

Form **990-PF****Return of Private Foundation**

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

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.

OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning **NOV 1, 2016** and ending **OCT 31, 2017**

Name of foundation

**DAVID R. CLARE & MARGARET C. CLARE
FOUNDATION C/O PORZIO BROMBERG & NEWMAN**

A Employer identification number

65-0300004

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

100 SOUTHGATE PARKWAY, P.O. BOX 1997

B Telephone number

973-538-4006

City or town, state or province, country, and ZIP or foreign postal code

MORRISTOWN, NJ 07962-1997C If exempt or 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 changeD 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

04

☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE 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

J Accounting method:

☒ Cash☐ AccrualF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(from Part II, col. (c), line 16)

☐ Other (specify)S **78,595,938.** (Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (a), (c), and (d) may not necessarily equal the amount in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

| | | | | | |
|-----|---|-------------|------------|-----|-------------|
| 1 | Contributions, gifts, grants, etc., received | 2,398,261. | | N/A | |
| 2 | Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| 3 | Interest on savings and temporary cash investments | 4,263. | 4,263. | | STATEMENT 2 |
| 4 | Dividends and interest from securities | 1,655,168. | 1,655,168. | | STATEMENT 3 |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 1,943,074. | | | STATEMENT 1 |
| b | Gross sales price for all assets on line 6a | 22,925,531. | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 3,126,462. | | |
| 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) | | | | |
| 11 | Other income | | | | |
| 12 | Total. Add lines 1 through 11 | 6,000,766. | 4,785,893. | | |
| 13 | Compensation of officers, directors, trustees, etc. | 1,034,366. | 436,192. | | 598,174. |
| 14 | Other employee salaries and wages | | | | |
| 15 | Pension plans, employee benefits | 89,945. | 44,973. | | 44,972. |
| 16a | Legal fees STMT 4 | 231,130. | 115,565. | | 115,565. |
| b | Accounting fees | | | | |
| c | Other professional fees STMT 5 | 122,692. | 61,346. | | 61,346. |
| 17 | Interest | | | | |
| 18 | Taxes STMT 6 | 105,743. | 28,522. | | 0. |
| 19 | Depreciation and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | 154,601. | 77,301. | | 77,300. |
| 22 | Printing and publications | | | | |
| 23 | Other expenses STMT 7 | 339,626. | 313,825. | | 3,651. |
| 24 | Total operating and administrative expenses. Add lines 13 through 23 | 2,078,103. | 1,077,724. | | 901,008. |
| 25 | Contributions, gifts, grants paid | 4,589,943. | | | 4,589,943. |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | 6,668,046. | 1,077,724. | | 5,490,951. |
| 27 | Subtract line 26 from line 12: | | | | |
| a | Excess of revenue over expenses and disbursements | <667,280.> | | | |
| b | Net investment income (if negative, enter -0-) | | 3,708,169. | | |
| c | Adjusted net income (if negative, enter -0-) | | | N/A | |

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FOUNDATION C/O PORZIO BROMBERG & NEWMAN

Form 990-PF (2016)

65-0300004

Page 2

| Part II Balance Sheets | | Beginning of year | | End of year | |
|--|---|--|----------------|-----------------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | |
| Assets | 1 Cash - non-interest-bearing | <1.> | <1.> | <1.> | |
| | 2 Savings and temporary cash investments | 4,342,744. | 5,930,273. | 5,930,273. | |
| | 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 | | | | |
| | 7 Other notes and loans receivable ▶ | | | | |
| | Less allowance for doubtful accounts ▶ | | | | |
| | 8 Inventories for sale or use | | | | |
| | 9 Prepaid expenses and deferred charges | 73,100. | | | |
| | 10a Investments - U.S. and state government obligations | | | | |
| | b Investments - corporate stock STMT 8 | 18,383,665. | 13,230,644. | 35,090,473. | |
| | c Investments - corporate bonds | | | | |
| | Liabilities | 11 Investments - land, buildings, and equipment: basis ▶ | | | |
| Less accumulated depreciation ▶ | | | | | |
| 12 Investments - mortgage loans | | | | | |
| 13 Investments - other STMT 9 | | 29,740,406. | 32,711,718. | 37,575,193. | |
| 14 Land, buildings, and equipment: basis ▶ | | | | | |
| Less accumulated depreciation ▶ | | | | | |
| 15 Other assets (describe ▶) | | | | | |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i) | | 52,539,914. | 51,872,634. | 78,595,938. | |
| 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 | | | | |
| | 22 Other liabilities (describe ▶) | | | | |
| 23 Total liabilities (add lines 17 through 22) | 0. | 0. | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> | | | | |
| | 24 Unrestricted | | | | |
| | 25 Temporarily restricted | | | | |
| | 26 Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> | | | | |
| | 27 Capital stock, trust principal, or current funds | 56,580,573. | 52,539,914. | | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | <4,040,659.> | <667,280.> | | |
| 30 Total net assets or fund balances | 52,539,914. | 51,872,634. | | | |
| 31 Total liabilities and net assets/fund balances | 52,539,914. | 51,872,634. | | | |

