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 , and ending

Name of foundation: JEAN L POTTER FDTN

A Employer identification number: 47-1641626

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1501, NJ2-130-03-31 | Room/suite:

B Telephone number (see instructions): 609-274-6834

City or town, state or province, country, and ZIP or foreign postal code: PENNINGTON NJ 08534-1501

Foreign country name | Foreign province/state/county | Foreign postal code

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 10,315,137

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	351,188	264,701		
	5a		Gross rents				
	b		Net rental income or (loss)				
	6a		Net gain or (loss) from sale of assets not on line 10	-59,132			
	b		Gross sales price for all assets on line 6a 821,478				
	7		Capital gain net income (from Part IV, line 2)				
	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	292,056	264,701	0	
Operating and Administrative Expenses	13		Compensation of officers, directors, trustees, etc	155,954	62,381		93,572
	14		Other employee salaries and wages				
	15		Pension plans, employee benefits				
	16a		Legal fees (attach schedule)				
	b		Accounting fees (attach schedule)				
	c		Other professional fees (attach schedule)				
	17		Interest				
	18		Taxes (attach schedule) (see instructions)	10,686	1,571		
	19		Depreciation (attach schedule) and depletion				
	20		Occupancy				
	21		Travel, conferences, and meetings				
	22		Printing and publications				
	23		Other expenses (attach schedule)	320	320		
	24		**Total operating and administrative expenses.** Add lines 13 through 23	166,960	64,272	0	93,572
	25		Contributions, gifts, grants paid	647,736			647,736
	26		**Total expenses and disbursements.** Add lines 24 and 25	814,696	64,272	0	741,308
	27		Subtract line 26 from line 12				
	a		**Excess of revenue over expenses and disbursements**	-522,640			
	b		**Net investment income** (if negative, enter -0-)		200,429		
	c		**Adjusted net income** (if negative, enter -0-)			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	431	540	540
	2	Savings and temporary cash investments	187,072	213,393	213,393
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	3,205,369	2,917,684	322,552
	b	Investments—corporate stock (attach schedule)	7,912,302	7,707,539	8,574,743
	c	Investments—corporate bonds (attach schedule)	297,106	374,978	374,947
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,156,803	979,813	828,962
	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)	12,759,083	12,193,947	10,315,137
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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	12,759,083	12,193,947	
	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)	12,759,083	12,193,947	
	31	**Total liabilities and net assets/fund balances** (see instructions)	12,759,083	12,193,947	

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	12,759,083
2	Enter amount from Part I, line 27a	2	-522,640
3	Other increases not included in line 2 (itemize) ▶ PURCHASE OF ACCRUED INTEREST C/O FROM	3	1,175
4	Add lines 1, 2, and 3	4	12,237,618
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	43,671
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,193,947

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) 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				
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	-59,132
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	863,903	13,300,483	0 064953
2014	736,548	10,149,766	0 072568
2013			0 000000
2012			0 000000
2011			0 000000

2	**Total** of line 1, column (d)	2	0 137521
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 068761
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	12,996,517
5	Multiply line 4 by line 3	5	893,654
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,004
7	Add lines 5 and 6	7	895,658
8	Enter qualifying distributions from Part XII, line 4	8	741,308

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 ▶ ☐ and enter 1% of Part I, line 27b		1	4,009
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	4,009
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	4,009
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 7,750		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	7,750
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	3,741
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	**Refunded** ▶	11	3,741

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	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*	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) ▶ FL			
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 ▶ 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

			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		X
	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 ▶ 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** No: 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
UST-MLT P O Box 1501, NJ2-130-03-31 Pennington, NJ 08534-	TRUSTEE 2 00	155,954		

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	12,832,899
b	Average of monthly cash balances	1b	361,535
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	13,194,434
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,194,434
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	197,917
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,996,517
6	**Minimum investment return.** Enter 5% of line 5	6	649,826

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	649,826
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,009		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,009
3	Distributable amount before adjustments Subtract line 2c from line 1			3	645,817
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	645,817
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	645,817

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	741,308
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	741,308
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	741,308

