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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation KESSLER FAMILY FOUNDATION		A Employer identification number 04-3213614	
Number and street (or P O box number if mail is not delivered to street address) 120 CASA BENDITA		B Telephone number (see instructions)	
City or town, state or province, country, and ZIP or foreign postal code PALM BEACH, FL 334803602		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 40,040,288		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,124	4,124		
	4 Dividends and interest from securities	930,833	930,833		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	360,671			
	b Gross sales price for all assets on line 6a _____ 7,261,601				
	7 Capital gain net income (from Part IV, line 2)		360,671		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	127,578	127,578		
	12 Total. Add lines 1 through 11	1,423,206	1,423,206		
	13 Compensation of officers, directors, trustees, etc	0			
	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)	95,694	86,634		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	17,003	6,503		500
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	95,557			95,557
	24 Total operating and administrative expenses. Add lines 13 through 23	208,254	93,137		96,057
	25 Contributions, gifts, grants paid	2,150,267			2,150,267
	26 Total expenses and disbursements. Add lines 24 and 25	2,358,521	93,137		2,246,324
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-935,315			
	b Net investment income (if negative, enter -0-)		1,330,069		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	4,541,805	4,398,383	4,398,383		
	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) ▶ <u>3,148,673</u> Less allowance for doubtful accounts ▶ _____	3,253,073	3,148,673	2,028,673		
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	1,112,905	1,112,905	1,248,265		
	b	Investments—corporate stock (attach schedule)	14,333,599	15,740,098	18,536,050		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	16,675,103	14,611,335	13,828,917		
	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)	39,916,485	39,011,394	40,040,288			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	39,916,485	39,011,394			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	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)	39,916,485	39,011,394			
	31	Total liabilities and net assets/fund balances (see instructions) .	39,916,485	39,011,394			

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	39,916,485
2	Enter amount from Part I, line 27a	2	-935,315
3	Other increases not included in line 2 (itemize) ▶ _____	3	30,224
4	Add lines 1, 2, and 3	4	39,011,394
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	39,011,394

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) <div style="float: right; font-size: small;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } </div>	2	360,671
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2015	1,827,870	41,283,123	0 044276
2014	870,439	41,559,108	0 020945
2013	454,921	39,416,838	0 011541
2012	321,811	36,247,347	0 008878
2011	380,393	33,412,490	0 011385

2 Total of line 1, column (d)	2	0 097025
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 019405
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	39,187,545
5 Multiply line 4 by line 3	5	760,434
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,301
7 Add lines 5 and 6	7	773,735
8 Enter qualifying distributions from Part XII, line 4	8	2,246,324

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	13,301
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	13,301
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	13,301
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	24,203
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	34,203
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	20,902
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 20,902 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0		
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>	2	No
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>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
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>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► SHARON JACQUET Telephone no ► (212) 888-3400			

Located at **►** JP MORGAN 270 PARK AVENUE 28TH FL NEW YORK NY ZIP+4 **►** 10017

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2016, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b		
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 2016? <input type="checkbox"/>	1c		No
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2016?	4b		No

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

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
HOWARD J KESSLER 120 CASA BENDITA PALM BEACH, FL 334803602	TRUSTEE 0	0	0	0
PATRICIA M KESSLER 120 CASA BENDITA PALM BEACH, FL 334803602	TRUSTEE 0	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
Total number of other employees paid over \$50,000. ▶				

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
JP MORGAN 270 PARK AVENUE 28TH FLOOR NEW YORK, NY 10017	0	66,571

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.

1		
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 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	36,558,807
b	Average of monthly cash balances.	1b	3,225,503
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	39,784,310
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	0
3	Subtract line 2 from line 1d.	3	39,784,310
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	596,765
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	39,187,545
6	Minimum investment return. Enter 5% of line 5.	6	1,959,377

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

1	Minimum investment return from Part X, line 6.	1	1,959,377
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	13,301
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	13,301
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,946,076
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,946,076
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,946,076

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	2,246,324
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	2,246,324
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	13,301
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,233,023

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,946,076
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,791,087	
b Total for prior years 2014, 2013, 2012		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>2,246,324</u>				
a Applied to 2015, but not more than line 2a			1,791,087	
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 2016 distributable amount.				455,237
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
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		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				1,490,839
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 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.	0			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

