



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ 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.

For calendar year 2016 or tax year beginning 9/15/2016, and ending 12/31/2016

Name of foundation CAROL C JOHNSON CHARITABLE FOUNDATION			A Employer identification number 81-6491462	
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	
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) ▶ \$ 4,802,466		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)	4,686,725			
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	33,229	32,195		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	101,605			
b Gross sales price for all assets on line 6a 1,633,712				
7 Capital gain net income (from Part IV, line 2)		101,605		
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	4,821,559	133,800	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	11,066	4,426		6,640
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)	2,478	652		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	195	195		
24 Total operating and administrative expenses. Add lines 13 through 23	13,739	5,273	0	6,640
25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	13,739	5,273	0	6,640
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	4,807,820			
b Net investment income (if negative, enter -0-)		128,527		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2016)

HTA

90-37

12
MB

SCANNED NOV 17 2017

POSTMARK RECEIVED
11 09 2017
01 OGDEN
SERVICE CENTER

Form 990-PF (2016)

CAROL C JOHNSON CHARITABLE FOUNDATION

81-6491462

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		2,226	2,225	
	2	Savings and temporary cash investments		179,199	179,199	
	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)		325,174	307,976	
	b	Investments—corporate stock (attach schedule)		2,312,043	2,458,613	
	c	Investments—corporate bonds (attach schedule)		315,628	306,602	
	Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments—mortgage loans				
13		Investments—other (attach schedule)		1,546,044	1,547,851	
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)	0	4,680,314	4,802,466	
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		4,680,314			
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)	0	4,680,314			
31	Total liabilities and net assets/fund balances (see instructions)	0	4,680,314			

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	0
2	Enter amount from Part I, line 27a	2	4,807,820
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	229
4	Add lines 1, 2, and 3	4	4,808,049
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	127,735
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,680,314

Form 990-PF (2016)

Form 990-PF (2016)

CAROL C JOHNSON CHARITABLE FOUNDATION

81-6491462

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	101,605
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			0.000000
2014			0.000000
2013			0.000000
2012			0.000000
2011			0.000000

2 Total of line 1, column (d)	2	0.000000
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	0.000000
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
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	0

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	2,571
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	2,571
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	2,571
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,826
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	1,826
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	745
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ Refunded ☐	11	0

Part VII-A Statements Regarding Activities \$37 LATE PAYMENT PENALTY AND INTEREST

	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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
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? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? 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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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
	<i>If "Yes" to 6b, file Form 8870</i>			
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 AS CO-TRUSTEE P O Box 1501, NJ2-130-03-31 Pennington, NJ 08534-	CO-TRUSTEE 2 00	11,066		
PAUL MARCESE 47 PLANDOME ROAD MANHASSET, NY 11030	CO-TRUSTEE 2 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	4,544,251
b	Average of monthly cash balances	1b	154,896
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,699,147
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	4,699,147
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	70,487
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,628,660
6	Minimum investment return. Enter 5% of line 5. MIR Prorated - Short Year	6	68,479

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	68,479
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,571
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,571
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	65,908
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	65,908
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	65,908

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	6,640
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	6,640
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	6,640

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.

Form 990-PF (2016)

CAROL C JOHNSON CHARITABLE FOUNDATION

81-6491462

Page 9

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				65,908
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				
e From 2015				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 6,640				
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				6,640
e Remaining amount distributed out of corpus				
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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				59,268
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				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

Tax year	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
				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

Form 990-PF (2016)

CAROL C JOHNSON CHARITABLE FOUNDATION

81-6491462

Page 11

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 NONE				
Total				▶ 3a 0
b Approved for future payment 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			14	33,229	
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	101,605	
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		134,834	0
13	Total. Add line 12, columns (b), (d), and (e)				13	134,834

(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**

CAROL C JOHNSON CHARITABLE FOUNDATION

Employer identification number

81-6491462

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. 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).

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Page 2

Name of organization CAROL C JOHNSON CHARITABLE FOUNDATION	Employer identification number 81-6491462
---	--

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	ESTATE OF CAROL JOHNSON 47 PLANDOME ROAD MANHASSET NY 11030 Foreign State or Province Foreign Country	\$ 4,582,458	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	ESTATE OF CAROL JOHNSON 47 PLANDOME ROAD MANHASSET NY 11030 Foreign State or Province Foreign Country	\$ 104,267	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization CAROL C JOHNSON CHARITABLE FOUNDATION	Employer identification number 81-6491462
---	--

