Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

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

A Employer identification number: 26-6112299

Number and street (or P O box number if mail is not delivered to street address): C/O FIDUCIARY TR CO - 280 PARK AVE

Room/suite:

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

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10017

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) ▶ $ 38,598,365.

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))*

	Line	Description	(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)				
	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	815,214.	785,203.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	360,604.			
	b	Gross sales price for all assets on line 6a 9,936,473.				
	7	Capital gain net income (from Part IV, line 2)		360,604.		
	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)	125,499.			STMT 5
	12	**Total** Add lines 1 through 11	1,301,317.	1,145,807.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	235,936.	188,749.		47,187.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 6	3,888.	3,110.	NONE	778.
	b	Accounting fees (attach schedule) STMT 7	5,500.	NONE	NONE	5,500.
	c	Other professional fees (attach schedule) STMT 8	13,906.			13,906.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 9	55,806.	10,806.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	113.	57.	NONE	57.
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 10	1,160.	260.		900.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	316,309.	202,982.	NONE	68,328.
	25	Contributions, gifts, grants paid	1,625,000.			1,625,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,941,309.	202,982.	NONE	1,693,328.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-639,992.			
	b	**Net investment income** (if negative, enter -0-)		942,825.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2,780,104.	1,494,420.	1,494,420.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule) STMT 11		1,908,058.	1,847,469.
	b	Investments - corporate stock (attach schedule) STMT 12	21,691,370.	22,149,215.	29,390,325.
	c	Investments - corporate bonds (attach schedule) STMT 15	7,432,050.	5,781,340.	5,775,856.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 18	435,554.	444,554.	90,295.
	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)	32,339,078.	31,777,587.	38,598,365.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	32,339,078.	31,777,587.	
	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)	32,339,078.	31,777,587.	
	31	Total liabilities and net assets/fund balances (see instructions)	32,339,078.	31,777,587.	

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	32,339,078.
2	Enter amount from Part I, line 27a	2	-639,992.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 19	3	128,531.
4	Add lines 1, 2, and 3	4	31,827,617.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 20	5	50,030.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,777,587.

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)
1 a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	9,936,473.		9,575,519.	360,954.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				360,954.
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** 360,604.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . **3**

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	552,005.	38,405,340.	0.014373
2014	509,756.	15,961,497.	0.031937
2013	1,037.	229,360.	0.004521
2012	483.	207,088.	0.002332
2011	2,394.	205,202.	0.011667

2	**Total** of line 1, column (d)	2	0.064830
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	0.012966
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	38,111,182.
5	Multiply line 4 by line 3	5	494,150.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,428.
7	Add lines 5 and 6	7	503,578.
8	Enter qualifying distributions from Part XII, line 4	8	1,693,328.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	9,428.
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	NONE
3	Add lines 1 and 2	3	9,428.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	9,428.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 19,500.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 10,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	29,500.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	20,072.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 20,072. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

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

Located at ▶ 280 PARK AVENUE, 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 ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	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 [X]

(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 [X]

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes [ ] No [X]

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) Yes [ ] No [X]

(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 [X]

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes [ ] No [ ]

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes [ ] No [X]

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes [ ] No [X]

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIDUCIARY TRUST CO INTL 280 PARK AVENUE, NEW YORK, NY 10017	TRUSTEE 2	235,936.	-0-	-0-
STUART GOODE P.O. BOX 1095, BRIDGEHAMPTON, NY 11932	TRUSTEE 1	-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation s four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	37,048,395.
b	Average of monthly cash balances	1b	1,643,160.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	38,691,555.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	38,691,555.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	580,373.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	38,111,182.
6	**Minimum investment return.** Enter 5% of line 5	6	1,905,559.

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	1,905,559.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	9,428.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,428.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,896,131.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,896,131.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,896,131.

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	1,693,328.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,693,328.
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	9,428.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,683,900.

