYDOWN	36213MXM5	X				1/23/2015	1/23/2015	3	3					0					
46 GENWORTH FINL INC COM	37247D106	X				1/9/2014	1/21/2015	1,358	3,211					-1,853					
47 GENWORTH FINL INC COM	37247D106	X				1/13/2014	1/21/2015	1,174	2,763					-1,589					
48 GENWORTH FINL INC COM	37247D106	X				1/10/2014	1/21/2015	1,358	3,223					-1,865					
49 GOLDMAN SACHS GROUP IN	38141G104	X				12/18/2012	1/21/2015	2,291	1,649					842					
50 GOLDMAN SACHS GROUP IN	38141G104	X				12/17/2012	1/21/2015	3,878	2,693					1,185					
51 GOLDMAN SACHS GROUP IN	38141G104	X				12/12/2012	1/21/2015	1,410	954					456					
52 GOLDMAN SACHS GROUP IN	38141G104	X				12/11/2012	1/21/2015	4,230	2,857					1,373					
53 GOLDMAN SACHS GROUP IN	38141G104	X				9/25/2012	1/21/2015	353	232					121					
54 GOLDMAN SACHS GROUP IN	38141G104	X				12/13/2012	1/21/2015	1,234	832					402					
55 GOOGLE INC CL A	38259P508	X				12/17/2012	1/21/2015	3,632	2,511					1,121					
56 GOOGLE INC CL A	38259P508	X				8/28/2012	1/21/2015	2,594	1,690					904					
57 GOOGLE INC CL A	38259P508	X				6/29/2012	1/21/2015	3,632	2,024					1,608					
58 GOOGLE INC CL A	38259P508	X				6/28/2012	1/21/2015	3,113	1,687					1,426					
59 GOOGLE INC CL A	38259P508	X				6/27/2012	1/21/2015	3,113	1,716					1,397					
60 GOOGLE INC CL A	38259P508	X				6/28/2012	1/21/2015	1,557	848					709					
61 GOOGLE INC SHS CL C	38259P706	X				5/5/2015	5/5/2015	37	0					37					
62 HALLIBURTON COMPANY	405216101	X				8/6/2013	1/21/2015	9,469	10,853					-1,384					
63 HESS CORP	42809H107	X				5/30/2014	1/21/2015	2,346	3,018					-672					
64 HESS CORP	42809H107	X				5/29/2014	1/21/2015	5,048	6,437					-1,389					
65 IDACORP INC COM	451107106	X				3/4/2014	1/21/2015	16,292	13,492					2,800					
66 MOLSON COOR BREW CO CL	60871R209	X				5/30/2014	1/21/2015	4,363	3,731					632					
67 MOLSON COOR BREW CO CL	60871R209	X				5/29/2014	1/21/2015	4,363	3,711					652					
68 MYLAN INC	828530107	X				5/30/2014	1/21/2015	3,268	3,012					257					
69 MYLAN INC	828530107	X				5/29/2014	1/21/2015	8,261	7,595					726					
70 NATIONAL-OILWELL VARCO	637071101	X				3/4/2015	10/29/2015	9,912	9,012					-3,100					
71 NATIONAL-OILWELL VARCO	637071101	X				1/21/2015	10/29/2015	5,840	9,655					-3,815					
72 PACKAGING CORP AMERICA	695156109	X				2/27/2013	1/21/2015	1,635	839					796					