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 | 52,539,914. |
| 2 Enter amount from Part I, line 27a | 2 | <667,280.> |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 51,872,634. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 51,872,634. |

Form 990-PF (2016)

DAVID R. CLARE & MARGARET C. CLARE

Form 990-PF (2016)

FOUNDATION C/O PORZIO BROMBERG & NEWMAN

65-0300004

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 | | | | |
| b SEE ATTACHED STATEMENT | | | | |
| 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 22,925,531. | | 19,799,069. | 3,126,462. | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | 3,126,462. | |
| 2 Capital gain net income or (net capital loss) | | 2 | | 3,126,462. |
| 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) If (loss), enter -0- in Part I, line 8 | | 3 | | N/A |

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 | 3,858,040. | 69,782,456. | .055287 |
| 2014 | 2,175,728. | 68,773,586. | .031636 |
| 2013 | 741,950. | 26,532,671. | .027964 |
| 2012 | 600,601. | 15,083,692. | .039818 |
| 2011 | 587,278. | 12,497,151. | .046993 |
| 2 Total of line 1, column (d) | | 2 | .201698 |
| 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 | .040340 |
| 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 | | 4 | 72,600,923. |
| 5 Multiply line 4 by line 3 | | 5 | 2,928,721. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | 6 | 37,082. |
| 7 Add lines 5 and 6 | | 7 | 2,965,803. |
| 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 | 5,490,951. |

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

| | | | |
|----|--|----|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | 1 | 37,082. |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 2 | 0. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | 3 | 37,082. |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | 0. |
| 3 | Add lines 1 and 2 | 5 | 37,082. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 6a | 70,000. |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 6b | |
| 6 | Credits/Payments | 6c | |
| a | 2016 estimated tax payments and 2015 overpayment credited to 2016 | 6d | |
| b | Exempt foreign organizations - tax withheld at source | 7 | 70,000. |
| c | Tax paid with application for extension of time to file (Form 8868) | 8 | |
| d | Backup withholding erroneously withheld | 9 | |
| 7 | Total credits and payments. Add lines 6a through 6d | 10 | 32,918. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 11 | 0. |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | |
| 11 | Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/> | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is Yes to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| 1c Did the foundation file Form 1120-POL for this year? | | X |
| 2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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 | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing the names and addresses | X | |

STMT 10

Form 990-PF (2016)

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) | | 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) | | X |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | X | |
| Website address N/A | | |
| 14 The books are in care of PORZIO BROMBERG AND NEWMAN PC Telephone no 973-538-4006 | | |
| Located at 100 SOUTHGATE PKWAY, PO BOX 1997, MORRISTOWN, NJ ZIP+4 07962-1997 | | |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> | | |
| and enter the amount of tax-exempt interest received or accrued during the year 15 N/A | | |
| 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? | Yes | No |
| See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country N/A | | 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.

| | 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A | | 1b |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? | | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| If "Yes," list the years N/A | | |
| 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.) N/A | | 2b |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here N/A | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016) N/A | | 3b |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? | | 4b X |

Form 990-PF (2016)

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)?

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?

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?