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				1,896,131.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,622,971.	
b Total for prior years 20 14 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 ... NONE				
b From 2012 ... NONE				
c From 2013 ... NONE				
d From 2014 ... NONE				
e From 2015 ... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 1,693,328.				
a Applied to 2015, but not more than line 2a			1,622,971.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				70,357.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 (*If an amount appears in column (d), the same amount must be shown in column (a)*)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 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				1,825,774.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012 ... NONE				
b Excess from 2013 ... NONE				
c Excess from 2014 ... NONE				
d Excess from 2015 ... NONE				
e Excess from 2016 ... NONE				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MANHATTAN SCHOOL OF MUSIC 120 CLAREMONT AVE NEW YORK NY 10027	NONE	EXEMPT	EXEMPT PURPOSE OF ORGANIZATION	225,000.
HOBART & WILLIAM SMITH COLLEGES COXE HALL 337 PULTENEY ST GENEVA NY 14456	NONE	EXMEPT	EXEMPT PURPOSE OF ORGANIZATION	500,000.
MEMORIAL SLOANE KETTERING CANCER CANTER 885 SECOND AVENUE, 8TH FL NEW YORK NY 10017	NONE	EXEMPT	EXEMPT PURPOSE OF ORGANIZATION	250,000.
WEILL CORNELL MEDICAL COLLEGE 1300 YORK AVENUE, BOX 314 NEW YORK NY 10065	NONE	EXEMPT	EXEMPT PURPOSE OF ORGANIZATION	250,000.
NEW YORK SERVICE FOR HANDICAPPED 1140 BROADWAY, SUITE 903 NEW YORK NY 10001	NONE	EXEMPT	EXEMPT PURPOSE OF ORGANIZATION	25,000.
CPC FOUNDATION (CHILDREN PSYCHIATRIC CEN 10 INDUSTRIAL WAY EAST EATONTOWN NJ 07724	NONE	EXEMPT	EXEMPT PURPOSE OF ORGANIZATION	25,000.
LUNCH BREAK 121 DRS. JAMES PARKER BLVD RED BANK NJ 07701	NONE	EXEMPT	EXEMPT PURPOSE OF ORGANIZATION	25,000.
TEMPLE BETH MIRIAM 180 LINCOLN AVENUE ELBERON NJ 07740	NONE	EXEMPT	EXEMPT PURPOSE OF ORGANIZATION	25,000.
RIVERDALE COUNTRY DAY SCHOOL 5250 FIELDSTON ROAD BRONX NY 10471	NONE	EXEMPT	EXEMPT PURPOSE OF ORGANIZATION	250,000.
LAFAYETTE COLLEGE 730 HIGH STREET EASTON PA 18042	NONE	EXEMPT	EXEMPT PURPOSE OF ORGANIZATION	50,000.
Total . . . . ▶ **3a**				1,625,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	815,214.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	360,604.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OTHER INCOME			14	125,499.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,301,317.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 1,301,317.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Craig S. Richards | 11/15/2017 | Manage Director

