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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

2016

Open to Public Inspection

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

For calendar year 2016 or tax year beginning , and ending

Name of foundation HOLMES FAMILY FOUNDATION INC			A Employer identification number 38-3709254	
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town, state or province, country, and ZIP or foreign postal code PENNINGTON NJ 08534-1501				
Foreign country name		Foreign province/state/country	Foreign postal code	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change				
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,731,513		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		
C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	4,090,003			
	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	230,326	205,063		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,220,353			
	b Gross sales price for all assets on line 6a 9,036,852				
	7 Capital gain net income (from Part IV, line 2)		4,220,353		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	8,540,682	4,425,416	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,500			1,500
	c Other professional fees (attach schedule)	57,479	34,487		22,992
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	57,224	4,783		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	814	814		
	24 Total operating and administrative expenses. Add lines 13 through 23	117,017	40,084	0	24,492
	25 Contributions, gifts, grants paid	1,211,000			1,211,000
26 Total expenses and disbursements. Add lines 24 and 25	1,328,017	40,084	0	1,235,492	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	7,212,665				
b Net investment income (if negative, enter -0-)		4,385,332			
c Adjusted net income (if negative, enter -0-)			0		

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	3,030	1,318	1,318
	2 Savings and temporary cash investments	181,363	464,370	464,370
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	1,053,612	2,203,026	2,192,929
	b Investments—corporate stock (attach schedule)	4,427,832	6,361,245	6,722,981
	c Investments—corporate bonds (attach schedule)	1,001,732	2,115,109	2,113,376
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	378,912	237,961	236,539
	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)	7,046,481	11,383,029	11,731,513
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	7,046,481	11,383,029	
	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)	7,046,481	11,383,029	
	31 Total liabilities and net assets/fund balances (see instructions)	7,046,481	11,383,029	

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	7,046,481
2 Enter amount from Part I, line 27a	2	7,212,665
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,332
4 Add lines 1, 2, and 3	4	14,260,478
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,877,449
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,383,029

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	4,220,353
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3	0

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	644,898	6,754,313	0.095479
2014	644,592	6,163,018	0.104590
2013	622,663	4,457,814	0.139679
2012	522,977	3,737,711	0.139919
2011	459,878	2,399,497	0.191656
2 Total of line 1, column (d)			2 0.671323
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 0.134265
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 8,110,034
5 Multiply line 4 by line 3			5 1,088,894
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 43,853
7 Add lines 5 and 6			7 1,132,747
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,235,492

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	43,853	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	43,853	
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	43,853	
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	52,441	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	52,441	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,588	
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ Refunded ☐	11	8,588	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MLTC, A DIVISION OF BANK OF AMERICA, N A Telephone no ► 609-274-6834 Located at ► 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ► 08534-1501			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

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? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ☐

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

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

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

If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN P. HOLMES 18 KEECH-BRIAR LANE POMPTON LAKES, NJ 07444	PRESIDENT 1 00	0		
BONNIE L. HOLMES 18 KEECH-BRIAR LANE POMPTON LAKES, NJ 07444	VP & SEC 1 00	0		

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

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

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	7,945,607
b	Average of monthly cash balances	1b	287,930
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	8,233,537
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,233,537
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	123,503
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,110,034
6	Minimum investment return. Enter 5% of line 5	6	405,502

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	405,502
2a	Tax on investment income for 2016 from Part VI, line 5	2a	43,853
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	43,853
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	361,649
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	361,649
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	361,649

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	1,235,492
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,235,492
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	43,853
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,191,639

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				361,649
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016:				
a From 2011	341,849			
b From 2012	367,918			
c From 2013	458,746			
d From 2014	359,662			
e From 2015	313,389			
f Total of lines 3a through e	1,841,564			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 1,235,492				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				361,649
e Remaining amount distributed out of corpus	873,843			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,715,407			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	341,849			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	2,373,558			
10 Analysis of line 9				
a Excess from 2012	367,918			
b Excess from 2013	458,746			
c Excess from 2014	359,662			
d Excess from 2015	313,389			
e Excess from 2016	873,843			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			3a	1,211,000
b <i>Approved for future payment</i> NONE				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

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					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate			14	230,326	
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	4,220,353	
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)		0		4,450,679	0
13	Total. Add line 12, columns (b), (d), and (e)				13	4,450,679

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2016

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

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

Name of the organization

HOLMES FAMILY FOUNDATION INC

Employer identification number

38-3709254

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization HOLMES FAMILY FOUNDATION INC	Employer identification number 38-3709254
--	--

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MR MRS STEPHEN P HOLMES 18 KEECH BRIAR LANE POMPTON PLAINS NJ 07444-1505 Foreign State or Province _____ Foreign Country _____	\$ 4,090,003	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

HOLMES FAMILY FOUNDATION INC

Employer identification number

38-3709254

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

[illegible]

Name of organization HOLMES FAMILY FOUNDATION INC	Employer identification number 38-3709254
---	---

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

Use duplicate copies of Part III if additional space is needed

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

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

Recipient(s) paid during the year

Name

GIRL SCOUTS LENNI-LENAPE COUNCIL, INC

Street

95 NEWARDK POMPTON TURNPIKE

City RIVERDALE	State NJ	Zip Code 07457	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 25,000

Name

THE FIRST REFORMED CHURCH OF POMPTON PLAINS

Street

529 NEWARK POMPTON TURNPIKE

City POMPTON PLAINS	State NJ	Zip Code 07444	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 100,000

Name

NEW BRIDGE SERVICES, INC.

Street

PO BOX 336

City POMPTON PLAINS	State NJ	Zip Code 07444	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 1,000,000

Name

CHILTON MEMORIAL HOSPITAL FOUNDATION

Street

97 W PARKWAY

City POMPTON PLAINS	State NJ	Zip Code 07444	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 36,000

Name

FRIENDS OF ST FRANCIS XAVIER UNIVERSITY, INC

Street

40 WARREN STREET 3RD FLOOR

City CHARLESTOWN	State MA	Zip Code 02129	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 50,000

Name**Street**

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

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

Line	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss																		
Totals																																	
Capital Gains/Losses										Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss																			
Other sales										9,036,852		4,818,489		4,220																			
Amount																																	
628																																	
D																																	
721	TYGO INTL PLC SHS	G91442106	X				12/5/2014	2/19/2016	502	652																							
722	JAPAN TOBACCO INC 2814	J27869106	X				11/30/2013	2/10/2016	651	599																							
723	JAPAN TOBACCO INC 2814	J27869106	X				11/21/2013	2/10/2016	3,409	3,318																							
724	JAPAN TOBACCO INC 2814	J27869106	X				11/30/2013	3/4/2016	2,216	1,904																							
725	JAPAN TOBACCO INC 2814	J27869106	X				3/28/2014	4/28/2016	9,845	7,351																							
726	JAPAN TOBACCO INC 2814	J27869106	X				12/10/2013	4/28/2016	6,883	5,620																							
727	JAPAN TOBACCO INC 2814	J27869106	X				11/30/2013	4/28/2016	125	106																							
728	JAPAN TOBACCO INC 2814	J27869106	X				10/21/2014	9/20/2016	621	512																							
729	JAPAN TOBACCO INC 2814	J27869106	X				3/28/2014	9/20/2016	2,447	1,962																							
730	KONE OYJ	X4551T105	X				11/21/2013	3/4/2016	1,316	1,352																							
731	KONE OYJ	X4551T105	X				11/21/2013	3/4/2016	1,543	1,585																							
732	KONE OYJ	X4551T105	X				11/21/2013	9/20/2016	4,176	3,916																							