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					645,817
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					
b	From 2012					
c	From 2013					
d	From 2014	543,942				
e	From 2015	206,629				
f	**Total** of lines 3a through e		750,571			
4	Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 741,308					
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					645,817
e	Remaining amount distributed out of corpus		95,491			
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		846,062			
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)					
9	**Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		846,062			
10	Analysis of line 9					
a	Excess from 2012					
b	Excess from 2013					
c	Excess from 2014	543,942				
d	Excess from 2015	206,629				
e	Excess from 2016	95,491				

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

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					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

NONE

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

NONE

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

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

a The name, address, and telephone number or 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* See Attached Statement				
Total			▶ 3a	647,736
b *Approved for future payment* NONE				
Total			▶ 3b	0

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	351,188	
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	-59,132	
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		292,056	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 292,056

(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
		Not Applicable	

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

Edward R. K. | 5/1/2017 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
LAWRENCE F MCGUIRE		5/1/2017		P01233953
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name				
WORLD VISION				
Street				
P O BOX 9716				
City	**State**	**Zip Code**	**Foreign Country**	
FEDERAL WAY	WA	98063-9716		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				136,025

Name				
BILLY GRAHAM EVANGELISTIC ASSOCIATION				
Street				
1 BILLY GRAHAM PKWY				
City	**State**	**Zip Code**	**Foreign Country**	
CHARLOTTE	NC	28201-0001		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				77,729

Name				
AFRICAN ENTERPRISE				
Street				
128 E PALM AVE				
City	**State**	**Zip Code**	**Foreign Country**	
MONROVIA	CA	91016-5108		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				12,954

Name				
CHRISTIAN HEALING MINISTRIES INC				
Street				
438 W 67TH ST				
City	**State**	**Zip Code**	**Foreign Country**	
JACKSONVILLE	FL	32208-3931		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				19,432

Name				
Wycliffe Associates Inc				
Street				
11450 Translation Way				
City	**State**	**Zip Code**	**Foreign Country**	
ORLANDO	FL	32832-7002		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				51,818

Name				
GOOD SHEPHERD				
Street				
850 SOUTH 5TH STREET				
City	**State**	**Zip Code**	**Foreign Country**	
ALLENTOWN	PA	18103		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				155,457

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

Recipient(s) paid during the year

Name	CAMPUS CRUSADE FOR CHRIST, INC
Street	100 LAKE HART DRIVE 2200
City	ORLANDO
State	FL
Zip Code	32832-0100
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL OPERATING
Amount	136,025

Name	PRISON FELLOWSHIP
Street	PO BOX 1550
City	MERRIFIELD
State	VA
Zip Code	22116-9880
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL OPERATING
Amount	25,909

Name	DOOR OF HOPE
Street	PO BOX 90455
City	PASADENA
State	CA
Zip Code	91109-0455
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL OPERATING
Amount	19,432

Name	WORLD CHALLENGE INC
Street	PO BOX 260
City	LINDALE
State	TX
Zip Code	75771-9990
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL OPERATING
Amount	12,955