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

c Any submission deadlines

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 <i>Paid during the year</i> SEE ATTACHMENT SEE ATTACHMENT SEE ATTACHMENT, FL 334803602	NA	PC	GENERAL SUPPORT	2,150,267
Total			▶ 3a	2,150,267
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	4,124	
4 Dividends and interest from securities. . . .			14	930,833	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			41	127,578	
8 Gain or (loss) from sales of assets other than inventory			18	360,671	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .				1,423,206	
13 Total. Add line 12, columns (b), (d), and (e).			13		1,423,206

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

[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

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

Print/Type preparer's name CHARLES E SHIRLEY	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00642482
Firm's name ▶ PricewaterhouseCoopers LLP				Firm's EIN ▶
Firm's address ▶ 101 SEAPORT BLVD SUITE 500 BOSTON, MA 02210				Phone no (617) 530-5000

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
JP MORGAN #14008	P		2016-12-31
JP MORGAN #62005	P		2016-12-31
JP MORGAN #62005	P		2016-12-31
JP MORGAN #88005	P		2016-12-31
JP MORGAN #88005	P		2016-12-31
JP MORGAN #12005	P		2016-12-31
JP MORGAN #12005	P		2016-12-31
JP MORGAN TRANSACTION ADJUSTMENT	P		2016-12-31

(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)
			301,574
			-108,179
			170,197
			3,020
			444
			366
			-12,600
			5,849

[illegible]

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

HOWARD J KESSLER
PATRICIA M KESSLER

TY 2016 Contractor Compensation Explanation

Name: KESSLER FAMILY FOUNDATION
EIN: 04-3213614

Contractor	Explanation
JP MORGAN	INVESTMENT MANAGEMENT

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: KESSLER FAMILY FOUNDATION

EIN: 04-3213614

TY 2016 Investments Corporate Stock Schedule**Name:** KESSLER FAMILY FOUNDATION**EIN:** 04-3213614

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED	15,740,098	18,536,050

TY 2016 Investments Government Obligations Schedule**Name:** KESSLER FAMILY FOUNDATION**EIN:** 04-3213614**US Government Securities - End
of Year Book Value:**

1,112,905

**US Government Securities - End
of Year Fair Market Value:**

1,248,265

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2016 Investments - Other Schedule

Name: KESSLER FAMILY FOUNDATION

EIN: 04-3213614

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SEE ATTACHED		14,611,335	13,828,917

TY 2016 Other Expenses Schedule**Name:** KESSLER FAMILY FOUNDATION**EIN:** 04-3213614**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHARITABLE EVENT EXPENSES	95,557			95,557

TY 2016 Other Increases Schedule

Name: KESSLER FAMILY FOUNDATION

EIN: 04-3213614

Description	Amount
DIFFERENCE IN FMV TO COST	30,224

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2016 Other
Notes/Loans Receivable
Long Schedule**

Name: KESSLER FAMILY FOUNDATION

EIN: 04-3213614

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
SIPC CLAIM			3,148,673				0 %				

TY 2016 Other Professional Fees Schedule**Name:** KESSLER FAMILY FOUNDATION**EIN:** 04-3213614

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JP MORGAN MANAGEMENT FEES	86,634	86,634		
OTHER PROFESSIONAL FEES	9,060			

TY 2016 Taxes Schedule**Name:** KESSLER FAMILY FOUNDATION**EIN:** 04-3213614

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MA FILING FEE	500			500
FEDERAL INCOME TAXES	10,000			
FOREIGN TAXES	6,503	6,503		