Signature of officer or trustee | Date | Title

FIDUCIARY TRUST CO INTL

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

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

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC SR BOND DTD 6/10/2013 3.625% 6	2,719.	2,576.
ABBOTT LABS	17,784.	17,784.
ABBVIE INC	13,623.	13,623.
AETNA INC SR BOND CALL DTD 6/9/2016 3.2%	1,323.	1,323.
AMERICAN EXPRESS CO	1,160.	1,160.
AMERICAN EXPRESS CREDIT CORP CALL DTD 5/	2,036.	2,036.
AMERICAN TOWER REIT INC	6,510.	6,510.
ANADARKO PETE CORP.	885.	885.
APPLE COMPUTER INC NPV	19,122.	19,122.
APPLIED MATERIALS INC DTD 6/8/2011 4.3%	2,967.	1,834.
AUTONATION INC SR BD CALL DTD 9/21/2015	3,700.	3,700.
BANK OF AMERICA CORP SUB BD DTD 10/22/20	106.	106.
BANK OF AMERICA CORP DTD 3/3/2016 4.45%	2,114.	2,114.
BANK OF MONTREAL SR NT CALL DTD 4/9/2013	1,414.	1,414.
BERKSHIRE HATHAWAY INC SR NT DTD 2/11/20	639.	592.
BLACKROCK INC	18,091.	18,091.
BOEING CO SR NT DTD 3/13/2009 6% 3/15/20	4,688.	2,513.
BOSTON PROPERTIES LP CALL DTD 6/27/2013	1,511.	1,221.
BRISTOL MYERS SQUIBB CO.	17,708.	17,708.
CVS CORP	8,033.	8,033.
CABOT OIL & GAS CORP CL A	570.	570.
CAPITAL ONE NA/MCLEAN VA SR NT CALL DTD	2,099.	2,099.
CELGENE CORP SR BOND CALL DTD 8/12/2015	594.	571.
CHEVRONTEXACO CORP	26,319.	26,319.
CHUBB CORP.	2,280.	2,280.
CHUBB CORP JR SUB NT CALL VAR DTD 3/29/2	25,500.	25,500.
CISCO SYS INC SR NT DTD 11/17/2009 4.45%	4,450.	4,450.
CITIGROUP INC SUB BD DTD 9/29/2015 4.45%	1,770.	1,770.
CITIGROUP INC SUB NT DTD 3/9/2016 4.6% 3	2,185.	2,185.
COCA COLA FEMSA SAB DE CV SR NT DTD 11/2	1,895.	1,557.
COMCAST CORP NEW CL A	9,971.	9,971.
DANAHER CORP.	1,113.	1,113.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DELPHI CORP SR BD CALL DTD 3/3/2014 4.15	2,034.	1,830.
DISNEY WALT CO	71.	71.
DOW CHEM CO	16,100.	16,100.
DU PONT E I DE NEMOURS & CO SR NT DTD 11	11,563.	11,563.
ECOLAB INC.	1,470.	1,470.
FORTIVE CORP	175.	175.
FRANKLIN CUSTODIAN FDS US GOVT ADV CL	45,979.	45,979.
FGT FRANKLIN INTERNATIONAL GROWTH FUND	6,386.	6,386.
FRANKLIN INTL SMALL COS GROWTH FD	47,958.	47,958.
FRANKLIN STRATEGIC MORTGAGE PORTFOLIO DT	4,570.	4,570.
FRANKLIN VALUE FUND CL ADV	5,791.	5,791.
GENERAL ELECTRIC CO SR NT DTD 9/16/2010	4,375.	4,375.
GILEAD SCIENCES INC	6,701.	6,701.
GILEAD SCIENCES INC SR NT DTD 9/14/2015	2,349.	2,349.
GOVT NATL MORTGAGE ASSN 2010-23 AP DTD 2	13,500.	13,500.
THE HOME DEPOT INC SR NT CALL DTD 9/10/2	1,247.	1,022.
HONEYWELL INTL INC	7,638.	7,638.
ISHARES IBOXX $ HIGH YIELD CORP BOND ETF	14,637.	14,637.
ISHARES CMBS ETF	4,365.	4,365.
ISHARES CURRENCY HEDGED MSCI JAPAN ETF	9,970.	9,970.
J P MORGAN CHASE & CO	16,560.	16,560.
J P MORGAN CHASE & CO NT DTD 4/23/2009 6	4,725.	1,871.
JP MORGAN CHASE & CO SUB BD DTD 9/25/201	3,457.	3,457.
JUNIPER NETWORKS INC SR BD DTD 3/4/2014	2,284.	2,273.
KINDER MORGAN ENER PART SR NT DTD 5/19/2	4,825.	4,825.
LAM RESH CORP	7,290.	7,290.
LOWES COS INC	12,810.	12,810.
MARRIOTT INTL INC SR BD CALL SER R DTD 6	642.	642.
MAXIM INTEGRATED PRODS INC	11,340.	11,340.
MCKESSON HBOC INC	3,290.	3,290.
MEAD JOHNSON NUTRITION COMPANY	1,650.	1,650.
MERCK & CO INC	6,440.	6,440.