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		----- ----- -----	

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

Long Term CG Distributions		Amount	Totals		Gross Sales		Cost or Other Basis		Expenses, Depreciation and Adjustments		Net Gain or Loss		
Short Term CG Distributions		11,505	Capital Gains/Losses		1,633,712		0		1,532,107		101,605		
		0	Other sales		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	Adjustments	Net Gain or Loss
1 ROYAL DUTCH SHELL PLC	780259107	X				1/3/2016	11/23/2016	3,716	3,285				451
2 ROYAL DUTCH SHELL PLC	780259107	X				2/5/2016	12/2/2016	1,547	1,306				241
3 ROYAL DUTCH SHELL PLC	780259107	X				2/5/2016	12/2/2016	443	360				83
4 ROYAL DUTCH SHELL PLC	780259107	X				3/30/2016	12/2/2016	7,089	6,439				653
5 ROYAL DUTCH SHELL PLC	780259107	X				3/30/2016	12/12/2016	8,339	7,391				948
6 SK TELECOM ADR	78440P108	X				3/30/2016	10/3/2016	3,444	3,164				280
7 SK TELECOM ADR	78440P108	X				3/30/2016	10/4/2016	3,012	2,812				200
8 SK TELECOM ADR	78440P108	X				3/30/2016	10/5/2016	2,001	1,882				119
9 SK TELECOM ADR	78440P108	X				3/30/2016	10/6/2016	2,670	2,564				106
10 SK TELECOM ADR	78440P108	X				3/30/2016	10/6/2016	3,840	3,639				201
11 SK TELECOM ADR	78440P108	X				3/30/2016	10/10/2016	3,535	3,270				265
12 SK TELECOM ADR	78440P108	X				3/30/2016	10/10/2016	922	888				54
13 SK TELECOM ADR	78440P108	X				4/14/2016	10/11/2016	522	487				35
14 SHIRE PLC-ADR	82481R106	X				3/30/2016	9/22/2016	8,577	7,153				1,424
15 SHIRE PLC-ADR	82481R106	X				3/30/2016	10/3/2016	11,097	9,708				1,389
16 SHIRE PLC-ADR	82481R106	X				4/22/2016	10/20/2016	1,320	1,291				29
17 SHIRE PLC-ADR	82481R106	X				3/30/2016	10/20/2016	9,995	9,027				968
18 SOUTHWEST AIRLINS CO	844741108	X				1/3/2016	12/9/2016	2,684	2,287				397
19 SUNTRUST BKS INC COM	867914103	X				1/3/2016	9/22/2016	531	508				23
20 THK CO LTD SHS	872434105	X				1/3/2016	11/14/2016	3,852	3,101				751
21 THK CO LTD SHS	872434105	X				3/30/2016	11/25/2016	208	177				31
22 THK CO LTD SHS	872434105	X				1/3/2016	11/25/2016	2,636	2,211				425
23 THK CO LTD SHS	872434105	X				3/30/2016	12/12/2016	3,601	2,995				606
24 THK CO LTD SHS	872434105	X				3/30/2016	12/13/2016	1,786	1,511				275
25 TAIWAN S MANUFACTURING AL	874039100	X				6/7/2016	9/22/2016	2,669	2,266				403
26 TAIWAN S MANUFACTURING AL	874039100	X				3/30/2016	9/22/2016	10,923	9,430				1,493
27 TAIWAN S MANUFACTURING AL	874039100	X				1/3/2016	9/22/2016	3,889	2,916				1,073
28 TRAVELERS COS INC	89417E109	X				1/3/2016	10/18/2016	1,268	1,229				39
29 TRAVELERS COS INC	89417E109	X				1/3/2016	10/19/2016	1,846	1,787				59
30 TREND MICRO INC. ADR NEW	89486M206	X				1/3/2016	9/22/2016	524	606				-82
31 TREND MICRO INC. ADR NEW	89486M206	X				1/3/2016	12/12/2016	2,112	2,384				-272
32 U S TREASURY BOND	912810F00	X				3/31/2016	9/22/2016	16,588	16,201				387
33 U S TREASURY BOND	912810F00	X				1/3/2016	9/22/2016	4,147	3,881				266
34 U S TRSY INFLATION BOND	912810F52	X				3/31/2016	9/22/2016	19,851	19,676				175
35 U S TRSY INFLATION BOND	912810F52	X				1/3/2016	9/22/2016	5,672	4,514				1,158
36 U S TREASURY BOND	9128100B7	X				3/31/2016	9/22/2016	19,151	18,383				768
37 U S TREASURY BOND	9128100B7	X				1/3/2016	9/22/2016	6,840	6,164				676
38 U S TREASURY BOND	912810RH3	X				3/31/2016	9/22/2016	25,614	24,215				1,399
39 U S TREASURY BOND	912810RH3	X				2/29/2016	9/22/2016	2,329	2,212				117
40 U S TREASURY BOND	912810RH3	X				1/3/2016	9/22/2016	4,657	4,099				558
41 U S TREASURY BOND	912810R17	X				8/24/2016	9/22/2016	13,707	14,026				-319
42 U S TREASURY NOTE	912828J84	X				1/3/2016	9/22/2016	5,061	4,942				119
43 U S TREASURY NOTE	912828J84	X				3/31/2016	9/22/2016	15,183	15,119				64
44 U S TREASURY NOTE	912828K25	X				3/31/2016	9/22/2016	20,991	20,991				9
45 U S TREASURY NOTE	912828K25	X				1/3/2016	9/22/2016	5,997	5,944				53
46 U S TREASURY NOTE	912828L99	X				3/31/2016	9/22/2016	14,150	14,073				77
47 U S TREASURY NOTE	912828L99	X				1/3/2016	9/22/2016	4,043	3,932				111
48 U S TREASURY NOTE	912828M80	X				3/31/2016	9/22/2016	10,370	10,253				117
49 U S TREASURY NOTE	912828M80	X				12/1/2015	9/22/2016	3,111	3,010				101
50 U S TREASURY NOTE	912828Q45	X				4/20/2016	9/22/2016	28,042	28,042				0
51 U S TREASURY NOTE	912828R36	X				7/7/2016	9/22/2016	15,991	16,344				-353
52 U S TREASURY NOTE	912828S68	X				8/24/2016	9/22/2016	18,988	18,988				-10
53 U S TREASURY NOTE	912828U99	X				3/31/2016	9/22/2016	13,998	13,995				3
54 U S TREASURY NOTE	912828XES	X				5/11/2016	9/22/2016	35,566	35,521				45
55 U S TREASURY NOTE	912828XH8	X				9/26/2016	10/28/2016	40,634	40,884				-250
56 VISA INC	92826CAC6	X				1/3/2016	9/22/2016	6,284	6,018				266
57 VISA INC	92826CAC6	X				3/31/2016	9/22/2016	20,948	20,841				107
58 VODAFONE GROUP PLC SHS	92857W208	X				3/30/2016	9/22/2016	949	1,034				-85
59 VODAFONE GROUP PLC SHS	92857W208	X				3/1/2016	9/22/2016	742	781				-39
60 VODAFONE GROUP PLC SHS	92857W208	X				3/30/2016	10/3/2016	7,890	8,728				-838
61 VODAFONE GROUP PLC SHS	92857W208	X				3/30/2016	11/1/2016	10,638	12,477				-1,839
62 VODAFONE GROUP PLC SHS	92857W208	X				6/28/2016	11/11/2016	2,433	2,746				-313
63 VODAFONE GROUP PLC SHS	92857W208	X				3/30/2016	11/11/2016	4,918	6,077				-1,159
64 VODAFONE GROUP PLC SHS	92857W208	X				6/28/2016	11/14/2016	3,546	4,045				-498
65 WELLS FARGO & CO NEW DE	949746101	X				1/3/2016	12/9/2016	2,728	2,577				151
66 WELLS FARGO MULTI SECTO	94987D101	X				7/7/2016	9/22/2016	13	13				0
67 WELLS FARGO MULTI SECTO	94987D101	X				5/5/2016	9/22/2016	13	12				1
68 WELLS FARGO MULTI SECTO	94987D101	X				4/6/2016	9/22/2016	635	595				40
69 WELLS FARGO MULTI SECTO	94987D101	X				9/7/2016	10/24/2016	10	10				0
70 LIBERTY GLOBAL PLC CL A	G5480U104	X				1/3/2016	9/22/2016	1,255	1,359				-104
71 LIBERTY GLOBAL PLC CL A	G5480U104	X				3/30/2016	11/11/2016	10,550	11,796				-1,246
72 LIBERTY GLOBAL PLC CL A	G5480U104	X				1/3/2016	11/11/2016	762	918				-156