N/A

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

SEE STATEMENT 12

1 List all officers, directors, trustees, foundation managers and their compensation.

| (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 |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 11 | | 1034366. | 36,475. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2016)

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| WELLS FARGO ADVISORS LLC 950 E PACES FERRY ROAD NE, ATLANTA, GA 30326 | INVESTMENT ADVISORS | 310,174. |
| PORZIO BROMBERG ET AL - 100 SOUTHGATE PKWY, PO BOX 1997, MORRISTOWN, NJ 07962-1997 | ACCOUNTING/LEGAL | 231,131. |
| SANDRA J. CHAMPION 620 ROSE DHU ROAD, SAVANNAH, GA 31419 | CONSULTING | 122,692. |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services

0

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 N/A | |
| | 0. |
| 2 | |
| | |
| 3 | |
| | |
| 4 | |
| | |

Part IX-B Summary of Program-Related Investments

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

Amount

| | |
|---|----|
| 1 N/A | |
| | 0. |
| 2 | |
| | |
| All other program-related investments. See instructions | |
| 3 N/A | |
| | |
| | |
| | |
| | 0. |
| Total. Add lines 1 through 3 | 0. |

Form 990-PF (2016)

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 | 68,743,854. |
| b | Average of monthly cash balances | 1b | 4,962,667. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 73,706,521. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 73,706,521. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 1,105,598. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 72,600,923. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 3,630,046. |

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 | 3,630,046. |
| 2a | Tax on investment income for 2016 from Part VI, line 5 | 2a | 37,082. |
| b | Income tax for 2016. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 37,082. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 3,592,964. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 3,592,964. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 3,592,964. |

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 (a), line 26 | 1a | 5,490,951. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 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 | 5,490,951. |
| 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 | 5 | 37,082. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 5,453,869. |

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 | | | | 3,592,964. |
| 2 Undistributed income, if any, as of line end of 2016 | | | | |
| a Enter amount for 2015 only | | | 2,115,395. | |
| b Total for prior years: | | 0. | | |
| 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: ▶ \$ 5,490,951. | | | | |
| a Applied to 2015, but not more than line 2a | | | 2,115,395. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2016 distributable amount | | | | 3,375,556. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c and 4e. Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 | | | | 217,408. |
| 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) | 0. | | | |
| 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2012 | | | | |
| b Excess from 2013 | | | | |
| c Excess from 2014 | | | | |
| d Excess from 2015 | | | | |
| e Excess from 2016 | | | | |

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

N/A

1 a 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)

2 a 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

(a) 2016

(b) 2015

(c) 2014

(d) 2013

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter.

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

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

N/A

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

NONE

c Any submission deadlines

NONE

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

NONE

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 | NONE | PC | GENERAL SUPPORT | 4,589,943. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | 3a | 4,589,943. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | 3b | 0. |

| Unrelated business income | | Exclude by sec. or 512, 513, or 514 | | (e) Related or exempt function income |
|---------------------------|---------------|-------------------------------------|---------------|---|
| (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | 14 | 4,263. | |
| | | 14 | 1,655,168. | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | 18 | 1,943,074. | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | 0. | | 3,602,505. | 0. |
| | | | 13 | 3,602,505. |

| 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) |
|--------------|--|
|--------------|--|

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ 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.

OMB No. 1545-0047

2016

Name of the organization

DAVID R. CLARE & MARGARET C. CLARE
FOUNDATION C/O PORZIO BROMBERG & NEWMAN

Employer identification number

65-0300004

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

DAVID R. CLARE & MARGARET C. CLARE
FOUNDATION C/O PORZIO BROMBERG & NEWMAN

Employer identification number

65-0300004

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 | DAVID R. CLARE REV TR UA DTD 9/19/91 C/O 100 SOUTHGATE PARKWAY, PO BOX 1997 MORRISTOWN, NJ 07962 | \$ 145,164. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions) |
| 2 | DAVID R. CLARE REV TR UA DTD 9/19/91 C/O 100 SOUTHGATE PARKWAY, PO BOX 1997 MORRISTOWN, NJ 07962 | \$ 538,793. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions) |
| 3 | DAVID R. CLARE REV TR UA DTD 9/19/91 C/O 100 SOUTHGATE PARKWAY, PO BOX 1997 MORRISTOWN, NJ 07962 | \$ 540,791. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions) |
| 4 | DAVID R. CLARE REV TR UA DTD 9/19/91 C/O 100 SOUTHGATE PARKWAY, PO BOX 1997 MORRISTOWN, NJ 07962 | \$ 486,901. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.) |
| 5 | DAVID R. CLARE REV TR UA DTD 9/19/91 C/O 100 SOUTHGATE PARKWAY, PO BOX 1997 MORRISTOWN, NJ 07962 | \$ 580,487. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions) |
| 6 | DAVID R. CLARE REV TR UA DTD 9/19/91 C/O 100 SOUTHGATE PARKWAY, PO BOX 1997 MORRISTOWN, NJ 07962 | \$ 99,803. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization