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

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

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

	Amount		Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	71		Capital Gains/Losses	821,478	880,610	-59,132
Short Term CG Distributions	0		Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	POTASH CORP SASKATCHEW	73755L107	X				3/31/2014	4/1/2016	20,306	43,164				0	-22,858
2	POTASH CORP SASKATCHEW	73755L107	X				3/21/2014	4/1/2016	20,306	41,652				0	-21,346
3	3M COMPANY	88579Y101	X				6/29/2012	12/9/2016	5,326	2,679				0	2,647
4	3M COMPANY	88579Y101	X				6/28/2012	12/9/2016	5,149	2,509				0	2,640
5	3M COMPANY	88579Y101	X				6/27/2012	12/9/2016	5,149	2,532				0	2,617
6	3M COMPANY	88579Y101	X				6/26/2012	12/9/2016	1,775	861				0	914
7	3M COMPANY	88579Y101	X				3/4/2014	12/9/2016	37,994	28,779				0	9,215
8	3M COMPANY	88579Y101	X				9/24/2012	12/9/2016	15,624	8,249				0	7,375
9	U S TREASURY NOTE	912828QF0	X				5/27/2011	5/2/2016	11,000	11,000				0	0
10	WALGREENS BOOTS ALLIAN	931427108	X				3/4/2014	12/9/2016	85,531	67,635				0	17,896
11	YUM BRANDS INC	988498101	X				3/4/2015	9/29/2016	10,198	9,037				0	1,161
12	YUM BRANDS INC	988498101	X				1/21/2015	9/29/2016	12,183	9,650				0	2,533
13	CLEARBRIDGE AMERN ENER	184691103	X				3/4/2014	4/1/2016	67,665	143,090				0	-75,425
14	COCA COLA COM	191216100	X				3/4/2014	12/9/2016	41,859	38,326				0	3,533
15	DALLAS FORT WORTH TEX	235036J76	X				3/12/2014	11/1/2016	100,000	100,000				0	0
16	DELL TECHNOLOGIES INC	24703L103	X				2/26/2014	9/19/2016	8	7				0	1
17	DELL TECHNOLOGIES INC	24703L103	X				11/1/2012	11/10/2016	1,040	991				0	49
18	DELL TECHNOLOGIES INC	24703L103	X				11/2/2012	11/10/2016	297	283				0	14
19	DELL TECHNOLOGIES INC	24703L103	X				2/26/2014	11/10/2016	396	378				0	18
20	DELL TECHNOLOGIES INC	24703L103	X				8/8/2013	11/10/2016	644	614				0	30
21	DELL TECHNOLOGIES INC	24703L103	X				11/1/2012	11/10/2016	50	47				0	3
22	E M C CORPORATION MASS	268648102	X				11/1/2012	9/7/2016	3,975	3,261				0	714
23	E M C CORPORATION MASS	268648102	X				11/2/2012	9/7/2016	22	18				0	4
24	E M C CORPORATION MASS	268648102	X				11/2/2012	9/7/2016	2	2				0	0
25	E M C CORPORATION MASS	268648102	X				11/1/2012	9/7/2016	763	653				0	110
26	E M C CORPORATION MASS	268648102	X				11/2/2012	9/7/2016	1,209	989				0	220
27	E M C CORPORATION MASS	268648102	X				11/2/2012	9/7/2016	235	201				0	34
28	E M C CORPORATION MASS	268648102	X				8/8/2013	9/7/2016	18	17				0	1
29	E M C CORPORATION MASS	268648102	X				2/26/2014	9/7/2016	25	23				0	2
30	E M C CORPORATION MASS	268648102	X				2/26/2014	9/7/2016	3	3				0	0
31	E M C CORPORATION MASS	268648102	X				11/1/2012	9/7/2016	6	5				0	1
32	E M C CORPORATION MASS	268648102	X				2/26/2014	9/7/2016	235	211				0	24
33	E M C CORPORATION MASS	268648102	X				8/8/2013	9/7/2016	6	6				0	0
34	E M C CORPORATION MASS	268648102	X				11/1/2012	9/7/2016	19	15				0	4
35	E M C CORPORATION MASS	268648102	X				8/8/2013	9/7/2016	440	406				0	34
36	E M C CORPORATION MASS	268648102	X				2/26/2014	9/7/2016	1,348	1,177				0	171
37	E M C CORPORATION MASS	268648102	X				8/8/2013	9/7/2016	2,301	2,081				0	220
38	EXXON MOBIL CORP COM	30231G102	X				7/10/2012	12/9/2016	3,893	3,677				0	216
39	EXXON MOBIL CORP COM	30231G102	X				3/4/2014	12/9/2016	78,385	84,682				0	-6,297
40	EXXON MOBIL CORP COM	30231G102	X				7/9/2012	12/9/2016	6,193	5,848				0	345
41	FEDERAL NATL MTG ASSOC	3135G0BA0	X				8/2/2012	4/11/2016	22,000	22,000				0	0
42	GNM P558784X 05 50%2034	36213MXM5	X				2/16/2016	2/16/2016	3	3				0	0
43	GNM P558784X 05 50%2034	36213MXM5	X				3/15/2016	3/15/2016	3	3				0	0
44	GNM P558784X 05 50%2034	36213MXM5	X				4/15/2016	4/15/2016	3	3				0	0
45	GNM P558784X 05 50%2034	36213MXM5	X				5/16/2016	5/16/2016	3	3				0	0
46	GNM P558784X 05 50%2034	36213MXM5	X				6/15/2016	6/15/2016	3	3				0	0
47	GNM P558784X 05 50%2034	36213MXM5	X				7/15/2016	7/15/2016	3	3				0	0
48	GNM P558784X 05 50%2034	36213MXM5	X				8/15/2016	8/15/2016	3	3				0	0
49	GNM P558784X 05 50%2034	36213MXM5	X				9/15/2016	9/15/2016	3	3				0	0
50	GNM P558784X 05 50%2034	36213MXM5	X				10/17/2016	10/17/2016	3	3				0	0
51	GNM P558784X 05 50%2034	36213MXM5	X				11/15/2016	11/15/2016	3	3				0	0
52	GNM P558784X 05 50%2034	36213MXM5	X				12/15/2016	12/15/2016	3	3				0	0
53	GNM P558784X 05 50%2034	36213MXM5	X				1/17/2017	1/17/2017	3	3				0	0
54	GASTON CNTY NC SCH	367298UM6	X				3/4/2014	4/1/2016	50,000	50,000				0	0
55	GENERAL ELECTRIC	369604103	X				3/4/2014	12/9/2016	52,240	42,825				0	9,415
56	GENERAL ELECTRIC	369604103	X				11/4/2013	12/9/2016	10,624	8,957				0	1,667
57	GOLDMAN SACHS GROUP IN	38141GEE0	X				3/30/2011	1/15/2016	4,000	4,000				0	0
58	GOLDMAN SACHS GROUP IN	38141GEE0	X				7/25/2006	1/15/2016	17,000	16,167				0	833
59	HANESBRANDS INC	410345102	X				3/4/2014	4/1/2016	24,863	15,987				0	8,876
60	HEWLETT PACKARD	42824C109	X				3/31/2014	2/2/2016	16,112	20,369				0	-4,257
61	HEWLETT PACKARD	42824C109	X				3/4/2014	2/2/2016	10,741	12,612				0	-1,871
62	HOPEWELL VY NJ REGL SD	439686JW7	X				3/4/2014	8/15/2016	50,000	50,000				0	0
63	MCKESSON CORPORATION	58155Q103	X				3/12/2012	11/10/2016	2,036	1,211				0	825
64	MCKESSON CORPORATION	58155Q103	X				3/9/2009	11/10/2016	11,344	3,043				0	8,301
65	POTASH CORP SASKATCHEW	73755L107	X				3/4/2015	4/1/2016	4,298	9,008				0	-4,710
66	POTASH CORP SASKATCHEW	73755L107	X				1/21/2015	4/1/2016	4,535	9,637				0	-5,102