Part I, Line 16b (990-PF) - Accounting Fees

		1,500	0	0	1,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,500			1,500

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

		57,479	34,487	0	22,992
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	U S TRUST FEES AS AGENT	57,479	34,487		22,992

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

		57,224	4,783	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	4,783	4,783		
2	ESTIMATED EXCISE PAYMENTS	52,441			

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

		814	814	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	814	814		

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

		Federal		State/Local									
		1,053,612		2,203,026		0		0		2,192,929		0	
		0		0		0		0		0			
1	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation						
2	FEDERAL NATL MTG ASSOC		0	181,540		181,649							
3	U S TREASURY BOND		0	191,517		198,653							
4	U S TREASURY BOND 3 125% FEB 15 20		0	305,357		311,522							
5	U S TREASURY BOND		0	206,888		191,047							
6	U S TREASURY NOTE		0	289,482		289,339							
7	U S. TREASURY NOTE		0	92,705		92,602							
8	U S. TREASURY NOTE		0	218,069		216,068							
9	U S. TREASURY NOTE		0	101,499		97,732							
10	U S. TREASURY NOTE		0	167,006		167,943							
11	U S TREASURY NOTE		0	224,529		222,306							
12	U S TREASURY NOTE		0	131,217		131,087							
13	U S TREASURY NOTE		0	93,217		92,981							

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

Description		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1						
2	INVESCO LTD	0		24,418		23,938
3	JAPAN TOBACCO INC JPY50000 ORDS	0		50,844		47,624
4	KONE OYJ	0		59,849		58,506
5	ABBVIE INC SHS	0		44,793		46,902
6	AETNA INC	0		33,847		40,675
7	ALTRIA GROUP INC	0		96,255		117,524
8	AMERICAN INTERNATIONAL	0		50,378		55,579
9	ANHEUSER-BUSCH INBEV ADR	0		32,688		31,843
10	ANSELL LTD-SPON ADR	0		51,599		64,771
11	ANTHEM INC	0		34,658		35,655
12	ASTRAZENECA PLC SPONS ADR	0		182,868		169,985
13	BECTON DICKINSON AND COMPANY	0		24,607		23,508
14	H & R BLOCK INCORPORATED COMMON	0		90,204		73,177
15	BRITISH AMERICAN TOBACCO	0		147,979		147,372
16	CME GROUP INC	0		20,233		23,993
17	CMS ENERGY CORP	0		25,830		27,927
18	CHEVRONTEXACO CORP	0		56,693		60,616
19	CISCO SYS INC	0		82,795		93,350
20	CITIGROUP INC COM NEW	0		103,858		115,116
21	CITIZENS FINL GROUP INC	0		46,896		57,934
22	COCA-COLA CO USD	0		126,261		124,256
23	COMCAST CORP NEW CL A	0		50,062		58,416
24	CONOCOPHILLIPS	0		22,356		19,304
25	DBS GROUP HLDGS LTD	0		31,409		27,644
26	DEUTSCHE POST AG SHS	0		97,072		100,839
27	DIAGEO PLC SPON ADR NEW	0		86,230		79,410
28	DOLLAR GENERAL CORP	0		58,513		56,219
29	DOMINION RES INC VA NEW	0		42,878		48,481
30	DOW CHEMICAL COMPANY COMMON	0		48,923		53,844
31	E I DU PONT DE NEMOURS & CO COMM	0		37,282		41,618
32	EXELON CORP	0		24,106		25,943
33	EXXON MOBIL CORP	0		71,799		75,367
34	GAP INC	0		24,143		19,186
35	GENERAL ELECTRIC CO	0		108,553		119,732
36	GENUINE PARTS CO	0		69,698		70,413
37	GIVAUDAN SA UNSP ADR	0		43,799		46,063
38	GLAXO SMITHKLINE PLC	0		35,954		30,192
39	GOLDMAN SACHS GROUP INC	0		32,213		38,551
40	HESS CORP	0		34,766		43,167
41	HOME DEPOT INC USD 0.05	0		44,673		51,084
42	HONEYWELL INTL INC	0		43,684		49,700
43	IMPERIAL BRANDS PLC	0		128,285		124,945
44	INTEL CORPORATION	0		30,329		33,332
45	INTERNATIONAL PAPER COMPANY COMM	0		98,315		110,524
46	J P MORGAN CHASE & CO	0		125,235		162,398

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

Description		Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
47	JOHNSON & JOHNSON COM	0		137,317		146,201
48	KEYCORP NEW COM	0		27,358		35,517
49	KROGER COMPANY COMMON	0		54,268		55,320
50	LLOYDS TSB GROUP PLC	0		37,099		31,409
51	LOCKHEED MARTIN CORP	0		36,114		41,490
52	M & T BK CORP	0		48,233		57,723
53	MARATHON OIL CORP	0		15,653		10,524
54	MARATHON PETROLEUM CORP	0		34,707		38,820
55	MARSH & MCLENNAN COS INC	0		25,022		25,008
56	MATTEL INC	0		88,909		86,838
57	MC DONALDS CORPORATION COMMON	0		41,160		43,211
58	MERCK AND CO INC SHS	0		65,311		69,938
59	METLIFE INC	0		37,510		37,885
60	MICROSOFT CORP COM	0		127,936		154,480
61	MONDELEZ INTERNATIONAL	0		19,590		22,564
62	MORGAN STANLEY DEAN WITTER & CO	0		70,839		87,964
63	MOTOROLA SOLUTIONS INC	0		23,216		27,354
64	NESTLE S A SPONSORED ADR	0		100,167		99,934
65	NEXTERA ENERGY INC SHS	0		45,004		52,443
66	NORTHROP GRUMMAN CORP	0		38,044		51,400
67	NOVARTIS AG SPNSRD ADR	0		97,121		93,308
68	NOVO NORDISK A/S ADR	0		38,127		30,051
69	OCCIDENTAL PETROLEUM CORPORATIO	0		73,338		70,446
70	ORACLE CORPORATION	0		70,824		70,633
71	PEPSICO INC	0		49,014		53,361
72	PFIZER INC COM	0		195,493		201,896
73	PHILIP MORRIS INTL INC	0		108,202		109,971
74	PRAXAIR INC	0		16,028		15,821
75	SVENSKA HANDELSBANKEN AB	0		55,909		55,923
76	SYNGENTA AG SPONS ADR	0		26,903		29,011
77	TAIWAN SEMICONDUCTOR ADR	0		64,466		70,035
78	TELUS CORP	0		103,943		103,130
79	3M CO	0		87,583		95,892
80	TOTAL FINA ELF S A ADR	0		53,609		52,703
81	TRAVELERS COS INC	0		20,569		25,708
82	US BANCORP DEL	0		102,255		121,747
83	UNILEVER NV NY SHARE F NEW	0		100,779		98,667
84	UNION PACIFIC CORP	0		25,519		27,786
85	UNITED PARCEL SVC INC CL B	0		68,878		75,433
86	PROCTER & GAMBLE CO COM	0		37,753		37,332
87	PRUDENTIAL FINL INC	0		45,413		54,215
88	PUBLIC SERVICE ENTERPRISE GROUP IN	0		22,465		23,344
89	QUALCOMM INC	0		48,296		46,944
90	QUEST DIAGNOSTICS INC	0		33,664		39,701
91	RAYTHEON CO	0		41,743		50,268
92	REYNOLDS AMERN INC	0		59,344		68,985