DAVID R. CLARE & MARGARET C. CLARE
FOUNDATION C/O PORZIO BROMBERG & NEWMAN

Employer identification number

65-0300004

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 |
|------------|--|----------------------------|---|
| 7 | DAVID R. CLARE REV TR UA DTD 9/19/91 C/O 100 SOUTHGATE PARKWAY, PO BOX 1997 MORRISTOWN, NJ 07962 | \$ 6,323. | Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization

Employer identification number

DAVID R. CLARE & MARGARET C. CLARE
FOUNDATION C/O PORZIO BROMBERG & NEWMAN

65-0300004

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

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
|------------------------------|---|--|----------------------|
| 1 | 3,223 SHARES AERCAP HLDGS. COMMON STOCK | \$ 145,164. | 05/25/17 |
| 2 | 546 SHARES GOOGLE (N/K/A ALPHABET) COMMON STOCK | \$ 538,793. | 05/25/17 |
| 3 | 3,575 SHARES FACEBOOK COMMON STOCK | \$ 540,790. | 05/25/17 |
| 4 | 5,118 SHARES VISA COMMON STOCK | \$ 486,901. | 05/25/17 |
| 5 | 3,777 SHARES APPLE COMMON STOCK | \$ 580,487. | 05/25/17 |
| 6 | 4,385 SHARES OTSUKA HOLDINGS CO ADR | \$ 99,803. | 06/01/17 |

Name of organization

Employer identification number

DAVID R. CLARE & MARGARET C. CLARE
FOUNDATION C/O PORZIO BROMBERG & NEWMAN

65-0300004

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 in info once) ▶ \$

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 | |
| | | | |
| | | | |
| | | | |
| (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 | |
| | | | |
| | | | |
| | | | |
| (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 | |
| | | | |
| | | | |
| | | | |
| (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 | |
| | | | |
| | | | |
| | | | |

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 6058 | P | VARIOUS | VARIOUS |
| b | SEE ATTACHED 6058 | P | VARIOUS | VARIOUS |
| c | SEE ATTACHED 0981 | P | VARIOUS | VARIOUS |
| d | SEE ATTACHED 0981 | P | VARIOUS | VARIOUS |
| e | SEE ATTACHED 0981 ADJ | P | VARIOUS | VARIOUS |
| f | SEE ATTACHED 0981 ADJ | P | VARIOUS | VARIOUS |
| g | SEE ATTACHED 3236 | P | VARIOUS | VARIOUS |
| h | SEE ATTACHED 3236 | P | VARIOUS | VARIOUS |
| i | SEE ATTACHED 3236 ADJ | P | VARIOUS | VARIOUS |
| j | SEE ATTACHED 9153 | P | VARIOUS | VARIOUS |
| k | SEE ATTACHED 9153 | P | VARIOUS | VARIOUS |
| l | SEE ATTACHED ADJ 9153 | P | VARIOUS | VARIOUS |
| m | SEE ATTACHED ADJ 9153 | P | VARIOUS | VARIOUS |
| n | | | | |
| o | | | | |

| (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 <1,199,584.> | | <500,442.> | <699,142.> |
| b 493,927. | | 393,237. | 100,690. |
| c 2,089,280. | | 2,118,777. | <29,497.> |
| d 7,254,149. | | 6,045,444. | 1,208,705. |
| e 33,299. | | 33,299. | 0. |
| f 43,034. | | 43,034. | 0. |
| g 959,777. | | 828,724. | 131,053. |
| h 9,329,211. | | 7,275,479. | 2,053,732. |
| i 69,777. | | 69,777. | 0. |
| j 847,146. | | 816,171. | 30,975. |
| k 2,940,983. | | 2,611,037. | 329,946. |
| l 40,854. | | 40,854. | 0. |
| m 23,678. | | 23,678. | 0. |
| n | | | |
| o | | | |

| (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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | <699,142.> |
| b | | | 100,690. |
| c | | | <29,497.> |
| d | | | 1,208,705. |
| e | | | 0. |
| f | | | 0. |
| g | | | 131,053. |
| h | | | 2,053,732. |
| i | | | 0. |
| j | | | 30,975. |
| k | | | 329,946. |
| l | | | 0. |
| m | | | 0. |
| n | | | |
| o | | | |

| | | |
|---|---|------------|
| 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 | 3,126,462. |
| 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). If (loss), enter "-0-" in Part I, line 8 | 3 | N/A |