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		10,686	1,571	0	0
	Description				
1	FOREIGN TAX WITHHELD	1,571	1,571		
2	PY EXCISE TAX DUE	1,365			
3	ESTIMATED EXCISE PAYMENTS	7,750			

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		320	320	0	0
	Description				
1	ADR FEES	320	320		

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

	Federal		3,205,369	2,917,684	0	322,552	
	State/Local		0	0	0	0	

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation
1				0			
2	FEDERAL HOME LN MTG CORP		0	26,011		128,936	
3	FEDERAL NATL MTG ASSOC		0	23,871		24,492	
4	FLORIDA ST BRD ED PUB ED		0	102,985			
5	GNM P558784X 05 50%2034		0	914		919	
6	GILBERT ARIZ PUB FACS		0	78,946			
7	HAWAII ST		0	113,334			
8	IBERVILLE PARISH LA CONS		0	102,010			
9	LAKE TRAVIS TEX INDPT		0	107,614			
10	MC KINNEY TEX		0	55,133			
11	MIAMI-DADE CNTY FLA WTR		0	102,771			
12	MISSISSIPPI DEV BK SPL		0	102,526			
13	NEW YORK ST LCL GOVT		0	108,857			
14	NORTH CAROLINA ST LTD		0	82,835			
15	NORTH FT BEND WTR AUTH		0	105,658			
16	OKLAHOMA ST CAPITOL IMPT		0	167,677			
17	PENNSYLVANIA ST TPK		0	138,946			
18	SHELDON TEX INDPT SCH		0	202,900			
19	SPOKANE WA		0	101,913			
20	TEMPE ARIZ		0	161,547			
21	TRAVIS CNTY TEX PERM		0	140,370			
22	U S. TREASURY BOND		0	24,351		29,102	
23	U S TREASURY BOND 3.125% FEB 15 20		0	40,837		41,604	
24	UNIVERSITY CONN		0	110,412			
25	WASHINGTON ST VARIOUS		0	135,429			
26	WESTON MASS MUN PURP LN		0	102,202			
27	WISCONSIN ST PETROLEUM		0	101,712			
28	U.S. TREASURY NOTE		0	22,296		23,384	
29	U S. TREASURY NOTE 2 000% FEB 15 20		0	73,540		74,115	
30	BATAVIA NY CITY SCH DIST		0	100,883			
31	BROWARD CNTY FLA SCH BRD		0	51,500			
32	EDEN PRAIRIE MINN TAX		0	127,704			