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

		4,427,832	6,361,245	0	6,722,981
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
Description	Num Shares/ Face Value				
93 ROCHE HLDG LTD SPONSORED ADR	0		43,617		38,116
94 ROGERS COMMUNICATIONS INC CL B	0		87,173		83,140
95 SANDS CHINA LTD UNSP ADR	0		40,566		41,592
96 SANOFI-SYNTHELABO	0		103,672		95,438
97 SCHLUMBERGER LIMITED COM	0		24,972		25,689
98 SGS SOC GEN SRVLLNCE ADR	0		35,785		35,559
99 SONIC HEALTHCARE-UNSP	0		37,302		39,767
100 SUNCOR ENERGY INC NEW	0		42,953		47,499
101 UNITED TECHNOLOGIES CORP	0		41,433		41,656
102 UNITED HEALTH GROUP INC	0		41,552		51,373
103 VERIZON COMMUNICATIONS INC	0		124,420		132,543
104 WELLS FARGO & CO NEW	0		150,438		157,835
105 WEYERHAEUSER CO COM	0		20,108		20,551
106 SUNTRUST BANKS INC	0		68,729		87,266

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

		1,001,732	2,115,109	0	2,113,376
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
1	Description	Interest Rate	Maturity Date		
2	AT&T INC				152,733
3	APPLE INC				184,033
4	BANK OF NY MELLON CORP				94,455
5	CISCO SYSTEMS INC				164,624
6	CITIGROUP INC				95,956
7	COMCAST CORP				189,136
8	GENERAL ELEC CAP CORP				130,422
9	JPMORGAN CHASE & CO				186,146
10	ORACLE CORP				186,994
11	US BANCORP				91,777
12	USD ROYAL BK CANADA				94,521
13	SHELL INTERNATIONAL FIN				162,309
14	VISA INC				191,594
15	WELLS FARGO & COMPANY				87,478
16	WELLS FARGO & COMPANY				101,198

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

		378,912	237,961	236,539
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	Asset Description	Basis of Valuation		
2	BLACKROCK STRATEGIC		0	236,539

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

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

1	ACCRUED INTEREST CARRYOVER FROM PRIOR YEAR	1	1,224
2	FEDERAL EXCISE TAX REFUND	2	108
3	Total	3	1,332

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

1	BOND AMORTIZATION	1	20,574
2	COST BASIS ADJUSTMENT	2	4,705
3	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	3	2,836,667
4	PURCHASE OF ACCRUED INTEREST CARRYOVER TO NEXT YEAR	4	15,503
5	Total	5	2,877,449

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

[illegible]

Long Term CG Distributions	628
Short Term CG Distributions	0

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
1	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
2	2	4	6	8	10	12	14	16	18	20	22	24	26	28	30	32	34	36	38	40	42	44	46	48	50	52	54	56	58	60	62	64	66	68	70	72	74	76	78	80	82	84	86	88	90	92	94	96	98	100	102	104	106	108	110	112	114	116	118	120	122	124	126	128	130	132	134	136	138	140	142	144	146	148	150	152	154	156	158	160	162	164	166	168	170	172	174	176	178	180	182	184	186	188	190	192	194	196	198	200
3	3	6	9	12	15	18	21	24	27	30	33	36	39	42	45	48	51	54	57	60	63	66	69	72	75	78	81	84	87	90	93	96	99	102	105	108	111	114	117	120	123	126	129	132	135	138	141	144	147	150	153	156	159	162	165	168	171	174	177	180	183	186	189	192	195	198	201	204	207	210	213	216	219	222	225	228	231	234	237	240	243	246	249	252	255	258	261	264	267	270	273	276	279	282	285	288	291	294	297	300
4	4	8	12	16	20	24	28	32	36	40	44	48	52	56	60	64	68	72	76	80	84	88	92	96	100	104	108	112	116	120	124	128	132	136	140	144	148	152	156	160	164	168	172	176	180	184	188	192	196	200	204	208	212	216	220	224	228	232	236	240	244	248	252	256	260	264	268	272	276	280	284	288	292	296	300																									
5	5	10	15	20	25	30	35	40	45	50	55	60	65	70	75	80	85	90	95	100	105	110	115	120	125	130	135	140	145	150	155	160	165	170	175	180	185	190	195	200	205	210	215	220	225	230	235	240	245	250	255	260	265	270	275	280	285	290	295	300																																								
6	6	12	18	24	30	36	42	48	54	60	66																																																																																									