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

Long Term CG Distributions		Short Term CG Distributions		Amount	Totals										Gross Sales		Cost or Other Basis Expenses, Depreciation and Adjustments		Net Gain or Loss	
				11,595	Capital Gains/Losses		Gross Sales		Cost or Other Basis		Valuation Method		Expense of Sale and Cost of Improvements		Depreciation		1,532,107		101,605	
				0	Other sales		Price		Other Basis								0		0	
Description	CUSIP #	Check "X" to include in Part IV	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss							
73 LIBERTY GLOBAL PLC CL A	G5480U104	X			1/3/2016	11/11/2016	793	952					-159							
74 LIBERTY GLOBAL PLC CL A	G5480U104	X			1/3/2016	11/11/2016	823	989					-166							
75 LIBERTY GLOBAL PLC CL A	G5480U104	X			1/3/2016	11/11/2016	427	513					-86							
76 LIBERTY GLOBAL PLC CL A	G5480U104	X			1/3/2016	11/11/2016	274	330					-56							
77 RECRUIT HOLDINGS CO LTD	J6433A101	X			3/30/2016	11/25/2016	1,267	1,027					240							
78 RECRUIT HOLDINGS CO LTD	J6433A101	X			1/28/2016	11/25/2016	1,651	1,337					314							
79 ASML HLDG NV NY REG SHS	N07059210	X			1/3/2016	9/22/2016	1,306	1,057					249							
80 ASML HLDG NV NY REG SHS	N07059210	X			3/30/2016	10/20/2016	10,712	10,585					127							
81 ASML HLDG NV NY REG SHS	N07059210	X			1/3/2016	10/20/2016	309	284					45							
82 ADVANSIX INC	007731101	X			3/30/2016	10/11/2016	9	5					4							
83 ALEXION PHARMS INC	015351109	X			1/3/2016	9/22/2016	667	941				274	0							
84 AMER EXPRESS COMPANY	025816109	X			1/3/2016	10/14/2016	242	275					-33							
85 AMER EXPRESS COMPANY	025816109	X			3/30/2016	10/14/2016	545	545					0							
86 AMER EXPRESS COMPANY	025816109	X			3/30/2016	10/17/2016	420	424					-4							
87 AMERICAN EXPRESS CREDIT	0258M00D8	X			3/31/2016	9/27/2016	20,113	20,131					-18							
88 WELLS FARGO & COMPANY	949748FC9	X			4/5/2016	9/23/2016	9,573	9,553					20							
89 WELLS FARGO & COMPANY	949748FC9	X			1/3/2016	9/23/2016	3,191	3,084					107							
90 WELLS FARGO & COMPANY	949748FY1	X			3/31/2016	9/23/2016	10,727	10,538					189							
91 AIA GROUP LTD	001317205	X			4/14/2016	9/22/2016	1,227	1,083					144							
92 WELLS FARGO & COMPANY	949748FY1	X			1/3/2016	9/23/2016	3,218	3,030					188							
93 ADVANSIX INC	007731101	X			3/30/2016	10/11/2016	31	30					1							
94 AMERICAN EXPRESS CREDIT	0258M00D8	X			2/4/2013	9/27/2016	5,028	5,024					4							
95 AMGEN INC COM PV \$0.0001	031162100	X			3/30/2016	10/18/2016	4,240	3,891					349							
96 AMGEN INC COM PV \$0.0001	031162100	X			3/30/2016	12/13/2016	4,310	4,339					-29							
97 ANHEUSER-BUSCH INBEV W	035231BP2	X			3/30/2016	12/14/2016	4,899	4,938					-39							
98 ANHEUSER-BUSCH INBEV W	035231BP2	X			1/3/2016	9/23/2016	3,053	2,891					162							
99 ANHEUSER-BUSCH INBEV W	035231BP2	X			3/31/2016	9/23/2016	9,159	9,094					65							
100 ASTRAZENECA PLC SPND A	046353108	X			3/30/2016	10/30/2016	3,418	2,968					450							
101 BHP BILLITON FIN USA LTD	055451AP3	X			1/3/2016	9/22/2016	5,006	4,986					10							
102 BHP BILLITON FIN USA LTD	055451AP3	X			4/4/2016	9/22/2016	20,024	20,017					7							
103 USD BP CAPITAL PLC	055650CQ1	X			4/4/2016	9/23/2016	13,199	13,148					51							
104 USD BP CAPITAL PLC	055650CQ1	X			1/3/2016	9/23/2016	4,061	4,010					51							