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
			7,912,302	7,707,539	0	8,574,743
1						
2	FREEPORT-MCMORAN COPPER & GOLD	0		143,056		57,588
3	GENERAL ELECTRIC CO	0		1,053,846		1,292,977
4	GENERAL MOTORS CO	0		66,819		67,137
5	EXPRESS SCRIPTS HLDG CO	0		167,994		151,407
6	EXXON MOBIL CORP	0		923,376		876,786
7	HSBC HLDGS PLC	0		124,265		96,713
8	HP INC	0		30,004		29,680
9	INTEL CORPORATION	0		75,569		99,706
10	INTERNATIONAL BUSINESS MACHINES C	0		349,799		313,887
11	INTERNATIONAL PAPER COMPANY COMI	0		24,589		24,991
12	J P MORGAN CHASE & CO	0		26,439		53,759
13	JOHNSON & JOHNSON COM	0		24,755		28,572
14	KRAFT (THE) HEINZ CO SHS	0		60,728		90,551
15	LOWES COMPANIES INC COM	0		17,280		31,648
16	MASTERCARD INC	0		13,752		29,220
17	MC DONALDS CORPORATION COMMON	0		13,343		16,919
18	MERCK AND CO INC SHS	0		38,316		47,096
19	MICROSOFT CORP COM	0		20,497		41,323
20	NOVARTIS AG SPNSRD ADR	0		63,876		58,272
21	ORACLE CORPORATION	0		13,131		16,072
22	PEPSICO INC	0		69,929		84,227
23	PFIZER INC COM	0		52,497		58,464
24	PHILIP MORRIS INTL INC	0		80,430		91,216
25	PHILLIPS 66 SHS	0		16,699		17,282
26	PROCTER & GAMBLE CO COM	0		68,378		71,132
27	SANOFI-SYNTHELABO	0		88,650		72,792
28	SCHLUMBERGER LIMITED COM	0		19,866		18,553
29	TEXTRON INCORPORATED COMMON	0		88,015		107,220
30	THOMSON CORP	0		24,614		27,494
31	3M CO	0		853,717		1,124,098
32	TUPPERWARE CORP	0		24,641		20,943
33	US BANCORP DEL	0		17,591		27,021
34	UNILEVER PLC AMER SHS ADR NEW	0		14,930		14,204
35	UNITED PARCEL SVC INC CL B	0		10,746		11,464
36	UNITED TECHNOLOGIES CORP	0		51,648		58,647
37	VERIZON COMMUNICATIONS INC	0		28,685		32,028
38	VODAFONE GROUP PLC SHS	0		151,346		94,495
39	WAL MART STORES INC	0		24,731		21,427
40	WALGREENS BOOTS ALLIANCE	0		847,914		1,026,224
41	WELLS FARGO & CO NEW	0		121,938		145,821
42	SEAGATE TECH PLC SHS	0		5,949		4,657
43	ABB LTD	0		23,566		25,726
44	AT& T INC	0		9,984		12,334
45	ABBVIE INC SHS	0		34,326		37,572
46	AETNA INC	0		14,409		25,794