METLIFE INC SR BD DTD 8/6/2010 4.75% 2/8	3,563.	2,236.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MICROSOFT CORP	14,569.	14,569.
MICROSOFT CORP DTD 5/18/2009 4.2% 6/1/20	2,193.	2,193.
MORGAN STANLEY SUBORDINATED BOND SER MTN	3,263.	3,245.
NASSAU CNTY NY INTERIM FIN AUTH REV REF	11,250.	
NESTLE S A SPONSORED ADR REPSTG REG SH	20,008.	20,008.
NEW YORK NEW YORK GO DTD 10/15/2009 4.66	11,673.	11,673.
NY CITY NY TRANS FIN AUTH REV REF ETM SE	2,500.	
N Y CITY NY TRANSITION FIN AUTH REV REF	1,250.	
NY ST LOC GOVT ASSISTANCE CORP REV REF S	5,000.	
NEWMONT MINING CORP SR NT DTD 9/18/2009	4,442.	4,442.
NEXTERA ENERGY INC	8,439.	8,439.
NIKE INC. CL B	6,021.	6,021.
NOVO-NORDISK A S ADR	10,234.	10,234.
PEPSICO INC	16,151.	16,151.
PFIZER INC. R	7,365.	7,365.
PHARMACIA CORP DEB DTD 12/9/1998 6.5% 12	4,875.	1,427.
PROCTER & GAMBLE CO	13,223.	13,223.
PROLOGIS LP SR NT CALL DTD 8/15/2013 4.2	1,764.	1,150.
REINSURANCE GROUP AMER INC DTD 9/24/2013	2,186.	1,761.
ROYAL DUTCH SHELL PLC SPONSORED	3,760.	3,760.
SCHLUMBERGER LTD	12,375.	12,375.
SCHWAB CHARLES CORP. NEW	280.	280.
SOUTHERN CO SR NT CALL DTD 6/12/2015 2.7	516.	516.
STARBUCKS CORP	5,143.	5,143.
SUNOCO LOGISTICS PARTNR OPER LP SR BD CA	5,563.	5,563.
INTERNATIONAL EQUITY SERIES CL P	14,453.	14,453.
THERMO ELECTRON CORP	3,060.	3,060.
TRANS-CANADA PIPELINES SR NOTE DTD 1/27/	1,820.	1,820.
US BANCORP DEL COM NEW	10,048.	10,048.
UNION PAC CORP.	10,390.	10,390.
US BACORP SR NT CALL DTD 7/23/2012 2.95%	2,102.	2,102.
UNITED STATES TREASURY NOTE DTD 8/31/201	761.	761.
UNITED STATES TREAS NOTE INFLATION INDEX	64.	3,374.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED STATES TREASURY NOTE DTD 3/31/201	2,081.	2,081.
UNITED STATES TREASURY NOTE DTD 10/31/20	815.	815.
UNITED STATES TREASURY NOTE DTD 11/15/20	1,712.	1,704.
UNITED STATES TREASURY NOTE DTD 2/15/201	1,977.	1,977.
UNITED STATES TREASURY NOTE DTD 5/15/201	1,668.	1,630.
UNITED TECHNOLOGIES CORP.	10,192.	10,192.
V F CORP.	9,180.	9,180.
VERIZON COMMUNICATIONS	12,648.	12,648.
VISA INC CL A	3,510.	3,510.
WAL MART STORES INC SR NT DTD 1/23/2009	3,495.	3,495.
WALGREENS BOOTS ALLIANCE INC SR NT CALL	2,850.	2,850.
WELLS FARGO & CO NEW	19,884.	19,884.
WELLS FARGO & CO SR SUB NT SER M DTD 2/1	2,588.	2,588.
FTCI MONEY MARKET FUND	306.	306.
PERRIGO CO PLC	441.	441.
ACE LTD	4,070.	4,070.
CHUBB LTD	17,388.	17,388.
STIP 4: US TREASURY & AGENCY	390.	390.
BROADCOM LTD	12,294.	12,294.
ACCRUED MARKET DISCOUNT	350.	350.
TOTAL	815,214.	785,203.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
INCOME RECEIVED FROM PANCO STATEGIC REAL	125,499.
TOTALS	125,499.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	3,888.	3,110.		778.
TOTALS	3,888.	3,110.	NONE	778.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	5,500.			5,500.
TOTALS	5,500.	NONE	NONE	5,500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PHILANTHROPIC ADVISORY SERVICE	13,906.	13,906.
TOTALS	13,906.	13,906.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	10,806.	10,806.
FEDERAL EXCISE TAX	45,000.	
TOTALS	55,806.	10,806.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FEES	260.	260.	
ADVERTISING FEE	150.		150.