105 BANCO BILBAO VIZCAYA	05946K101	X			8/16/2016	11/12/2016	3,373	2,812					561							
106 BANK OF NY MELLON CORP	06406HDA4	X			1/3/2016	9/23/2016	3,136	2,954					182							
107 BANK OF NY MELLON CORP	06406HDA4	X			4/11/2016	9/23/2016	10,455	10,240					215							
108 BLACKROCK HI YLD BD	091929638	X			1/3/2016	9/22/2016	3,044	2,859					185							
109 CIGNA CORP	125509109	X			3/30/2016	12/9/2016	4,706	4,866					-160							
110 CME GROUP INC	12572Q105	X			1/3/2016	11/17/2016	347	270					77							
111 CME GROUP INC	12572Q105	X			1/3/2016	11/18/2016	689	539					150							
112 CME GROUP INC	12572Q105	X			3/30/2016	11/18/2016	459	382					77							
113 CVS HEALTH CORP	126650100	X			1/3/2016	10/28/2016	2,913	3,359					-486							
114 CVS HEALTH CORP	126650100	X			3/30/2016	12/9/2016	2,319	2,998					-678							
115 CVS HEALTH CORP	126650100	X			1/3/2016	12/9/2016	2,159	2,622					-463							
116 COMCAST CORP	20030NB19	X			1/3/2016	9/23/2016	6,571	6,193					378							
117 COMCAST CORP	20030NB19	X			4/1/2016	9/23/2016	20,807	20,617					190							
118 COMPAGNIE DE SAINT-UNSF	204280309	X			2/10/2016	9/22/2016	1,248	1,081					167							
119 COMPAGNIE DE SAINT-UNSF	204280309	X			3/30/2016	11/1/2016	4,975	5,012					-37							
120 COMPAGNIE DE SAINT-UNSF	204280309	X			2/10/2016	11/1/2016	636	548					88							
121 COMPAGNIE DE SAINT-UNSF	204280309	X			3/30/2016	11/25/2016	3,595	3,678					-83							
122 COMPAGNIE DE SAINT-UNSF	204280309	X			3/30/2016	12/12/2016	4,525	4,441					84							
123 COMPAGNIE DE SAINT-UNSF	204280309	X			6/29/2016	12/12/2016	6,153	5,245					908							
124 COMPAGNIE DE SAINT-UNSF	204280309	X			6/29/2016	12/13/2016	1,274	1,075					199							
125 DR PEPPER SNAPPLE GROU	26138E109	X			1/3/2016	12/14/2016	1,980	2,041					-61							
126 DU PONT E I DE NEMOURS	263534109	X			1/3/2016	11/17/2016	344	328					16							
127 DU PONT E I DE NEMOURS	263534109	X			1/3/2016	11/18/2016	827	786					41							
128 DU PONT E I DE NEMOURS	263534109	X			3/30/2016	11/21/2016	69	65					4							
129 DU PONT E I DE NEMOURS	263534109	X			1/3/2016	11/21/2016	694	655					39							
130 DU PONT E I DE NEMOURS	263534109	X			3/30/2016	12/12/2016	679	581					98							
131 DU PONT E I DE NEMOURS	263534109	X			3/30/2016	12/13/2016	674	581					93							
132 EASTMAN CHEMICAL CO CC	277432100	X			6/13/2016	10/18/2016	651	732					-81							
133 EASTMAN CHEMICAL CO CC	277432100	X			6/10/2016	10/18/2016	911	1,015					-104							
134 EASTMAN CHEMICAL CO CC	277432100	X			6/16/2016	10/19/2016	263	282					-19							
135 EASTMAN CHEMICAL CO CC	277432100	X			6/14/2016	10/19/2016	921	1,001					-80							
136 EASTMAN CHEMICAL CO CC	277432100	X			6/13/2016	10/19/2016	263	293					-30							
137 EASTMAN CHEMICAL CO CC	277432100	X			8/15/2016	10/19/2016	921	1,009					-88							
138 EXXON MOBIL CORP COM	30231G102	X			1/3/2016	10/14/2016	1,301	1,163					138							
139 FACEBOOK INC	30303M102	X			1/3/2016	10/28/2016	395	310					85							
140 FACEBOOK INC	30303M102	X			3/30/2016	10/28/2016	1,975	1,748					227							
141 FACEBOOK INC	30303M102	X			3/30/2016	12/9/2016	2,868	2,796					72							
142 FACEBOOK INC	30303M102	X			3/30/2016	12/13/2016	7,356	7,107					249							
143 GENERAL ELECTRIC	369604103	X			1/3/2016	9/22/2016	1,382	1,418					-36							
144 GOLDMAN SACHS GROUP IN	38141GGS7	X			3/31/2016	9/23/2016	22,062	21,781					301							