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

			7,912,302	7,707,539	0	8,574,743
	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
47	ALPHABET INC SHS CL C	0		7,605		18,524
48	AMGEN INC	0		17,121		26,318
49	ANHEUSER-BUSCH INBEV ADR	0		24,484		21,721
50	APPLE COMPUTER INC COM	0		24,092		34,051
51	BP P L C SPONS ADR	0		75,573		64,555
52	BIOGEN IDEC INC	0		25,721		28,358
53	CVS CORP	0		14,271		23,594
54	CATERPILLAR INC	0		24,716		28,286
55	CISCO SYS INC	0		108,803		138,861
56	CITIGROUP INC COM NEW	0		16,793		31,854
57	COCA-COLA CO USD	0		1,060,056		1,137,662
58	COMCAST CORP NEW CL A	0		19,254		36,389
59	DIAGEO PLC SPON ADR NEW	0		6,107		6,029
60	DISNEY (WALT) COMPANY HOLDING CO.	0		11,525		24,179
61	DOVER CORPORATION	0		4,085		9,216
62	DOW CHEMICAL COMPANY COMMON	0		41,278		52,070
63	E I DU PONT DE NEMOURS & CO COMM	0		137,296		158,544
64	EASTMAN CHEMICAL CO	0		56,422		48,285
65	EMERSON ELECTRIC COMPANY	0		35,704		31,108

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

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
				297,106	374,978	0	374,947
1							
2	MICROSOFT CORP			0	99,219		95,580
3	SHELL INTERNATIONAL FIN			0	22,114		23,338
4	WELLS FARGO & COMPANY			0	11,011		10,987
5	WELLS FARGO & COMPANY			0	12,042		12,066
6	WELLS FARGO & COMPANY			0	153,864		152,637
7	AT&T INC			0	20,822		21,819
8	APPLE INC			0	24,454		24,343
9	CISCO SYSTEMS INC			0	20,923		22,449
10	CITIGROUP INC			0	10,529		11,728

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			1,156,803	979,813	828,962
1				0	
2	SHARES DJ EPAC SEL DV		0	22,025	20,692
3	KAYNE ANDERSON MLP INVT CO		0	14,877	9,379
4	TORTOISE MLP FD INC		0	106,688	76,320
5	WELLS FARGO ADV ULTRA		0	248,257	245,936
6	BLACKROCK SHORT-TERM		0	147,925	147,485
7	BLACKROCK STRATEGIC		0	125,266	120,250
8	CLEARBRIDGE ENERGY MLP		0	199,710	131,100
9	CLEARBRIDGE ENERGY MLP F		0	115,065	77,800

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

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

1	PURCHASE OF ACCRUED INTEREST C/O FROM PY	1	1,175
2	Total	2	1,175

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

1	BOND AMORTIZATION	1	1,692
2	COST BASIS ADJUSTMENT	2	41,592
3	MUTUAL FUND AND CTF INCOME SUBTRACTION	3	4
4	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	4	383
5	Total	5	43,671