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

Long Term CG Distributions										Amount		
Short Term CG Distributions										628	0	
Description of Property Sold	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Adj Basis or Loss
277 PROCTER & GAMBLE CO		8/21/2013	6/20/2016	3,913		0	3,754	159	0	0	0	4,219
278 PROCTER & GAMBLE CO		8/22/2013	6/24/2016	5,520		0	5,330	190	0	0	0	
279 PROCTER & GAMBLE CO		8/22/2013	9/20/2016	2,753		0	2,466	287	0	0	0	
280 PROCTER & GAMBLE CO		8/22/2013	12/14/2016	1,358		0	1,273	85	0	0	0	
281 PRUDENTIAL FINANCIAL INC		8/21/2013	3/4/2016	2,374		216	2,590	0	0	0	0	
282 PRUDENTIAL FINANCIAL INC		8/21/2013	3/4/2016	1,007		92	1,099	0	0	0	0	
283 PRUDENTIAL FINANCIAL INC		8/21/2013	9/20/2016	1,764		0	1,531	233	0	0	0	
284 PRUDENTIAL FINANCIAL INC		8/22/2013	12/14/2016	937		0	717	220	0	0	0	
286 PRUDENTIAL FINANCIAL INC		8/21/2013	12/14/2016	1,145		0	765	380	0	0	0	
286 PUB SVC ENTERPRISE GRP		7/22/2015	3/4/2016	1,718		0	1,567	151	0	0	0	
287 PUB SVC ENTERPRISE GRP		7/23/2015	9/20/2016	1,536		0	1,438	98	0	0	0	
288 PUB SVC ENTERPRISE GRP		9/23/2015	12/14/2016	773		0	719	54	0	0	0	
289 QUALCOMM INC		2/13/2014	3/4/2016	1,253		583	1,836	0	0	0	0	
290 QUALCOMM INC		2/13/2014	3/4/2016	1,357		631	1,989	-1	0	0	0	
291 QUALCOMM INC		2/13/2014	9/20/2016	3,584		0	4,360	-776	0	0	0	
292 QUALCOMM INC		2/13/2014	12/14/2016	1,291		162	1,453	0	0	0	0	
293 QUEST DIAGNOSTICS INC		4/1/2015	3/4/2016	1,812		158	1,969	1	0	0	0	
294 QUEST DIAGNOSTICS INC		4/1/2015	3/4/2016	697		61	757	0	0	0	0	
295 QUEST DIAGNOSTICS INC		4/1/2015	9/20/2016	2,576		0	2,348	228	0	0	0	
296 QUEST DIAGNOSTICS INC		4/1/2015	12/14/2016	1,550		0	1,288	262	0	0	0	
297 RAYTHEON CO DELAWARE		8/21/2013	3/4/2016	4,001		0	2,445	1,556	0	0	0	
298 RAYTHEON CO DELAWARE		8/21/2013	5/19/2016	2,458		0	1,452	1,006	0	0	0	
299 RAYTHEON CO DELAWARE		8/22/2013	5/20/2016	3,495		0	2,072	1,423	0	0	0	
300 RAYTHEON CO DELAWARE		8/21/2013	5/20/2016	388		0	229	159	0	0	0	
301 RAYTHEON CO DELAWARE		8/22/2013	9/20/2016	3,024		0	1,689	1,335	0	0	0	
302 RAYTHEON CO DELAWARE		8/22/2013	11/17/2016	4,194		0	2,226	1,968	0	0	0	
303 PRUDENTIAL FINANCIAL INC		8/21/2013	9/20/2016	1,604		0	1,570	34	0	0	0	
304 RAYTHEON CO DELAWARE		8/22/2013	11/18/2016	4,356		0	2,303	2,053	0	0	0	
306 REYNOLDS AMERICAN INC		11/21/2013	2/8/2016	9,059		0	4,893	4,166	0	0	0	
306 REYNOLDS AMERICAN INC		10/20/2014	2/10/2016	95		0	59	36	0	0	0	
307 REYNOLDS AMERICAN INC		11/21/2013	2/10/2016	3,986		0	2,141	1,845	0	0	0	
308 REYNOLDS AMERICAN INC		10/20/2014	3/4/2016	3,718		0	2,136	1,582	0	0	0	
309 ANHEUSER-BUSCH INBEV AL		12/21/2013	9/20/2016	2,653		0	2,174	479	0	0	0	
310 ANSELL LTD-SPON ADR		12/21/2013	9/20/2016	464		0	448	16	0	0	0	
311 ANSELL LTD-SPON ADR		12/3/2015	9/20/2016	597		0	571	26	0	0	0	
312 ANSELL LTD-SPON ADR												

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

Long Term CG Distributions										Short Term CG Distributions									
Amount										628									
0										0									
Description of Property Sold										CUSIP #									
Acquisition Method										Date Acquired									
Date Sold										Gross Sales Price									
Depreciation Allowed										Adjustments									
Cost or Other Basis Plus Expense of Sale										Gain or Loss									
F M V as of 12/31/69										Adjusted Basis as of 12/31/69									
Excess of FMV Over Adjusted Basis										Excess of FMV Over Adj Basis or Loss									
4,219,725										4,219,725									
4,845,016										4,845,016									
28,517										28,517									
9,036,224										9,036,224									
346 CITIZENS FINL GROUP INC										174610105									
347 CITIZENS FINL GROUP INC										174610105									
348 COCA COLA COM										191216100									
349 U.S. TREASURY BOND										912810QU5									
350 CITIGROUP INC										172967FT3									
351 CITIGROUP INC										172967FT3									
352 CITIGROUP INC										172967FT3									
353 CITIZENS FINL GROUP INC										174610105									
354 TRAVELERS COS INC										89417E109									
355 US BANCORP (NEW)										902973304									
356 US BANCORP (NEW)										902973304									
357 US BANCORP (NEW)										902973304									
358 CITIGROUP INC COM NEW										172967424									
359 UNILEVER NV NY REG SHS										904784709									
360 UNILEVER NV NY REG SHS										904784709									
361 UNILEVER NV NY REG SHS										904784709									
362 UNILEVER NV NY REG SHS										904784709									
363 CITIGROUP INC COM NEW										172967424									
364 U.S. TREASURY NOTE										912828XH6									
365 U.S. TREASURY NOTE										912828XH6									
366 U.S. TREASURY NOTE										912828XH6									
367 U.S. TREASURY NOTE										912828XH6									
368 UNITED TECHS CORP COM										913017109									
369 UNITED TECHS CORP COM										913017109									
370 UNITED TECHS CORP COM										913017109									
371 UNITED TECHS CORP COM										913017109									
372 UNITED TECHS CORP COM										913017109									
373 UNITED TECHS CORP COM										913017109									
374 UNITED TECHS CORP COM										913017109									
375 UNITED TECHS CORP COM										913017109									
376 UNITEDHEALTH GROUP INC										91324P102									
377 UNITEDHEALTH GROUP INC										91324P102									
378 UNITEDHEALTH GROUP INC										91324P102									
379 UNITEDHEALTH GROUP INC										91324P102									
380 UNITEDHEALTH GROUP INC										91324P102									
381 UNITEDHEALTH GROUP INC										91324P102									
382 UNITEDHEALTH GROUP INC										91324P102									
383 VERIZON COMMUNICATNS C										92343V104									
384 VERIZON COMMUNICATNS C										92343V104									
385 VERIZON COMMUNICATNS C										92343V104									
386 VERIZON COMMUNICATNS C										92343V104									
387 VERIZON COMMUNICATNS C										92343V104									
388 VERIZON COMMUNICATNS C										92343V104									
389 VISA INC										92826CAB8									
390 VISA INC										92826CAB8									
391 VISA INC										92826CAB8									
392 WELLS FARGO & CO NEW DE										949746101									
393 WELLS FARGO & CO NEW DE										949746101									
394 BRITISH AMN TOBACO SPAD										110448107									
395 BRITISH AMN TOBACO SPAD										110448107									
396 BRISTOL-MYERS SQUIBB CO										110122108									
397 CME GROUP INC										12572Q105									
398 CME GROUP INC										12572Q105									
399 CME GROUP INC										12572Q105									
400 CME GROUP INC										12572Q105									
401 CME GROUP INC										12572Q105									
402 TOTAL SA SP ADR										89151E109									
403 TOTAL SA SP ADR										89151E109									
404 TOTAL SA SP ADR										89151E109									
405 TOTAL SA SP ADR										89151E109									
406 TOTAL SA SP ADR										89151E109									
407 TOTAL SA SP ADR										89151E109									
408 TRAVELERS COS INC										89417E109									
409 TRAVELERS COS INC										89417E109									
410 TRAVELERS COS INC										89417E109									
411 CALIFORNIA RESOURCES										13057Q107									
412 CALIFORNIA RESOURCES										13057Q107									
413 CALIFORNIA RESOURCES										13057Q107									
414 CALIFORNIA RESOURCES										13057Q107									