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

Long Term CG Distributions		Amount	Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss					
Short Term CG Distributions		11,505	Capital Gains/Losses		1,633,712		1,532,107		101,605					
		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
145 GOLDMAN SACHS GROUP INC	38141GGS7	X				1/3/2016	9/23/2016	5,806	5,598				0	207
146 HEINEKEN NV ADR	423012301	X				6/30/2016	9/22/2016	490	505				15	0
147 HOME DEPOT INC	437076102	X				8/14/2014	9/27/2016	507	335				0	172
148 HOME DEPOT INC	437076102	X				4/9/2010	9/27/2016	507	133				0	374
149 HOME DEPOT INC	437076102	X				9/9/2014	9/27/2016	253	178				0	74
150 ICICI BANK LTD SPDR	45104G104	X				7/1/2016	9/22/2016	1,163	1,028				0	135
151 ING GP NV SPDR	456837103	X				12/8/2015	9/22/2016	748	801				0	-53
152 ING GP NV SPDR	456837103	X				12/9/2015	9/22/2016	1,009	1,318				0	-309
153 ING GP NV SPDR	456837103	X				12/9/2015	9/22/2016	1,307	1,480				0	-173
154 ING GP NV SPDR	456837103	X				3/30/2016	12/9/2016	4,925	4,221				0	704
155 ING GP NV SPDR	456837103	X				12/10/2015	9/22/2016	1,450	1,353				0	97
156 INTL PAPER CO	460146103	X				1/3/2016	9/22/2016	1,005	790				0	215
157 INTL PAPER CO	460146103	X				3/30/2016	9/22/2016	861	744				0	117
158 INTESA SANPAOLO SPDR	48115H107	X				2/10/2016	9/22/2016	972	1,129				0	-157
159 ISHARES TRUST SHS ISHAR	464266517	X				1/3/2016	9/22/2016	35,077	30,526				0	4,551
160 ISHARES TRUST SHS ISHAR	464266517	X				3/30/2016	9/22/2016	153,896	145,231				0	8,666
161 ISHARES INC CORE MSCI	46434G103	X				1/3/2016	9/22/2016	7,878	6,606				0	1,272
162 JOHNSON AND JOHNSON CO	478160104	X				1/3/2016	11/10/2016	1,435	1,223				0	212
163 JOHNSON AND JOHNSON CO	478160104	X				1/3/2016	11/17/2016	1,162	1,019				0	143
164 KBC GROUPE SA SHS	48241F104	X				1/3/2016	10/21/2016	3,693	4,050				0	-357
165 KBC GROUPE SA SHS	48241F104	X				3/30/2016	11/1/2016	2,725	2,344				0	381
166 KBC GROUPE SA SHS	48241F104	X				1/3/2016	11/1/2016	2,120	2,181				0	-61
167 KBC GROUPE SA SHS	48241F104	X				3/30/2016	12/12/2016	4,568	3,776				0	792
168 KINGFISHER PLC SPDR	495724403	X				1/3/2016	9/22/2016	850	816				0	34
169 KINGFISHER PLC SPDR	495724403	X				1/3/2016	10/21/2016	1,815	1,968				0	-153
170 KINGFISHER PLC SPDR	495724403	X				1/3/2016	10/21/2016	2,063	2,237				174	0
171 KINGFISHER PLC SPDR	495724403	X				3/30/2016	10/21/2016	1,514	1,881				0	-367
172 KINGFISHER PLC SPDR	495724403	X				1/28/2016	10/21/2016	1,248	1,326				0	-78
173 KINGFISHER PLC SPDR	495724403	X				2/2/2016	10/21/2016	434	462				0	-28
174 KONINK PHIL NV SH NEW	500472303	X				8/8/2016	9/22/2016	591					0	66
175 GLOBAL SMALL CAP PORT	561656307	X				3/30/2016	9/22/2016	210,650	188,875				0	21,775
176 GLOBAL SMALL CAP PORT	561656307	X				1/3/2016	9/22/2016	39,489	36,650				0	2,839
177 MID CAP VALUE OPPS	561656406	X				3/30/2016	9/22/2016	203,714	186,013				0	17,701
178 MID CAP VALUE OPPS	561656406	X				1/3/2016	9/22/2016	40,672	35,619				0	5,053
179 MERCK AND CO INC SHS	58933Y105	X				1/3/2016	10/18/2016	2,608	2,207				0	401
180 MOLSON COOR BREW CO CL	60871R209	X				1/3/2016	10/18/2016	1,992	1,678				0	314
181 MOLSON COOR BREW CO CL	60871R209	X				3/30/2016	10/19/2016	3,500	3,076				0	424
182 MOLSON COOR BREW CO CL	60871R209	X				1/3/2016	10/19/2016	547	466				0	81
183 MOLSON COOR BREW CO CL	60871R209	X				3/30/2016	10/20/2016	1,956	1,730				0	226
184 MOLSON COOR BREW CO CL	60871R209	X				3/30/2016	10/21/2016	2,057	1,826				0	231
185 MOLSON COOR BREW CO CL	60871R209	X				3/30/2016	10/24/2016	2,059	1,826				0	233
186 MORGAN STANLEY	61747YDW2	X				3/31/2016	9/23/2016	12,281	12,176				0	105
187 MORGAN STANLEY	61747YDW2	X				1/3/2016	9/23/2016	4,094	3,985				0	109
188 NVIDIA	67066G104	X				4/13/2016	11/3/2016	4,841	2,590				0	2,251
189 OMRON CORP SPDR	682151303	X				2/10/2016	11/14/2016	113	75				0	38
190 OMRON CORP SPDR	682151303	X				1/27/2016	11/14/2016	1,203	962				0	241
191 OMRON CORP SPDR	682151303	X				1/26/2016	11/14/2016	1,316	1,030				0	286
192 OMRON CORP SPDR	682151303	X				1/25/2016	11/14/2016	1,391	1,120				0	271
193 PEF ENERGY INC CL A	69318G106	X				1/3/2016	12/9/2016	660	836				0	-176
194 PEF ENERGY INC CL A	69318G106	X				3/30/2016	12/9/2016	1,894	2,160				0	-266
195 RANDSTAD HLDG NV SHS	75279Q108	X				8/1/2016	11/1/2016	411	344				0	67
196 RANDSTAD HLDG NV SHS	75279Q108	X				7/29/2016	11/1/2016	2,622	2,188				0	434
197 RANDSTAD HLDG NV SHS	75279Q108	X				8/1/2016	11/2/2016	1,225	1,033				0	192
198 RANDSTAD HLDG NV SHS	75279Q108	X				8/1/2016	11/11/2016	1,759	1,464				0	295
199 RANDSTAD HLDG NV SHS	75279Q108	X				8/2/2016	11/14/2016	1,875	1,536				0	335
200 RANDSTAD HLDG NV SHS	75279Q108	X				8/1/2016	11/14/2016	2,265	1,873				0	392
201 RANDSTAD HLDG NV SHS	75279Q108	X				8/2/2016	11/25/2016	3,759	3,136				0	623
202 RANDSTAD HLDG NV SHS	75279Q108	X				8/2/2016	11/28/2016	429	363				0	66
203 RANDSTAD HLDG NV SHS	75279Q108	X				8/3/2016	11/28/2016	4,470	3,787				0	683
204 RANDSTAD HLDG NV SHS	75279Q108	X				8/3/2016	11/29/2016	102	88				0	16
205 RANDSTAD HLDG NV SHS	75279Q108	X				9/9/2016	11/29/2016	2,387	2,255				0	132
206 RAYTHEON CO DELAWARE	755111507	X				1/3/2016	11/17/2016	723	618				0	105
207 RAYTHEON CO DELAWARE	755111507	X				1/3/2016	11/18/2016	436	371				0	65
208 RAYTHEON CO DELAWARE	755111507	X				2/22/2016	11/18/2016	290	249				0	41
209 RAYTHEON CO DELAWARE	755111507	X				3/30/2016	12/9/2016	4,084	3,449				0	635
210 RAYTHEON CO DELAWARE	755111507	X				2/22/2016	12/9/2016	729	623				0	106
211 REYNOLDS AMERICAN INC	761713106	X				3/30/2016	9/27/2016	382	404				0	-22
212 REYNOLDS AMERICAN INC	761713106	X				1/3/2016	9/27/2016	811	778				0	33
213 ROSS STORES INC COM	778296103	X				3/30/2016	10/18/2016	1,211	1,098				0	113
214 ROSS STORES INC COM	778296103	X				1/3/2016	10/18/2016	255	215				0	40
215 ROSS STORES INC COM	778296103	X				3/30/2016	10/19/2016	2,597	2,370				0	227
216 ROYAL DUTCH SHELL PLC	780259107	X				1/3/2016	9/22/2016	675	598				0	77