Part 1- Line 25 - Charitable Gifts, Grants Paid

<u>Payee</u>	<u>Purpose</u>	<u>Amount</u>
211 Palm Beach Treasure Coast	General Support	5,000
Achilles S Florida	General Support	5,000
Adopt A Family	General Support	5,000
Agenda Foundation	General Support	25,000
Aids Action Committee of MA	General Support	5,000
Amer Heart Assoc	General Support	10,000
American Ireland Fund	General Support	60,000
American Red Cross	General Support	10,000
Autism Speaks	General Support	25,000
AVDA	General Support	520
Bascom Palmer Eye Inst	General Support	10,000
Best Buddies	General Support	50,000
BHCHP	General Support	5,000
Big Sister Assoc of Greater Boston	General Support	10,000
Blenheim Palace Assn	General Support	10,000
Boca Raton Regional Hosp	General Support	1,000
Boca Raton Regional Hosp Fdn	General Support	25,000
Boston Children's Hosp League	General Support	25,000
Boys & Girls Club of Boston	General Support	25,000
Boys and Girls Club of America	General Support	15,000
Boys and Girls Club of PBC	General Support	10,000
Breast Cancer Research Fund	General Support	10,000
Brigham & Women's Hosp	General Support	75,000
Camp Harbor View Fdn	General Support	35,000
Canvas Art Charities	General Support	10,000
Cape Cod Healthcare Fdn	General Support	5,000
Care FA Foundation	General Support	10,000
Catholic Charities	General Support	2,500
Center for Creative Educ	General Support	5,000
Children's Home Society of FL	General Support	15,000
Cohen Hillel Academy	General Support	1,000
Commonwealth Shakespeare Co	General Support	5,000
Cystic Fibrosis	General Support	5,000
Dana Farber Cancer Inst	General Support	100,000
Duke of Edinburgh Award	General Support	10,000
FAPE	General Support	5,000
First Tee of Palm Beach	General Support	2,000
Glades Academy Foundation	General Support	50,000
Harvard Medical School	General Support	5,000
HAS Haiti	General Support	5,000
Heritage Museum and Garden	General Support	2,500
Hope for Depression Research	General Support	10,000
Hospice Fund of Palm Beach	General Support	15,000
Inner City Scholarship Fund	General Support	40,000
Int'l Society of Palm Beach	General Support	5,000
Israel Tennis Centers Fund	General Support	5,000
Jewish Federation of S Florida	General Support	118
JFK Kennedy Library Fdn	General Support	15,000
La Salle Univ	General Support	15,000
LIFE	General Support	5,000
LifeChange Leadership Programs	General Support	5,000
Lord's Place	General Support	5,000
Mass General Hospital	General Support	67,739
Morse Life Foundation	General Support	5,500
MSCPA-Angell Hosp	General Support	2,500
New Hope Charities	General Support	5,000
Norton Museum of Art	General Support	10,000
Palm Beach Atl University	General Support	1,000
Palm Beach Centennial	General Support	25,000

Palm Beach Civic Assn	General Support	11,200
Palm Beach Country Club Fund	General Support	1,000
Palm Beach Crime Watch	General Support	2,500
Palm Beach Flappers	General Support	2,500
Palm Beach Foundation	General Support	50,000
Palm Beach Island Cats	General Support	2,000
Palm Beach Navy SEAL	General Support	25,000
Palm Beach Police Fdn	General Support	10,000
Palm Beach Zoo	General Support	520,010
Pancan	General Support	105
Par 3 Foundation	General Support	5,000
PEAR USA	General Support	5,000
Peggy Adams Rescue League	General Support	32,500
Penn State Dance Mara	General Support	1,000
Phila Convention and Visitors Bureau	General Support	100,000
Pinecrest School	General Support	425
PPSEAFI	General Support	5,000
Preservation Fund of Palm Beach	General Support	77,400
RFK Human Rights	General Support	5,000
Rockefeller Univ	General Support	2,500
Rodman Ride for Kids	General Support	5,000
Royal Poinciana Chapel	General Support	1,000
Ryan Lichtsang Bi Polar Fund	General Support	5,000
S Palm Beach Parkinsons Fdn	General Support	100
Sacred Heart School	General Support	10,000
Sail to Prevail	General Support	2,500
Scholar Athletes	General Support	10,000
Society of Four Arts	General Support	15,000
South Florida PBS	General Support	48,900
St Andrews School	General Support	100,000
St Judes Children Hosp	General Support	5,000
Susan G Komen Fdn	General Support	45,000
The Community Coalition	General Support	5,000
The Joey Fund	General Support	10,000
The Kennedy Center	General Support	35,000
The Lord's Place	General Support	2,500
The McPherson Foundation	General Support	500
Three Bays Preservation	General Support	750
UCC RFAB	General Support	1,000
Victim's Right Law Center	General Support	10,000
Women's Lunch Place	General Support	35,000
World Jewish Congress	General Support	10,000
WXEL Garnet Society	General Support	3,500