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

	Amount
Long Term CG Distributions	71
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	Gains Minus Excess FMV Over Adj Basis or Losses
						821,407	0	0	880,610	-59,203	0	0	0	-59,203
1	POTASH CORP SASKATCHE\	73755L107		3/31/2014	4/1/2016	20,306		0	43,164	-22,858	0	0	0	-22,858
2	POTASH CORP SASKATCHE\	73755L107		3/21/2014	4/1/2016	20,306		0	41,652	-21,346	0	0	0	-21,346
3	3M COMPANY	88579Y101		6/29/2012	12/9/2016	5,326		0	2,679	2,647	0	0	0	2,647
4	3M COMPANY	88579Y101		6/28/2012	12/9/2016	5,149		0	2,509	2,640	0	0	0	2,640
5	3M COMPANY	88579Y101		6/27/2012	12/9/2016	5,149		0	2,532	2,617	0	0	0	2,617
6	3M COMPANY	88579Y101		6/26/2012	12/9/2016	1,775		0	861	914	0	0	0	914
7	3M COMPANY	88579Y101		3/4/2014	12/9/2016	37,994		0	28,779	9,215	0	0	0	9,215
8	3M COMPANY	88579Y101		9/24/2012	12/9/2016	15,624		0	8,249	7,375	0	0	0	7,375
9	U S TREASURY NOTE	912828QF0		5/27/2011	5/2/2016	11,000		0	11,000	0	0	0	0	0
10	WALGREENS BOOTS ALLIAN	931427108		3/4/2014	12/9/2016	85,531		0	67,635	17,896	0	0	0	17,896
11	YUM BRANDS INC	988498101		3/4/2015	9/29/2016	10,198		0	9,037	1,161	0	0	0	1,161
12	YUM BRANDS INC	988498101		1/21/2015	9/29/2016	12,183		0	9,650	2,533	0	0	0	2,533
13	CLEARBRIDGE AMERN ENER	184691103		3/4/2014	4/1/2016	67,665		0	143,090	-75,425	0	0	0	-75,425
14	COCA COLA COM	191216100		3/4/2014	12/9/2016	41,859		0	38,326	3,533	0	0	0	3,533
15	DALLAS FORT WORTH TEX	235036J76		3/12/2014	11/1/2016	100,000		0	100,000	0	0	0	0	0
16	DELL TECHNOLOGIES INC	24703L103		2/26/2014	9/19/2016	8		0	7	1	0	0	0	1
17	DELL TECHNOLOGIES INC	24703L103		11/1/2012	11/10/2016	1,040		0	991	49	0	0	0	49
18	DELL TECHNOLOGIES INC	24703L103		11/2/2012	11/10/2016	297		0	283	14	0	0	0	14
19	DELL TECHNOLOGIES INC	24703L103		2/26/2014	11/10/2016	396		0	378	18	0	0	0	18
20	DELL TECHNOLOGIES INC	24703L103		8/8/2013	11/10/2016	644		0	614	30	0	0	0	30
21	DELL TECHNOLOGIES INC	24703L103		11/1/2012	11/10/2016	50		0	47	3	0	0	0	3
22	E M C CORPORATION MASS	268648102		11/1/2012	9/7/2016	3,975		0	3,261	714	0	0	0	714
23	E M C CORPORATION MASS	268648102		11/2/2012	9/7/2016	22		0	18	4	0	0	0	4
24	E M C CORPORATION MASS	268648102		11/2/2012	9/7/2016	2		0	2	0	0	0	0	0
25	E M C CORPORATION MASS	268648102		11/1/2012	9/7/2016	763		0	653	110	0	0	0	110
26	E M C CORPORATION MASS	268648102		11/2/2012	9/7/2016	1,209		0	989	220	0	0	0	220
27	E M C CORPORATION MASS	268648102		11/2/2012	9/7/2016	235		0	201	34	0	0	0	34
28	E M C CORPORATION MASS	268648102		8/8/2013	9/7/2016	18		0	17	1	0	0	0	1
29	E M C CORPORATION MASS	268648102		2/26/2014	9/7/2016	25		0	23	2	0	0	0	2
30	E M C CORPORATION MASS	268648102		2/26/2014	9/7/2016	3		0	3	0	0	0	0	0
31	E M C CORPORATION MASS	268648102		11/1/2012	9/7/2016	6		0	5	1	0	0	0	1
32	E M C CORPORATION MASS	268648102		2/26/2014	9/7/2016	235		0	211	24	0	0	0	24
33	E M C CORPORATION MASS	268648102		8/8/2013	9/7/2016	6		0	6	0	0	0	0	0
34	E M C CORPORATION MASS	268648102		11/1/2012	9/7/2016	19		0	15	4	0	0	0	4
35	E M C CORPORATION MASS	268648102		8/8/2013	9/7/2016	440		0	406	34	0	0	0	34