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

		2,478	652	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	652	652		
2	ESTIMATED EXCISE PAYMENTS	1,826			

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

		195	195	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	195	195		

	Description	Num Shares/ Face Value	Federal				State/Local			
			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 NATL MTG ASSOC		0	26,534		26,532				
3	U S TREASURY BOND		0	29,554		26,572				
4	U S TREASURY BOND 3 125% FEB 15 20		0	44,269		40,589				
5	U S TREASURY BOND		0	29,055		24,881				
6	U S TREASURY NOTE		0	43,680		41,191				
7	U S TREASURY NOTE		0	13,403		13,376				
8	U.S. TREASURY NOTE		0	32,132		30,172				
9	U.S. TREASURY NOTE		0	14,783		13,821				
10	U S. TREASURY NOTE		0	24,736		24,447				
11	U S TREASURY NOTE		0	33,628		33,087				
12	U.S. TREASURY NOTE		0	19,188		19,159				
13	U S TREASURY NOTE		0	14,212		14,149				

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

Description		Nun Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1						
2	RECRUIT HOLDINGS CO LTD	0		20,568		26,579
3	ASML HLDG NV NY REG SHS	0		14,891		17,054
4	FLEXTRONICS INTL LTD	0		7,096		8,162
5	AIA GROUP LTD	0		30,673		28,829
6	AT&T INC	0		3,676		3,828
7	ACTIVISION BLIZZARD INC	0		19,276		20,149
8	AETNA INC	0		29,923		32,739
9	ALEXION PHARMACEUTICALS INC	0		17,174		15,538
10	ALPHABET INC SHS CL C	0		25,665		26,242
11	ALPHABET INC SHS CL A	0		35,630		36,453
12	ALTRIA GROUP INC	0		32,933		36,312
13	AMAZON COM INC	0		5,439		5,249
14	AMERICAN INTERNATIONAL	0		18,222		21,422
15	AMGEN INC	0		4,339		4,240
16	ANTHEM INC	0		7,248		7,476
17	APPLE COMPUTER INC COM	0		68,649		74,588
18	APPLIED MATERIALS INC	0		2,707		2,711
19	ASTRAZENECA PLC SPONS ADR	0		26,342		25,681
20	ALLERGAN PLC	0		14,408		13,231
21	INVESCO LTD	0		3,530		3,519
22	MALLINCKRODT PLC SHS	0		3,746		3,537
23	AVERY DENNISON CORP	0		6,530		6,109
24	BP PLC SPONS ADR	0		9,478		11,364
25	BT GROUP PLC	0		40,451		40,556
26	BANCO BILBAO VIZCAYA	0		31,991		34,568
27	BANK OF CHINA LTD ADR	0		33,372		34,096
28	BECTON DICKINSON AND COMPANY	0		3,525		3,311
29	BIAGEN IDEC INC	0		24,800		23,254
30	BRIDGESTONE CORP ADR	0		22,186		24,692
31	CDW CORP	0		14,953		18,804
32	CIGNA CORP COM	0		7,647		7,336
33	CME GROUP INC	0		2,773		3,345
34	CMS ENERGY CORP	0		4,157		4,245
35	CVS CORP	0		20,364		15,545
36	CARNIVAL CORP	0		12,384		12,338
37	CENTENE CORP DEL	0		10,024		8,929
38	CHEVRONTXACO CORP	0		7,166		8,710
39	CISCO SYS INC	0		22,412		24,962
40	CITIGROUP INC COM NEW	0		33,090		44,454
41	COCA-COLA CO USD	0		6,386		5,804
42	COGNIZANT TECHNOLOGY SOLUTIONS	0		20,390		18,546
43	COMCAST CORP NEW CL A	0		39,784		45,435
44	CIE FINANCIERE RICHEMONT	0		33,838		36,762
45	CONOCOPHILLIPS	0		2,336		2,808
46	D R HORTON INC	0		12,240		10,741