Grand Total

2,150,267

Kessler Family Foundation
US Form 990-PF
December 31, 2016

04-3213614

Part IV - Capital Gain/Loss for Tax on Investment Income

Description	Quantity	Proceeds	Cost Basis	Short Term	Long Term
		USD	USD	Realized Gain Loss	Realized Gain Loss
AMG TIMESSQUARE MID CAP GROWTH FUND CL Z Total	7,600	143,178	80,000	-	63,178
COLUMBIA ASIA PAX X-JPN-R5 Total	48,654	480,210	585,000	-	(104,790)
DEUTSCHE X-TRACKERS MSCI EUR Total	26,457	669,215	759,683	-	(90,467)
GOLDMAN SACHS STRAT INC-INST Total	85,151	820,007	899,929	-	(79,922)
INV BALANCED-RISK ALLOC-Y Total	70,304	741,008	900,000	-	(158,992)
JPM LARGE CAP GRWTH FD - CL I FUND 3118 Total	42,254	1,361,843	875,000	-	486,843
PIMCO LOW DURATION FD-INST Total	96,525	947,876	996,389	-	(48,513)
PIMCO UNCONSTRAINED BOND-INS Total	51,971	552,456	597,053	-	(44,597)
GENERAL ELECTRIC CO NON-TRADEABLE ASSET CORP					
ACTIONS CONTRA VAR RT 12/31/2049 DTD 12/03/2015	302,000	3,020	-	3,020	-
ACCENTURE PLC-CL A Total	132	15,552	10,753	-	4,799
BB&T CORP Total	529	17,798	19,581	-	(1,783)
BOEING CO/THE Total	984	106,297	127,454	(21,156)	-
CARDINAL HEALTH INC Total	1,725	135,647	150,717	(15,071)	-
COLGATE-PALMOLIVE CO Total	753	53,945	40,250	-	13,695
CVS HEALTH CORP Total	1,729	136,168	178,288	(42,120)	-
GENERAL MILLS INC Total	2,905	179,708	110,268	-	69,439
HOME DEPOT INC Total	177	23,741	14,304	-	9,437
ILLINOIS TOOL WORKS Total	324	38,772	18,116	-	20,656
JOHNSON & JOHNSON Total	184	21,566	12,303	-	9,263
MCDONALD'S CORP Total	256	31,616	27,690	748	3,178
MICROSOFT CORP Total	259	14,914	13,451	1,464	-
NEXTERA ENERGY INC Total	405	48,880	21,867	-	27,013
PEPSICO INC Total	412	43,087	28,585	-	14,501
PFIZER INC Total	4,030	120,855	142,763	(21,908)	-
QUALCOMM INC Total	336	22,525	17,911	4,614	-
US BANCORP Total	3,021	126,130	136,371	(10,241)	-
WELLS FARGO & CO Total	3,249	148,438	152,947	(4,509)	-
BALL CORP Total	82	6,587	5,854	733	-
BAYER AG-SPONSORED ADR Total	160	16,133	15,278	-	855
BCE INC Total	160	6,843	6,976	-	(133)
BRITISH AMERICAN TOB-SP ADR Total	25	3,144	2,600	-	544
DEUTSCHE POST AG-SPON ADR Total	525	15,014	15,180	(359)	193
DEUTSCHE TELEKOM AG-SPON ADR Total	1,610	25,254	21,538	-	3,716
HONDA MOTOR CO LTD-SPONS ADR Total	375	10,080	12,492	-	(2,412)
IMPERIAL BRANDS PLC-SPON ADR Total	575	32,510	21,065	-	11,445
JAPAN TOBACCO INC-UNSPON ADR Total	560	11,519	8,954	-	2,566
MANULIFE FINANCIAL CORP ISIN CA56501R1064 SEDOL					
6177997 Total	755	9,797	11,364	-	(1,567)
MTN GROUP LTD-SPONS ADR Total	1,795	15,425	35,865	-	(20,440)
NESTLE SA-SPONS ADR Total	75	5,358	5,232	-	126
NIPPON TELEGRAPH & TELE-ADR Total	270	11,520	7,140	-	4,380
ORKLA ASA-SPON ADR Total	955	7,066	7,763	-	(697)
REXAM PLC-SPONSORED ADR Total	395	17,152	19,508	-	(2,356)
RIOCAN REAL ESTATE INVST TR Total	625	13,921	14,536	-	(615)
SANOFI-ADR Total	135	5,411	6,276	-	(865)
SINGAPORE TELECOMMUNICAT-ADR Total	225	5,958	6,518	-	(560)
SSE PLC-SPN ADR Total	700	13,873	17,275	-	(3,402)
STATOIL ASA-SPON ADR Total	130	2,079	3,289	-	(1,211)
UNILEVER N V -NY SHARES Total	340	14,679	13,309	-	1,371
VODAFONE GROUP PLC-SP ADR Total	115	3,464	5,755	-	(2,291)
ZURICH INSURANCE GROUP-ADR Total	205	4,363	5,626	-	(1,263)
Total Sales				\$ (104,785)	\$ 180,320
Gain Distributions					\$ 285,136
Grand Total		\$ 7,261,601	\$ 7,186,066	\$ (104,785)	\$ 465,456