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

Long Term CG Distributions		Short Term CG Distributions		Amount	Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss				
				1,135	Capital Gains/Losses		799,392		893,561		105,821				
				0	Other sales		0		0		0				
	Description	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	PACKAGING CORP AMERICA	695156109	X				2/26/2013	12/1/2015	3,351	1,709					1,642
74	PACKAGING CORP AMERICA	695156109	X				2/25/2013	12/1/2015	3,433	1,756					1,677
75	PACKAGING CORP AMERICA	695156109	X				2/22/2013	12/1/2015	3,433	1,759					1,674
76	PACKAGING CORP AMERICA	695156109	X				2/21/2013	12/1/2015	2,534	1,270					1,264
77	PACKAGING CORP AMERICA	695156109	X				2/20/2013	12/1/2015	654	319					335
78	KRAFT FOODS GROUP INC	50076Q106	X				3/21/2014	7/6/2015	12,375	0					12,375
79	KRAFT FOODS GROUP INC	50076Q106	X				3/4/2015	7/6/2015	2,343	0					2,343
80	KRAFT FOODS GROUP INC	50076Q106	X				12/1/2015	7/6/2015	2,392	0					2,392
81	LAS VEGAS SANDS CORP	517834107	X				6/25/2014	12/1/2015	595	825					-240
82	LAS VEGAS SANDS CORP	517834107	X				6/24/2014	12/1/2015	1,649	2,353					-704
83	LAS VEGAS SANDS CORP	517834107	X				6/23/2014	12/1/2015	1,849	2,323					-674
84	LAS VEGAS SANDS CORP	517834107	X				6/20/2014	12/1/2015	1,542	2,175					-633
85	MARATHON PETROLEUM CO	56585A102	X				5/29/2014	12/1/2015	8,737	9,692					-955
86	MEDTRONIC INC COM	585055106	X				8/6/2013	12/1/2015	2,480	1,892					588
87	MEDTRONIC INC COM	585055106	X				8/6/2013	12/1/2015	5,836	4,429					1,407
88	MEDTRONIC INC COM	585055106	X				8/5/2013	12/1/2015	4,815	3,654					1,161
89	MICRON TECHNOLOGY INC	595112103	X				8/7/2014	12/1/2015	7,951	7,927					24
90	MOLSON COOR BREW CO CL	60871R209	X				6/3/2014	12/1/2015	2,679	2,302					377
91	LAS VEGAS SANDS CORP	517834107	X				6/19/2014	12/1/2015	1,542	2,175					-633
92	LAS VEGAS SANDS CORP	517834107	X				6/18/2014	12/1/2015	1,542	2,147					-605
93	MOLSON COOR BREW CO CL	60871R209	X				6/2/2014	12/1/2015	4,363	3,741					622
94	QUALCOMM INC	747525103	X				6/18/2014	12/1/2015	4,997	5,547					-550
95	QUALCOMM INC	747525103	X				6/17/2014	12/1/2015	7,853	5,717					2,136
96	ROSS STORES INC COM	778298103	X				10/20/2008	12/1/2015	17,558	2,827					14,731
97	SOUTH DAKOTA ST BLDG	837551GH3	X				3/28/2014	9/1/2015	150,000	150,000					0
98	SUNCOR ENERGY INC NEW	867224107	X				2/20/2013	12/1/2015	1,092	1,171					-79
99	SUNCOR ENERGY INC NEW	867224107	X				1/17/2013	12/1/2015	3,128	3,665					-537
100	SUNCOR ENERGY INC NEW	867224107	X				1/16/2013	12/1/2015	4,663	5,424					-761
101	SUNCOR ENERGY INC NEW	867224107	X				1/15/2013	12/1/2015	3,719	4,340					-621
102	SUNCOR ENERGY INC NEW	867224107	X				1/14/2013	12/1/2015	1,062	1,237					-175
103	SUNTRUST BKS INC COM	867914103	X				1/15/2013	12/1/2015	4,830	3,606					1,224
104	SUNTRUST BKS INC COM	867914103	X				1/14/2013	12/1/2015	5,478	4,771					707