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

Long Term CG Distributions													Short Term CG Distributions												
Amount													628 0												
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV or Adj Basis or Loss												
416 CALIFORNIA RESOURCES	13057Q107		2/8/2016	4/4/2016	1		0	1	0	0	0	0	4,219												
416 CHEVRON CORP	166764100		8/22/2013	2/8/2016	5,382		0	7,484	-2,102	0	0	0	-2												
417 CHEVRON CORP	166764100		8/21/2013	2/8/2016	683		0	840	-157	0	0	0	-1												
418 CHEVRON CORP	166764100		8/21/2013	2/8/2016	4,101		0	5,105	-1,004	0	0	0	-1												
419 CHEVRON CORP	166764100		8/22/2013	2/8/2016	5,211		0	6,445	-1,234	0	0	0	-1												
420 CHEVRON CORP	166764100		4/2/2014	2/8/2016	3,759		0	5,240	-1,481	0	0	0	-1												
421 CHEVRON CORP	166764100		4/2/2014	3/4/2016	882		309	1,191	0	0	0	0	0												
422 CHEVRON CORP	166764100		10/20/2014	9/20/2016	686		92	779	-1	0	0	0	0												
423 CHEVRON CORP	166764100		4/2/2014	9/20/2016	588		264	715	-1	0	0	0	0												
424 CHEVRON CORP	166764100		4/13/2014	9/20/2016	981		0	1,245	0	0	0	0	0												
425 CHEVRON CORP	166764100		4/2/2014	10/7/2016	617		0	737	-120	0	0	0	0												
426 CHEVRON CORP	166764100		4/13/2014	10/7/2016	206		0	256	-50	0	0	0	0												
427 CHEVRON CORP	166764100		4/13/2014	12/14/2016	933		93	1,026	0	0	0	0	0												
428 CHEVRON CORP	166764100		10/20/2014	12/14/2016	467		0	445	22	0	0	0	0												
429 CISCO SYSTEMS INC COM	17275R102		2/8/2016	3/4/2016	3,432		0	2,895	537	0	0	0	0												
430 CISCO SYSTEMS INC COM	17275R102		2/8/2016	9/20/2016	5,071		0	3,687	1,384	0	0	0	0												
431 CISCO SYSTEMS INC	17275RAE2		1/5/2012	3/4/2016	2,200		0	2,139	61	0	0	0	0												
432 CISCO SYSTEMS INC	17275RAE2		1/5/2012	9/20/2016	2,171		0	2,114	57	0	0	0	0												
433 CALIFORNIA RESOURCES	13057Q107		12/2/2015	3/31/2016	4		0	5	-1	0	0	0	0												
434 CALIFORNIA RESOURCES	13057Q107		12/2/2015	3/31/2016	7		0	9	-2	0	0	0	0												
435 CISCO SYSTEMS INC	17275RAH5		12/21/2010	3/4/2016	4,380		0	4,092	288	0	0	0	0												
436 CITIGROUP INC COM NEW	172967424		8/21/2013	3/4/2016	1,476		214	1,690	0	0	0	0	0												
437 CITIGROUP INC COM NEW	172967424		8/21/2013	3/4/2016	3,993		0	4,573	0	0	0	0	0												
438 CITIGROUP INC COM NEW	172967424		8/22/2013	3/4/2016	1,302		191	1,493	0	0	0	0	0												
439 CITIGROUP INC COM NEW	172967424		5/9/2013	3/4/2016	1,823		227	2,050	0	0	0	0	0												
440 CITIGROUP INC COM NEW	172967424		8/21/2013	9/20/2016	1,959		0	1,841	118	0	0	0	0												
441 CITIGROUP INC COM NEW	172967424		5/9/2013	9/20/2016	1,959		0	1,803	156	0	0	0	0												
442 CITIGROUP INC COM NEW	172967424		8/21/2013	10/7/2016	782		0	701	81	0	0	0	0												
443 ANTHEM INC	036752103		1/16/2015	3/4/2016	921		22	943	0	0	0	0	0												
444 ANTHEM INC	036752103		1/16/2015	9/20/2016	1,637		0	1,751	-114	0	0	0	0												
445 ANTHEM INC	036752103		1/16/2015	9/20/2016	881		0	837	-44	0	0	0	0												
446 ANTHEM INC	036752103		1/16/2015	12/14/2016	1,747		0	1,435	312	0	0	0	0												
447 ANTHEM INC	036752103		1/20/2015	12/14/2016	146		0	137	9	0	0	0	0												
448 APPLE INC	037833AK6		5/13/2013	3/4/2016	5,937		0	5,869	68	0	0	0	0												
449 APPLE INC	037833AK6		5/13/2013	9/20/2016	7,105		0	6,847	258	0	0	0	0												
450 ASTRAZENECA PLC SPND AL	046353108		8/6/2014	3/4/2016	6,350		1,437	7,787	0	0	0	0	0												
451 ASTRAZENECA PLC SPND AL	046353108		8/6/2014	9/5/2016	10,213		0	10,512	-299	0	0	0	0												
452 ASTRAZENECA PLC SPND AL	046353108		8/6/2014	8/5/2016	3,198		0	3,405	-207	0	0	0	0												
453 ASTRAZENECA PLC SPND AL	046353108		8/6/2014	8/5/2016	2,545		0	2,593	-48	0	0	0	0												
454 ASTRAZENECA PLC SPND AL	046353108		8/21/2014	9/20/2016	673		59	732	0	0	0	0	0												
455 ASTRAZENECA PLC SPND AL	046353108		8/21/2014	9/20/2016	3,466		0	3,771	-305	0	0	0	0												
456 ASTRAZENECA PLC SPND AL	046353108		8/6/2014	9/20/2016	4,913		204	5,116	1	0	0	0	0												
457 ATLAS COPCO A DR NEW	049255706		12/5/2014	2/8/2016	3,178		0	4,492	-1,314	0	0	0	-1												
458 ATLAS COPCO A DR NEW	049255706		11/21/2013	2/8/2016	10,608		0	14,294	-3,688	0	0	0	-3												
459 JAVIS BUDGET GROUP INC	053774105		8/15/2008	2/2/2016	161,016		0	124,548	36,470	0	0	0	36												
460 BANK OF NY MELLON CORP	06406FAD5		9/23/2016	10/7/2016	990		0	996	-6	0	0	0	0												
461 BECTON DICKINSON CO	075887109		8/25/2016	9/20/2016	1,234		0	1,226	8	0	0	0	0												
462 BECTON DICKINSON CO	075887109		8/28/2016	12/14/2016	842		34	876	0	0	0	0	0												
463 BECTON DICKINSON CO	075887109		8/25/2016	12/14/2016	168		7	175	0	0	0	0	0												
464 BHP BILLITON LTD	088606108		8/21/2013	3/4/2016	1,217		1,534	2,751	0	0	0	0	0												
465 BHP BILLITON LTD	088606108		1/14/2012	3/4/2016	26		40	68	0	0	0	0	0												
466 BHP BILLITON LTD	088606108		8/21/2013	3/24/2016	1,214		1,857	3,071	0	0	0	0	0												
467 BHP BILLITON LTD	088606108		8/22/2013	3/24/2016	2,909		0	7,449	-4,540	0	0	0	-4												
468 REYNOLDS AMERICAN INC	761713106		10/20/2014	9/20/2016	3,919		0	2,432	1,487	0	0	0	1												
469 REYNOLDS AMERICAN INC	761713106		12/5/2014	9/23/2016	2,180		0	1,503	677	0	0	0	0												
470 REYNOLDS AMERICAN INC	761713106		10/20/2014	9/23/2016	1,163		0	712	451	0	0	0	0												
471 REYNOLDS AMERICAN INC	761713106		12/5/2014	9/29/2016	2,543		0	1,770	773	0	0	0	0												
472 ROCHE HLDG LTD	771195104		11/21/2013	3/4/2016	1,072		110	1,182	0	0	0	0	0												
473 ROCHE HLDG LTD	771195104		11/21/2013	9/20/2016	2,712		0	3,025	-313	0	0	0	0												
474 ROGERS COMMUNICATIONS	775109200		11/21/2013	3/4/2016	896		180	1,076	0	0	0	0	0												
475 ROGERS COMMUNICATIONS	775109200		11/21/2013	3/4/2016	3,622		728	4,349	1	0	0	0	0												
476 ROGERS COMMUNICATIONS	775109200		11/21/2013	9/20/2016	5,895		0	6,233	-338	0	0	0	0												
477 USD ROYAL BK CANADA	78011DAG9		4/26/2016	9/20/2016	4,079		0	4,064	15	0	0	0	0												
478 ROYAL DUTCH SHELL PLC	780259107		12/5/2014	2/8/2016	4,764		0	7,573	-2,809	0	0	0	-2												
479 COMCAST CORP NEW CL A	20030N101		8/22/2013	9/20/2016	3,124		0	1,900	1,224	0	0	0	1												
480 COMCAST CORP NEW CL A	20030N101		8/22/2013	12/14/2016	2,320		0	1,334	986	0	0	0	0												
481 CITIZENS FINL GROUP INC	174610105		6/3/2015	9/20/2016	2,251		0	2,573	-322	0	0	0	0												
482 COCA COLA COM	191216100		11/21/2013	3/4/2016	14,748		0	13,524	1,224	0	0	0	1												
483 CITIZENS FINL GROUP INC	174610105		6/3/2015	11/22/2016	5,485		0	4,759	726	0	0	0	0												