Part II - Balance Sheets

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>FMV</u>
BEGINNING OF YEAR			
<u>Line 10a- US Govt Obligations</u>			
ISHARES BARCLAYS TIPS BOND FUND	11,030	1,112,905	1,209,770
		<u>1,112,905</u>	<u>1,209,770</u>
<u>Line 10b- Corporate Stock Investments</u>			
SPDR S&P 500 ETF TRUST	11,600	2,263,246	2,364,892
DODGE & COX INTL STOCK FD	52,381	1,830,000	1,910,844
ISHARES CORE S&P MIDCAP ETF	11,013	847,058	1,534,331
BBH CORE SELECT FD-N	33,992	575,000	693,440
DEUTSCHE X-TRACKERS MSCI EUR	26,457	759,683	683,913
ISHARES RUSSELL MIDCAP INDEX FUND	3,648	290,094	584,337
MATTHEWS PACIFIC TIGER-INST	23,747	425,000	558,530
COLUMBIA ASIA PAX X-JPN-R5	48,654	585,000	470,479
BROWN ADV JAPAN ALPHA OPP-IS	30,372	400,000	330,448
HOME DEPOT INC	1,500	120,970	198,375
MICROSOFT CORP	3,270	136,712	181,420
COLGATE-PALMOLIVE CO	2,714	117,011	180,807
PEPSICO INC	1,774	116,817	177,258
JOHNSON & JOHNSON	1,658	102,467	170,310
ILLINOIS TOOL WORKS	1,822	96,789	168,863
GENERAL MILLS INC	2,905	110,268	167,502
MCDONALD'S CORP	1,416	111,101	167,286
PHILLIPS 66	2,043	155,761	167,117
ACCENTURE PLC-CL A	1,499	119,758	156,646
TARGET CORP	2,043	127,885	148,342
PNC FINANCIAL SERVICES GROUP	1,556	130,702	148,302
BB&T CORP	3,883	139,023	146,816
AUTOMATIC DATA PROCESSING	1,716	78,042	145,380
BOEING CO/THE	984	127,454	142,277
NEXTERA ENERGY INC	1,323	70,141	137,446
PFIZER INC	4,030	142,763	130,088
CISCO SYSTEMS INC	4,782	139,578	129,855
US BANCORP	3,021	136,371	128,906
EXXON MOBIL CORP	1,637	135,690	127,604
QUALCOMM INC	2,503	122,040	125,112
CARDINAL HEALTH INC	1,371	122,677	122,389
IMPERIAL TOBACCO GR-SPON ADR	630	46,879	66,623
DEUTSCHE TELEKOM AG-SPON ADR	3,445	47,533	61,597
NOVARTIS AG-SPONSORED ADR	690	47,575	59,368
UNILEVER N V -NY SHARES	1,260	49,600	54,583
JAPAN TOBACCO INC-UNSPON ADR	2,820	47,613	52,382
NESTLE SA-SPONS ADR	675	47,109	50,234
BRITISH AMERICAN TOB-SP ADR	410	43,055	45,285
NIPPON TELEGRAPH & TELE-ADR	1,115	29,466	44,310
SSE PLC-SPN ADR	1,860	46,668	41,599
UBS GROUP AG-REG	2,080	37,590	40,290
ROCHE HOLDINGS LTD-SPONS ADR	1,130	31,451	38,951
BNP PARIBAS-ADR	1,370	49,686	38,716
MUENCHENER RUECK-UNSPON ADR	1,895	34,565	37,872
MICHELIN (CGDE)-UNSPON ADR	1,980	40,335	37,749
HONDA MOTOR CO LTD-SPONS ADR	1,180	39,655	37,677
MANULIFE FINANCIAL CORP ISIN CA56501R1064 SEDOL 6177997	2,320	36,944	34,754
SIEMENS AG-SPONS ADR	360	37,951	34,623
ORKLA ASA-SPON ADR	4,390	35,977	34,396
BAYER AG-SPONSORED ADR	275	29,455	34,330
GLAXOSMITHKLINE PLC-SPON ADR	840	38,241	33,894
HSBC HOLDINGS PLC-SPONS ADR	790	44,183	31,181
ALLIANZ SE-SPON ADR	1,760	31,074	31,011
SINGAPORE TELECOMMUNICAT-ADR	1,200	34,572	30,900
SANOFI-ADR	700	32,591	29,855