105	PARKER HANFON CORP	701094104	X				3/17/2014	12/1/2015	5,482	5,383					99
106	PARKER HANFON CORP	701094104	X				3/14/2014	12/1/2015	5,116	4,914					202
107	THE PRICELINE GROUP INC	741503403	X				7/1/2014	12/1/2015	3,130	3,741					-611
108	THE PRICELINE GROUP INC	741503403	X				4/17/2014	12/1/2015	4,174	4,856					-682
109	THE PRICELINE GROUP INC	741503403	X				4/16/2014	12/1/2015	5,217	5,920					-703
110	TRW AUTOMOTIVE HDGS C	87264S106	X				2/26/2013	12/1/2015	1,238	688					552
111	TRW AUTOMOTIVE HDGS C	87264S106	X				2/25/2013	12/1/2015	4,126	2,333					1,793
112	TRW AUTOMOTIVE HDGS C	87264S106	X				2/22/2013	12/1/2015	4,126	2,320					1,806
113	TRW AUTOMOTIVE HDGS C	87264S106	X				2/21/2013	12/1/2015	2,063	1,151					912
114	TRW AUTOMOTIVE HDGS C	87264S106	X				2/20/2013	12/1/2015	722	428					294
115	TEVA PHARMACEUTICALS LTD	881624209	X				7/2/2014	12/1/2015	2,284	2,123					161
116	TEVA PHARMACEUTICALS LTD	881624209	X				7/1/2014	12/1/2015	8,373	7,682					691
117	TRAVELERS COS INC	89417E109	X				9/27/2011	12/1/2015	1,049	498					551
118	TRAVELERS COS INC	89417E109	X				9/26/2005	12/1/2015	13,007	5,484					7,523
119	UNION PACIFIC CORP	907818108	X				4/17/2014	12/1/2015	7,998	6,929					1,069
120	UNION PACIFIC CORP	907818108	X				4/16/2014	12/1/2015	8,216	6,767					1,449
121	UNITED CONTL HDGS INC	910047109	X				2/7/2013	12/1/2015	825	308					517
122	UNITED CONTL HDGS INC	910047109	X				2/6/2013	12/1/2015	1,581	580					1,001
123	UNITED CONTL HDGS INC	910047109	X				2/5/2013	12/1/2015	2,199	780					1,419
124	UNITED CONTL HDGS INC	910047109	X				2/4/2013	12/1/2015	1,787	631					1,156
125	UNITED CONTL HDGS INC	910047109	X				2/1/2013	12/1/2015	1,856	699					1,157
126	UNITED CONTL HDGS INC	910047109	X				1/31/2013	12/1/2015	1,856	653					1,203
127	UNITED CONTL HDGS INC	910047109	X				1/30/2013	12/1/2015	1,856	650					1,206
128	UNITED CONTL HDGS INC	910047109	X				1/29/2013	12/1/2015	1,856	655					1,201
129	UNITED CONTL HDGS INC	910047109	X				1/16/2013	12/1/2015	206	79					127
130	UNIVERSAL HEALTH SVCS B	913903100	X				1/16/2014	12/1/2015	1,405	1,115					290
131	UNIVERSAL HEALTH SVCS B	913903100	X				1/15/2014	12/1/2015	2,594	2,063					531
132	UNIVERSAL HEALTH SVCS B	913903100	X				1/12/2014	12/1/2015	2,594	2,054					540
133	UNIVERSAL HEALTH SVCS B	913903100	X				1/10/2014	12/1/2015	2,594	2,047					547
134	UNIVERSAL HEALTH SVCS B	913903100	X				1/9/2014	12/1/2015	2,594	2,018					576
135	VALERO ENERGY CORP NEW	91913Y100	X				11/28/2011	12/1/2015	7,108	2,957					4,151
136	VALERO ENERGY CORP NEW	91913Y100	X				11/15/2011	12/1/2015	47	23					24
137	VALERO ENERGY CORP NEW	91913Y100	X				11/14/2011	12/1/2015	1,600	802					798
138	WINN-DIXIE STORES INC	958102105	X				1/29/2014	12/1/2015	1,382	1,088					294
139	WINN-DIXIE STORES INC	958102105	X				1/28/2014	12/1/2015	9,995	7,868					2,126