NYS FILING FEE	750.		750.
TOTALS	1,160.	260.	900.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US TREASURY NOTE DTD 1.125% AA	124,390.	120,794.
US TREAS NOTE INFLATION INDEXD	236,506.	230,958.
US TREASURY NOTE DTD 1.625% AA	224,563.	214,947.
US TREASURY NOTE DTD 5/15/2016	101,268.	93,121.
US TREASURY NOTE DTD 8/15/2016	655,205.	606,064.
US TREASURY NOTE DTD 11/15/201	263,334.	264,200.
GOVT NATL MORTGAGE ASSN	302,792.	317,385.
TOTALS	1,908,058.	1,847,469.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABBOTT LABORATORIES	538,727.	537,739.
ABBVIE INC	382,174.	374,154.
ALIBABA GROUP HOLDING LTD		
ALLERGAN PLC		
ACE LTD		
ALPHABET INC CL A	171,766.	515,092.
ALPHABET INC CL C	173,388.	504,769.
AMAZON COM INC	147,726.	599,895.
AMERICAN EXPRESS CO		
AMERICAN TOWER REIT INC	282,343.	317,040.
ANARDARKO PETROLEUM CORP	317,226.	308,555.
APPLE INC	416,018.	993,157.
AVAGO TECHNOLOGIES LTD		
BERKSIRE HATHAWAY INC	311,915.	658,439.
BERRY VENTURES INC		
BLACKROCK INC	289,384.	656,432.
BRISTOL MYERS SQUIBB CO	354,552.	642,840.
CABOT OIL & GAS CORP	227,063.	166,323.
CELGENE CORP	226,389.	312,525.
CHEVRON CORP	625,491.	722,090.
CHUBB CORP	535,517.	858,780.
COMCAST CORP CL A	490,187.	640,439.
CVS HEALTH CORP	271,445.	278,158.
DISNEY WALT CO		
DOW CHEMICAL CO	455,002.	500,675.
FACEBOOK INC CL A	288,824.	517,150.
FGT FRANKLIN INTERNATIONAL GRO	652,328.	603,306.
FRANKLIN INTL SMALL COS GROWTH	886,045.	687,321.
FRANKLIN SMALL CAP VALUE FUND	1,157,490.	1,299,479.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GILEAD SCIENCES INC	179,987.	180,815.
HONEYWELL INTL INC	460,561.	553,184.
ISHARES CURRENCY HEDGED MSCI E		
ISHARES CURRENCY HEDGED MSCI J	652,139.	604,233.
J P MORGAN CHASE & CO	486,257.	776,610.
LAM RESEARCH CORP	276,133.	574,114.
LOWES COS INC	334,392.	497,840.
MAXIM INTEGRATED PRODS INC	252,597.	347,130.
MCKESSON CORPORATION	245,550.	186,096.
MEAD JOHNSON NUTITION COMPANY		
MERCK & CO INC	119,438.	206,045.
NESTLE S A	513,834.	618,758.
NIKE INC CL B	180,822.	447,812.
NOVO NORDISK AS SPONSORED ADR	243,260.	259,985.
OAK RIDGE SMALL CAP GROWTH FUN	1,142,806.	995,728.
PEPSICO INC	382,709.	580,697.
PROCTER & GAMBLE CO	314,229.	416,196.
RED HAT INC	248,799.	383,350.
SALESFORCE COM INC	344,932.	414,868.
SCHLUMBERGER LTD	523,110.	528,885.
STARBUCKS CORP	219,800.	335,896.
TEMPLETON INSTL FDS INC FOREIG		
THERMO FISHER SCIENTIFIC INC	219,364.	606,730.
UNION PACIFIC CORP	219,025.	404,352.
UNITED TECHNOLOGIES CORP	277,871.	350,784.
US BANCORP DEL COM NEW	437,330.	537,330.
V F CORP	223,656.	320,100.
VISA INC CL A	332,181.	468,120.
WELLS FARGO & CO NEW	483,990.	723,319.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BROADCOM LTD	210,578.	830,819.
DANAHER CORP	162,697.	194,600.
ECOLAB INC	147,707.	164,108.
FORTIVE CORP	52,982.	67,038.
MICROSOFT CORP	547,251.	666,452.
NEXTERA	269,746.	289,691.
PALO ALTO NETWORKS INC	118,761.	115,671.
PFIZER INC	518,781.	487,200.
RAYTHEON CO	126,551.	120,700.
ROYAL DUTCH	281,696.	299,090.
SCHWAB CHARLES CORP	123,541.	157,880.
VERIZON COMMUNICATIONS	412,017.	448,392.
INTERNATIONAL EQUITY SERIES CL	661,135.	535,349.
TOTALS	22,149,215.	29,390,325.