TOTAL SA-SPON ADR	660	34,407	29,667
ABB LTD-SPON ADR	1,580	31,695	28,013
BCE INC	715	31,176	27,613
VODAFONE GROUP PLC-SP ADR	840	41,096	27,098
BAE SYSTEMS PLC -SPON ADR	810	17,526	23,859
ZURICH INSURANCE GROUP-ADR	835	22,822	21,397
UNITED OVERSEAS BANK-SP ADR	700	22,497	19,285
ASTRAZENECA PLC-SPONS ADR	560	13,435	19,012
REXAM PLC-SPONSORED ADR	395	19,508	17,664
CNOOC LTD-SPON ADR	165	32,674	17,223
BOC HONG KONG HLDS-SPONS ADR	270	17,511	16,394
SMITHS GROUP PLC- SPON ADR	1,140	22,492	15,664
MTN GROUP LTD-SPONS ADR	1,795	35,865	15,204
DEUTSCHE POST AG-SPON ADR	525	15,180	14,585
ENGIE	630	14,296	11,088
TELEKOMUNIK INDONESIA-SP ADR	245	10,620	10,878
RIOCAN REAL ESTATE INVST TR	625	14,536	10,819
STATOIL ASA-SPON ADR	760	17,154	10,610
ROYAL DUTCH SHELL-SPON ADR-B	220	14,743	10,129
BHP BILLITON LTD-SPON ADR	325	22,375	8,372
VANGUARD FTSE EMERGING MARKE	21,441	923,980	701,335
JPM LARGE CAP GRWTH FD - SEL FUND 3118	42,254	875,000	1,504,238
JPM SM CAP GRWTH FD - INSTL FUND 3907	20,285	160,000	267,756
AMG TIMESSQUARE MD CP GR-I	7,600	80,000	131,703
CHARLES SCHWAB CORP 7% FEB 28 2049 DTD 01/26/2012	225,000	248,150	258,734
		<u>14,333,599</u>	<u>16,719,833</u>

Line 13- Other Investments

JPM US REAL ESTATE INCOME AND GROWTH FINANCE CORP (CAYM	2,025,713	1,507,501	1,950,445
BLACKSTONE COMMERCIAL REAL ESTATE DEBT CLASS A (OFFSHO	1,500,000	1,148,952	126,963
INV BALANCED-RISK ALLOC-Y	70,304	900,000	729,056
GOLDMAN SACHS STRAT INC-INST	85,151	900,000	819,155
PIMCO UNCONSTRAINED BOND-P	51,971	599,764	535,825
JPM HIGH YIELD FD - SEL FUND 3580 7 64%	258,012	1,995,649	1,764,804
JPM STRAT INC OPP FD - SEL FUND 3844 4 89%	89,735	1,075,000	995,160
HARBOR HIGH YIELD BOND-INST	37,559	400,000	352,676
SUNTRUST BANKS INC VAR RT 12/29/2049 DTD 11/07/2014	170,000	174,223	173,400
GOLDMAN SACHS GROUP INC VAR RT 12/29/2049 DTD 04/28/2014	170,000	175,658	169,682
CITIGROUP INC VAR RT PERPETUAL MATURITY DTD 10/29/2014	170,000	173,445	167,459
MORGAN STANLEY VAR RT 12/29/2049 DTD 04/29/2014	170,000	171,983	166,070
BANK OF AMERICA CORP VAR RT 10/23/2049 DTD 10/23/2014	150,000	157,394	159,375
CITIGROUP INC VAR RT 12/29/2049 DTD 04/30/2014	150,000	152,239	145,970
DOUBLELINE TOTL RET BND-I	171,908	1,910,000	1,853,167
PIMCO TOTAL RETURN FD-INST	171,034	1,775,419	1,722,315
JPM SHORT DURATION BD FD - SEL FUND 3133 0 84%	98,623	1,066,006	1,066,110
PIMCO LOW DURATION FD-INST	96,525	1,000,000	951,737
VANGUARD INTM TRM INV G-ADM	41,885	390,790	403,774
GENERAL ELECTRIC CO VAR RT 12/31/2049 DTD 12/03/2015	302,000	268,427	305,271
SOUTHERN CAL EDISON 6 1/4% DEC 31 2049 DTD 01/17/2012	250,000	257,465	275,438
PNC FINANCIAL SERVICES 6 3/4% DEC 31 2049 DTD 07/27/2011	230,000	245,813	244,203
WACHOVIA CAPITAL TRUST III VAR RATE MAR 31 2049 DTD 2/1/2006	250,000	229,375	242,083
ACCRUED INCOME			53,949
		<u>16,675,103</u>	<u>15,374,085</u>