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

		8,502	1,642	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,642	1,642		
2	PY EXCISE TAXES PAID	475			
3	ESTIMATED EXCISE TAXES PAID	6,385			

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

		263	263	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	263	263		

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

		Federal		State/Local		0		3,205,369		0		360,013	
				State/Local		0		0		0		0	
	Description	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				0									
2	BATAVIA NY CITY SCH DIST		0	102,794		104,808							
3	BROWARD CNTY FLA SCH BRD		0	52,476									
4	DALLAS FORT WORTH TEX		0	103,753									
5	EDEN PRAIRIE MINN TAX		0	128,201									
6	FEDERAL NATL MTG ASSOC		0	22,113		22,114							
7	FEDERAL HOME LN MTG CORP		0	26,032		25,997							
8	FEDERAL NATL MTG ASSOC		0	24,052		25,490							
9	FLORIDA ST BRD ED PUB ED		0	104,336									
10	GNM P558784X 05 50%2034		0	951		954							
11	GASTON CNTY NC SCH		0	50,673									
12	GILBERT ARIZ PUB FACS		0	81,545									
13	HAWAII ST		0	115,430									
14	HOPEWELL VY NJ REGL SCH		0	50,617									
15	IBERVILLE PARISH LA CONS		0	103,690									
16	LAKE TRAVIS TEX INDPT		0	108,826									
17	MC KINNEY TEX		0	56,209									
18	MIAMI-DADE CNTY FLA WTR		0	106,427									
19	MISSISSIPPI DEV BK SPL		0	103,954									
20	NEW YORK ST LCL GOVT		0	110,844									
21	NORTH CAROLINA ST LTD		0	85,535									
22	NORTH FT BEND WTR AUTH		0	107,463									
23	OKLAHOMA ST CAPITOL IMPT		0	170,622									
24	PENNSYLVANIA ST TPK		0	142,334									
25	SHELDON TEX INDPT SCH		0	205,466									
26	SPOKANE WA		0	103,217									
27	TEMPE ARIZ		0	164,629									
28	TRAVIS CNTY TEX PERM		0	142,587									
29	U S TREASURY BOND		0	24,401		29,476							
30	U S TREASURY BOND 3 125% FEB 15 20		0	40,852		42,334							
31	U S TREASURY NOTE		0	22,379		23,652							
32	U S TREASURY NOTE		0	11,012		11,055							
33	U S TREASURY NOTE 2 000% FEB 15 20		0	73,577		74,133							
34	UNIVERSITY CONN		0	112,821									
35	WASHINGTON ST VARIOUS		0	137,184									
36	WESTON MASS MUN PURP LN		0	103,244									
37	WISCONSIN ST PETROLEUM		0	105,123									

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
1						
2	AT&T INC	0		5,973		6,228
3	AETNA INC	0		14,409		22,489
4	ALPHABET INC SHS CL C	0		7,605		18,213
5	AMGEN INC	0		8,337		19,967
6	ANHEUSER-BUSCH INBEV ADR	0		24,484		25,750
7	APPLE COMPUTER INC COM	0		24,092		30,946
8	BP P L C SPONS ADR	0		75,573		53,986
9	SEAGATE TECH PLC SHS	0		5,949		4,473
10	ABB LTD	0		24,482		21,648
11	BIOGEN IDEC INC	0		15,829		18,994
12	CVS CORP	0		14,271		29,233
13	CATERPILLAR INC	0		24,716		20,728
14	CISCO SYS INC	0		108,803		124,777
15	CITIGROUP INC COM NEW	0		16,793		27,738
16	COCA-COLA CO USD	0		1,098,382		1,221,782
17	COMCAST CORP NEW CL A	0		19,254		29,739
18	DIAGEO PLC SPON ADR NEW	0		6,107		6,326
19	DISNEY (WALT) COMPANY HOLDING CO	0		11,525		24,379
20	DOVER CORPORATION	0		4,085		7,541
21	DOW CHEMICAL COMPANY COMMON	0		35,761		41,596
22	E I DU PONT DE NEMOURS & CO COMM	0		137,296		143,856
23	EMC CORP(MASS) USD 0 01	0		11,387		11,325
24	EASTMAN CHEMICAL CO	0		56,422		43,341
25	EMERSON ELECTRIC COMPANY	0		35,704		26,689
26	EXPRESS SCRIPTS HLDG CO	0		167,994		192,389
27	EXXON MOBIL CORP	0		1,017,583		835,156
28	FREEPORT-MCMORAN COPPER & GOLD	0		143,056		29,558
29	GENERAL ELECTRIC CO	0		1,105,628		1,336,865
30	GENERAL MOTORS CO	0		66,819		65,537
31	HSBC HLDGS PLC	0		124,265		95,004
32	HP INC	0		30,004		23,680
33	HANESBRANDS INC	0		16,293		25,781
34	HEWLETT PACKARD	0		32,981		30,400
35	INTEL CORPORATION	0		75,569		94,703
36	INTERNATIONAL BUSINESS MACHINES C	0		349,799		260,239
37	INTERNATIONAL PAPER COMPANY COMM	0		24,589		17,757
38	J P MORGAN CHASE & CO	0		26,439		41,137
39	JOHNSON & JOHNSON COM	0		24,755		25,475
40	KRAFT (THE) HEINZ CO SHS	0		60,728		75,452
41	LOWES COMPANIES INC COM	0		17,280		33,838
42	MASTERCARD INC	0		13,752		27,553
43	MC DONALDS CORPORATION COMMON	0		13,343		16,421
44	MCKESSON CORPORATION	0		4,254		18,145
45	MERCK AND CO INC SHS	0		23,767		27,889
46	MICROSOFT CORP COM	0		20,497		36,894