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

Long Term CG Distributions		Short Term CG Distributions		Amount		628														
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gain or Loss	4,845,016	4,219,725	0	0	0	0	0	4,219
484 COCA COLA COM	191216100		8/22/2013	3/4/2016	7,044		0	6,161	883	0	0	0	0	0	0	0	0	0	0	0
485 COMCAST CORP	20030NBN0		12/7/2015	3/4/2016	9,393		0	9,218	175	0	0	0	0	0	0	0	0	0	0	0
486 COMCAST CORP	20030NBN0		12/7/2015	9/20/2016	5,326		0	5,115	211	0	0	0	0	0	0	0	0	0	0	0
487 COMCAST CORP	20030NBN0		12/7/2015	10/7/2016	1,067		0	1,023	44	0	0	0	0	0	0	0	0	0	0	0
488 CONOCOPHILLIPS	20825C104		1/5/2012	3/4/2016	1,065		396	1,461	0	0	0	0	0	0	0	0	0	0	0	0
489 CONOCOPHILLIPS	20825C104		1/16/2012	9/20/2016	747		0	1,036	-289	0	0	0	0	0	0	0	0	0	0	0
490 COCA COLA COM	191216100		11/21/2013	9/20/2016	7,171		0	6,823	348	0	0	0	0	0	0	0	0	0	0	0
491 CONOCOPHILLIPS	20825C104		1/5/2012	9/20/2016	511		0	731	-220	0	0	0	0	0	0	0	0	0	0	0
492 DBS GROUP HLDGS SPN ADI	23304Y100		11/21/2013	3/4/2016	2,461		0	3,005	-544	0	0	0	0	0	0	0	0	0	0	0
493 DBS GROUP HLDGS SPN ADI	23304Y100		11/21/2013	9/20/2016	2,018		0	2,458	-440	0	0	0	0	0	0	0	0	0	0	0
494 COCA COLA COM	191216100		11/21/2013	12/14/2016	1,200		0	1,171	29	0	0	0	0	0	0	0	0	0	0	0
495 DEUTSCHE POST AG SHS	25157Y202		11/21/2013	9/20/2016	4,084		0	4,438	-354	0	0	0	0	0	0	0	0	0	0	0
496 COMCAST CORP NEW CL A	20030N101		8/22/2013	3/4/2016	3,035		0	2,061	974	0	0	0	0	0	0	0	0	0	0	0
497 DIAGEO PLC SPSD ADR NEW	25243Q205		8/21/2013	3/4/2016	638		117	755	0	0	0	0	0	0	0	0	0	0	0	0
498 DIAGEO PLC SPSD ADR NEW	25243Q205		1/5/2012	3/4/2016	2,872		0	2,371	501	0	0	0	0	0	0	0	0	0	0	0
499 DIAGEO PLC SPSD ADR NEW	25243Q205		8/22/2013	7/11/2016	10,346		0	11,407	-1,061	0	0	0	0	0	0	0	0	0	0	0
500 DIAGEO PLC SPSD ADR NEW	25243Q205		8/21/2013	7/11/2016	9,663		0	10,699	-1,036	0	0	0	0	0	0	0	0	0	0	0
501 DIAGEO PLC SPSD ADR NEW	25243Q205		8/22/2013	9/20/2016	2,524		234	2,758	0	0	0	0	0	0	0	0	0	0	0	0
502 DIAGEO PLC SPSD ADR NEW	25243Q205		11/21/2013	9/20/2016	1,721		213	1,934	0	0	0	0	0	0	0	0	0	0	0	0
503 DIAGEO PLC SPSD ADR NEW	25243Q205		9/1/2013	9/20/2016	688		74	762												

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

Long Term CG Distributions														Amount																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																								
Short Term CG Distributions														628																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																								