Part II - Balance Sheets

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>FMV</u>
END OF YEAR			
<u>Line 10a- US Govt Obligations</u>			
ISHARES BARCLAYS TIPS BOND FUND	11,030	1,112,905	1,248,265
<u>Line 10b- Corporate Stock Investments</u>			
ABB LTD-SPON ADR	2,040	41,584	42,983
ABBOTT LABORATORIES	4,122	164,110	158,326
ACCENTURE PLC-CL A	1,367	109,005	160,117
ALLIANZ SE-SPON ADR	2,485	43,128	40,953
AMGEN INC	1,052	149,110	153,813
ASTRAZENECA PLC-SPONS ADR	560	13,435	15,299
AUTOMATIC DATA PROCESSING	1,716	78,042	176,370
BAE SYSTEMS PLC -SPON ADR	810	17,526	23,514
BAYER AG-SPONSORED ADR	115	14,177	11,992
BB&T CORP	3,354	119,442	157,705
BBH CORE SELECT FD-N	33,992	575,000	691,061
BCE INC	755	33,784	32,646
BHP BILLITON LTD-SPON ADR	325	22,375	11,629
BNP PARIBAS-ADR	1,370	49,686	43,635
BOC HONG KONG HLDS-SPONS ADR	505	33,624	36,130
BRITISH AMERICAN TOB-SP ADR	385	40,454	43,378
BROWN ADV JAPAN ALPHA OPP-IS	57,474	665,000	556,351
CHARLES SCHWAB CORP 7% FEB 28 2049 DTD 01/26/2012	225,000	248,150	256,856
CISCO SYSTEMS INC	5,290	152,237	159,864
CNOOC LTD-SPON ADR	165	32,674	20,453
COLGATE-PALMOLIVE CO	2,160	91,353	141,350
DEUTSCHE TELEKOM AG-SPON ADR	1,835	25,995	31,379
DIAGEO PLC-SPONSORED ADR	255	26,715	26,505
DODGE & COX INTL STOCK FD	52,381	1,830,000	1,995,701
ENGIE	1,425	26,717	18,155
EXXON MOBIL CORP	1,637	135,690	147,756
GLAXOSMITHKLINE PLC-SPON ADR	840	38,241	32,348
HOME DEPOT INC	1,323	106,666	177,388
HONDA MOTOR CO LTD-SPONS ADR	805	27,164	23,498
HSBC HOLDINGS PLC-SPONS ADR	1,025	53,485	41,185
ILLINOIS TOOL WORKS	1,498	78,672	183,445
IMPERIAL BRANDS PLC-SPON ADR	595	25,813	25,912
ING GROEP N V -SPONSORED ADR	2,305	33,304	32,501
ISHARES CORE S&P MIDCAP ETF	11,013	847,058	1,820,889
ISHARES RUSSELL MIDCAP INDEX FUND	3,648	290,094	652,481
JAPAN TOBACCO INC-UNSPON ADR	2,260	38,659	36,917
JOHNSON & JOHNSON	1,474	90,164	169,820
JPM GLBL RES ENH INDEX FD - CL I FUND 3457	30,536	575,000	571,641
JPM SM CAP GRWTH FD - L FUND 3907	20,285	160,000	280,332
MANULIFE FINANCIAL CORP ISIN CA56501R1064 SEDOL 6177997	1,940	31,972	34,571
MATTHEWS PACIFIC TIGER-INST	23,747	425,000	543,807
MCDONALD'S CORP	1,298	99,706	157,993
MICHELIN (CGDE)-UNSPON ADR	2,115	43,200	46,974
MICROSOFT CORP	3,697	158,164	229,732
MMC NORILSK NICKEL PJSC SPONSORED ADR	1,305	21,677	22,081
MONDELEZ INTERNATIONAL INC-A	3,368	147,489	149,303
MUENCHENER RUECK-UNSPON ADR	1,895	34,565	35,683
NATIXIS LOOMIS SAY GROWTH-Y	51,610	625,000	618,807
NESTLE SA-SPONS ADR	600	41,877	43,044
NEXTERA ENERGY INC	918	48,274	109,664
NIPPON TELEGRAPH & TELE-ADR	845	22,325	35,549
NORTHROP GRUMMAN CORP	522	111,856	121,407
NOVARTIS AG-SPONSORED ADR	690	47,575	50,260
ORKLA ASA-SPON ADR	3,435	28,214	30,984
PEPSICO INC	1,362	88,232	142,506