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	NOVARTIS AG SPNSRD ADR	0		24,676		21,510
48	ORACLE CORPORATION	0		13,131		15,270
49	PEPSICO INC	0		69,929		80,436
50	PFIZER INC COM	0		41,944		46,774
51	PHILIP MORRIS INTL INC	0		80,430		87,646
52	POTASH CORP SASK INC	0		103,461		50,025
53	PROCTER & GAMBLE CO COM	0		68,378		67,181
54	SANOFI-SYNTHELABO	0		76,975		64,487
55	SCHLUMBERGER LIMITED COM	0		19,866		15,415
56	TEXTRON INCORPORATED COMMON	0		88,015		92,758
57	THOMSON CORP	0		24,614		23,770
58	3M CO	0		899,326		1,008,535
59	TUPPERWARE CORP	0		24,641		22,149
60	US BANCORP DEL	0		17,591		22,444
61	UNILEVER PLC AMER SHS ADR NEW	0		14,930		15,049
62	UNITED PARCEL SVC INC CL B	0		4,048		3,945
63	UNITED TECHNOLOGIES CORP	0		24,802		21,231
64	VERIZON COMMUNICATIONS INC	0		24,601		23,711
65	VODAFONE GROUP PLC SHS	0		151,346		124,782
66	WAL MART STORES INC	0		24,731		19,003
67	WALGREENS BOOTS ALLIANCE	0		915,549		1,141,077
68	WELLS FARGO & CO NEW	0		33,996		35,117
69	YUM BRANDS INC	0		18,688		18,116

6,547,614

7,912,302

0

8,312,048

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

		159,244		297,106		0		300,673	
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	APPLE INC			0	24,454		24,359		
3	AT&T INC			0	20,916		22,449		
4	CISCO SYSTEMS INC			0	21,011		22,949		
5	CITIGROUP INC			0	10,529		11,782		
6	GOLDMAN SACHS GROUP INC			0	20,169		21,022		
7	SHELL INTERNATIONAL FIN			0	22,181		23,448		
8	WELLS FARGO & COMPANY			0	11,020		10,953		
9	WELLS FARGO & COMPANY			0	12,063		12,067		
10	WELLS FARGO & COMPANY			0	154,763		151,644		

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

		1,152,842	1,156,803	890,873
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	Asset Description	Basis of Valuation		
2	BLACKROCK SHORT-TERM		0	
3	BLACKROCK STRATEGIC		147,925	148,218
4	CLEARBRIDGE ENERGY MLP		0	119,516
5	CLEARBRIDGE AMERN ENERGY		125,266	126,700
6	CLEARBRIDGE ENERGY MLP F		0	81,900
7	SHARES DJ EPAC SEL DV		214,760	75,900
8	KAYNE ANDERSON MLP INVT CO		0	13,178
9	TORTOISE MLP FD INC		15,030	8,282
10	WELLS FARGO ADV ULTRA		14,993	69,440
			109,692	247,739
			248,257	

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	13,490
2	Cost Basis Adjustment for Walgreen's Boot Alliance Asset	2	915,549
3	Total	3	929,039

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

1	Bond Amortization	1	76,889
2	Purchase of Accrued Interest c/o to Next Year	2	1,175
3	Mutual Fund and CTF Income Subtraction	3	5
4	Total	4	78,069

Long Term CG Distributions	1,135
Short Term CG Distributions	0

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

[illegible]

Amount		Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V 1/21/2015	Adjusted Basis as of 1/21/2015	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
Long Term CG Distributions	Short Term CG Distributions											
1,135	0	1/29/2014		1/21/2015	9,996							
Description of Property Sold												
139 MISTIN DIGITAL CORP DEL		958102105					7,868	2,128		0	0	104,686
												2,128

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	UST-MLT	X	P O Box 1501, NJ2-130-03-31	Pennington	NJ	08534-1501		TRUSTEE	2 00	270,121		
										270,121	0	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	5/15/2015	2	3,537
3 Second quarter estimated tax payment	6/15/2015	3	1,830
4 Third quarter estimated tax payment		4	0
5 Fourth quarter estimated tax payment	12/15/2015	5	1,018
6 Other payments	5/12/2016	6	1,365
7 Total		7	7,750