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|--------------------------------|--------------------|------------------|-----------|
| SEE ATTACHED 6058 | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| <1,199,584.> | <500,442.> | 0. | 0. | <699,142.> |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|--------------------------------|--------------------|------------------|-----------|
| SEE ATTACHED 6058 | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| 493,927. | 414,239. | 0. | 0. | 79,688. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|--------------------------------|--------------------|------------------|-----------|
| SEE ATTACHED 0981 | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| 2,089,280. | 2,122,362. | 0. | 0. | <33,082.> |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED DEPREC. | (F) DATE ACQUIRED GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| SEE ATTACHED 0981 | | | | PURCHASED | VARIOUS | VARIOUS |
| | 7,254,149. | 6,292,917. | 0. | 0. | | 961,232. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED DEPREC. | (F) DATE ACQUIRED GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| SEE ATTACHED 0981 ADJ | | | | PURCHASED | VARIOUS | VARIOUS |
| | 33,299. | 34,471. | 0. | 0. | | <1,172.> |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED DEPREC. | (F) DATE ACQUIRED GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| SEE ATTACHED 0981 ADJ | | | | PURCHASED | VARIOUS | VARIOUS |
| | 43,034. | 45,566. | 0. | 0. | | <2,532.> |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED DEPREC. | (F) DATE ACQUIRED GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| SEE ATTACHED 3236 | | | | PURCHASED | VARIOUS | VARIOUS |
| | 959,777. | 871,067. | 0. | 0. | | 88,710. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | MANNER ACQUIRED PURCHASED | DATE ACQUIRED VARIOUS | DATE SOLD VARIOUS |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|---------------------------------|-----------------------------|----------------------|
| SEE ATTACHED 3236 | 9,329,211. | 8,067,540. | 0. | | 0. | 1,261,671. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| SEE ATTACHED 3236 ADJ | 69,777. | 78,322. | 0. | 0. | <8,545.> |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | MANNER ACQUIRED PURCHASED | DATE ACQUIRED VARIOUS | DATE SOLD VARIOUS |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|---------------------------------|-----------------------------|----------------------|
| SEE ATTACHED 9153 | 847,146. | 816,171. | 0. | | 0. | 30,975. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | MANNER ACQUIRED PURCHASED | DATE ACQUIRED VARIOUS | DATE SOLD VARIOUS |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|---------------------------------|-----------------------------|----------------------|
| SEE ATTACHED 9153 | 2,940,983. | 2,666,006. | 0. | | 0. | 274,977. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | MANNER ACQUIRED PURCHASED | DATE ACQUIRED VARIOUS | DATE SOLD VARIOUS |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|---------------------------------|-----------------------------|----------------------|
| SEE ATTACHED ADJ 9153 | 40,854. | 46,415. | 0. | 0. | <5,561.> | |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | MANNER ACQUIRED PURCHASED | DATE ACQUIRED VARIOUS | DATE SOLD VARIOUS |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|---------------------------------|-----------------------------|----------------------|
| SEE ATTACHED ADJ 9153 | 23,678. | 27,823. | 0. | 0. | <4,145.> | |

| | |
|---------------------------------------|------------|
| CAPITAL GAINS DIVIDENDS FROM PART IV | 0. |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | 1,943,074. |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

| SOURCE | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| WELLS FARGO MM | 4,263. | 4,263. | |
| TOTAL TO PART I, LINE 3 | 4,263. | 4,263. | |

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 10
PART VII-A, LINE 10

| NAME OF CONTRIBUTOR | ADDRESS |
|---|--|
| DAVID R CLARE REVOCABLE TRUST UA DTD 9/19/1991 | C/O PORZIO, 100 SOUTHGATE PARKWAY, POB 1997 MORRISTOWN, NJ 07962 |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
TRUSTEES AND FOUNDATION MANAGERS