36	E M C CORPORATION MASS	268648102		2/26/2014	9/7/2016	1,348		0	1,177	171	0	0	0	171
37	E M C CORPORATION MASS	268648102		8/8/2013	9/7/2016	2,301		0	2,081	220	0	0	0	220
38	EXXON MOBIL CORP COM	30231G102		7/10/2012	12/9/2016	3,893		0	3,677	216	0	0	0	216
39	EXXON MOBIL CORP COM	30231G102		3/4/2014	12/9/2016	78,385		0	84,682	-6,297	0	0	0	-6,297
40	EXXON MOBIL CORP COM	30231G102		7/9/2012	12/9/2016	6,193		0	5,848	345	0	0	0	345
41	FEDERAL NATL MTG ASSOC	3135G0BA0		8/2/2012	4/11/2016	22,000		0	22,000	0	0	0	0	0
42	GNM P558784X 05 50%2034	36213MXM5		2/16/2016	2/16/2016	3		0	3	0	0	0	0	0
43	GNM P558784X 05 50%2034	36213MXM5		3/15/2016	3/15/2016	3		0	3	0	0	0	0	0
44	GNM P558784X 05 50%2034	36213MXM5		4/15/2016	4/15/2016	3		0	3	0	0	0	0	0
45	GNM P558784X 05 50%2034	36213MXM5		5/16/2016	5/16/2016	3		0	3	0	0	0	0	0
46	GNM P558784X 05 50%2034	36213MXM5		6/15/2016	6/15/2016	3		0	3	0	0	0	0	0
47	GNM P558784X 05 50%2034	36213MXM5		7/15/2016	7/15/2016	3		0	3	0	0	0	0	0
48	GNM P558784X 05 50%2034	36213MXM5		8/15/2016	8/15/2016	3		0	3	0	0	0	0	0
49	GNM P558784X 05 50%2034	36213MXM5		9/15/2016	9/15/2016	3		0	3	0	0	0	0	0
50	GNM P558784X 05 50%2034	36213MXM5		10/17/2016	10/17/2016	3		0	3	0	0	0	0	0
51	GNM P558784X 05 50%2034	36213MXM5		11/15/2016	11/15/2016	3		0	3	0	0	0	0	0
52	GNM P558784X 05 50%2034	36213MXM5		12/15/2016	12/15/2016	3		0	3	0	0	0	0	0
53	GNM P558784X 05 50%2034	36213MXM5		1/17/2017	1/17/2017	3		0	3	0	0	0	0	0
54	GASTON CNTY NC SCH	367298UM6		3/4/2014	4/1/2016	50,000		0	50,000	0	0	0	0	0
55	GENERAL ELECTRIC	369604103		3/4/2014	12/9/2016	52,240		0	42,825	9,415	0	0	0	9,415
56	GENERAL ELECTRIC	369604103		11/4/2013	12/9/2016	10,624		0	8,957	1,667	0	0	0	1,667
57	GOLDMAN SACHS GROUP IN	38141GEE0		3/30/2011	1/15/2016	4 000		0	4,000	0	0	0	0	0
58	GOLDMAN SACHS GROUP IN	38141GEE0		7/25/2006	1/15/2016	17,000		0	16,167	833	0	0	0	833
59	HANESBRANDS INC	410345102		3/4/2014	4/1/2016	24,863		0	15,987	8,876	0	0	0	8,876
60	HEWLETT PACKARD	42824C109		3/31/2014	2/2/2016	16,112		0	20,369	-4,257	0	0	0	-4,257
61	HEWLETT PACKARD	42824C109		3/4/2014	2/2/2016	10,741		0	12,612	-1,871	0	0	0	-1,871
62	HOPEWELL VY NJ REGL SD	439686JW7		3/4/2014	8/15/2016	50,000		0	50 000	0	0	0	0	0
63	MCKESSON CORPORATION (	58155Q103		3/12/2012	11/10/2016	2,036		0	1,211	825	0	0	0	825
64	MCKESSON CORPORATION (	58155Q103		3/9/2009	11/10/2016	11,344		0	3,043	8,301	0	0	0	8,301
65	POTASH CORP SASKATCHE\	73755L107		3/4/2015	4/1/2016	4,298		0	9,008	-4,710	0	0	0	-4,710
66	POTASH CORP SASKATCHE\	73755L107		1/21/2015	4/1/2016	4 535		0	9,637	-5,102	0	0	0	-5,102

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										155,954	0	0
1	UST-MLT		P O Box 1501, NJ2-130-03-31	Pennington	NJ	08534-1501		TRUSTEE	2 00	155,954		

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	1,938
3	Second quarter estimated tax payment	6/14/2016	3	1,938
4	Third quarter estimated tax payment	9/14/2016	4	1,938
5	Fourth quarter estimated tax payment	12/14/2016	5	1,936
6	Other payments		6	
7	Total		7	7,750