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

Long Term CG Distributions		628	Amount		9,036,224		0		28,517		4,845,016		4,219,725		0		Excess of FMV Over Adjusted Basis		Gains Minus Excess FMV Or Adj Basis or Loss	
Short Term CG Distributions		0																		
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis								
622 DU PONT E IDE NEMOURS	263534109		8/21/2013	11/21/2016	486			0	383	103	0	0								
623 DU PONT E IDE NEMOURS	263534109		8/22/2013	12/12/2016	3,697			0	2,677	1,020	0	0								
624 WELLS FARGO & CO NEW DE	949746101		8/21/2013	9/20/2016	11,396			0	10,353	1,043	0	0								
625 DU PONT E IDE NEMOURS	263534109		8/22/2013	12/14/2016	1,779			0	1,311	488	0	0								
626 EVERSOURCE ENERGY COM	30040W108		8/21/2013	3/2/2016	3,523			0	2,728	795	0	0								
627 EVERSOURCE ENERGY COM	30040W108		8/22/2013	3/2/2016	1,923			0	1,485	438	0	0								
628 EVERSOURCE ENERGY COM	30040W108		8/22/2013	3/4/2016	715			0	536	179	0	0								
629 EVERSOURCE ENERGY COM	30040W108		8/22/2013	4/5/2016	2,292			0	1,650	642	0	0								
630 EVERSOURCE ENERGY COM	30040W108		8/22/2013	4/6/2016	2,273			0	1,650	623	0	0								
631 EVERSOURCE ENERGY COM	30040W108		12/5/2014	4/6/2016	3,296			0	2,967	329	0	0								
632 EVERSOURCE ENERGY COM	30040W108		3/15/2016	4/7/2016	2,165			0	2,155	10	0	0								
633 EXELON CORPORATION	30161N101		10/15/2015	3/4/2016	1,744			0	1,608	136	0	0								
634 EXELON CORPORATION	30161N101		10/15/2015	9/20/2016	1,632			0	1,484	148	0	0								
635 EXELON CORPORATION	30161N101		10/15/2015	12/14/2016	1,093			0	959	134	0	0								
636 EXXON MOBIL CORP COM	30231G102		8/21/2013	3/4/2016	1,739			91	1,829	1	0	0								
637 EXXON MOBIL CORP COM	30231G102		8/21/2013	9/20/2016	4,744			0	4,963	-219	0	0								
638 EXXON MOBIL CORP COM	30231G102		8/21/2013	10/7/2016	1,561			0	1,568	-7	0	0								
639 EXXON MOBIL CORP COM	30231G102		8/21/2013	10/14/2016	3,469			0	3,484	-15	0	0								
640 EXXON MOBIL CORP COM	30231G102		8/22/2013	10/14/2016	2,342			0	2,360	-18	0	0								
641 EXXON MOBIL CORP COM	30231G102		8/22/2013	12/14/2016	1,275			0	1,223	52	0	0								
642 FEDERAL NATL MTG ASSOC	3135G0B0A		8/2/2012	3/4/2016	9,016			0	9,015	1	0	0								
643 FEDERAL NATL MTG ASSOC	3135G0B0A		8/28/2013	4/11/2016	16,000			0	16,000	0	0	0								
644 FEDERAL NATL MTG ASSOC	3135G0B0A		3/16/2016	4/11/2016	26,000			0	26,000	0	0	0								
645 WELLS FARGO & COMPANY	949746S0A		7/26/2016	9/20/2016	4,989			0	5,003	-14	0	0								
646 WELLS FARGO & COMPANY	94974BF0G		1/9/2013	3/4/2016	3,991		16	0	4,007	0	0	0								
647 WELLS FARGO & COMPANY	94974BF0G		3/17/2016	7/26/2016	10,039			0	10,019	20	0	0								
648 WELLS FARGO & COMPANY	94974BF0G		12/5/2014	7/26/2016	8,031			0	7,966	65	0	0								
649 WELLS FARGO & COMPANY	94974BF0G		11/21/2013	7/26/2016	6,024			0	5,995	29	0	0								
650 WELLS FARGO & COMPANY	94974BF0G		8/28/2013	7/26/2016	8,875			0	8,768	107	0	0								
651 WELLS FARGO & COMPANY	94974BF0G		12/22/2013	7/26/2016	4,016			0	7,759	117	0	0								
652 WELLS FARGO & COMPANY	94974BF0G		1/22/2013	7/26/2016	1,004			0	4,023	-7	0	0								
653 WELLS FARGO & COMPANY	94974BF0G		8/15/2006	3/15/2016	15,059			0	1,001	3	0	0								
654 WELLS FARGO & COMPANY	94974BF0G		11/22/2013	7/26/2016	1,004			0	15,020	39	0	0								
655 WYNDHAM WORLDWIDE CO	98310W108		3/15/2016	12/20/2016	714,723			0	267,814	446,909	0	0								
656 WYNDHAM WORLDWIDE CO	98310W108		11/21/2013	9/20/2016	4,088,270			0	1,253,336	2,834,934	0	0								
657 WELLS FARGO & COMPANY	94974BF0Q		11/21/2013	3/4/2016	8,055			0	8,040	15	0	0								
658 WELLS FARGO & COMPANY	94974BF0Q		11/21/2013	9/20/2016	3,038			0	3,012	26	0	0								
659 WEYERHAEUSER CO	962166104		8/21/2013	3/4/2016	1,124		6	0	1,130	0	0	0								
660 WEYERHAEUSER CO	962166104		8/21/2013	9/20/2016	1,293			0	1,185	108	0	0								
661 EUTELSAT COMMUNICATION	F3692M128		11/21/2013	3/4/2016	2,527			0	2,492	35	0	0								
662 WYNDHAM WORLDWIDE CO	98310W108		5/6/2008	3/15/2016	800,669			0	250,858	549,811	0	0								
663 WYNDHAM WORLDWIDE CO	98310W108		5/6/2008	3/15/2016	277,918			0	87,075	190,843	0	0								
664 EUTELSAT COMMUNICATION	F3692M128		11/21/2013	5/23/2016	1,822			0	2,642	-820	0	0								
665 EUTELSAT COMMUNICATION	F3692M128		11/21/2013	5/24/2016	1,807			0	2,872	-865	0	0								
666 EUTELSAT COMMUNICATION	F3692M128		11/21/2013	5/25/2016	1,917			0	2,822	-905	0	0								
667 EUTELSAT COMMUNICATION	F3692M128		11/21/2013	5/26/2016	1,448			0	2,131	-683	0	0								
668 EUTELSAT COMMUNICATION	F3692M128		11/21/2013	5/27/2016	2,995			0	4,533	-1,538	0	0								
669 EUTELSAT COMMUNICATION	F3692M128		11/21/2013	5/31/2016	1,236			0	1,861	-625	0	0								
670 EUTELSAT COMMUNICATION	F3692M128		12/5/2014	5/31/2016	3,408			0	5,699	-2,291	0	0								
671 EUTELSAT COMMUNICATION	F3692M128		3/15/2016	6/1/2016	2,918			0	4,735	-1,817	0	0								
672 EUTELSAT COMMUNICATION	F3692M128		12/5/2014	6/1/2016	307			0	533	-226	0	0								
673 EUTELSAT COMMUNICATION	F3692M128		3/15/2016	6/2/2016	1,003			0	1,651	-648	0	0								
674 INVESCO LTD	G491BT108		5/23/2016	9/20/2016	244			0	238	6	0	0								
675 INVESCO LTD	G491BT108		5/23/2016	9/20/2016	1,313			0	1,265	48	0	0								
676 INVESCO LTD	G491BT108		5/23/2016	12/14/2016	884			0	835	49	0	0								
677 TYCO INTL PLC SHS	G91442106		10/13/2014	2/16/2016	2,931			0	3,621	-690	0	0								
678 TYCO INTL PLC SHS	G91442106		10/10/2014	2/16/2016	920			0	1,142	-222	0	0								
679 TYCO INTL PLC SHS	G91442106		10/14/2014	2/17/2016	2,980			0	3,474	-494	0	0								
680 TYCO INTL PLC SHS	G91442106		10/13/2014	2/17/2016	1,005			0	1,221	-216	0	0								
681 TYCO INTL PLC SHS	G91442106		12/5/2014	2/18/2016	1,211			0	1,522	-311	0	0								
682 TYCO INTL PLC SHS	G91442106		10/14/2014	2/18/2016	2,663			0	3,111	-448	0	0								
683 FEDERAL NATL MTG ASSOC	3135G0B0A		12/5/2014	4/11/2016	18,000			0	18,000	0	0	0								
684 FEDERAL NATL MTG ASSOC	3135G0B0A		11/21/2013	4/11/2016	12,000			0	12,000	0	0	0								
685 FEDERAL NATL MTG ASSOC	3135G0B0A		11/21/2013	4/11/2016	1,000			0	1,000	0	0	0								
686 FEDERAL NATL MTG ASSOC	3135G0B0A		8/21/2013	4/11/2016	15,000			0	15,000	0	0	0								
687 FEDERAL NATL MTG ASSOC	3135G0B0A		8/2/2012	4/11/2016	27,000			0	27,000	0	0	0								
688 FEDERAL NATL MTG ASSOC	3139ADM1		1/5/2012	3/4/2016	3,169			0	3,149	20	0	0								
689 FEDERAL NATL MTG ASSOC	3139ADM1		12/21/2010	3/4/2016	6,337			0	6,183	154	0	0								
690 FEDERAL NATL MTG ASSOC	3139ADM1		1/5/2012	9/20/2016	1,034			0	1,029	5	0	0								