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|--|-------------------------------------|-------------------|------------------------------|--------------------|
| CHRISTOPHER E. CLARE C/O PORZIO ET AL, PO BOX 1997 MORRISTOWN, NJ 07962-1997 | MANAGING DIR./REGIONAL DIR 30.00 | 256,750. | 10,270. | 0. |
| CAROL CLARE DEFURIA C/O PORZIO ET AL, PO BOX 1997 MORRISTOWN, NJ 07962-1997 | REGIONAL DIRECTOR & TRUSTE 30.00 | 235,577. | 9,423. | 0. |
| DAVID R CLARE, JR. C/O PORZIO ET AL, PO BOX 1997 MORRISTOWN, NJ 07962-1997 | REGIONAL DIR./MANAGING DIR 30.00 | 301,750. | 12,070. | 0. |
| ROBERT B HINTON, JR. C/O PORZIO ET AL, PO BOX 1997 MORRISTOWN, NJ 07962-1997 | REGIONAL DIRECTOR & TRUSTE 30.00 | 117,789. | 4,712. | 0. |
| MATTHEW D. HINTON C/O PORZIO ET AL, PO BOX 1997 MORRISTOWN, NJ 07962-1997 | REGIONAL DIRECTOR & TRUSTE 30.00 | 122,500. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 1,034,366. | 36,475. | 0. |

FORM 990-PF

OFFICERS, DIRECTORS, TRUSTEES AND
FOUNDATION MANAGERS COMPENSATION EXPLANATION
PART VIII, LINE 1

STATEMENT 12

PERSON'S NAME

CHRISTOPHER E. CLARE

COMPENSATION EXPLANATION

THE TRUSTEES MEET TWICE A YEAR FOR TEN FULL DAYS OF BOARD AND COMMITTEE MEETINGS. TRUSTEES ARE ALSO REQUIRED TO MAKE SITE VISITS TO FOUNDATION SUPPORTED PROJECTS AND GRANTEEES. TRUSTEES ARE ALSO CALLED ON THROUGHOUT THE YEAR FOR CONSULTATION AND TO TAKE ON SPECIAL ASSIGNMENTS. TRUSTEES TYPICALLY DEVOTE 195 FULL DAYS PER YEAR TO OVERSIGHT AND REVIEW OF THE FOUNDATION'S OPERATIONS, PROGRAMS AND INVESTMENTS. THE MANAGING DIRECTOR OF THE FOUNDATION DEVOTES AT LEAST ANOTHER 65 DAYS OR MORE ANNUALLY IN MANAGING THE WORK OF THE BOARD AND INTERFACING WITH THE OTHER TRUSTEES AND, THEREFORE, RECEIVES A SUPPLEMENTAL PAYMENT OF \$90,000 ANNUALLY.

PERSON'S NAME

DAVID R. CLARE, JR.

COMPENSATION EXPLANATION

THE TRUSTEES MEET TWICE A YEAR FOR TEN FULL DAYS OF BOARD AND COMMITTEE MEETINGS. TRUSTEES ARE ALSO REQUIRED TO MAKE SITE VISITS TO FOUNDATION SUPPORTED PROJECTS AND GRANTEEES. TRUSTEES ARE ALSO CALLED ON THROUGHOUT THE YEAR FOR CONSULTATION AND TO TAKE ON SPECIAL ASSIGNMENTS. TRUSTEES TYPICALLY DEVOTE 195 FULL DAYS PER YEAR TO OVERSIGHT AND REVIEW OF THE FOUNDATION'S OPERATIONS, PROGRAMS AND INVESTMENTS. THE MANAGING DIRECTOR OF THE FOUNDATION DEVOTES AT LEAST ANOTHER 65 DAYS OR MORE ANNUALLY IN MANAGING THE WORK OF THE BOARD AND INTERFACING WITH THE OTHER TRUSTEES AND, THEREFORE, RECEIVES A SUPPLEMENTAL PAYMENT OF \$90,000 ANNUALLY.

PERSON'S NAME

CAROL CLARE DEFURIA

COMPENSATION EXPLANATION

THE TRUSTEES MEET TWICE A YEAR FOR TEN FULL DAYS OF BOARD AND COMMITTEE MEETINGS. TRUSTEES ARE ALSO REQUIRED TO MAKE SITE VISITS TO FOUNDATION SUPPORTED PROJECTS AND GRANTEES. TRUSTEES ARE ALSO CALLED ON THROUGHOUT THE YEAR FOR CONSULTATION AND TO TAKE ON SPECIAL ASSIGNMENTS. TRUSTEES TYPICALLY DEVOTE 195 FULL DAYS PER YEAR TO OVERSIGHT AND REVIEW OF THE FOUNDATION'S OPERATIONS, PROGRAMS AND INVESTMENTS.