FUND FOR INDIVIDUAL POTENTIAL C/O FIDUCIARY 26-6112299

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AFLAC IN SR BOND DTD 6/10/2013	76,043.	77,619.
AMERICAN EXPRESS CREDIT CORP C	89,480.	89,993.
AUTONATION INC SR BD CALL DTD	79,730.	81,076.
BANK OF MONTREAL SR NT CALL DT		
BERKSHIRE HATHAWAY INC SR NT D		
BOEING CO SR NT DTD 3/13/2009		
CAPITAL ONE NA SR NT CALL DTD		
CHUBB CORP JR SUB NT CALL VAR	423,500.	377,000.
CISCO SYS INC SR NT DTD 11/17/	103,279.	107,219.
CITIGROUP INC SUB BD DTD 9/29/	94,812.	98,374.
COCA COLA FEMSA SAB DE CV SR N	76,754.	76,593.
DU PONT E I DE NEMOURS & CO SR	260,888.	267,150.
FRANKLIN STRATEGIC MORTGAGE PO	189,395.	186,990.
FRANKLIN US GOVT SECURITIES FU	1,449,844.	1,404,677.
GENERAL ELECTRIC CO SR NT DTD	98,065.	107,540.
GILEAD SCIENCES INC SR NT DTD	74,894.	76,612.
GOVT NATL MTG ASSN 2010-23 DTD		
ISHARES CMBS ETF	190,558.	190,250.
ISHARES IBOXX $ HIGH YILED COR		
ISHARES INTERMEDIATE CREDIT BO		
JP MORGAN CHASE NT DTD 4/23/20	81,839.	81,982.
JP MORGAN CHASE SUB BD DTD 9/	79,724.	82,371.
KINDER MORGAN ENER PART SR NT	114,333.	123,540.
METLIFE INC SR BD DTD 8/6/2010	80,835.	81,605.
MICROSOFT CORP DTD 5/18/2009 4		
MORGAN STANLEY SUB BD SER MTN	75,208.	76,570.
NY CITY TRANSITION FIN AUTH RE		
NASSAU CNTY NY INTERIM FIN AUT		
NEW YORK NY GO DTD 10/15/2009	250,410.	277,493.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NEWMONT MINING CORP SR NT DTD		
NY CITY NY TRANS FIN AUTH REV		
NY ST LOC GOVT ASSIST CORP REV	100,685.	100,999.
PHARMACIA CORP DEB 12/9/1998 6	81,771.	81,728.
SUNOCO LOGISTICS PTR OPER LP S		
HOME DEPOT INC SR NT CALL 9/10		
US TREAS NOTE 10/31/15 1.875%		
US TREAS NOTE 11/15/15 2.25% 1		
US BACORP SR NT CALL 7/23/12 2	73,942.	75,501.
WAL MART STORES INC SR NT 1/23		
WALGREENS BOOTS ALLIANCE INC S	73,791.	76,367.
WELLS FARGO SR SUB NT 2/13/13	74,615.	75,257.
APPLIED MATERIALS INC DTD 6/8/	96,666.	96,821.
SOTHERN CO/THE SR NT DTD 5/24/	99,915.	98,854.
PROLOGIS LP SR NT CALL DTD 8/1	95,455.	95,576.
ORACLE CORP SR NT DTD 7/7/2016	99,983.	96,969.
REINSURANCE GROUP AMER INC DTD	94,029.	95,568.
BOSTON PROPERTIES LP CALL DTD	92,722.	91,415.
DELPHI CORP SR BD CALL DTD 3/3	92,010.	92,803.
JUNIPER NETWORKS INC SR BD DTD	90,078.	93,270.
CELGENE CORP SR BOND CALL DTD	83,602.	81,289.
SUNOCO LOGISTICS PARTNR OPEN L	89,762.	100,441.
TRANS-CAN PIPELINES SR NOTE DT	79,665.	88,943.
JOHNSON&JOHN SR NT CALL DTD 3/	143,597.	143,640.
BANK OF AMERICA CORP DTD 3/3/2	95,000.	98,085.
AETNA INC SR BOND CALL DTD 6/9	79,701.	79,302.
MARRIOTT INTL INC SR BD CALL S	39,867.	37,882.
BUNGE LTD FINANCE CORP DTD 8/1	114,893.	110,492.

FUND FOR INDIVIDUAL POTENTIAL C/O FIDUCIARY 26-6112299

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TOTALS	5,781,340.	5,775,856.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
EAST END INVESTORS LLC	C	12,000.	-41.
PANCO STRATEGIC REAL ESTATE FU	C	423,554.	81,336.
BERRY VENTURES, INC	C	9,000.	9,000.
TOTALS		444,554.	90,295.

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

DESCRIPTION	AMOUNT
REVERSAL OF PRIOR YEAR ACCRUED INT PAID	1,503.
RETURN OF CAPITAL	21.
2015 WASH SALE ADJUSTED IN 2016	104,209.
AMORTIZATION BASIS ADJUSTMENT	22,798.
TOTAL	128,531.

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

DESCRIPTION	AMOUNT
BOOK VALUE ADJUSTMENT	35,605.
CURRENT YEAR ACCRUED INT PAD ADJ.	3,158.
MUTUAL FUND ADJUSTMENT	7,957.
OID BASIS ADJUSTMENT	3,310.
TOTAL	50,030.