PHILLIPS 66	2,043	155,761	176,536
PNC FINANCIAL SERVICES GROUP	1,679	141,908	196,376
PROSIEBEN SAT 1-UNSP ADR	3,180	34,660	30,496
QUALCOMM INC	2,500	121,892	163,000
ROCHE HOLDINGS LTD-SPONS ADR	1,870	54,310	53,351
ROYAL DUTCH SHELL-SPON ADR-B	220	14,743	12,753
SANOFI-ADR	565	26,315	22,849
SHERWIN-WILLIAMS CO/THE	610	166,974	163,931
SIEMENS AG-SPONS ADR	360	37,951	44,071
SINGAPORE TELECOMMUNICAT-ADR	975	28,054	24,317
SMITHS GROUP PLC- SPON ADR	1,140	22,492	20,258
SONIC HEALTHCARE-UNSP ADR	2,080	26,105	31,949
SPDR S&P 500 ETF TRUST	20,302	4,227,505	4,538,106
SSE PLC-SPN ADR	1,160	29,393	22,063
STATOIL ASA-SPON ADR	630	13,864	11,491
TARGET CORP	2,145	135,636	154,933
TELEFONICA BRASIL-ADR	2,350	33,660	31,443
TELEKOMUNIK INDONESIA-SP ADR	490	10,620	14,288
TOTAL SA-SPON ADR	905	46,462	46,128
UBS GROUP AG-REG	2,080	37,590	32,594
UNILEVER N V -NY SHARES	920	36,291	37,775
UNITED OVERSEAS BANK-SP ADR	1,045	32,164	29,406
UNITEDHEALTH GROUP INC	1,249	157,712	199,890
US DOLLAR	41,060	41,060	41,060
VANGUARD FTSE EMERGING MARKE	21,441	923,980	767,159
VERMILION ENERGY INC	935	32,357	39,429
VODAFONE GROUP PLC-SP ADR	725	35,340	17,712
ZURICH INSURANCE GROUP-ADR	1,380	36,838	38,047

15,740,098	18,536,050
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Line 13- Other Investments

BANK OF AMERICA CORP VAR RT 10/23/2049 DTD 10/23/2014	150,000	157,394	162,206
CITIGROUP INC VAR RT 12/31/2049 DTD 04/30/2014	150,000	152,239	148,586
CITIGROUP INC VAR RT PERPETUAL MATURITY DTD 10/29/2014	170,000	173,445	176,868
DOUBLELINE TOTL RET BND-I	171,908	1,910,000	1,825,661
GENERAL ELECTRIC CO 5 000% 12/29/2049 DTD 01/20/2016	302,000	268,427	313,346
GOLDMAN SACHS GROUP INC VAR RT 12/29/2049 DTD 04/28/2014	170,000	175,658	174,634
HARBOR HIGH YIELD BOND-INST	37,559	400,000	375,587
ISHARES JP MORGAN EM BOND FUND JPMORGAN USD	5,098	560,996	561,902
JPM HIGH YIELD FD - CL I FUND 3580 5 44%	258,012	1,995,649	1,896,390
JPM SHORT DURATION BD FD - CL I FUND 3133 1 17%	98,623	1,066,006	1,066,110
JPM STRAT INC OPP FD - CL I FUND 3844 3 90%	100,465	1,200,000	1,164,384
MORGAN STANLEY VAR RT 12/29/2049 DTD 04/29/2014	170,000	171,983	168,300
PIMCO TOTAL RETURN FD-INST	171,034	1,775,419	1,715,474
PNC FINANCIAL SERVICES 6 3/4% DEC 31 2049 DTD 07/27/2011	230,000	245,813	248,430
SOUTHERN CAL EDISON 6 1/4% DEC 31 2049 DTD 01/17/2012	250,000	257,465	277,188
SUNTRUST BANKS INC VAR RT 12/29/2049 DTD 11/07/2014	170,000	174,223	174,170
VANGUARD INTM TRM INV G-ADM	41,885	390,790	403,774
VANGUARD TOTAL BOND MARKET INDEX FUND-ADM	61,379	650,000	653,683
WACHOVIA CAPITAL TRUST III VAR RATE MAR 31 2049 DTD 2/1/2006	250,000	229,375	245,190
BLACKSTONE COMMERCIAL REAL ESTATE DEBT CLASS A (OFFSHO)	1,500,000	1,148,952	67,262
JPM US REAL ESTATE INCOME AND GROWTH FINANCE CORP (CAYM	1,990,495	1,507,500	1,954,550
ACCRUED INCOME			55,224

14,611,335	13,828,917
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