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

Long Term CG Distributions													Amount	628	
Short Term CG Distributions													0		
	CUSIP #	Description of Property Sold	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	28,517	4,845,016	4,219,725	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV On Adj Basis or Loss
691	FEDERAL NATL MTG ASSOC			1/5/2012	10/7/2016	1,032		478	0	1,026	6	0	0	0	4,219
692	GAP INC DELAWARE			8/14/2015	3/4/2016	3,192			0	3,670	0	0	0	0	
693	GAP INC DELAWARE			8/17/2015	8/25/2016	422			0	550	-128	0	0	0	
694	GAP INC DELAWARE			8/14/2015	8/25/2016	606			0	789	-183	0	0	0	
695	GAP INC DELAWARE			8/14/2015	8/25/2016	2,819			0	2,986	-167	0	0	0	
696	GAP INC DELAWARE			8/17/2015	8/26/2016	3,663			0	4,742	-1,079	0	0	0	-1
697	GAP INC DELAWARE			8/18/2015	10/7/2016	1,205			0	1,598	-393	0	0	0	
698	GAP INC DELAWARE			8/17/2015	10/7/2016	1,179			0	1,546	-367	0	0	0	
699	GENERAL ELECTRIC			8/21/2013	2/8/2016	2,120			0	1,807	313	0	0	0	
700	GENERAL ELECTRIC			8/21/2013	3/4/2016	6,510			0	5,088	1,422	0	0	0	1
701	GENERAL ELECTRIC			8/22/2013	3/4/2016	5,506			0	4,307	1,198	0	0	0	1
702	GENERAL ELECTRIC			8/22/2013	4/5/2016	7,117			0	5,449	1,668	0	0	0	1
703	GENERAL ELECTRIC			1/8/2013	9/20/2016	2,110			0	1,911	199	0	0	0	
704	GENERAL ELECTRIC			8/22/2013	9/20/2016	8,379			0	6,711	1,668	0	0	0	1
705	GENERAL ELECTRIC			1/6/2013	10/14/2016	10,372			0	9,662	710	0	0	0	
706	GENERAL ELECTRIC			1/6/2013	11/2/2016	3,850			0	3,633	217	0	0	0	
707	GENERAL ELECTRIC			12/5/2014	11/2/2016	7,500			0	6,877	623	0	0	0	
708	GENERAL ELECTRIC			3/23/2015	12/14/2016	828			0		161	0	0	0	
709	GENERAL ELECTRIC			12/5/2014	12/14/2016	2,515			0	2,066	449	0	0	0	
710	GENERAL ELEC CAP CORP			1/23/2015	3/4/2016	7,133			0	7,071	62	0	0	0	
711	GENERAL ELEC CAP CORP			1/23/2015	9/20/2016	3,069			0	3,026	43	0	0	0	
712	GENERAL ELEC CAP CORP			1/23/2015	10/11/2016	1,022			0	1,009	13	0	0	0	
713	GENUNE PARTS CO			11/21/2013	3/4/2016	4,197			0	3,663	534	0	0	0	
714	GENUNE PARTS CO			11/21/2013	4/19/2016	11,031			0	9,281	1,750	0	0	0	1
715	GENUNE PARTS CO			11/21/2013	4/27/2016	4,914			0	4,070	844	0	0	0	
716	GENUNE PARTS CO			8/21/2014	4/27/2016	3,440			0	3,070	370	0	0	0	
717	GENUNE PARTS CO			8/22/2014	9/20/2016	2,574			0	2,282	292	0	0	0	
718	GENUNE PARTS CO			8/21/2014	9/20/2016	1,980			0	1,754	226	0	0	0	
719	GIVAUDAN SA UNSP ADR			11/21/2013	3/4/2016	1,089			0	812	277	0	0	0	
720	GIVAUDAN SA UNSP ADR			11/21/2013	9/20/2016	3,023			0	2,073	950	0	0	0	
721	TYCO INTL PLC SHS			12/5/2014	2/19/2016	502			0	652	-150	0	0	0	
722	JAPAN TOBACCO INC 2914			11/30/2013	2/10/2016	651			0	599	52	0	0	0	
723	JAPAN TOBACCO INC 2914			11/21/2013	2/10/2016	3,409			0	3,318	91	0	0	0	
724	JAPAN TOBACCO INC 2914			11/30/2013	3/4/2016	2,216			0	1,904	312	0	0	0	
725	JAPAN TOBACCO INC 2914			3/26/2014	4/28/2016	9,845			0	7,351	2,494	0	0	0	2
726	JAPAN TOBACCO INC 2914			12/10/2013	4/28/2016	6,863			0	5,620	1,263	0	0	0	1
727	JAPAN TOBACCO INC 2914			11/30/2013	4/28/2016	125			0	106	19	0	0	0	
728	JAPAN TOBACCO INC 2914			10/21/2014	9/20/2016	621			0	512	109	0	0	0	
729	JAPAN TOBACCO INC 2914			3/26/2014	9/20/2016	2,447			0	1,962	485	0	0	0	
730	KONE OYJ			11/21/2013	3/4/2016	1,316			36	1,352	0	0	0	0	
731	KONE OYJ			11/21/2013	3/4/2016	1,543			42	1,585	0	0	0	0	
732	KONE OYJ			11/21/2013	9/20/2016	4,176			0	3,916	260	0	0	0	

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	STEPHEN P HOLMES		18 KEECH-BRIAR LANE	POMPTON LAKES	NJ	07444		PRESIDENT	1 00	0	.	.
2	BONNIE L HOLMES		18 KEECH-BRIAR LANE	POMPTON LAKES	NJ	07444		VP & SEC	1 00	0	.	.

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/13/2016	2	1,273
3 Second quarter estimated tax payment	6/14/2016	3	51,168
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	52,441