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

Description		Nm Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
47	DELL TECHNOLOGIES INC	0		8,524		8,685
48	DELTA AIR LINES INC	0		16,107		16,429
49	DIAGEO PLC SPON ADR NEW	0		4,209		3,950
50	DOLLAR GENERAL CORP	0		9,410		8,222
51	DOMINION RES INC VA NEW	0		6,981		7,353
52	DOW CHEMICAL COMPANY COMMON	0		20,325		22,430
53	DR PEPPER SNAPPLE GROUP	0		13,537		13,600
54	E I DU PONT DE NEMOURS & CO COMM	0		5,032		5,725
55	EXELON CORP	0		3,680		3,868
56	EXXON MOBIL CORP	0		20,206		21,572
57	FACEBOOK INC	0		10,719		10,585
58	GAP INC	0		3,611		2,783
59	GENERAL ELECTRIC CO	0		15,084		15,010
60	GILEAD SCIENCES INC	0		32,107		24,777
61	GOLDMAN SACHS GROUP INC	0		20,699		31,607
62	GOODYEAR TIRE & RUBBER COMPANY C	0		11,536		12,502
63	HEINEKEN N V ADR	0		37,930		31,611
64	HESS CORP	0		4,774		6,042
65	HOME DEPOT INC USD 0.05	0		33,171		34,593
66	HONEYWELL INTL INC	0		6,526		7,414
67	HUMANA INC COM	0		20,783		23,259
68	HUNTINGTON INGALLS INDS	0		2,358		2,394
69	ICICI BK LTD	0		18,990		19,714
70	ING GROEP N V SPONSORED ADR	0		20,329		23,194
71	INTEL CORPORATION	0		18,916		20,565
72	INTERNATIONAL PAPER COMPANY COMM	0		2,316		2,971
73	INTESA SANPAOLO SPON ADR	0		25,845		24,429
74	ITAU UNIBANCO BANCO MULT	0		11,989		12,285
75	J P MORGAN CHASE & CO	0		37,856		53,759
76	JOHNSON & JOHNSON COM	0		4,378		4,954
77	KBC GROUPE SA SHS	0		16,421		19,150
78	K+S AG-UNSPONSORED ADR	0		12,138		14,220
79	KEYCORP NEW COM	0		3,551		5,390
80	KINGFISHER PLC	0		40,577		33,063
81	KONINKLIJKE PHILIPS ELECTRS	0		29,745		32,160
82	KROGER COMPANY COMMON	0		8,440		7,903
83	LABORATORY CORP AMER HLDGS	0		12,741		13,865
84	LAM RESH CORP COM	0		14,411		18,608
85	ESTEE LAUDER COMPANIES INC CL A	0		16,918		13,921
86	LEAR CORP SHS	0		13,702		16,149
87	LENNAR CORP	0		11,248		10,046
88	LLOYDS TSB GROUP PLC	0		26,493		20,327
89	LOCKHEED MARTIN CORP	0		5,538		6,248
90	LOWES COMPANIES INC COM	0		24,087		22,545
91	MARATHON OIL CORP	0		963		1,506
92	MARATHON PETROLEUM CORP	0		4,477		5,639

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
93	MARSH & MCLENNAN COS INC	0			3,566		3,582
94	MASTERCARD INC	0			22,899		22,922
95	MORGAN STANLEY DEAN WITTER & CO	0			8,122		13,140
96	MOTOROLA SOLUTIONS INC	0			3,610		4,062
97	NEXTERA ENERGY INC SHS	0			7,614		7,884
98	NORTHROP GRUMMAN CORP	0			6,492		7,675
99	NVIDIA CORP	0			3,259		8,966
100	OCCIDENTAL PETROLEUM CORPORATION	0			9,818		10,115
101	OLYMPUS CORP	0			32,820		31,246
102	OMNICOM GROUP INC COM	0			18,390		19,150
103	OMRON CORP	0			26,919		33,540
104	ORACLE CORPORATION	0			10,460		9,805
105	OWENS CORNING INC COMMON	0			3,633		3,970
106	BANK MANDIRI TBK-UNSPON	0			13,749		15,583
107	PACKAGING CORP AMER	0			5,727		8,058
108	PFIZER INC COM	0			38,949		39,528
109	PHILIP MORRIS INTL INC	0			3,574		3,385
110	PRAXAIR INC	0			2,114		2,227
111	PRICELINE COM INC	0			9,253		10,262
112	PROCTER & GAMBLE CO COM	0			5,477		5,549
113	PRUDENTIAL FINL INC	0			5,733		8,013
114	MERCK AND CO INC SHS	0			13,134		14,541
115	METLIFE INC	0			4,546		5,551
116	MICROSOFT CORP COM	0			61,632		69,162
117	MONDELEZ INTERNATIONAL	0			3,128		3,369
118	PUBLIC SERVICE ENTERPRISE GROUP IN	0			10,449		10,268
119	QUALCOMM INC	0			5,464		6,976
120	QUEST DIAGNOSTICS INC	0			4,579		5,882
121	RAYTHEON CO	0			19,458		22,152
122	REYNOLDS AMERN INC	0			2,576		2,858
123	ROBERT HALF INTL INC	0			6,059		8,049
124	ROSS STORES INC	0			5,665		6,429
125	ROYAL DUTCH SHELL PLC	0			15,281		17,391
126	SCANA CORP NEW	0			3,360		3,664
127	SCHLUMBERGER LIMITED COM	0			23,366		26,948
128	SOUTHWEST AIRLINES CO	0			18,244		20,285
129	SUNCOR ENERGY INC NEW	0			22,063		25,825
130	SUNTRUST BANKS INC	0			22,952		32,636
131	THK CO LTD SHS	0			18,299		21,589
132	TELECOM ITALIA S P A NEW	0			16,823		18,625
133	TEVA PHARMACEUTICAL INDS ADR	0			42,917		27,804
134	3M CO	0			16,386		18,036
135	TOTAL FINA ELF S A ADR	0			6,660		7,544
136	TRAVELERS COS INC	0			12,505		13,099
137	TREND MICRO INC	0			29,415		27,671
138	TRIPADVISOR INC SHS	0			21,525		14,792