PERSON'S NAME

ROBERT B. HINTON, JR.

COMPENSATION EXPLANATION

THE TRUSTEES MEET TWICE A YEAR FOR TEN FULL DAYS OF BOARD AND COMMITTEE MEETINGS. TRUSTEES ARE ALSO REQUIRED TO MAKE SITE VISITS TO FOUNDATION SUPPORTED PROJECTS AND GRANTEEES. TRUSTEES ARE ALSO CALLED ON THROUGHOUT THE YEAR FOR CONSULTATION AND TO TAKE ON SPECIAL ASSIGNMENTS. TRUSTEES TYPICALLY DEVOTE 195 FULL DAYS PER YEAR TO OVERSIGHT AND REVIEW OF THE FOUNDATION'S OPERATIONS, PROGRAMS AND INVESTMENTS.

PERSON'S NAME

MATTHEW D. HINTON

COMPENSATION EXPLANATION

THE TRUSTEES MEET TWICE A YEAR FOR TEN FULL DAYS OF BOARD AND COMMITTEE MEETINGS. TRUSTEES ARE ALSO REQUIRED TO MAKE SITE VISITS TO FOUNDATION SUPPORTED PROJECTS AND GRANTEES. TRUSTEES ARE ALSO CALLED ON THROUGHOUT THE YEAR FOR CONSULTATION AND TO TAKE ON SPECIAL ASSIGNMENTS. TRUSTEES TYPICALLY DEVOTE 195 FULL DAYS PER YEAR TO OVERSIGHT AND REVIEW OF THE FOUNDATION'S OPERATIONS, PROGRAMS AND INVESTMENTS.

| | | | |
|-------------|--|-----------|---|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 3 |
|-------------|--|-----------|---|

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|-------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| WELLS FARGO | 1,655,168. | 0. | 1,655,168. | 1,655,168. | |
| TO PART I, LINE 4 | 1,655,168. | 0. | 1,655,168. | 1,655,168. | |

| | | | |
|-------------|------------|-----------|---|
| FORM 990-PF | LEGAL FEES | STATEMENT | 4 |
|-------------|------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PORZIO PROMBERG & NEWMAN | 231,130. | 115,565. | | 115,565. |
| TO FM 990-PF, PG 1, LN 16A | 231,130. | 115,565. | | 115,565. |

| | | | |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 5 |
|-------------|-------------------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| SANDRA J. CHAMPION | 122,692. | 61,346. | | 61,346. |
| TO FORM 990-PF, PG 1, LN 16C | 122,692. | 61,346. | | 61,346. |

| | | | |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 6 |
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| UNITED STATES TREASURY | 77,221. | 0. | | 0. |
| FOREIGN TAX WITHHELD | 28,522. | 28,522. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 105,743. | 28,522. | | 0. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT | 7 |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| WELLS FARGO INVESTMENT ADVISORY FEES | 310,174. | 310,174. | | 0. | |
| PAYROLL ADMIN FEES | 3,102. | 1,551. | | 1,551. | |
| ASSOCIATION FEES | 4,200. | 2,100. | | 2,100. | |
| WORKERS COMPENSATION INSURANCE | 3,570. | 0. | | 0. | |
| OFFICE EXPENSE | 1,529. | 0. | | 0. | |
| D & O INSURANCE | 17,051. | 0. | | 0. | |
| TO FORM 990-PF, PG 1, LN 23 | 339,626. | 313,825. | | 3,651. | |

| FORM 990-PF | CORPORATE STOCK | | STATEMENT | 8 |
|--|-----------------|----------------------|-----------|---|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | | |
| 251,707 SHS JOHNSON & JOHNSON COMMON STOCK | 13,230,644. | 35,090,473. | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 13,230,644. | 35,090,473. | | |

| FORM 990-PF | OTHER INVESTMENTS | | STATEMENT | 9 |
|---|---------------------|-------------|----------------------|---|
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE | |
| SEE ATTACHED STATEMENT OF OTHER ASSETS | COST | 32,711,718. | 37,575,193. | |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 32,711,718. | 37,575,193. | |