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
139	US BANCORP DEL	0		33,277		41,507
140	UNILEVER NV NY SHARE F NEW	0		4,853		4,434
141	UNION PACIFIC CORP	0		3,210		4,147
142	UNITED CONTL HLDGS INC	0		13,066		16,179
143	UNITED PARCEL SVC INC CL B	0		4,579		5,159
144	UNITED HEALTH GROUP INC	0		27,957		35,209
145	UNIVERSAL HEALTH SVCS INC CL B	0		4,478		3,830
146	URBAN OUTFITTERS INC	0		2,396		1,965
147	VALERO ENERGY CORP NEW	0		8,565		9,018
148	VERIZON COMMUNICATIONS INC	0		7,227		7,740
149	WAL MART STORES INC	0		4,825		4,769
150	WALGREENS BOOTS ALLIANCE	0		27,489		28,056
151	WELLS FARGO & CO NEW	0		14,551		16,478
152	WEYERHAEUSER CO COM	0		3,116		3,039
				0	2,312,043	2,458,613

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
1				0	315,628	0	306,602
2	AT&T INC			0	22,913		22,858
3	APPLE INC			0	27,599		26,290
4	BANK OF NY MELLON CORP			0	13,987		13,357
5	CISCO SYSTEMS INC			0	1,078		1,069
6	CISCO SYSTEMS INC			0	23,885		23,578
7	CITIGROUP INC			0	14,039		13,860
8	COMCAST CORP			0	29,037		27,163
9	GENERAL ELEC CAP CORP			0	19,459		19,062
10	JPMORGAN CHASE & CO			0	27,714		26,447
11	ORACLE CORP			0	27,717		26,578
12	USD ROYAL BK CANADA			0	14,294		14,078
13	SHELL INTERNATIONAL FIN			0	24,728		24,399
14	US BANCORP			0	13,256		13,111
15	VISA INC			0	27,729		27,084
16	WELLS FARGO & COMPANY			0	13,165		13,072
17	WELLS FARGO & COMPANY			0	15,028		14,596

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			0	1,546,044	1,547,851
2	BLACKROCK FDS HIGH YLD BD PORTF IN		0	176,328	188,717
3	BLACKROCK GLOBAL		0	235,287	233,602
4	BLACKROCK MID CAP		0	235,709	242,007
5	BLACKROCK STRATEGIC		0	35,603	35,712
6	ISHARES TR		0	91,088	90,876
7	ISHARES TR		0	186,243	174,368
8	ISHARES INC CORE MSCI		0	125,247	128,029
9	ML US MORTGAGE PORTFOLIO		0	460,539	454,540

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

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

1	COST BASIS ADJUSTMENT	1	229
2	Total	2	229

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

1	BOND AMORTIZATION	1	960
2	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	2	124,498
3	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	3	2,277
4	Total	4	127,735

Long Term CG Distributions	11,505
Short Term CG Distributions	0

11,505	0
--------	---

1

	90_100	hus	Over	_LOSSES
	85	227	72	249
	72	249	36	301
	36	301	207	704
	207	704	0	172
	0	172	374	74
		74	135	53
		135	-309	-173
		-309	704	97
		704	215	117
		215	-157	4,551
		-157	8,665	1,272
		8,665	2,122	143
		2,122	143	-357
		143	-357	381
		-357	381	-61
		381	-61	-78
		-61	-78	-28
		-78	-28	66
		-28	66	21
		66	21	2,839
		21	2,839	17,701
		2,839	17,701	5,053
		17,701	5,053	401
		5,053	401	314
		401	314	424
		314	424	231
		424	231	233
		231	233	105
		233	105	-178
		105	-178	-266
		-178	-266	67
		-266	67	109
		67	109	2,251
		109	2,251	38
		2,251	38	241
		38	241	286
		241	286	271
		286	271	339
		271	339	295
		339	295	395
		295	395	392
		395	392	623
		392	623	66
		623	66	683
		66	683	16
		683	16	132
		16	132	105
		132	105	65
		105	65	

Long Term CG Distributions	11,505
Short Term CG Distributions	0

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

		Check "X" if Business			City		State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
Name		Street			City		State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	JUST-MLT AS CO-TRUSTEE	P O Box 1501, NJ2-130-03-31			Pennington		NJ	08534-1501		CO-TRUSTEE	2 00	11,066		
2	PAUL MARCESE	47 PLANDOME ROAD			MANHASSET		NY	11030		CO-TRUSTEE	2 00	0		

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

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment	12/14/2016	5	1,826
6 Other payments		6	
7 Total		7	1,826